

TEMPLE B'NAI TIKVAH CONSTITUTION

Calgary, Alberta Canada

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HISTORICAL OVERVIEW

Temple B'nai Tikvah's ("Temple" or "Temple's") Constitution ("Constitution") was initially prepared in 1979 to register those founding Temple as a society known as the Calgary Liberal Jewish Congregation. Over the five ensuing years, the Constitution was reviewed periodically and altered to provide a more logical and reasonable format, eliminate ambiguities and incorporate the many principles by which the society was founded.

In February 1984, the revised Constitution approved by Temple's congregation ("Congregation") was registered with the Province of Alberta in Edmonton. This revised Constitution also included a change in name to Temple B'nai Tikvah. The cover sheet for the Constitution indicates revision dates. For details as to changes, one should refer to the minutes of Temple for the meeting date specified.

An amendment was passed in 1989, adding representation for the Caring Community Committee to the Board. This necessitated additional modifications to the Constitution.

In 1992, a committee was convened with the mandate to review the Constitution and recommend its replacement if major Articles of the document failed to meet the then-current needs of Temple or provide sufficient protection for its Membership. The committee completed its review, recommended major changes, and was replaced by a new committee in December 1993 to carry out the task of the Constitution's restructuring.

The 1993 committee set as its objective to incorporate the recommendations of the previous committee while subscribing to a revised philosophy of simplifying the text by enshrining principles without determining policy. This was a significant shift from previous drafts of the Constitution in that it requires Temple committees to draft policies and procedures and to review and update their policies on an ongoing basis.

While it was assumed that there would continue to be periodic reviews of the Constitution, this committee expected that the 1997 updated Constitution would minimize the need for major restructuring in the future. The 1997 revisions attempted to express the philosophies and administrative principles of Temple.

A new committee was announced at Temple's 2017 Annual General Meeting with a charge to review and update the Constitution, incorporate previous amendments into the document, clarify and ensure that Temple's governance is consonant with current practice. The revised constitution was presented to the Membership for ratification at a Special Meeting of the Congregation in May, 2021.

Continual updating of the Constitution will be necessary as Temple evolves over time. However, those who inherit the maintenance of Temple affairs should note the difference between constitutional requirements and standard practices which may be adopted by the Board as policies. While policies may be created, amended or ended by the Board, Articles and Sub-Articles of this Constitution may only be altered or amended by the Congregation when assembled to do so at an annual or special meeting of Temple.

PREAMBLE - PURPOSE

The purpose of Temple is to promote the enduring and fundamental principles of Reform Judaism; to ensure the continuity of the Jewish people; to enable its congregants to develop a relationship to God through communal worship, study, assembly and Tikkun Olam; and, to apply the principles of Reform Judaism as found in this Constitution and Temple's policies, to the values and conduct of the individual, family and the society in which its congregants live, and to foster meaningful connections to Israel.

In this Constitution, and in all other bylaws of Temple hereinafter passed, words importing the singular number include the plural as the case may be.

ARTICLE 1 - NAME

This religious society shall be known as Temple B'nai Tikvah of the City of Calgary in the Province of Alberta.

ARTICLE 2 - AFFILIATION AND RITUAL

This Congregation shall be affiliated with the Union for Reform Judaism (“URJ”), the Canadian Council for Reform Judaism (“CCRJ”), and any other organization approved by the Board.

Temple will be guided, but not necessarily bound, by resolutions on ritual policy as adopted by the URJ and the Central Conference of American Rabbis (“CCAR”).

ARTICLE 3 - MEMBERSHIP

Article 3.1 - Membership Eligibility

3.1.1 All applications for Temple Membership (“Membership”) are subject to the approval of the Board.

3.1.2 All individuals who comprise a Membership Unit (“Members”) are subject to the Temple's Constitution, as amended from time to time.

3.1.3 Those individuals eligible for Membership shall be limited to the following:

- (a)** Those who are recognized as being Jewish as defined by the Central Conference of American Rabbis (CCAR) and interpreted by the rabbi
- (b)** Non-Jewish adult partners of Jewish Members
- (c)** Dependent children of Jewish Members

3.1.4 In the event of the death or divorce of a Jewish Temple Member, that Member’s non-Jewish adult partner may choose to continue to be a Member and their children may remain as students in Temple’s religious school or youth group(s).

