

**BY-LAWS OF
CONGREGATION NEVEH SHALOM
PORTLAND, OREGON**

ARTICLE I. NAME, HISTORY, PURPOSE and AFFILIATION

Section 1. This congregation (in Hebrew *kehillah*) shall be known as Congregation Neveh Shalom. The principal office shall be located at 2900 SW Peaceful Lane, Portland, Oregon 97239.

Section 2. In the year 5629 (June 10, 1869), a group of individuals, recognizing the need for a Jewish Congregation to practice, promote and foster traditional Judaism, established Congregation Ahavai Sholom (also known as Chebra Ahavi Sholom); in the year 5653 (1892) Congregation Nevah Zedeck Thalmud Torah (referred to simply as Nevah Zedeck) was established for the same purpose (incorporated in Oregon on February 20, 1901).

In the year 5721 (October 19, 1961), the Congregations were merged.

Section 3. The purpose of the Congregation shall be: To maintain a Synagogue for the worship of God and the promulgation of the tenets, beliefs, and doctrines of Conservative Judaism; to maintain a Religious School to educate Jewish youth about Judaism and the history and culture of the Jewish people; to maintain cemeteries for the burying and interment of the dead; and to engage in such additional religious, educational, social, recreational, and related activities as will strengthen, maintain, and perpetuate Judaism.

Section 4. The Congregation shall hold membership in and be affiliated with United Synagogue of Conservative Judaism.

ARTICLE II. MEMBERSHIP, BENEFITS, and PRIVILEGES

Section 1. Membership may be extended to any person of the Jewish faith (as defined by Congregation Neveh Shalom's *mara d'atra*) as described in Section 2 below, and to certain persons not of the Jewish faith but eligible for membership, as described in Section 2 below.

Section 2. There shall be five (5) types of membership:

- A. **Household Memberships.** A Household Membership comprises two adults (at least one of whom must be Jewish) who reside in the same household or one adult, raising Jewish children or grandchildren. For purposes of these By-laws, each adult and any dependent children up to and including age 26 who is a part of a Household Membership is considered a Household Member. A non-Jewish widow/widower or surviving or divorced partner of a Jewish Household Member may continue as a Household Member, if continuing to raise Jewish children or Jewish grandchildren.
- B. **Individual Memberships.** An Individual Membership is available to a Jewish individual eighteen (18) years of age or older, or a non-Jewish widow/widower or surviving or divorced partner of a Jewish Household Member.
- C. **Honorary Memberships.** Honorary Memberships shall automatically be conferred upon the Congregation's clergy, the Executive Director, the Educational Professionals and other members of the CNS Professional Staff and their spouses, domestic partners and children who meet eligibility criteria in Section 2(A) or 2(B). Additional honorary memberships may be conferred upon other deserving Jewish adults upon two-thirds (2/3) vote of the Board of Directors present and voting. Honorary memberships will be conferred on a yearly basis or as outlined in an employment contract.

- D. **Associate Memberships.** Associate Memberships shall be extended on a yearly basis to either Jewish individuals or households who are regular members in Good Standing of other Jewish congregations or those that live outside of the Portland metropolitan area. Members of other Jewish congregations shall not be entitled to membership benefits and privileges under this type of membership. Members who live outside of the Portland metropolitan area are entitled to all membership benefits and privileges. All members in Section 2(D) shall, however, be invited to participate in all religious services, activities, and functions. Prospective Associate Members may be required to provide written documentation of their membership in another Congregation or proof of residency.
- E. **Student Memberships.** Membership may be extended on a yearly basis to any Jewish students enrolled full-time in any college or post-secondary program, through the age of twenty-six (26), who are not children of a member. These members shall not be entitled to membership benefits and privileges. These members shall, however, be invited to participate in all religious services (including High Holidays at no charge), activities, and functions. Prospective members eligible in this category may be required to provide written documentation of their full-time enrollment.

Section 3. Application for membership shall be made in writing through the Membership Department, which includes the Executive Director. Applications for membership are accepted through the Membership Department. At each board meeting, a report shall list each application for membership to the Board of Directors for review and ratification of this acceptance by a simple majority of Directors present, subject to quorum rules as outlined below.

