

CONSTITUTION/BY-LAWS
OF
CONGREGATION NEVEH SHALOM

PREAMBLE

In the year 5629 (1869), a group of individuals, recognizing the need for a Jewish Congregation to practice, promote and foster traditional Judaism, established Congregation Ahavai Shalom; in the year 5653 (1893) Congregation Neveh Zedek was established for the same purpose.

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

The membership of the new Congregation reaffirms the purposes of the founders of Congregation Ahavai Shalom and Congregation Neveh Zedek, and promulgates and adopts this Constitution/By-Laws.

ARTICLE I

NAME:

This Congregation shall be know as Congregation Neveh Shalom.

ARTICLE II

MISSION:

The mission 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.

ARTICLE III

MEMBERSHIP:

Section 1 Eligibility: Any member of the Jewish faith shall be eligible for membership.

Section 2 Application: Application for membership shall be made in writing to the Board of Directors or their designee. Election to membership in the Congregation shall be by vote of the Board of Directors or their designee.

Section 3 Membership: Membership in the Congregation shall entitle single persons, husbands, wives, other adults living in a domestic partnership, and dependent children to all membership privileges: however, each adult member shall be entitled to one vote. For

purposes of this section, an adult is defined as an individual who is not a dependent child of a member.

Section 4 In General: A member in good standing is one who has paid:

A) At least 50% of his dues, assessments, and all other sums due the Congregation by January 4 of the fiscal year for which such sums are due; and

B) All final balances on dues, assessments and all other sums due the Congregation by June 30 of the fiscal year for which such sums are due.

Members in good standing shall have the right to vote at all meetings of the Congregation, and the right to the use of all facilities of the Congregation subject to regulations fixed by the Board of Directors. A member not in good standing shall be treated as a non-member, subject to rules and regulations set by the Board of Directors.

Section 5 Expulsion: A member may be expelled from the Congregation for cause, by vote of seventy-five percent of the entire Board of Directors at a special meeting called for that purpose.

Section 6 Dues: Dues, assessments and other charges shall be fixed by the Board of Directors.

Section 7 Seats: Members in good standing shall be entitled to seats in the synagogue for the High Holy Days subject to the regulations fixed by the Board of Directors.

Section 8 Cemeteries: Members in good standing shall have the right to internment, subject to the regulations and policies fixed by the Board of Directors.

Section 9 Religious School: Members in good standing shall have the right to enroll their children in the Congregation's Religious School subject to the regulations fixed by the Board of Directors. The Board of Directors shall have the right to adopt regulations and policies permitting enrollment of children of non-Members in the Congregation's Religious School.

ARTICLE IV

NOMINATIONS AND ELECTIONS:

Section 1 Committee Selection: Nominations for all officers and Directors shall be made by a Nominating Committee consisting of seven persons composed of the immediate past President and the following:

A) Two members of the congregation other than members of the Board of Directors designated by the President no later than three months prior to the Annual Meeting of the Congregation;

B) Two members elected from the membership-at-large by the Congregation 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.

C) Two members of the Board of Directors, elected by the Board of Directors; such election to take place not later than three months prior to the Annual Meeting of the Congregation. The President shall not participate in such election.

D) The members of this committee shall elect a Chairperson from among themselves. The President shall appoint a temporary Chairperson from among the committee for the purpose of calling the first meeting.

E) In the event of a vacancy on the Nominating Committee, the Executive Committee shall appoint a replacement.

Section 2 Purpose: The Nominating Committee shall meet and select a slate of nominees to all elective offices and Board of Director positions, falling vacant at the end of the then current fiscal year.

Section 3 Presentation to Membership: The slate of the Nominating Committee shall be presented to the Board of Directors prior to notice of nominations being mailed to the Congregation at least one month prior to the election.

Section 4 Petition Nomination: An individual may be nominated for any elective office and Board of Directors position upon presentation of a petition signed by ten members of the Congregation with the approval of the nominee: said petitions shall be filed with the Secretary no later than two weeks prior to the election.

Section 5 Petition Notices to Membership: Notice of nominations by petition must be mailed, sent by electronic mail or published by other reasonable means to all members of the Congregation at least ten days prior to the election.

Section 6 Election: Officers and Directors shall be elected at the Annual Meeting of the Congregation by a majority of the votes cast for this purpose.

Section 7 Eligibility for Office: Any member in good standing shall be eligible for any office of the Congregation.