Article 3.2 - Membership Classification and Dues

3.2.1 The Board shall establish any and all Membership classifications, with each Membership classification referred to herein as a “Membership Unit”.

3.2.2 The Board shall recommend dues, assessments and fees (collectively referred to as “Dues”) as it deems proper, subject to approval by the Congregation at Temple’s Annual General Meeting. Dues shall be set on an annual basis, corresponding with Temple's fiscal year, and shall be payable by dates established by the Board. All payments due for each fiscal year must be paid in full by the end of the fiscal year in which they were levied.

3.2.3 Members who fail to meet their financial commitments according to the terms set out in Article 3.2.2 will be notified in writing via registered mail. The Board, in its sole discretion, may suspend or terminate Membership, including all privileges as set out in this Constitution, unless the outstanding financial commitment of the Member has been satisfied within thirty (30) days of the mailing of such notice.

3.2.4 Members or potential Members who are unable to meet financial obligations due to extenuating circumstances may apply to Temple for a reduction of Dues, which may be granted by the Executive Director in consultation with the President. All requests for a reduction of Dues will be kept confidential.

Article 3.3 - Membership Privileges and Obligations

3.3.1 Members who have fulfilled all current and outstanding obligations to Temple, including, but not limited to financial commitments, shall be considered Members in good standing (“Members in Good Standing”).

3.3.2 All Members in Good Standing shall, subject to, and in accordance with, the provisions of this Constitution and such policies which may be made from time to time by the Board, be entitled to the following privileges:

- (a) Attend and participate in all religious services. This privilege shall include seating for Days of Awe/High Holy Day worship without additional charge;
- (b) Attend and participate in all social and educational activities of Temple and any affiliated organizations, subject to this Constitution, Temple’s bylaws and established ritual practices;
- (c) Access the services of Temple's clergy upon all occasions when such services are required, if a Rabbi and/or Cantor (collectively, “Clergy”) is/are then employed by Temple;
- (d) Members’ Jewish children may be enrolled in Temple’s religious school and receive religious instruction with exceptions determined pursuant to the rabbi’s discretion.
- (e) Subject to the provisions of Articles 4 and 5 below, serve on the Board and committees established by the Board (“Committees”);
- (f) Speak and vote at all annual general meetings (“Annual General Meeting”) and special meetings (“Special Meeting”) of Temple, as set out in Article 8 of this Constitution;
- (g) Should one exist, be interred in Temple’s burial area, subject to the rules of that particular cemetery, as well as the ritual practices defined by the CCAR;
- (h) Participate in life cycle events, subject to the practices and policies prescribed by the Clergy, Board or relevant Committees; and,
- (i) Members 18 years of age or older may vote at all annual and special meetings of Temple.

3.3.3 Those individuals who are Members of Temple under the provisions of Article 3.1.3(a) and who are Members in Good Standing, shall, subject to, and in accordance with, the provisions of this Constitution and such policies which may be made from time to time by the Board, be entitled to the following privileges:

- (a) Serve on the Executive Committee of the Board; and/or,

(b) Lead religious services or ritual activities, subject to approval by the Clergy, Board or relevant Committees.

3.3.4 Circumstances which may require sanctions of reprimand, suspension or expulsion, or any combination thereof, as well as the imposition of the sanctions to be imposed thereby, shall be determined by the Board, acting fairly and reasonably.

ARTICLE 3.4 - Member Resignation

3.4.1 Members may resign from Temple upon written notice to the Temple office of their intent to withdraw their Membership.

3.4.2 The liability for Dues and/or assessments of those Members who have resigned their Membership shall be determined by the Executive Director in consultation with the President. Any decision of the Executive Director may be appealed to the Board for final resolution.