Section 4. Members who are in Good Standing (as defined in Article III and is one whose membership privileges have not been removed as provided in Article II, Section 6) shall enjoy the following benefits and privileges:

- A. Household, Individual, Associate Memberships residing outside the Portland metro area and Honorary Members shall have a voice and vote at all congregational meetings as described in Article V, Section 4.
- B. Jewish Household Members and Jewish Individual Members may serve on the Board of Directors, hold office in the Congregation and serve as the chairperson of a synagogue committee.
- C. All types of memberships may serve as members of synagogue committees, with Honorary Members serving in an ex-officio capacity with no vote.
- D. Household, Individual, Associate Memberships residing outside the Portland metro area (and aren't a member in good standing of another Jewish congregation) and Honorary Members, subject to such fees, charges, and regulations as the Board of Directors from time to time determines, are entitled to:
 - a. Enroll their children or grandchildren in the Foundation School, Aliyah or Tichon programs;
 - b. Use the facilities of the Congregation;
 - c. Use Cemetery grounds for burial in conformity with the rules of burial of the Congregation, as determined by the *mara d'atra*;
 - d. Receive tickets for High Holiday Services, including any dependent children through age 26;
 - e. Celebrate the B'nai Mitzvah of a Jewish child in the synagogue;
 - f. Utilize the services of the Congregation's clergy for Jewish life cycle events;
- E. All Members shall be entitled to participate in educational, cultural and social programs of the Congregation and shall have access to clergy.

Section 5. The Board of Directors shall have the right to adopt regulations and policies permitting non-members of the synagogue to enroll children or grandchildren in educational programs. In consultation with the *mara d'atra*, policies may allow burial of non-members or non-Jewish Household or Individual Memberships in the cemeteries. In addition, the Board of Directors may set different fee structures for non-members for use of any facilities, benefits and privileges.

Section 6. A member may be brought before the Board of Directors for potential expulsion from the Congregation for cause. A vote of seventy-five percent of the entire Board of Directors in favor shall be required, with the vote taking place at either a regular board meeting or a special meeting called for this specific purpose. Notice shall be provided to the member via certified mail at least 10 days in advance of the meeting.

ARTICLE III. FISCAL YEAR, DUES and FINANCIAL COMMITMENTS

Section 1. The fiscal year of the Congregation shall be from July 1 through June 30.

Section 2. Members shall pay Financial Commitments (defined as dues, assessments, building fees, tuition, campaigns and other obligations) which shall be fixed by the Board of Directors from time to time at properly held Board meetings. All members shall pay such financial commitments as shall be determined by the Board of Directors. From time to time, financial arrangements may be made upon request by a member. The Executive Director shall determine these financial arrangements, which will be held in strict confidence.

Section 3. A member in good standing is one who has paid a) at least 50% of their Financial Commitments due the Congregation by January 4 of the fiscal year for which such sums are due; and b) all final balances of their Financial Commitments due the Congregation by June 30 of the fiscal year for which such sums are due.

Section 4. Members who do not pay their Financial Commitments as stated in Section 3, shall be notified in January and July of each calendar year of any outstanding amounts. These members may be considered Members not in good standing and may have the items in Article II, Section 4(D) temporarily revoked until outstanding amounts are paid or arrangements are made with the Executive Director, subject to policies set by the Board of Directors. No member shall be denied access to necessary services, including communal prayer, clergy access or as determined by the Executive Director and/or Board of Directors, even for failure to pay their Financial Commitments.

ARTICLE IV. NOMINATIONS, ELIGIBILITY and ELECTION FOR OFFICERS and BOARD OF DIRECTORS

Section 1. Nominating Committee.

- A. Nominations for all Officers and Directors falling vacant at the end of the then current fiscal year shall be made by a Nominating Committee comprised of seven (7) persons as follows:
 - a. The Immediate Past President, or in their absence, an alternate representative designated by the President;
 - b. Two (2) members from the membership-at-large (non-Board members) selected by the President no later than three (3) months prior to the Annual Meeting of the Congregation;
 - c. Two (2) members elected from the voting Membership at the previous Annual Meeting. In the event that any of these individuals are unable to serve, the Board of Directors shall fill the vacancy from the membership-at-large;
 - d. Two (2) members of the Board of Directors, elected by the Board of Directors; such election to take place not later than three (3) months prior to the Annual Meeting of the Congregation. The President shall not participate in such election.
- B. The Immediate Past President shall serve as Chair of the committee. The President shall appoint a replacement chair as necessary.
- C. In the case of a vacancy other than the Chair of the Nominating Committee, the Executive Committee shall appoint a replacement.

