

CONSTITUTION AND BYLAWS  
VICTORIA REFORM JEWISH CONGREGATION

July 20, 2009

(THESE INCLUDE AMENDMENTS PASSED AT THE AGM ON JUNE 21, 2009)

CONSTITUTION AND BYLAWS  
THE VICTORIA REFORM JEWISH CONGREGATION

ARTICLE I

NAME

The name of the congregation is The Victoria Reform Jewish Congregation.

ARTICLE II  
PURPOSES

The purposes of the congregation shall be:

- (a) To provide a place of Jewish worship
- (b) To provide an opportunity for Jewish religious training for the Temple's children
- (c) To promote and encourage the teaching and understanding of Jewish culture
- (d) To facilitate life cycle events
- (e) To keep registers of acts of civil status, when such acts are performed by an ordained Rabbi

ARTICLE III  
DISSOLUTION

In the event that this Religious Association (Congregation) be wound up, liquidated, or amalgamated, all the assets, property, real or personal, held by the Congregation shall be transferred to an organization with similar objectives that qualifies for exemption pursuant to paragraph 149(1)(f) or (1) of the Income Tax Act. This is unalterable.

BYLAWS  
THE VICTORIA REFORM JEWISH CONGREGATION

ARTICLE I

MEMBERSHIP

SECTION 1 - Criteria for membership

Any individual who approaches the Board for membership, through filling out of a membership application form, shall be approved subject to the following criteria:

Section 1.1

Those eligible for membership shall include:

- a) Those who are Jewish
- b) Non-Jewish spouses or partners of Temple members and their children if they so desire
- c) Those professing Judaism

Section 1.2

In the event of the death or divorce of a member, the member's surviving non-Jewish spouse or partner may continue to be a member, if he/she so chooses.

SECTION 2 - Membership Classification and Dues

Section 2.1

The Board of Trustees shall establish a structure of dues, assessments, and fees as it deems proper. Dues shall be set on an annual basis, corresponding with the congregation's fiscal year, and shall be payable by dates established by the Board of Trustees.

Section 2.2

All members are subject to the Temple's Constitution and Bylaws as amended from time to time, and shall comply with all lawful

resolutions of the Board of Trustees and its committees.

### SECTION 3 - Member in Good Standing

#### Section 3.1

Members who have fulfilled their financial obligations to the Congregation, or their service obligations in lieu thereof, shall be considered members in good standing.

#### Section 3.2

Members in good standing shall, subject to the provisions of this Constitution and such policies which may be made from time to time by the Board of Trustees, be entitled to the following privileges:

- a) Attend and participate in all religious services, and social and educational activities of the congregation, and be seated at High Holy Day services
- b) Utilize the services of the Congregation's Rabbi or Cantor, or both, if a Rabbi or Cantor is then employed by the Congregation, upon all occasions when such services are required
- c) Enroll their children in the Congregation's religious school
- d) Serve on the Board of Trustees, chair congregational committees, and serve as members of congregational committees
- e) Speak at all meetings of the Congregation
- f) Internment in the Congregational burial area, subject to the rules of the cemetery in which this burial area exists
- g) Have life cycle events recorded
- h) Members age 18 years or more may vote at all meetings of the Congregation

#### Section 3.3

Circumstances which may require sanctions of reprimand, suspension, or expulsion, or any combination thereof, as well as the impositions of the sanctions

to be imposed thereby, shall be determined by the Board of Trustees acting fairly and reasonably.

#### SECTION 4 - Member Resignation

##### Section 4.1

Members may resign from the Congregation upon written notice to the Board of Trustees of their intent.

##### Section 4.2

The liability of members who resign for dues and/or assessments shall be determined by the Board of Trustees.

## ARTICLE II

### BOARD OF TRUSTEES COMPOSITION AND MEETINGS

#### SECTION 1 - Board of Trustees

The affairs of the Congregation shall be vested in a Board of Trustees consisting of no more than 12 members, including

- a) An Executive Committee consisting of a President, Vice President, Treasurer, and Secretary all elected at the Annual General Meeting of the Congregation, and the immediate Past President of the Congregation
- b) Chairpersons of Standing Committees of the Congregation
- c) Up to two (2) Members-at Large elected at the Annual General Meeting of the Congregation

In addition to the list of 12 members of the Board of Trustees noted above, the Board of Trustees may include up to two (2) Honorary Trustees elected at the Annual General Meeting of the Congregation.