ARTICLE 4 - BOARD COMPOSITION & MEETINGS

Article 4.1 - Affairs of Temple

The affairs of Temple shall be overseen and directed by a Board elected from within Temple's Membership at the Annual General Meeting of the Congregation, consisting of:

- (a)** An Executive Committee of the Board (the "Executive Committee"), consisting of a President, First and Second Vice-Presidents, Treasurer, Secretary, and the unelected position of Immediate Past President;
- (b)** Chairs of standing committees of the Board ("Standing Committees"), as determined per Article 5.1.1 of this Constitution;
- (c)** Up to three (3) Members-at-Large who shall represent the interests of Members at large; and,
- (d)** Up to three (3) Honourary Trustees.
- (e)** The Rabbi and Executive Director shall be ex-officio Members of the Executive Committee and the Board, with no vote.

Article 4.2 - Executive Committee

4.2.1 The Executive Committee shall oversee the routine operations of Temple and provide consultation and advice to the Executive Director and Clergy; oversee operational matters that do not require referral to the Board or to a Standing Committee; discuss issues of importance to Temple and determine proposals and options to refer to the Board for discussion and resolution; ensure that all staff receive periodic performance reviews and approve salary adjustments for all staff except Clergy, whose salary terms are negotiated in his or her contract; provide oversight of Temple's finances; and, make policy decisions regarding day-to-day operations of Temple.

Policy decisions with substantial ethical or operational significance shall be referred by the Executive Committee to the Board. Policy decisions not requiring Board action shall be reported to the Board by the President or Executive Director.

4.2.2 A quorum for the Executive Committee shall be four (4) voting Members of the Executive Committee.

4.2.3 The President shall:

- (a)** Be the Chief Executive Officer of Temple;
- (b)** Have general superintendence of all matters in Temple, except as otherwise provided in this Constitution, Temples' bylaws or by established policy;

- (c) Chair all meetings of Temple, Executive Committee and Board. The President may choose to appoint a substitute chair to preside over meetings, who must be a Member in Good Standing and follow protocols as set out in this Constitution. In the event that the substitute chair is not an elected member of the Board, that individual shall have no vote;
- (d) Be an ex-officio Member of all Standing Committees;
- (e) Designate a member of the Executive Committee to liaise with each Standing Committee; and,
- (f) Negotiate employment contracts for members of the Clergy in collaboration with a committee consisting of the Treasurer, the First Vice-President, Past-President and an additional Member of the President's choosing.

4.2.4 The First Vice-President shall assist the President in the performance of the President's duties as outlined above. If the President is unable to perform said duties, the First Vice-President shall assume the duties of President until a successor is elected at the next Annual General Meeting or Special Meeting of Temple.

4.2.5 The Second Vice-President shall assist the First Vice-President in the discharge of the First Vice-President's duties. If the First Vice-President is unable to perform said duties, the Second Vice-President shall assume the role of First Vice-President until a successor is elected at the next Annual General Meeting or Special Meeting of Temple.

4.2.6 The Treasurer shall:

- (a) Be responsible for ensuring accurate financial records of the Temple;
- (b) Present an annual budget for approval by the Membership at each Annual General Meeting;
- (c) Present financial reports at the regularly scheduled meetings of the Executive Committee, Board and to the Membership at each Annual General Meeting; and,
- (d) Have the financial records of Temple reviewed by a qualified accountant annually, such review not to occur more than one (1) month after Temple's fiscal year end.

4.2.7 The Secretary shall record the minutes of meetings of the Board, Executive Committee, and all annual and special meetings of Temple.

Article 4.3 - Duties of the Board

4.3.1 The Board shall govern the affairs of Temple, manage Temple's finances and property, make policy decisions of substantial ethical or operational significance, and take any action in its judgment that best promotes the welfare of Temple subject to the provisions of this Constitution;

4.3.2 The Board shall have the authority to approve the hiring of Clergy and senior staff (“Senior Staff”). Senior Staff includes, but is not necessarily limited to, the Executive Director, Educator and Music Director;

4.3.3 The Board shall have the authority to create or eliminate Senior Staff positions, define their respective responsibilities, and approve the starting salaries of new Senior Staff positions.

4.3.4 In the event that a member of the Board advises the President that the Member cannot fulfill the duties of the position or complete the full term for which they were elected, such advice shall be considered a resignation by that Member. The Board may then appoint a successor to fill that vacancy.

4.3.5 In the event that it is alleged that a Member of the Board is not fulfilling the duties of the position for which they were elected, that Member may be removed for cause by a majority vote of the Board. The Board may then appoint a successor to fill the vacancy until the next Annual General Meeting.

