

# BY-LAWS OF TEMPLE SHALOM

## 1.0 Interpretation

For the purpose of this By-Law,

- 1.1 "Board" means the Board of Temple Shalom or Board of Directors for the Ontario Corporations Act.
- 1.2 "Temple" means Temple Shalom, organized for the purposes of practicing Reform Judaism.

## 2.0 Purpose

The purposes of Temple Shalom shall be to practice Reform Judaism, to promote teachings of Reform Judaism through religious education, to advance the cause of Reform Judaism.

## 3.0 Membership

- 3.1 Any person of the Jewish faith or any member 18 years or over in a family unit where one person is of the Jewish faith may be eligible to be a Member.
- 3.2 By the majority vote of the Board, a person or persons shall be elected as a Member or Members.
- 3.3 Family membership shall consist of adult partners with or without children, or a single adult with a child or children.
- 3.4 Individual membership shall consist of any eligible person 18 years of age or older.
- 3.5 Student membership shall consist of any eligible person 18 years of age or over who is a full-time student in a recognized institution.
- 3.6 Honourary Membership shall consist of any eligible person who has been a Family Member or Individual Member in good standing for ten years and who is elected by a unanimous vote of all Members present at a general meeting.
- 3.7 Membership in the Temple is not transferable.
- 3.8 The non-Jewish spouse of a member is entitled to retain membership in the event of the dissolution of the marriage, or death of the Jewish spouse.
- 3.9 **Associates**  
This section of the By-Law is intended to create a formal status for non-Jews who want to be a part of our Jewish community. This involves some restrictions as to the level of participation in services, as well as the customary practice at Temple Shalom.
- 3.10 **Affiliates**  
This section of the By-Law is intended to create a formal status for members in good standing of other congregations who wish to participate in Temple functions. Affiliate members have no vote at meetings of the membership and membership does not cover High Holy Day services.

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- 3.11 Temple Shalom welcomes non-Jews who are exploring Judaism with sincerity, respect, and commitment, to join the Temple as non-voting Associates ~~Members~~.

### **4.0 Membership Rights, Privileges, and Responsibilities**

- 4.1 All Members (except Associates and Affiliates) may:
- 4.1.1 Attend and take part in discussion at general meetings and open meetings of the Board;
  - 4.1.2 Vote on any matter at a general meeting provided the member is 18 years or over or provide a proxy in case of absence;
  - 4.1.3 Be elected to the Board;
  - 4.1.4 Be elected as an Officer of the Temple;
  - 4.1.5 Be appointed to any committee;
  - 4.1.6 Participate in Temple activities;
  - 4.1.7 Resign from membership in the Temple; and
  - 4.1.8 Be entitled to such cemetery rights and burial privileges as determined by the Board.
- 4.2 All Associate Members may:
- 4.2.1 Attend and take part in discussion at general meetings and open meetings of the Board;
  - 4.2.2 Participate in Temple activities; and
  - 4.2.3 Resign from membership in the Temple.
- 4.3 A person who becomes a member agrees:
- 4.3.1 To abide by the By-Laws; and
  - 4.3.2 To do the utmost to ensure that all other members also adhere to these By-Laws.
  - 4.3.3 To respect the principles of Reform Judaism;
- 4.4 A person 18 years or over who is a Member has one vote at meetings.
- 4.5 The Board may suspend or terminate the membership of any Member after the following procedures have been satisfied:
- 4.5.1 The Board shall appoint two of its Members and one member not a member of the Board as a Committee to investigate any alleged breach of these By-Laws.
  - 4.5.2 The Committee shall submit to the Board within sixty days of its appointment a written report of the investigation and a recommendation to either disregard the alleged breach or to suspend or terminate the Member's membership.
  - 4.5.3 The Committee shall hear the evidence of the Member who is the subject of the investigation and any other Member may be heard on the matter.
  - 4.5.4 Within fourteen days of receipt of the Committee's report, the Board shall submit the Committee's report to the member