Section 8 Contested Positions: Election for all contested positions shall be by closed ballot. The person receiving the most votes of the ballots cast shall be elected.

Section 9 One Vote per Office: Each member may cast only one vote per office.

ARTICLE V

CONGREGATIONAL MEETINGS:

Section 1 Annual Meeting: The Annual Meeting of the Congregation shall be held during the month of June. Notice of the meeting shall be mailed to each member of the Congregation not less than ten nor more than thirty days prior to the time of the election.

Section 2 Special Meetings: Special meetings may be called by the President, the Board of Directors, or upon written petition of thirty members in good standing. The petition shall set forth the purpose of such meeting and the Secretary shall call such special meeting within fifteen days from when the petition is presented to the Secretary. Notices of all special meetings, stating the purpose thereof, shall be mailed to the membership not less than ten days nor more than thirty days prior to the time set for the meeting.

Section 3 Quorum: The presence at either an Annual Meeting or special meeting in person or by proxy of individual members in good standing 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 Procedure: All meetings shall be conducted in accordance with the procedure provided for in the then current "Robert's Rules of Order", except as otherwise provided in this Constitution/By-Laws.

Section 5 Proxies: 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 time of the meeting so that the appointment form is present at the meeting.

ARTICLE VI

BOARD OF DIRECTORS:

Section 1 Membership of Board of Directors: The Board of Directors shall govern the affairs of the Congregation. The Board of Directors shall be responsible for delineating the duties of the employees of the Congregation. The Board shall be composed of (a) eighteen members in good standing elected by the Congregation; (b) the officers; (c) the immediate Past-President; and (d) the Presidents of the Men's Club and of the Women's League.

Section 2 Election: Six members who receive the highest number of votes at the Annual Meeting shall be elected to the Board each year. The members elected to the Board by the Congregation shall serve for a term of three years starting at the beginning

of the fiscal year immediately following their election. A member shall not serve more than two consecutive full terms; provided, however, a member who serves two consecutive full terms shall be eligible for election to another term once he or she has been off of the Board for at least three years. Any vacancy among the elected Board members shall be filled by vote of the Board at the Board meeting immediately following the occurrence of such vacancy, and the member so chosen shall serve the unexpired term of the Board member replaced.

Section 3 Removal: 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. Three unexcused absences or other violations of Board policies may be grounds for cause.

Section 4 In General: The Board of Directors shall act for and on behalf of the Congregation and conduct its business, including setting policy for the Congregation and its leadership and setting and approving plans for all programs, and shall be responsible for the setting, control over and collection of all dues, assessments, fees, 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. The Board of Directors shall additionally be responsible for approving all actions with respect to clergy, professional staff and other employees, including hiring, firing, raises and promotions (other than Religious School or Foundation School faculty and staff below the director level), although the Board of Directors may delegate such responsibility to the Executive Committee. The Board of Directors shall further be responsible for control and payment of all expenditures relating to salaries for the religious and administrative staff, building and grounds and other property-related matters, and other administrative or general expenses necessary or appropriate to oversee and regulate the activities of the Congregation. The Board of Directors may delegate the day-to-day management of any of the foregoing responsibilities to the President of the Congregation or to any other member of the Executive Committee, or to any other committee authorized by these By-laws or the Board or any chair of any such committee, or to any appointed clergy or professional staff person, with the proviso that regular reports from any or all of those be given at monthly or otherwise regularly scheduled meetings of the Board.

Section 5 Regular Meetings: The Board of Directors shall meet monthly excepting the month of June. Notices shall be sent to the members of the Board by the Secretary not less than seven nor more than fifteen days prior to the time set for such meeting.

Section 6 Special Meetings: Special meetings of the Board may be called by the President at any time, or when requested in writing by eight 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 the petition by the President. All notices of special meetings shall state the purpose of the special meeting.

Section 7 Quorum: 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 8 Procedure: All meetings shall be conducted in accordance with the procedure provided in the then current "Robert's Rules of Order", except as otherwise provided in these Constitution/By-Laws.

Section 9 Open Meetings: Any member of the Congregation in good standing, or any adult in such member's household, 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:

The officers of the Congregation shall consist of a President, President-elect, four Vice Presidents, a Secretary, and a Treasurer.

Section 1 Election: The officers shall be 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 enter upon their term of office at the time of their election and hold office until their successors have been elected.