#### Section 2 - Executive Committee

##### Section 2.1

A quorum for the Executive Committee shall be three (3) voting members..

#### Section 2.2 - Duties of the President

The President shall

- a) be the chief executive officer of the Congregation
- b) have general superintendence of all matters in the Temple, except as otherwise provided, in the absence of the Board of Trustees
- c) chair all meetings of the Congregation
- d) in conjunction with the Executive Committee, at the commencement of each year, select a Chair to preside at all meetings of the Board of Trustees held during his term of office
- e) be an ex-officio member of all standing committees

#### Section 2.3 - Duties of the Vice President

The Vice President shall assist the President in the performance of his/her duties. If the President is unable to perform his duties the Vice President shall assume the duties of the President until a successor is elected.

#### Section 2.4 - Duties of the Treasurer

The Treasurer shall be responsible for maintaining accurate records of all assets and liabilities, receipts, and disbursements of the Temple. In conjunction with the Budget and Finance Committee he/she shall present a financial report from time to time to the Board of Trustees, and to the Congregation at each Annual General Meeting.

The Treasurer shall have the financial records of the Congregation reviewed by a certified accountant annually, not more than one (1) month after the fiscal year end.

#### Section 2.5 - Duties of the Secretary

The Secretary shall record the Minutes of meetings of the Board of Trustees, Executive Committee, and the Congregation, and shall file Annual Reports with the Registrar of Companies.

#### SECTION 3 - The Chair of the Board of Trustees

The Chair of the Board of Trustees shall be a member in good standing of the Congregation, appointed by the President in consultation with the Executive Committee. He/she shall conduct all meetings in accordance with Robert's Rules of Order. The Chair shall not have a vote, and in matters of a tie vote shall declare such motions defeated.

#### SECTION 4 - Fulfillment of duties

##### Section 4.1

The Board of Trustees shall have the authority to hire and fire employees and to fix their duties and compensation.

##### Section 4.2

In the event that a member of the Board of Trustees is not fulfilling his/her duties, as determined by the Executive Committee, he/she may be removed by the Board, in which event the Board shall appoint a successor to fill the vacancy for the unexpired term.

#### SECTION 5 - Meetings

##### Section 5.1

Meetings of the Board of Trustees shall be convened and held at a minimum of six (6) times per year, at such times and places as may be determined by the President.

##### Section 5.2

The President may suspend any meeting of the Board of Trustees which he/she deems to be unnecessary.

##### Section 5.3

Additional meetings of the Board of Trustees shall be held within no less than seven (7) and no more than thirty (30) days of a request from at least three (3) Trustees, who shall specify the objective(s) of such meetings.

Section 5.4

Fifty percent (50%) of the Trustees including fifty percent (50%) of the Executive Committee shall constitute a quorum of the Board of Trustees.

Section 5.5

Board members are expected to attend Board meetings on a regular basis. A Board member must be present at the meeting to exercise his/her vote.

Section 5.6

At all meetings of the Board of Trustees every question shall be decided by a majority vote; that is at least one vote more than fifty percent (50%) of eligible voting participants.

Section 5.7

Where motions before the Board fail to achieve majority consensus, they shall be declared defeated.

Section 5.8

Meetings of the Board shall be open for attendance by any member in good standing, except those meetings or portions thereof held in-camera. Non-Board Temple members in attendance shall have no voting privileges at said meetings.

SECTION 6 - Liability and Indemnification

The Board of Trustees, in carrying out any of its duties or functions, shall not be exposed to any personal liability for negligent acts.

## ARTICLE III

## COMMITTEES

Section 1.1 - Formation and StructureSection 1.1

The Congregation shall elect the Chairs of Standing Committees from the membership of the Congregation at its Annual General Meeting.



### Section 1.2

Chairs of Standing Committees shall be elected for a term of up to two (2) years, and may be re-elected.