- D. Clergy, Staff, Board of Directors and Members in Good Standing may be solicited for nominations.
- E. The slate shall be presented to the Board of Directors prior to notice to the Congregation. This should occur at least one month prior to the election.

Section 2. Eligibility and Nominations

- A. Jewish Household Members and Jewish Individual Members aged 18 years and older in good standing shall be eligible for any office or Board of Directors position and nominated by:
 - a. The Nominating Committee or
 - b. A petition signed by ten members in good standing with the approval of the nominee if presented to the Secretary and/or Executive Director no later than two (2) weeks prior to the election to allow for proper notice to the Congregation.
- B. The slate of the Nominating Committee and any eligible petitions shall be sent to all members of the Congregation not less than ten (10) nor more than thirty (30) days prior to the Annual Meeting date, in accordance with the notice, as defined in Article V, Section 6.

ARTICLE V. CONGREGATIONAL MEETINGS

Section 1. The Annual Meeting of the Congregation shall be held during the month of June. Notice of the meeting shall be sent to all members of the Congregation not less than ten (10) nor more than thirty (30) days prior to the meeting, in accordance with the notice, as defined in Article V, Section 6.

Section 2. Special meetings may be called by the President, the Board of Directors, or upon written petition of 5% of members in good standing at the time the written petition is received, determined solely by the Executive Director. The petition shall set forth the purpose of such meeting and the Secretary shall call such special meeting within fifteen (15) days from when the petition is presented to the Secretary and the 5% threshold is determined to be valid. Notices of all special meetings called by the President or the Board of Directors must state the purpose of such meeting and shall be sent to all members of the Congregation not less than ten (10) days nor more than thirty (30) days prior to the date set for the meeting. Special meetings shall be held solely for the purpose they are called, and no other business shall be transacted.

Section 3. The presence at either an Annual Meeting or special meeting in person or by proxy of members eligible to vote as detailed in Section 4 below equal in number to a number that is not less than ten percent (10%) of the number of membership units belonging to the Congregation as of the date notice of such meeting is sent, shall constitute a quorum qualified to transact business at the meeting.

Section 4. Voting.

- A. Officers and Directors are elected at the Annual Meeting of the Congregation by a simple majority (50% +1) of the votes cast for this purpose.
- B. Any other motion at a meeting shall also by a simple majority (50% + 1) of the votes cast for this purpose.
- C. Household, Individual, Associate Memberships residing outside the Portland metro area, and Honorary Memberships in good standing shall be entitled to one vote for each adult aged 18 years and older in the household. Associate Memberships who are a member in good standing at another synagogue and Student Memberships shall have no vote.
- D. Voting shall be conducted by the President asking for Yea, Nay and Abstentions via voice vote. If, in the sole judgement of the President the vote is a simple majority (50% +1) in favor of the election or motion the voting is confirmed. However, if, in the sole judgement of the President (after consulting with the Secretary if needed) the vote is contested, a closed ballot shall be conducted, with the President, Secretary and Executive Director counting the ballots. The person receiving the most votes of the ballots cast shall be elected. For a motion, a simple

- majority (50% +1) of the votes cast must be in favor of the motion to pass.
- E. At all Congregational meetings, a member in good standing may vote either in person or by proxy. A member may appoint a proxy to vote by signing an appointment form and delivering that form to the Executive Director, President or Secretary of the Congregation before or at the fixed starting time of the time of the meeting so that the appointment form is present at the meeting. Appointment of a proxy is considered limited to the meeting submitted unless otherwise noted on the appointment form.

Section 5. Meetings shall be held in person or, as permitted by Oregon law, or may be held through electronic means such as teleconference or webinars. A system to allow those participating through electronic means to participate in the discussion and vote shall be established.

Section 6. Notice of meetings may be mailed, sent by electronic mail or published by other reasonable means to all members of the Congregation.

ARTICLE VI. BOARD OF DIRECTORS

Section 1. The Board of Directors shall govern the affairs of the Congregation, acting as a fiduciary in a prudent manner for and on behalf of the Congregation and conduct its business, including setting policy for the Congregation and its leadership; setting and approving plans for all programs; and be responsible for the setting, control over and collection of all financial commitments, donations, gifts and bequests or any other source of revenue which may now or in the future be legitimately part of the Congregation's revenue stream.

Section 2. The Board of Directors shall be responsible for delineating the duties of the Executive Director and Clergy of the Congregation. The Executive Director shall be responsible for approving all actions with respect to professional staff and other employees, including hiring, firing, raises and promotions, with notification and ratification by the Board of Directors.