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- 4.5.5 Within thirty days after receiving the Committee's report, the Board shall decide to disregard the alleged breach or to suspend or terminate the Member's membership.
- 4.5.6 Within seven days after the Board's decision, the Member shall be notified in writing.
- 4.6 No members or other person shall have any course of action or lawful complaint against the Temple, the board or any Member thereof, any Member, Steward, Agent, Counsel, or Solicitor of the Temple by reason of anything done or omitted to be done or any other matter or thing conducted with or in respect to any investigation, enquiry, change, hearing, report, or recommendation, or any disciplinary proceeding, order or publication made or done in good faith under these By-Laws;

### **5.0 Annual Contribution**

- 5.1 All members are liable each year for an annual contribution for each class of membership as the Board may from time to time determine.
- 5.2 In determining a change in the amount of the annual contribution, the Board shall consult with the membership at a general meeting.
- 5.3 The annual contribution is payable by the first day of October of each year or as determined by the Board.
- 5.4 Special contributions may be levied by the Board on all Members subject to the approval of the majority of the membership eligible to vote at a general meeting.
- 5.5 Where a Member is in arrears of the annual contribution for six months the Board may, after fourteen days written notice by registered mail, suspend the membership of the person or persons but may reinstate to membership upon payment of all arrears accruing to the time of suspension.

### **6.0 Leave of Absence**

- 6.1 The Board may grant a leave of absence from membership to any Member on request under circumstances as may be determined from time to time by resolution of the Board and the resolution of the Board shall specify the dates of the leave of absence and any required contributions during the leave of absence.

### **7.0 Officers and Board members**

- 7.1 The Board of the Temple is composed of:
- 7.2 The Officers, namely:
  - 7.2.1 The President,
  - 7.2.2 The Secretary,
  - 7.2.3 The Vice-President,
  - 7.2.4 The Immediate Past-President,

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### 7.2.5 The Treasurer

- 7.3 Board members No more than 5 “at large” Board members elected from among the membership.
- 7.4 The term of office of an Officer and a Board member is from the close of the Annual General Meeting at which the Officers and Board members elections are determined, until the close of the next succeeding Annual General Meeting or until a successor has been duly elected to office.

## **8.0 Nominations and Election Procedures**

- 8.1 At least sixty days before the Annual General Meeting the Board shall appoint a Nominating Committee of three persons drawn from the membership eligible to vote at meetings for the purpose of nominating qualified persons for election as an Officer or Board member.
- 8.2 At least thirty days before the Annual General Meeting the ~~Nomination~~ Nominating Committee shall submit to the Board a written report containing the names of the persons nominated and an indication that each nominee has accepted the nomination.
- 8.3 At the Annual General Meeting two Members eligible to vote may nominate a qualified person for any position of Officer or at large Board member.
- 8.4 The Secretary shall:
  - 8.4.1 Prepare a separate list of the nominees that have been nominated; and
  - 8.4.2 Send with the notice of the Annual General Meeting the list of nominees to all persons eligible to vote.
- 8.5 At the Annual General Meeting the elections of Officers and Board members shall be by show of hands of all Members eligible to vote unless a secret ballot is called by any Member.
- 8.6 The nominee for election to each position who receives the greatest number of votes is elected.
- 8.7 In the event of a tie vote one ballot for each of the nominees who have received an equal number of votes shall be placed in a box and the nominee is elected whose ballot is withdrawn by the presiding Officer at the Annual General Meeting.
- 8.8 The presiding Officer shall announce the names of the Officers and Board members elected.

## **9.0 Vacancies on Board**

- 9.1 The Board shall appoint a qualified person to fill for the remainder of the term of office any vacancy among Officers and at large Board members.

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### **10.0 Duties of Board**

- 10.1 The Board shall manage the affairs of the Temple in accordance with the By-Laws.
- 10.2 The Board shall meet:
  - 10.2.1 At the call of the President at least six times during its term of office; and
  - 10.2.2 At the call of any Officer if four Members of the Board request in writing the Officer to call such a meeting.
- 10.3 A majority of the Board constitutes a quorum.
- 10.4 The Board shall be bound by the vote of the majority of the Members of the Board present.
- 10.5 Notice of a meeting of the Board shall be sent to the Members of the Board at least seven days before each meeting.
- 10.6 Each member of the Board except the presiding officer has one vote on any question and in the event of a tie vote, the presiding officer shall cast an additional vote to decide the question.
- 10.7 Any other Member of the Temple may attend an open meeting of the Board but that Member shall not have the right to vote on any question.
- 10.8 The Board, from time to time, has the right to employ such person as it may deem necessary to carry out such duties as the Board may require.