### Section 1.3

The Board of Trustees shall have the power to remove the Chair of a Standing Committee by a two-thirds (2/3) majority vote.

### Section 1.4

Each Standing Committee shall consist of not fewer than three (3) members in good standing of the Congregation.

### Section 1.5

Committees for special purposes (e.g. ad hoc) may be established by the Executive Committee from time to time as may be deemed necessary in order to accomplish the goals of Temple. These committees shall report to the Board of Trustees.

### Section 1.6

The President shall designate an Executive Committee member to liase with each committee.

## SECTION 2 - Duties, Nomenclature, and Functions

### Section 2.1

Reports and recommendations for all committees are to be submitted to the Board of Trustees for approval.

### Section 2.2

All committees shall submit a written annual report to the President, two (2) weeks prior to the Annual General Meeting, on their activities during the year being completed.

### Section 2.3

Any or all of the committees, and their duties below, shall exist at any given time as determined by the Board of Trustees:

a) Ritual committee -

The Ritual Committee shall consider the rituals and observances of the synagogue, and promote religious practices in the home to enhance the values of Jewish living.

b) Religious School Committee -

The Religious School Committee shall be responsible for the development of an educational program for the children of the Congregation. The committee will establish policies and procedures pertaining to the Religious School which are subject to the approval of the Board of Trustees.

c) Adult Education Committee -

The Adult Education Committee shall develop and implement educational programs and activities for the Congregation in order to increase the knowledge of our Jewish heritage.

d) Social Action Committee -

The Social Action Committee shall study the manner in which the ethical insights and principles of Reform Judaism may be applied to specific problems and issues of contemporary life. With prior approval of the Board of Trustees, this committee shall undertake programs promoting social justice in our community, the nation, and the world.

e) House Committee -

The House Committee shall be responsible for the general supervision, maintenance, and repair of the furniture and equipment of the Congregation. This committee shall also ensure that adequate space is reserved for all religious services and other temple functions, providing ushers, if necessary, for any or all of these functions.

f) Membership Committee -

The Membership Committee shall encourage Jewish families to affiliate with the Congregation. It shall receive applications for membership, review these applications, and recommend them to the Board of Trustees for ratification. This committee is also responsible for developing a program for the orientation, involvement, and retention of all members.

g) Temple Activities Committee -

The Temple Activities Committee shall be responsible for developing, stimulating, and coordinating social activities aimed at furthering fellowship and

sociability among members of the Congregation. The committee is also responsible for organizing social programs which correspond with religious festivals.

h) Oneg Shabbat Committee -

The Oneg Shabbat Committee shall be responsible for organizing and preparing the Oneg Shabbat following each service.

i) Youth Committee -

The Youth Committee shall promote all manner of activities among the youth of the Congregation that may contribute to their knowledge of Jewish tradition, their respect for their Jewish religion, and their participation in appropriate social activities.

j) Caring Community Committee -

The Caring Community Committee will facilitate the development of a congregational community so as to support its members who are in need.

k) Publicity Committee -

The Publicity Committee shall be responsible for publishing the Temple bulletin and shall edit and release for publication all publicity of Temple activities.

l) Volunteer Committee -

The Volunteer Committee shall be responsible for determining members' areas of interests and skills so that members needs are being met. This committee shall assist the President and committee chairs in staffing the Temple's committees.

m) Cemetery Committee -

The Cemetery Committee shall arrange for and maintain burial facilities for the Congregation.

n) Ways and Means Committee -

The Ways and Means Committee shall consider and recommend to the Board of Trustees ways and means of meeting the financial obligations of the Congregation. The committee shall conceive, develop, implement, and manage fundraising events and projects as approved by the Board of Trustees.

o) Budget and Finance Committee -

The Budget and Finance Committee shall review the financial operations of Temple on an ongoing basis and advise the Board of Trustees of Temple's financial position at least quarterly. It shall also be responsible for the allocation of Temple funds as approved by the Board of Trustees. It shall present a financial report and a proposed budget for the following fiscal year at the Annual

General Meeting. The Treasurer shall be a member of this committee with full voting privileges.

Other Committees may be established from time to time as approved by the Board of Trustees, to fulfill such duties as the Board of Trustees may determine.