The Board of Directors may delegate any of its responsibilities to the President of the Congregation, to the Executive Committee, the Personnel Committee or any other committee, clergy or Executive Director. The Board of Directors shall receive periodic reports on these delegated responsibilities.

Section 3. The Board shall be composed of (a) no fewer than twelve and not more than fifteen eligible members in good standing elected by the Congregation; (b) the Officers as described in Article VII; (c) the immediate Past-President; and (d) the Presidents (or co-Presidents) of the Men's Club and of the Sisterhood or their designee. Each Board member in Section 3(a)-(c) shall have one vote. If there are co-Presidents in Section 3(d), each group shall have one total vote (one for Men's Club and one for Sisterhood).

Section 4. Directors shall serve for a term of three years beginning July 1 of the fiscal year after being elected at the Annual Meeting (unless filling the un-expired term of a former Board member). A non-officer Director shall not serve more than 6 years on the Board consecutively. A non-officer Director who serves for 6 years on the Board consecutively shall be eligible for election to another term once they have been off the Board for at least two full years.

Section 5. Any vacancy among the elected Board members (including but not limited to death, resignation or removal) that results in falling below the minimum board members in section 1(a), shall be filled by vote of the Board at the Board meeting in a timely manner if the following the occurrence of such vacancy, and the member so chosen shall serve the unexpired term of the Board member replaced.

Section 6. A Board member may be removed for cause by a vote of seventy-five percent of the entire Board of Directors at a special meeting called for that purpose. Board members must meet the expectations as

outlined in the Board manual, including all policies established by the Board.

Section 7. The Board of Directors shall hold not less than eight (8) Board meetings per fiscal year on the 3rd Thursday of the month. Notices of re-scheduled meetings shall be sent to the members of the Board by the Secretary or Executive Director not less than seven (7) days prior to the date set for such re-scheduled meeting.

Section 8. Special meetings of the Board may be called by the President at any time, or when requested in writing by eight (8) or more members of the Board. The Secretary shall provide reasonable notice in advance of such meetings. The special meeting shall be held within 21 days of receipt of request by the Board. All notices of special meetings shall state the purpose of the special meeting and no other business shall be transacted.

Section 9. The presence of not less than fifty percent (50%) of the voting members of the Board, plus one, at a meeting of the Board of Directors shall constitute a quorum qualified to transact the business at said meeting.

Section 10. As Conservative Jews, ethical and moral behavior is imperative and values of *derech erez* and *kevod* (mutual respect and honor), take precedence in guiding our discussions and deliberations. Members shall be required to speak and act accordingly at all times in order to promote *shalom bayit* (peace in the house). *Lashon hora* (evil words) shall not be permitted. Meetings shall otherwise be conducted in accordance with the then-current edition of Robert's Rules of Order, unless other standing rules are approved by the Board (simple majority) or recommended by the Governance Committee and approved by the Board (simple majority).

Section 11. Any member of the Congregation in good standing may attend Board of Directors meetings. However, such persons and any non-voting members of the Board of Directors may be asked to remove themselves from executive session portions of the Board of Directors meetings identified by the President, Executive Committee or Board of Directors as being proprietary to the voting members of the Board of Directors.

ARTICLE VII. OFFICERS

Section 1. The elected officers of the Congregation shall consist of a President, a President-Elect, between one and four Vice Presidents, a Secretary and a Treasurer.

Section 2. The officers shall be Jewish members in good standing. With the exception of the President-Elect, they shall be elected at the Annual Meeting of the Congregation, to serve a term of two years. The President-Elect shall serve for a term of one year and be elected President at the Annual Meeting occurring at the end of the first-year term. The officers shall take office on July 1 until their successors have been elected by the Congregation at an Annual or Special Meeting.

Section 3. Any vacancy in any office shall be filled without undue delay with nomination by the President and a vote of the Board of Directors at a regular or special meeting of the Board. The officer filling the position shall continue to serve for the vacated term.

Section 4. Any officer may be removed for cause by a seventy-five (75) percent vote of the entire Board of Directors at a regular or special meeting called for that purpose.

Section 5. The President shall: (a) preside at all executive committee, meetings of the Congregation and of the Board of Directors; (b) appoint chairpersons of all standing and special committees; (c) be ex-officio member of all standing and special committees except the nominating committee; and (d) report to the

Congregation at the Annual Meeting; and (e) to be amongst the signatories for checks, vouchers and notes, together with the treasurer and such officers as may be directed by the Board of Directors. The President may vote at meetings only in the event of a tie vote.