4.3.6 Board members may not speak on behalf of the Temple without the approval of the President.

ARTICLE 4.4 - Board Meetings

4.4.1 Meetings of the Board shall be convened and held monthly at such times and places as may be directed by the President.

4.4.2 The President, acting reasonably, may postpone any regularly scheduled meeting in extraordinary circumstances and may cancel a regularly scheduled meeting with the approval of a majority of the voting Members of the Executive Committee.

4.4.3 Additional meetings of the Board shall be held within no less than seven (7) and no more than thirty (30) days of a request from at least five (5) Members of the Board, who shall specify the object(s) of such meeting.

4.4.4 A majority of the voting Members of the Board shall constitute a quorum for such meeting; that is one Board Member more than fifty (50) percent of all voting Board Members.

4.4.5 Members of the Board are expected to attend and vote at Board meetings on a regular basis. Members of the Board must be in attendance in person or remotely, should the Board institute a policy permitting remote attendance, at a meeting to exercise a vote.

4.4.6 At all meetings of the Board, every motion shall be decided by a majority vote; that is, one vote more than fifty (50) percent of eligible voting Board Members. If a motion voted on by Members of the Board fails to achieve a majority, it shall be declared defeated.

4.4.7 Meetings of the Board shall be open for attendance by any Member in Good Standing except those meetings, or portions thereof, held in-camera. Any Member in attendance who is not a Member of the Board shall have no voting privileges at said meeting.

Article 4.5 - Liability and Indemnification

Temple shall indemnify all current and former Members of the Board including the Executive Committee, their heirs and legal representatives, against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgement, reasonably incurred by any of them in respect of any civil, criminal or administrative action or proceeding to which any of them is made a party by reason of being or having been a Member of the Board and/or the Executive Committee, if such individual acted honestly and in good faith with a view to the best interests of Temple and had reasonable grounds for believing the conduct was lawful.

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ARTICLE 5 - COMMITTEES

Article 5.1 - Functions and Duties of Standing Committees

5.1.1 The Board shall establish Standing Committees as required to facilitate the programmatic and administrative needs of Temple. Standing Committees, once established, shall remain active unless and until the Board determines otherwise.

5.1.2 Those Standing Committees of the Board in the areas of education, ritual and Tikkun Olam must be chaired by Jewish members of Temple.

5.1.3 All Standing Committees shall submit a report to the Board at every regularly scheduled Board meeting.

5.1.4 Standing Committee chairpersons shall submit a written annual report to the President, two (2) weeks prior to the Annual General Meeting, summarizing the activities of their Committees during the previous year.

Article 5.2 - Functions and Duties of Ad Hoc Committees

5.2.1 The Executive Committee may establish ad hoc committees to gather information or accomplish specific time-limited tasks on behalf of Temple (“Ad Hoc Committee(s)”).

5.2.2 Ad Hoc Committees may generate information or make recommendations for submission to the Executive Committee, which shall refer matters requiring Board discussion and approval to the Board.

5.2.3 Ad Hoc Committees struck to accomplish a specific task or activity shall report to the Executive Committee or such staff or Standing Committee chairpersons as may be directed.

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5.2.4 The Executive Committee shall establish appropriate reporting procedures for each Ad Hoc Committee.

ARTICLE 5.3 - Governing Principles

5.3.1 All Standing Committees and Ad Hoc Committees shall adhere to principles and provisions of this Constitution, applicable Bylaws of Temple and to the values and policies of Temple.

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ARTICLE 6 - NOMINATIONS AND ELECTION PROCEDURES

Article 6.1 - Structure and Duties of the Nominations Committee

6.1.1 The Nominations Committee shall be approved by the Executive Committee no later than the end of February preceding the Annual General Meeting.

6.1.2 The Nominations Committee shall include:

- (a)** A Chairperson appointed by the Executive Committee;
- (b)** Temple's President and First Vice-President;
- (c)** Temple's Rabbi (ex officio); and,
- (d)** Up to two (2) additional Members in Good Standing selected by the President.

6.1.3 The Committee shall propose a slate of nominees for positions on the Board and the Executive Committee for the approval by the Board, and then Temple's Membership in accordance with the provisions of Article 7.