Any vacancy occurring among the officers shall be filled by vote of the Board of Directors at a regular or special meeting of the Board.

Section 2 Removal: Any officer may be removed for cause by a seventy-five percent vote of the entire Board of Directors at a special meeting called for that purpose.

Section 3 President: The President shall: (a) preside at all meetings of the Congregation and of the Board of Directors; (b) appoint chairpersons of all standing and special committees; (c) shall be ex-officio member of all standing and special committees; and (d) shall report to the Congregation at the Annual Meeting. The President may vote at meetings only in the event of a tie vote.

Section 4 President-Elect: The President-Elect shall assume the office of the President during the absence or disability of the President.

Section 5 Vice Presidents: There shall be four Vice Presidents. The candidates for Vice President who receive the most votes shall be elected. A Vice President designated

by the Board of Directors shall act as President during the absence or disability of the President and President-Elect. The Vice Presidents shall perform such duties as prescribed by the President. 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.

Section 6 Secretary: 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; (b) keep a record of the entire membership, and (c) perform such other duties as may be prescribed by the Board of Directors from time to time. All minutes of the Executive Committee shall be available to the Board of Directors.

Section 7 Treasurer: The Treasurer shall be the chief financial officer of the Congregation. The Treasurer shall: (a) be in charge of the financial affairs of the Congregation, the books of account, and records of all receipts and disbursements; (b) shall submit 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; (d) be responsible for the deposit of all monies of the Congregation in bank accounts designated by the Board of Directors; and (e) place securities and other valuable documents in a safe deposit vault held in the name of the Congregation.

The Treasurer shall make quarterly reports to the Board of Directors of the finances of the Congregation. A written financial report to the Congregation for its Annual Meeting shall be available to members at least seven days prior to the Annual Meeting.

ARTICLE VIII

EXECUTIVE COMMITTEE AND PERSONNEL COMMITTEE:

Section 1 The Executive Committee shall be composed of the President, President-Elect, Vice Presidents, Secretary, Treasurer, Presidents of the Men's Club and Women's League, and, for a period of one year after expiration of his or her 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 of the Congregation shall be an ex-officio member of the Executive Committee without the right to vote. The President, in his or her discretion, may invite others with non-voting status to Executive Committee meetings.

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, 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 Men's Club or Women's League. 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 Directors; and
- d) supervising the planning and implementation of the Congregation's programs and activities.

In addition, the Executive Committee shall assist the Personnel Committee in the conduct of that committee's duties as requested by the Board of Directors or the Personnel Committee.

Section 3 No obligations over \$500.00 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. No obligations over an approved budget shall be incurred without the approval of the Executive Committee. 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 Presidents, 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 The Personnel Committee shall be responsible for maintaining oversight of all personnel matters, including preparation of job descriptions, policies and procedures, and individual performance reviews relating to clergy, professional staff and other employees. The Personnel Committee shall also (a) recommend to the Board of Directors actions with respect to clergy, professional staff and employees (other than religious school or foundation school faculty and staff below the director level), including hiring, firing, discipline, compensation and promotions, (b) conduct or supervise personnel reviews and performance appraisals for all clergy, professional staff and employees of the Congregation, (c) conduct or supervise recruiting activities and negotiations of terms of employment or contracts for Congregation clergy and professional staff, and (d) 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: 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 Chairperson of the following 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 or the general membership of the congregation, or authorize the committee Chairperson to make such selections. The appointive standing committees are:

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| 1) Adult Education | 7) Library |
| 2) Building & Grounds | 8) Membership |
| 3) Cemetery | 9) Ritual |
| 4) Finance | 10) Social Action |
| 5) Foundation School Advisory | 11) Youth Activities |
| 6) Fundraising | 12) Youth Education |

There shall be at least one Board member on each of the above standing committees. All standing committees shall meet not less often than once per fiscal year, shall record their proceedings and report to the Board of Directors, and shall be subject to supervision and control by the Board.

B) Elective Standing Committees – Standing committees whose members are elected by the membership and/or the Board are:

- 1) Executive Committee (Article VIII)
- 2) Nominating (Article IV)
- 3) Cemetery Trust (Article XVI)
- 4) Personnel Committee (Article VIII)

Section 2 Special Committees: In addition to the standing committees, special committees may be appointed by the President or the Board as needed.