Section 6. If there is a President-Elect, they shall assume the office of the President if the President is unable to serve.

Section 7. Each Vice President shall oversee and supervise a portfolio of committees and/or auxiliary organizations of the Congregation. Portfolio assignments shall be established by the President and the Executive Committee at least annually. They may perform such other duties as prescribed by the Board of Directors from time to time.

Section 8. The Secretary shall: (a) keep and have available a written record of the proceedings of the Congregation, the Board of Directors, and the Executive Committee; and (b) perform such other duties as may be prescribed by the Board of Directors from time to time. The Secretary shall sign such instruments or documents as may be necessary to effectuate the business operations of the Congregation.

Section 9. The Treasurer shall: (a) oversee the financial affairs of the Congregation in conjunction with the Executive Director and any financial staff; (b) shall submit, in conjunction with the Finance Committee, to the Board of Directors prior to the end of each fiscal year a budget of estimated income and expenditures for the approval of the Board of Directors; (c) make such records and documents available for inspection and examination by the other officers or by order of the Board of Directors; and (d) ensure securities are held at a regulated financial institution and other valuable documents are held in a safe deposit vault or other safekeeping arrangement; and (e) shall be the Chair of the Finance Committee. All assets shall be held in the name of the Congregation or in a financial institution's nominee name.

The Treasurer shall sign all agreements, contracts, deeds and other documents for the congregation, pursuant to appropriate resolutions by the congregation or the Board of Directors; to be amongst the signatories of all checks, vouchers and notes, together with the President and such officers as may be directed by the Board of Directors.

The Treasurer shall make at least quarterly reports to the Board of Directors of the finances of the Congregation along with a written financial report to the Congregation for its Annual Meeting.

ARTICLE VIII. EXECUTIVE COMMITTEE and PERSONNEL COMMITTEE

Section 1. The Executive Committee shall be composed of the President, President- Elect, Vice President(s), Secretary, Treasurer, Presidents of the Men's Club and Women's League (or their appointees), and, for a period of one year after expiration of their term as President, the Immediate Past President. All members of the Executive Committee shall be entitled to vote on matters before the Executive Committee. The Executive Director and the Senior Rabbi of the Congregation shall be an ex-officio member of the Executive Committee without the right to vote. The President, in their sole discretion, may invite others to attend Executive Committee meetings, without voting status.

Section 2. The Executive Committee shall function as a presidential cabinet, recommending policy to the President and Board of Directors, while also being responsible for the day-to-day operations of the Congregation, along with the President, Senior Rabbi, Executive Director and other lay leaders and professional staff. The Executive Committee shall also be the primary planning body for the Congregation. It may act for the Board of Directors in cases of bona-fide emergencies. The Executive Committee may delegate day-to-day operations and conduct of specific activities and programs, as it sees fit, to officers, clergy or professional staff members, and to committee chairs or auxiliary organizations. The responsibilities of the

Executive Committee, subject to Board of Directors approval, include:

- a. recommending policy for the Congregation and its leadership;
- b. recommending guidelines for the conduct of the Congregation's affairs;
- c. recommending appointments of chairpersons to all standing and ad hoc committees of the Board of Congregation to the President; and
- d. supervising the planning and implementation of the Congregation's programs and activities.

Section 3. No obligations over \$1,500 above an approved budget shall be incurred without approval of the Board of Directors; provided, however, if circumstances require that any such obligation be incurred prior to the next scheduled meeting of the Board of Directors, the Executive Committee shall have the right to approve such obligation. In the event the Executive Committee approves any unbudgeted expenditure, the Executive Committee shall notify the Board of Directors of such action on or before the date of the next scheduled meeting of the Board of Directors and the Board of Directors shall ratify it at the next scheduled meeting. All Congregation checks shall be signed by two persons authorized and designated by the Board of Directors.

Section 4. The Personnel Committee shall be composed of the President, President- Elect, Vice President(s), Secretary, Treasurer and, for a period of one year after expiration of his or her term as President, the Immediate Past President. All members of the Personnel Committee shall be entitled to vote on matters before the Personnel Committee.