Article 6.2 - Nominations

6.2.1 Notice of the slate of nominees for positions on the Board and the Executive Committee shall be delivered to each Membership Unit of Temple at the address (electronic or physical) of record for each Membership Unit, with the notice provided for the Annual General Meeting.

6.2.2 Nominations of individuals for election to the Board and/or the Executive Committee who are not named in the slate of nominees proposed by the

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Nominations Committee must be delivered to the Temple Office - Attention Nominations Chairperson, no later than seven (7) clear days prior to the Annual General Meeting at which elections are scheduled to occur. No individual not named on the slate of nominees, or who has been identified in the notice referred to in this Article 6.2.2, shall be permitted to stand for election to the Board or Executive Committee.

6.2.3 No nominations shall be permitted at the Annual General Meeting.

Article 6.3 – Election of the Board and Executive Committee

6.3.1 The election of Board Members and members of the Executive Committee shall take place at the Annual General Meeting of Temple.

6.3.2 Board Members and members of the Executive Committee shall be elected for a term which shall begin immediately following the election of such individual per Article 6.3.1 and shall cease immediately following the elections held at the Annual General Meeting of Temple or any Special Meeting at which elections may be held.

6.3.3 All elections shall be by closed majority ballot unless the nominee for the position is unopposed.

6.3.4 The Nomination Committee shall supervise the election and ensure the voting procedures as set out in Article 8 are met.

6.3.5 Any unfilled position(s) on the Board and/or the Executive Committee which may remain following elections at an Annual General Meeting shall be filled by the incoming Board at its earliest opportunity.

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ARTICLE 7 - MEETINGS OF TEMPLE

Article 7.1 - Voting Procedures

7.1.1 At all meetings, every question shall be decided by a majority vote of the Members present at such meeting, unless otherwise required by this Constitution.

7.1.2 Every question shall be decided by a show of hands, unless a closed ballot is requested or required.

7.1.3 Members shall not be entitled to vote by proxy.

Article 7.2 - Annual General Meeting

7.2.1 The Annual General Meeting of Temple shall be held within one month of Temple's fiscal year end, or as soon as possible thereafter.

7.2.2 Notices calling the Annual General Meeting shall be mailed or emailed, as permitted by law and if the receiving Member consents, to each Membership Unit of Temple at least fourteen (14) days prior to the Annual General Meeting, and shall include:

- (a)** The proposed slate of incoming Board Members and Executive Committee Members, as proposed by the Nominations Committee and approved by the Board
- (b)** The date, time, place and agenda of the Annual General Meeting; and
- (c)** A copy of Articles 6 and 7 of this Constitution

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7.2.3 A quorum for the transaction of business at the Annual General Meeting shall consist of not fewer than thirty (30) Members in Good Standing.

ARTICLE 7.3 - Special Meetings

7.3.1 A majority of Board members present at a meeting of the Board can call a Special Meeting of the Congregation. Alternatively, no fewer than thirty (30) Members in Good Standing may call a Special Meeting of the Congregation by delivering a written request for such a meeting to the President.

7.3.2 The Executive Committee shall, within fourteen (14) days of a vote of the Board to call a Special Meeting of the Congregation, or within fourteen (14) days of receiving a written request signed by no fewer than thirty (30) Members in Good Standing which had been delivered to the President, call a special meeting of Temple (“Special Meeting”).

7.3.3 The written request for a Special Meeting must specify the purpose of the meeting, and the meeting shall be limited to the purpose for which the Special Meeting is called.

7.3.4 The meeting shall be held within one (1) calendar month or, in extraordinary circumstances as deemed by the President acting reasonably, as soon as possible thereafter, following the calling of the Special Meeting under Article 7.3.1.

7.3.5 Notices of date, time, place, agenda and quorum requirements of such a meeting shall be mailed or transmitted electronically, as permitted by law and if the receiving Member consents, to each Membership Unit of Temple, at least fourteen (14) days prior to the meeting date.

7.3.6 A quorum for the purpose of a Special Meeting shall consist of not fewer than one hundred (100) Members in Good Standing.