#### ARTICLE IV NOMINATIONS AND ELECTION PROCEDURES

##### SECTION 1 - Nomination Committee - Structure and Duties

###### Section 1.1

The chair of this committee shall be appointed by the Executive Committee by February preceding the annual General Meeting.

###### Section 1.2

The Nomination Committee shall include:

- (a) A Chair appointed by the Executive Committee
- (b) The President
- (c) The Vice President

###### Section 1.3

The Nomination Committee shall draft a list of officers for consideration of the Congregation. Trustees shall be elected for a term of up to two (2) years, and may be re-elected.

##### SECTION 2 - Nominations

###### Section 2.1

Nominations, other than those candidates slated by the Nomination Committee, may be received up to seven (7) days prior to the Annual General Meeting by the Temple Secretary.

###### Section 2.2

Nominations shall be permitted at the Annual General Meeting.

###### Section 2.3

Any positions for which no one has been nominated shall be filled by the incoming Board of Trustees after the Annual General Meeting.

##### SECTION 3 - Voting

###### Section 3.1

The election of officers shall take place at the annual General Meeting.

Section 3.2

All terms shall run from the date of the Annual General Meeting, immediately following the election of a new Board of Trustees, for either a one (1) or two (2) year term, as applicable. Terms expire upon the election of a new Board of Trustees at the applicable Annual General Meeting.

Section 3.3

All elections shall be by closed ballot unless acclaimed.

Section 3.4

The Nomination Committee shall supervise the election and ensure the election requirements are met.

ARTICLE V  
MEETINGS OF THE CONGREGATION

SECTION 1 - Voting ProceduresSection 1.1

At all meetings every question shall be decided by a majority vote, unless otherwise required by this Constitution.

Section 1.2

Every question shall be decided by a show of hands, unless a secret ballot is requested.

Section 1.3

Members shall not be entitled by proxy.

Section 1.4

A quorum for the transaction of business for any meeting of the members of the Congregation shall be not less than twelve (12) individual members of the Congregation.

SECTION 2 - Annual General MeetingSection 2.1

The Annual General Meeting of the Congregation shall be held within one (1) month of the Congregations fiscal year end, or as soon as possible thereafter, at such place, date, and hour as determined by the Board of Trustees.

Section 2.2 - Notices

Section 2.2.1

Notices calling the Annual General Meeting shall be mailed to each member of the Congregation at least fourteen (14) days prior to the Meeting, and shall include:

- (a) The proposed slate of incoming officers
- (b) The date, time, place, and agenda of the Meeting
- (c) A copy of the Constitution Articles pertaining to Meetings and voting procedures

Section 2.2.2

Notices of any other meeting of the Congregation shall be mailed to each member of the Congregation at least fourteen (14) days before the date of each meeting, and shall include the date, time, place, and agenda of the meeting.

SECTION 3 - Special General MeetingsSection 3.1

The Executive Committee may, at its discretion, or within twenty-one (21) days of receiving a written request signed by ten (10) percent or eight (8) members of the Congregation, whichever is less, call a Special General Meeting of the Congregation.

Section 3.2

The meeting shall be held within twenty-one (21) days following receipt of the Congregational request.

Section 3.3

Notices of date, time, place, and agenda of such a meeting shall be mailed to all members of the Congregation at least fourteen (14) days prior to the meeting date.

Section 3.4

Resolutions require a two-thirds (2/3) majority vote of those present to overrule any decision made by the Board of Trustees, or to take action upon matters which the Board of Trustees has previously failed or refused to act upon.

## ARTICLE VI

## AFFILIATED SOCIETIES

The Board of trustees may sanction the formation of affiliated societies of the Congregation.

ARTICLE VII  
BANKING

SECTION 1 - Cheques, Deposits, Signatories

Section 1.1

All moneys, cheques, or other negotiable papers received on behalf of the Congregation shall be deposited in an account in the name of the Congregation in a Chartered Bank, Trust Company, or Credit Union insured by the Canadian Deposit Insurance Corporation and approved by the Board of Trustees.

Section 1.2

All cheques shall be signed by the Treasurer and the President or his/her designate. In the absence of the Treasurer, cheques may be signed by the President and another designated member of the executive.