Section 5. Unless otherwise determined by the Board of Directors, the Personnel Committee shall (a) inform the Board of Directors of actions with respect to clergy and the Executive Director, including hiring, firing, discipline, compensation and promotions, (b) conduct or delegate personnel/performance reviews and regular meetings for all clergy, professional staff and employees of the Congregation, (c) conduct or supervise recruiting activities, negotiations of terms of employment or contracts for Congregation clergy and professional staff, (d) recommend to the Board of Directors the retention or firing of each Rabbi, Cantor and other clergy engaged by the Congregation and (e) perform such other duties and take such other actions as may be delegated to the Personnel Committee by the Board of Directors.

ARTICLE IX. COMMITTEES

Section 1. Standing Committees are of two classes, those appointed by the President and those elected by the Membership and/or the Board of Directors.

- A. Appointive Standing Committees. The President shall appoint the Chair for the following appointive standing committees who shall report regularly to the Board of Directors. The President may appoint additional persons on these committees, selecting them from the Board of Directors and/or the general membership of the congregation, or authorize the committee Chair to make such selections. The fixed appointive standing committees are: Education (Adult & Youth), Cemetery, Finance and Budget, Membership, Ritual (under the authority of the Senior Rabbi), Tikkun Olam, Governance and Leadership, and Financial Development (including Endowment).

There shall be at least one Board member on each of the above standing committees, which shall consist of no less than 4 members. All standing committees shall meet not less than quarterly, shall record their proceedings and report to the Board of Directors, and shall be subject to supervision by the Board.

Additional Appointive Standing Committees may be approved by the Board of Directors as needed without the need to amend the By-laws first.

- B. Elected Standing Committees. Standing committees consists of those elected by the membership, Board or these By-laws. The fixed standing committees are: Executive Committee, Nominating Committee, Cemetery Trust and the Personnel Committee.
- C. The Nominating Committee in Article IV, Section 1, while elected, will be a sub-committee of the Governance Committee.

Section 2. Special Committees may be appointed by the President and/or the Board as needed. Such committees shall exist for the tasks designated, and the duration determined, by the President and/or Board. These committees shall record their proceedings and report to the Board of Directors and shall be subject to supervision by the Board.

Section 3. All committees under this section will have formal charters and duties written and approved by the Board of Directors from time to time.

ARTICLE X. CLERGY and PROFESSIONAL STAFF

RABBI

Section 1. The Congregation shall engage a Senior Rabbi and as may be deemed advisable by the Board of Directors, one or more associate or assistant Rabbis. Candidates for selection as a Rabbi shall be solicited in accordance with the rules of the Joint Commission on Rabbinic Placement (of the Jewish Theological Seminary, the Rabbinical Assembly and The United Synagogue of Conservative Judaism).

Section 2. The Senior Rabbi shall be chosen by the Congregation at a meeting called for that purpose, upon the recommendation of the Board of Directors, with any associate or assistant rabbis being chosen by the Board of Directors or by the Personnel Committee acting on behalf of the Board of Directors. The Board of Directors, at any regular meeting or special meeting, shall have the right to extend or terminate the employment of any Senior Rabbi without further vote by the Congregation. Any vote by the Board of Directors to terminate the employment of any clergy shall require the affirmative vote of sixty percent (60%) of the entire Board of Directors. The Personnel Committee may fill the role of the Board of Directors in this Section for extension of employment, with the Board of Directors being informed of actions taken or not taken.

Section 3. A Rabbi shall have the responsibility of teacher and preacher of the congregation. They shall enjoy the freedom of the pulpit. A Rabbi shall seek the advice and guidance of the Board of Directors and/or the Executive Committee. The Senior Rabbi, as *mara d'atra*, shall be the halakhic authority of the congregation. In exercising this authority, they shall give due consideration to the minhag (traditions) of the congregation, and the views of the lay leadership and membership, as expressed through direct communications, meetings, or polls of the membership. All Rabbis shall be members of the Rabbinical Assembly and shall be expected to adhere to the standards expected of members of the Rabbinical Assembly. All Rabbis shall be an ex-officio member, without vote, of all committees, except for the Executive Committee, which is reserved for the Senior Rabbi only. The Senior Rabbi, as *Mara D'atra*, shall also have joint oversight with the Board (or Executive Board as designed by the Board) of the Ritual Committee.

THE CANTOR

Section 1. The Congregation shall engage a Senior Cantor (*hazzan*) and as may be deemed advisable by the Board of Directors, one or more associate or assistant Cantors. Candidates for election as cantor shall be solicited in accordance with the rules of the Commission on Cantorial Placement (of the Cantors Assembly and The United Synagogue of Conservative Judaism).