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7.3.7 In order to pass, resolutions brought forward at a Special Meeting shall require a two-thirds (2/3) majority vote of those Members in Good Standing who are present at the Special Meeting at the time the vote is called.

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ARTICLE 8 - CLERGY

Article 8.1- Employment of Clergy

8.1.1 For the purposes of this Constitution, the term Clergy shall be defined to mean Temple's Rabbi and, if one is employed by Temple, a Cantor.

8.1.2 Temple shall consider in its selection of a full-time ordained Rabbi, the rules and regulations of the Rabbinical Placement Commission of the CCAR.

8.1.3 Temple shall consider in its selection of a full-time ordained Cantor, the Placement Guidelines of the American Conference of Cantors ("ACC").

Article 8.2 - Candidate Selection

8.2.1 If a Clergy position is vacant, a recommendation to the Board of a candidate to fill that role shall be made by a special selection committee, appointed by the Executive (the "Selection Committee"). Members of the Selection Committee shall be chosen based on their familiarity with the workings of Temple, their knowledge of Jewish values and traditions, their understanding of the values, needs and commitments of Temple and their ability to convey to the candidates the backgrounds and commitments of Temple's Members.

The duty and responsibility of the Selection Committee shall be limited solely to the recruitment and evaluation of candidates for the position of Rabbi or Cantor and the subsequent recommendation to the Board of a single candidate for that position.

8.2.2 The Board shall require a two-thirds (2/3) majority of those voting members present at the meeting in which this recommendation is presented in order to approve Temple's entering into contractual negotiations with the candidate proposed by the Selection Committee.

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8.2.3 Upon receiving approval of the Board to proceed with negotiations with the candidate proposed by the Selection Committee, Temple's President and Treasurer - with the approval of the Executive Committee - shall be granted the authority to negotiate terms of employment with such candidate, including salary, duration of employment, vacation, benefits and all other financial details of the agreement. The Executive Committee shall have the authority to consult such professional advisors as it deems fit to assist with these negotiations.

8.2.4 Upon the Executive Committee and the candidate agreeing to the terms of a contract of employment, the Board shall forthwith be advised of such agreement having been reached. All terms and conditions of the contract of employment shall remain confidential between the candidate and the Executive Committee, except for the duration of the contract, which shall be publicly announced to the Board and Temple's Members.

ARTICLE 8.3 - RENEWAL

Not later than twelve (12) months prior to the expiry of the contract of employment of a Rabbi or Cantor, the Board must, by a simple majority of its Members in attendance at the meeting at which this is an item on the agenda, direct the Executive Committee to commence negotiations with the Rabbi or Cantor, as the case may be, either to extend the terms of their existing contract of employment or to enter into a new contract of employment. Should such majority not be reached, then it shall be deemed that the employment of the Rabbi or Cantor, as the case may be, shall come to an end at the expiry of their existing contract.

ARTICLE 8.4 - TERMINATION

A Member of the Clergy may be terminated by a two-thirds (2/3) majority vote of those in attendance at a scheduled meeting of the Board who have found such individual to be in wilful violation of the Constitution of this congregation or for any conduct deemed prejudicial to the interests or welfare of

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this congregation, subject to any contract between the said individual and Temple, and the guidelines of the CCAR and/or the ACC, as applicable.

ARTICLE 8.5 - FEEDBACK AND EVALUATION

8.5.1 Prior to the beginning of each programming year, the Rabbi and the Cantor, in consultation with the President, shall develop and record in writing for the President, their goals for the upcoming year.

8.5.2 The President shall meet with the Rabbi and Cantor regularly, to engage in a mutual review of the Clergy-Temple relationship.

ARTICLE 8.6 AFFILIATION TO CONGREGATION

8.6.1 The Rabbi shall be a Member of Temple and ex-officio Member of the Executive Committee, the Board and all relevant committees of Temple, with voice but no vote. The Rabbi shall have the right to attend all meetings of the Executive Committee, the Board and Temple, except when requested by the President to be absent.

8.6.2 The Cantor shall be a Member of Temple and ex-officio Member of the Board and all relevant committees of Temple, with voice but no vote. The Cantor shall have the right to attend all meetings of the Board and Temple, except when requested by the President to be absent.