Section 1.3

All negotiable paper made to the order of the Congregation may be endorsed for deposit by any Executive officer, or by stamp.

SECTION 2 - Borrowing and Lending

Section 2.1

The Board of Trustees may borrow up to \$20,000.00 upon the credit of the Congregation at such terms as they may think proper, with or without security, as may be required. Any amount greater than \$20,000.00 will require the approval of the Congregation at a general meeting. However a debenture may not be issued without the sanction of a special resolution.

Section 2.2

All promissory notes, drafts, bills of exchange, or other negotiable paper required in connection therewith, shall be signed on behalf of, and in the name of the Congregation, by two (2) members of the Executive.

SECTION 3 - Liability and indemnification

The Board of Trustees, in carrying out any of the provisions of Article VII, Section 2, shall not be exposed to any personal liability for negligent acts.

ARTICLE VIII  
ACCOUNTANT'S STATEMENT

SECTION 1 -

Section 1.1

One or more independent accountants shall be appointed at each Annual General Meeting of the Congregation and shall hold office until the next Annual Meeting, or until a successor(s) has been appointed.

Section 1.2

The independent accountant(s) may be a member of the Congregation but shall not be a member of the Board of Trustees for that year.

Section 1.3

The remuneration of the accountant(s) shall be fixed by the Board of Trustees.

SECTION 2 -

The accountant(s) shall have access to the books and records of the Congregation at all times.

SECTION 3 -

The accountant(s) shall prepare an annual financial statement of the congregation in accordance with generally accepted accounting principles. Such statement shall be submitted to the appropriate Registry ninety (90) days after the Congregational year end.

ARTICLE IX  
EXECUTION OF DOCUMENTS

Section 1

All legal documents on behalf of the Congregation, other than those referred to in Article VII, shall be signed by the President, or Vice President in the absence of the President, and the Secretary or Treasurer. The secretary shall affix the seal of the Congregation to such documents where required.

Section 2

Contractual agreements, other than those referred to in Article VII, may be entered into on behalf of the Congregation by any persons so authorized by the Board of Trustees.



ARTICLE X  
REAL PROPERTY AND BORROWING POWER

SECTION 1 -

Section 1.1

The Board of Trustees shall not purchase or build any real property for or belonging to the Congregation without first obtaining the authorization of two-thirds (2/3) of those present at a regular or special meeting of the Congregation, the quorum for such meeting being twelve (12) individual members in good standing.

Section 1.2

Written notices for those regular or special meetings shall include a general outline of any proposed action and a statement prepared by the Budget and Finance Committee.

Section 1.3

The acceptance of real property by Temple through donations, or acquired via the assets of a willed estate will not obligate the Board of Trustees to call a regular or special meeting of the Congregation for approval. The Board, at its discretion, shall determine whether or not to accept, or the terms of acceptance, of such real property.

SECTION 2 -

The Board of Trustees shall not sell or mortgage any real property belonging to the Congregation without first obtaining the authorization of seventy-five (75) percent of those present at a regular or special meeting of the Congregation, the quorum for such meetings being twelve (12) individual members in good standing.

SECTION 3 -

The Board of Trustees may pay off, reduce, or renew any mortgage upon the real property, or any part thereof, belonging to the congregation for such rate of interest, terms, and conditions as the Board may decide upon.

ARTICLE XI  
CEMETERY REGULATIONS

SECTION 1 -

The Victoria Reform Jewish Congregation shall ensure there is burial space for the Congregation.

SECTION 2 -

The Cemetery Committee shall be responsible for all aspects of burial within the Congregation.

ARTICLE XII  
ADOPTION, REPEAL, AND AMENDMENTS OF THIS CONSTITUTION

SECTION 1 -

In accordance with the Societies Act of British Columbia, the bylaws of this Congregation shall not be rescinded, altered, or added to except by special resolution of the Congregation.

Section 1.1

A 'special resolution' means a resolution passed at a general meeting of which not less than fourteen (14) days notice specifying the intention to propose the resolution has been given.

Section 1.2

Special resolutions require a seventy-five (75) percent majority vote of those present at the general meeting called for such a purpose.

Date \_\_\_\_\_