### **11.0 Duties of Officers and Board members**

- 11.1 Every Officer and Board member shall perform the duties and discharge the responsibilities set forth in the By-Laws.
- 11.2 The President, or in the President's absence, the Vice-President, shall:
  - 11.2.1 Preside at meetings of the Board;
  - 11.2.2 Preside at general meetings of the Temple; and
  - 11.2.3 Be an ex-officio member of all committees.
- 11.3 The Secretary shall:
  - 11.3.1 Keep a record of all By-Laws and proceedings of meetings of the Board and of general meetings of the Temple;
  - 11.3.2 Attend to and keep records of correspondence; and
  - 11.3.3 Perform other duties assigned by the Board.
- 11.4 The Treasurer shall:
  - 11.4.1 By August 15 of each year, make available to each person holding membership a self-assessment form to establish the annual contribution payable by that person for the current fiscal year;
  - 11.4.2 Notify any person who is in arrears of the annual contribution;
  - 11.4.3 Collect contributions, school fees, and other monies due to the Temple and accept in the name of the Temple any gifts, endowments or bequests made to the Temple and distribute tax receipts by March 30th of each year;
  - 11.4.4 Deposit in the name of the Temple all monies of the Temple in an account or accounts in such bank as the Board may determine;

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- 11.4.5 Disburse or invest the funds of the Temple under the direction of the Board;
- 11.4.6 Keep a record of all receipts and disbursements or appoint a member in good standing to act as Bookkeeper under their direction;
- 11.4.7 Have prepared for presentation to the Annual General Meeting an audited statement of the financial affairs of the Temple for the preceding fiscal year;
- 11.4.8 Prepare an annual budget for the current fiscal year for approval by the Board; and
- 11.4.9 Maintain a roster of the Membership.

### **12.0 Fiscal Year, Location of Temple**

- 12.1 The fiscal year of the Temple is from September 1 to August 31 of each calendar year;
- 12.2 For all transactions conducted in the name of the Temple, the President and one of the Secretary or the Treasurer and one other Officer appointed for the purpose by the Board shall be the signing Officers.
- 12.3 An auditor shall be appointed at each Annual General Meeting.
- 12.4 The location of the Temple shall be in the Regional Municipality of Waterloo.

### **13.0 Appointment of Committees**

- 13.1 The Board, as it deems necessary from time to time to enable it to conduct the business of the Temple may appoint:
  - 13.1.1 Any standing committee consisting of persons who hold membership; and
  - 13.1.2 Any other committee consisting of persons whom the board deems suitable for the purpose.
- 13.2 The Board shall not delegate any of its powers to any committee unless it is established by the By-Laws.
- 13.3 The President shall appoint the chair of all committees to be ratified by the Board.

### **14.0 Religious Education Committee**

- 14.1 Within ten days following the Annual General Meeting, the board shall appoint five persons who hold membership to form a Religious Education Committee.
- 14.2 The Religious Education Committee shall supervise religious education of all students, and:
  - 14.2.1 Operate a religious school;
  - 14.2.2 Establish the aims and objectives of the school;
  - 14.2.3 Establish the teaching standards;

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- 14.2.4 Interview and recommend to the Board employment of qualified teachers;
- 14.2.5 Establish the curriculum;
- 14.2.6 Submit an annual budget for approval by the Board;
- 14.2.7 Acquire materials and equipment for the school;
- 14.2.8 Consult with other religious education persons and organizations;  
and
- 14.2.9 Regularly meet with the parents of the students.
- 14.3 Any person at the discretion of a parent or guardian, may become a student of the religious school with the consent of the Religious Education Committee; and
- 14.4 Be eligible for assessment of annual school fees.
- 14.5 Annual school fees shall be established by the Board in consultation with the Religious Education Committee.