Section 2. The Senior Cantor shall be chosen by the Congregation at a meeting called for that purpose, upon

the recommendation of the Board of Directors, with any associate or assistant Cantors being chosen by the Board of Directors or by the Personnel Committee acting on behalf of the Board of Directors. The Board of Directors, at any regular meeting or special meeting, shall have the right to extend or terminate the employment of any Senior Cantor without further vote by the Congregation. Any vote by the Board of Directors to terminate the employment of any clergy shall require the affirmative vote of sixty percent (60%) of the entire Board of Directors. The Personnel Committee may fill the role of the Board of Directors in this Section for extension of employment, with the Board of Directors being informed of actions taken or not taken.

Section 3. The Senior Cantor shall act as the ba'al nusach [religious musical expert] and principal sheliach tzibbur of the congregation, in consultation with the Senior Rabbi and Ritual Committee, and with due deference to the Senior Rabbi's authority as mara d'atra of the congregation. The Senior Cantor shall also consult with the responsible program directors and committees regarding all programs and activities of the congregation involving liturgical or Jewish music.

PROFESSIONAL STAFF

Section 1. The Congregation may employ an Executive Director and/or other contracted professional staff. The Executive Director shall be selected by the Board of Directors and be supervised by the Personnel Committee. Other contracted professional staff shall be selected and supervised by the Executive Director or their designee.

Section 2. The Executive Director shall be amongst the signatories of all checks, vouchers and notes, together with the President and such officers as may be directed by the Board of Directors.

ARTICLE XI. AUXILLIARY ORGANIZATIONS

Section 1. The congregation shall sponsor such additional organizations, affiliated with Conservative Judaism, as shall be recommended by the Board of Directors

Section 2. The activities of auxiliary groups shall always be conducted in accordance with the best interests of the synagogue and Conservative Judaism.

Section 3. The auxiliary groups include a) Sisterhood (in the past known as Women's League), b) Men's Club and c) any other groups so agreed upon by the Board of Directors.

Section 4. The Congregation reserves the right to review the books and records of any auxiliary groups.

Section 5. The Congregation Taxpayer ID may be utilized by any auxiliary groups in Section 3.

ARTICLE XII. CEMETERIES and CEMETERY TRUST COMMITTEE

Section 1. Members of the Jewish Faith may be buried in the Cemeteries. No exhumation of bodies buried in the Cemeteries shall be permitted unless such exhumation is permissible according to the Jewish Law as interpreted by the Senior Rabbi. A person who is not a member of the Jewish Faith may be buried in the Cemeteries only if such burial is permissible according to the Jewish Law as interpreted by the Senior Rabbi.

Section 2. These By-Laws shall be deemed to be a part of every deed of any Cemetery plot or any interest therein as fully as if they were set forth therein, and a provision to that effect shall be incorporated in all deeds executed on behalf of the Congregation.

Section 3. The Cemetery Trust Committee's responsibilities shall be governed by the Cemetery Trust created by a separate memorandum of trust by the Board of Directors of Congregation Neveh Shalom, which includes, but is not limited to: preservation of the assets of the Cemetery Perpetual Fund and special care funds. The committee members (trustees) shall be selected by the Board of Directors in accordance with the memorandum of trust (which is incorporated by reference) from time to time.

ARTICLE XIII. INDEMNIFICATION

Section 1. No director, member or uncompensated officer shall be personally liable to the Congregation for monetary damages for conduct as a director or officer, provided that this Article XIII shall not eliminate or limit the liability of a director or officer for any act or omission for which such elimination of liability is not permitted under the Oregon Nonprofit Corporation Act. No amendment to the Oregon Nonprofit Corporation Act that further limits the acts or omissions for which elimination of liability is permitted shall affect the liability of a director or officer for any act or omission which occurs prior to the effective date of the amendment. To the fullest extent that the law of the State of Oregon as it now exists or as it may hereafter be amended, permits the elimination of or limitation on the liability of directors, officers and members, no director, officer or member of the corporation shall be liable to the Congregation for damages for any act or omission.