ARTICLE 8.7 - DUTIES

8.7.1 The Rabbi is the spiritual leader of Temple, head of the Senior Staff, and shall have the overall responsibility of implementing the religious and spiritual objectives of Temple. The Rabbi shall perform all duties incumbent upon, and in accordance with the office as defined and recognized by the

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CCAR, other accepted practices in the Reform Movement, and any procedures and practices for the Rabbi specified by the Executive Committee and/or Board.

8.7.2 The Cantor is an integral part of the clergy at Temple and is a Member of the Senior Staff. The Cantor shall perform all duties incumbent upon, and in accordance with, the office as defined and recognized by the ACC, other accepted practices in the Reform Movement and any procedures and practices for the Cantor specified by the Executive Committee and/or the Board.

8.7.3 The Rabbi and Cantor shall each submit an annual report to the Board for submission and presentation to the Annual General Meeting of Temple.

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ARTICLE 9 - AFFILIATED SOCIETIES

- 9.1** The Board may sanction the formation of affiliated societies of Temple (“Affiliated Societies”).
- 9.2** Affiliated Societies may be formed with the approval of a majority of the Board.
- 9.3** All officers and trustees of such Affiliated Societies shall be Temple Members in Good Standing.
- 9.4** The activities of all Affiliated Societies shall be conducted in such a manner as will adhere to the vision, mission and values of Temple.
- 9.5** The Bylaws or other governing instrument or regulations, if any, of all Affiliated Societies shall be consistent with this Constitution and the policies of Temple and must be approved by the Board.
- 9.6** The Board shall have the right to regulate the activities of all Affiliated Societies.
- 9.7** The President and the Rabbi shall be ex-officio Members of all Affiliated Societies.

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ARTICLE 10 - BANKING

ARTICLE 10.1 - Cheques, Deposits, Signatories

10.1.1 All monies, cheques, or other negotiable papers received on behalf of Temple shall be deposited in an account in the name of Temple in a bank or Trust Company insured by the C.D.I.C and approved by the Board.

10.1.2 All cheques shall require two signatures comprised of:

- (a) One Member of the Executive Committee and Temple's Executive Director; or
- (b) Two Members of the Executive Committee

10.1.3 All negotiable paper made to the order of Temple may be endorsed for deposit by any member of the Executive Committee, the Executive Director, or by stamp.

ARTICLE 10.2 - Borrowing and Lending

10.2.1 Upon the approval of the Board, Temple may borrow a sum of money up to Five Hundred Thousand (\$500,000) Dollars upon the credit of Temple at such terms as it may think proper, with or without security as may be required. Any borrowing in excess of that amount shall require the approval of a majority of Temple's Members in Good Standing in attendance at a Special Meeting called in accordance with the provisions of this Constitution.

10.2.2 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 Temple, by two (2) Members of the Executive Committee.

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ARTICLE 11 - ACCOUNTANT'S STATEMENT

ARTICLE 11.1 - Accountant

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

11.1.2 The independent accountant(s) may be Members of Temple but such individual (or members of the independent accountant's firm) may not be a Member of the Board or Executive Committee for the duration of the term for which they have been engaged.

11.1.3 The independent accountant(s) shall have full access to the books, records and financial records of Temple at all times.

ARTICLE 11.2 - Annual Financial Report

The independent accountant(s) shall prepare an annual financial statement of Temple in accordance with generally accepted accounting principles. Such statement shall be submitted to the Corporate Registry no later than ninety (90) days' after Temple's fiscal year end.

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ARTICLE 12 - EXECUTION OF DOCUMENTS

ARTICLE 12.1 - Contractual Obligations

All documents creating contractual obligations of Temple requiring payment of funds to a third-party, must:

- (a)** In the case of contractual obligations of less than Ten Thousand (\$10,000) Dollars, be signed by Temple's Executive Director, the President, or any one Member of the Executive Committee; and,
- (b)** In the case of contractual obligations greater than Ten Thousand (\$10,000) Dollars, be signed by any two of the Executive Director, the President or the Treasurer.

ARTICLE 12.2 - Other Persons

Notwithstanding Article 12.1, the Board may authorize other persons to sign such documents.