### **15.0 General Meetings**

- 15.1 The Annual General Meeting of the Temple shall be held in January or February of each year at a time and a place to be fixed by the Board at least 30 days prior to the meeting.
- 15.2 The President may call a general meeting at any other time.
- 15.3 On the written notice of ten or more members, the President shall call a general meeting within one month after receiving such notice.
- 15.4 The Secretary shall send at least fifteen days prior to any general meeting written notice of the time and place of such meeting to all persons holding membership.
- 15.5 At all general meetings twenty persons or 51% of persons qualified to vote, either in person or via valid proxy provided at the time of the meeting, whichever is less, constitute a quorum.
- 15.6 Questions put to a general meeting shall be decided by a majority of those voting by a show of hands unless a secret ballot is called by any Member.
- 15.7 In the event of a tie vote at a general meeting the presiding officer shall cast an additional vote to decide the question.
- 15.8 In the event that a quorum is not met at a general meeting, the Members present may elect to have a ballot sent to all Members where the matter is of urgency and cannot await the call of another general meeting.
- 15.9 The ballot shall be returned to the Board within 14 days of the day it is sent.
- 15.10 In the event of a ballot, the question is decided by the votes of three-fifths of the ballots cast.

### **16.0 Amendments of By-Laws**

- 16.1 The Board, or any five Members of the Temple, may propose an amendment to the By-laws.

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- 16.2 Any proposed amendment shall be sent to each person holding membership in the Temple together with a notice of the general meeting at which the proposed amendment is to be considered.
- 16.3 The general meeting shall discuss the proposed amendment or adopt a modification of the amendment.

### **17.0 Interested Director**

- 17.1 Every director who is in any way directly or indirectly interested in a contract or a proposed contract with the Corporation shall:
  - 17.1.1 Declare his/her interest at the first meeting of the Directors after which he/she became interested;
  - 17.1.2 Request that his/her declaration be recorded in the minutes of that meeting; and
  - 17.1.3 Not vote on any resolution concerning the contract or the proposed contract.

### **18.0 Liability of Directors**

- 18.1 Every Director of the Corporation when exercising his/her powers and discharging his/her duties must:
  - 18.1.1 Act honestly, in good faith, and in the best interests of the Corporation;
  - 18.1.2 Carry out his/her duties as a reasonable person would in the circumstances; and
  - 18.1.3 Comply with the Act, its regulations, any amendments to the Act or its regulations, all other applicable law, the Letters Patent, any Supplementary Letters Patent, and the by-laws of the corporation.

### **19.0 Revocation of By-Laws**

- 19.1 The By-Laws of the Temple and all amendments thereto are revoked and replaced by these By-Laws to be effective on March 1, 1978.

Approved at a general meeting of Members duly convened and held on the 26<sup>th</sup> day of February, 1978 and ratified and confirmed by an affirmative three-fifths vote of the Members present at the general meeting.

Amended June 15, 1999

Amended June 7, 2000

Amended May 28, 2002

Amended Jan 2016:

Changed all instances of "Councilor" to Board member"

3.2 corrected spelling of "shall". Changed "a member" to "a member or members"

3.5 corrected spelling of "over".

3.5 added the word "person".

3.9 Removed "Membership"



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- 3.10 Removed "Membership"
- 3.11 Changed "Associate Members." To "Associates"
- 4.1 Changed "member" to "Members". Added "(except Associates and Affiliates)"
- 4.1.2 Added "or provide a proxy in case of absence".
- 5.1 Changed "such" to "an".
- 5.3 Changed "on" to "by".
- 5.3 Removed "(currently the first day of September)"
- 7.3 Changed to "No more than 5 "at large" Board members elected from among the membership."
- 8.2 Changed "Nomination" to "Nominating".
- 8.5 Changed "Councilor" to "at large Board member".
- 9.1 Changed "Councilor" to "at large Board member".
- 11.4.1 Change "send" to "make available".
- 11.4.3 Added "and distribute tax receipts by March 30th of each year"
- 11.4.6 Added "or appoint a member in good standing to act as Bookkeeper under their direction;"
- 14.1 Removed the word "five".
- 15.1 Change "60 days" to "30 days".
- 15.5 Add "either in person or via valid proxy provided"
- 16.2 Changed "propose" to "proposed".
- 18.1.1 Changed "food faith" to "good faith"