Section 2. The Congregation shall indemnify to the fullest extent not prohibited by law any person who is made, or threatened to be made, a party to an action, suit, or proceeding, whether civil, criminal, administrative, investigative, or otherwise (including an action, suit, or proceeding by or in the right of the Congregation), by reason of the fact that the person is or was a director, officer, employee or agent of the Congregation or a fiduciary within the meaning of the Employee Retirement Income Security Act of 1974, as amended, with respect to any employee benefit plan of the Congregation, or serves or served at the request of the Congregation as a director, officer, employee or agent, or as a fiduciary of an employee benefit plan, of another Congregation, partnership, joint venture, trust or other enterprise. The Congregation shall pay for or reimburse the reasonable expenses incurred by any such person in any such proceeding in advance of the final disposition of the proceeding if the person sets forth in writing (i) the person's good faith belief that the person is entitled to indemnification under this article and (ii) the person's agreement to repay all advances if it is ultimately determined that the person is not entitled to indemnification under this Article XIII. No amendment to this Article XIII that limits the Congregation's obligation to indemnify any person shall have any effect on such obligation for any act or omission that occurs prior to the later of the effective date of the amendment or the date notice of the amendment is given to the person. This Article XIII shall not be deemed exclusive of any other provisions for indemnification or advancement of expenses of directors, officers, employees, agent and fiduciaries that may be included in any statute, bylaw, agreement, general or specific action of the board of directors, vote of the members or other document or arrangement.

ARTICLE XIV. FUNDS; DISPOSITION OF PROPERTY AND OTHER ASSETS

FUNDS

Section 1. The Board of Directors may by resolution authorize any officer(s) or agent(s) of the Synagogue, in addition to those so authorized by these By-laws, to enter into any contract or to execute and deliver any instrument in the name of and on behalf of the Synagogue. Such authority may be general or be confined to specific instances.

Section 2. The Board of Directors shall have the power to accept and receive donations and bequests of property or money, whether given to the Synagogue absolutely or in trust for purposes germane to the Synagogue's purposes, and when received in trust, the Board shall administer the trust according to law and the trust instrument.

Section 3. All funds of the Synagogue shall be from time to time deposited or invested to the credit of the

Synagogue in such banks, depositories or other investment modalities for such purposes and according to such terms as, otherwise consistent with these By-laws, the Board of Directors may in its discretion designate. In determining and implementing an appropriate investment strategy, the Board may retain and consult competent professional advice.

Section 4. All monies designated as perpetual care funds shall be separately accounted for and used for maintenance and beautification of the Congregation's cemeteries.

The assets and income of the Synagogue shall be dedicated to its purposes as described in these By-laws, and, upon dissolution, shall not inure to any member, and shall be distributed for such purposes allowed for a tax exempt organization under I.R.C. § 501(c)(3) or its equivalent as shall be consistent with the purposes of the Synagogue.

ARTICLE XV. AMENDMENT OF BY-LAWS

Section 1. These By-laws, or any portion thereof, may be amended in the following manner:

- a. A proposal to amend or suspend one or more articles of these By-laws, or to introduce new articles to it, shall be submitted in writing to the Board of Directors, signed by at least 30 members in good standing of the congregation. Proposals may also originate with the Board of Directors and/or through a special ad-hoc committee appointed by the President. The Board Directors shall consider such a proposal at the meeting of the Board immediately following the meeting at which the proposal is submitted or made, upon notice to all members of the Board.
- b. Within 15 days after consideration of the proposal by the Board of Directors, a special meeting of the Congregation shall be called to consider and vote on the proposal, unless the submitters believe that the proposal shall be held until the next Annual Meeting. The notice of such meeting shall include a copy of the proposed amendment, a copy of the current section being amended and a statement by the proponent in support of the amendment, explaining the rationale/import of it, as well as a statement explaining the rationale of any opposition to the amendment, if known. Electronic notification and distribution are permitted.
- c. At such meeting, a report shall be submitted to the congregation on the recommendation of the Board of Directors as to action to be taken.
- d. If at least two-thirds of the members in good standing of the congregation present and voting at such meeting favors the proposal, it shall be declared adopted.

Section 2. A proposal for amendment or suspension which has been rejected by the congregation may not be resubmitted for the consideration of the congregation unless 12 months have elapsed since the time of such rejection.

ARTICLE XVI. ADOPTION and AFFIRMATION

Section 1. These By-laws were adopted by a vote of at least two-thirds of the members in good standing of the congregation present at the Annual Meeting held on _____.

Section 2. These By-laws shall be affirmed each year by a vote of at least two-thirds of the members in good standing of the congregation present at the annual meeting unless proposed amendment(s) are presented, in which case Article XV shall be followed.