ARTICLE X

CLERGY:

The Congregation shall engage Rabbis and Cantors and other clergy as may be deemed advisable by the Board of Directors. The senior Rabbi and the senior Cantor shall be chosen by the members of the Congregation at the Annual Meeting of the Congregation or at a special meeting called for that purpose. All other clergy shall be chosen by the Board of Directors or by the Personnel Committee acting on behalf of the Board of Directors. The senior Rabbi of the Congregation shall be a duly ordained Rabbi and shall

profess and observe the tenets of Conservative Judaism. He/She shall be the spiritual leader of the Congregation and chief interpreter of Jewish Law for the Congregation. The senior Cantor shall profess and observe the tenets of Conservative Judaism. The senior Cantor shall lead the Congregation in prayer, shall be responsible for the music program of the Congregation, and shall be the authority on the liturgical chant of the Congregation. The Rabbi and Cantor shall perform the usual activities of Rabbi and Cantor and such other duties as may be prescribed by the Board of Directors of the Congregation or the Personnel Committee acting on behalf of the Board of Directors. As directed by the Board of Directors, other clergy, including Associate or Assistant Rabbis or Cantors, may be engaged by the Congregation on a permanent or temporary basis to perform such duties as may be assigned to them by the Board of Directors or by the Personnel Committee acting on behalf of the Board of Directors.

Unless otherwise determined by the Board of Directors, the Personnel Committee shall (1) recruit, set the salary and benefits for and negotiate the other terms of employment or contract for each Rabbi, Cantor and other clergy engaged by the Congregation, (2) supervise each Rabbi, Cantor and other clergy engaged by the Congregation, (3) establish job descriptions for each Rabbi, Cantor and other clergy engaged by the Congregation, and (4) recommend to the Board of Directors the retention or firing of each Rabbi, Cantor and other clergy engaged by the Congregation. The Board of Directors shall, at any regular meeting or special meeting, have the right to terminate the employment of any senior Rabbi or senior Cantor chosen by the members of the Congregation. Any vote by the Board of Directors to terminate the employment of any senior Rabbi or senior Cantor shall require the affirmative vote of sixty percent (60%) of the entire Board of Directors.

ARTICLE XI

EXECUTIVE DIRECTOR(S):

The Congregation shall employ Executive Director(s) who shall be selected by the Board of Directors and subject to its regulations.

ARTICLE XII

USE OF FACILITIES BY NON-MEMBERS:

Section 1 Religious School: The Board of Directors may adopt regulations concerning the use of the Religious School for children of non-members.

Section 2 Cemeteries: The Cemeteries shall be made available for the interment of Jewish non-members by sale of plots and payment of burial expenses as fixed by the Board of Directors.

Section 3 In General: The facilities of the Congregation shall be made available to non-members subject to regulations fixed by the Board of Directors.

ARTICLE XIII

AUXILIARY ORGANIZATIONS:

The Congregation shall have such auxiliary organizations as from time to time shall be authorized by the Board of Directors. The activities, by-laws and other regulations of all auxiliary organizations shall be consistent with the Constitution/By-Laws and purposes of the Congregation and approved by the Board of Directors.

ARTICLE XIV

CEMETERIES:

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 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 Rabbi.

These Constitution/By-Laws shall be deemed to be a part of every deed of any Cemetery lot 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.

ARTICLE XV

INDEMNIFICATION:

(A) 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 XV 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.

(B) 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 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 XV. No amendment to this Article XV 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 XV 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 XVI

CEMETERY TRUST COMMITTEE:

The 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 the Congregation in accordance with the memorandum of trust (which is incorporated by reference) from time to time. The Committee shall also act as the Endowment Committee of the Congregation and shall oversee the investment of endowment funds of the Congregation in accordance with directions from the Board of Directors.

ARTICLE XVII

FISCAL YEAR:

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

ARTICLE XVIII

AMENDMENT OF CONSTITUTION/BY-LAWS:

This Constitution may be amended at any regular or special meeting of the Congregation. The proposed amendment shall be submitted in writing to the Secretary upon the petition of not less than thirty members in good standing of the Congregation or by resolution of the Board of Directors. The Secretary shall set forth the text thereof in full in the notice of the meeting sent to the membership of the Congregation. The proposed amendment

shall be read once at the meeting at which time it shall be voted upon. The affirmative vote of two-thirds of the members in good standing present at the meeting shall be necessary for the adoption of the amendment.

Adopted at the Annual Meeting on June 9, 2005