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ARTICLE 13 - REAL PROPERTY AND BORROWING POWER

13.1 The Board shall not authorize the purchase, building, sale, or mortgage of any real property for or belonging to Temple without first obtaining the authorization of two-thirds (2/3) of those Members in Good Standing present at a Special Meeting of Temple.

13.2 Notices for such Special Meeting shall include a general outline of any proposed action and a statement prepared by the Treasurer.

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

13.4 The Board may direct that Temple pay off, reduce, or renew any mortgage upon the real property or any part thereof belonging to Temple for such rate of interest, terms and conditions as the Board may determine.

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ARTICLE 14 - ADOPTION, REPEAL AND AMENDMENTS TO THIS CONSTITUTION

14.1 In accordance with all applicable laws and regulations of the Province of Alberta, this Constitution or any part of it shall not be rescinded, altered or added to except by Special Resolution approved at an Annual General or Special Meeting of Temple for which notice specifying the intention to propose the resolution has been given (“Special Resolution”).

14.2 The passing of a Special Resolution under this Article 14 shall require a two-thirds (2/3) majority vote of those Members in Good Standing present at the meeting in which it is voted upon.

GLOSSARY OF TERMS

ACC: American Conference of Cantors - the Reform Cantorial professional organization.

Ad Hoc Committees: Committees established to gather information or accomplish specific time-limited tasks on behalf of Temple. (Article 5.2.1)

Affiliated Societies: Groups within Temple that serve both Temple and other agencies beyond Temple, with each agency having its own mandate, bylaws and operating procedures. Article 9 defines / describes the rules by which Affiliated Societies are formed and how they operate - their rights and limitations.

Examples could include:

- Women of Reform Judaism (WRJ), the charter of which is registered with the Union for Reform Judaism (URJ) and provides programming for local participation. Also, MRJ - Men of Reform Judaism.
- ARZA Canada Committee - functions similarly to WRJ.
- A Temple Chevra Kadisha Committee affiliated with our community entity.

Annual General Meeting / AGM: The annually scheduled meeting of the congregation where dues, budget and other governance issues are discussed and voted on. The meeting generally occurs in mid-June. Article 7.2 defines the rules that govern this meeting.

Board: Temple's Board of Trustees, which includes the Executive, Standing Committee Chairs, Members-at-Large, Honourary Trustees, and Senior Professional Staff. (Article 4.1)

CCAR: Central Conference of American Rabbis - the Reform Rabbinic professional organization.

CCRJ: Canadian Council for Reform Judaism - the Canadian arm of the URJ.

Clergy: The collective term of Rabbi and/or Cantor, if one is employed by Temple. (Article 8.1.1)

Committees: Standing or ad hoc committees established by the Board

Congregation: Temple B'nai Tikvah.

Constitution: Temple's constitution.

Dues: Dues, assessments and fees recommended by the Board and approved at the AGM or Special Meeting of the congregation.

Executive Committee / Executive: The committee which includes the President, First and Second Vice Presidents, Treasurer, Secretary and unelected Past President.

Member: Membership unit - may be a single, married couple, family with children, blended family, or other unit as defined by the Board.

Membership: Temple membership

Membership Unit: Membership classifications (ref: Member)

Members in Good Standing: Members who have fulfilled all current and outstanding obligations to Temple.

Selection Committee: A special committee, appointed by the President, the mandate of which is limited solely to the recruitment and evaluation of candidates for the position of Rabbi or Cantor, and the subsequent recommendation to the Board of a single candidate for that position. (8.2.1)

Senior Staff: The positions of the Executive Director, Educator and Music Director. Additional Senior Staff positions might be added as Temple defines future needs. (Article 4.3.2)

Special Meeting: A meeting of the congregation at a time other than the AGM. Refer to Article 7.3 for the rules that govern this type of meeting.

Standing Committees: As per Article 5.1.1, Committees that are required to facilitate the programmatic and administrative needs of Temple. They remain active until such time as the Board determines otherwise.

Temple: Temple B'nai Tikvah.

Tikkun Olam: Is defined as “repair of the world”. Tikkun Olam is a major focus of Reform Judaism. (Article 5.1.2)

URJ: The Union for Reform Judaism, the umbrella organization that governs Reform Congregations in Canada and the United States.