

Society Act
BETH TIKVAH CONGREGATION AND CENTRE ASSOCIATION
BYLAWS
(Adopted May 4, 2004)

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Society Act
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BYLAWS

I. INTERPRETATION

1. In these Bylaws unless the context otherwise requires:
- (a) "Board" means the directors acting as authorized by the constitution and these Bylaws in managing or supervising the management of the affairs of the Society and exercising the powers of the Society;
 - (b) "congregation" means the society incorporated herein;
 - (c) "debenture" has the same meaning as in the Company Act;
 - (d) "debt obligation" means a bond, debenture, note or other similar obligation, whether secured or unsecured, of the Society;
 - (e) "directors" means those persons who have become either appointed, elected or replacement directors in accordance with these Bylaws and have not ceased to be directors, and a "director" means any one of them;
 - (f) "executive committee": shall be comprised of the President, Vice Presidents, Secretary, Treasurer, and the immediate past President, if he or she so wishes;
 - (g) "member" means every person who becomes and remains a member in accordance with the bylaws;
 - (h) "Men's club" means "Beth Tikvah Men's Club";
 - (i) "ordinary resolution" means
 - (i) a resolution passed in a general meeting by the members of the Society by a simple majority of the votes cast in person or, if proxies are allowed, by proxy, or
 - (ii) a resolution that has been submitted to the members of the Society and consented to in writing by 75% of the members who would have been entitled to vote on it in person or by proxy at a general meeting of the Society, and a resolution so consented to is deemed to be an ordinary resolution passed at a general meeting of the Society;
 - (j) "registered address" of a member means his or her address as recorded in the register of members;
 - (k) "Sisterhood" means "Beth Tikvah's Women's League for Conservative Judaism";
 - (l) "Society Act" means the *Society Act* R.S.B.C. 1996, c. 433, as amended from time to time;
 - (m) "sophisticates" means "Beth Tikvah Sophisticates Club";
 - (n) "Special Resolution" means:
 - (i) a resolution passed in a general meeting by a majority of not less than 75% of the votes of those members of the Society who, being entitled to do so, vote in person or, if proxies are allowed, by proxy,

- (1) of which the notice that the bylaws provide, and not being less than 14 days' notice, specifying the intention to propose the resolution as a special resolution has been given, or
 - (2) if every member entitled to attend and vote at the meeting agrees, at a meeting of which less than 14 days' notice has been given, or
 - (ii) a resolution consented to in writing by every member of the Society who would have been entitled to vote on it in person or, if proxies are allowed, by proxy at a general meeting of the Society, and a resolution so consented to is deemed to be a special resolution passed at a general meeting of the Society.
2. The definitions in the *Society Act* on the date these Bylaws become effective apply to these Bylaws and the constitution.

II. TERMS OF ADMISSION OF MEMBERS AND THEIR RIGHTS AND OBLIGATIONS

3. The members of the Congregation are the subscribers of the Constitution and Bylaws and include all persons who agree to become members and are approved, by the Directors.
4. All applications for membership from any person 18 years or older, who is a member of the Jewish faith shall be submitted to the Directors, and upon acceptance by the Directors, the applicant shall become a member.
5. Membership Dues shall be determined by the Directors from time to time and such dues shall pertain to each member of the Congregation, in such amounts and upon such terms as the Directors see fit.
6. A member in good standing is one who has:
- (a)
 - (i) Paid the annual membership dues, and;
 - (ii) Paid the minimum building fund contribution or has made a commitment therefor satisfactory to the Directors, and;
 - (iii) Paid any additional fees assessed by the Directors and approved by a special resolution, and;
 - (iv) Has not been expelled or has not voluntarily withdrawn from the Congregation.
 - (b) A member not in good standing is one who has failed to pay his or her current annual membership fee or any other subscription, assessment, or debt due and owing to the building fund.
7. (i) The Building Fund Contribution shall be determined by the Directors from time to time;

- (ii) Each applicant for membership, or existing members shall pay such Building Fund Contribution as determined by the Directors pursuant to this provision;
- (iii) Payment of the Building Fund Contribution, may, in the discretion of the Directors, be paid in instalments;
- (iv) If a divorced member remarries and the said member has paid the required building fund contribution, the Directors, at their sole discretion, shall be entitled to require a further building fund contribution to be paid upon terms determined by the Directors;
- (v) In the event a Husband and Wife separate or become divorced, each of the Husband and Wife shall be entitled to remain as members of the Congregation and shall be required to pay membership dues corresponding to their membership. The Husband and Wife shall not be required to pay a separate Building Fund Contribution, however, they shall be jointly responsible for paying any outstanding Building Fund Contribution.

III. MEMBERSHIP PRIVILEGES

8. Members in good standing shall enjoy the following privileges:

- (a) To attend all meetings of the Congregation and to vote at all such meetings.
- (b) To hold office in the Congregation as elected or appointed pursuant to the Bylaws herein.
- (c) To enroll their children in the preschool and religious school of the Congregation, subject to the Rules and Regulations which may be established by the Directors.
- (d) To avail themselves of the privileges available to the members of the Congregation respecting the purchase of a grave or plot in the Beth Tikvah Cemetery.
- (e) To hold a Bar Mitzvah, Bat Mitzvah, or Wedding Service in the Synagogue, subject to the Rules and Regulations determined by the Directors from time to time.
- (f) The services of a Rabbi and Cantor, if under contract with the Congregation, for Weddings held in the Synagogue or in such places as approved by the Rabbi of Beth Tikvah.
- (g) The services of a Rabbi, and Cantor, if under contract with the Congregation for a funeral conducted according to Jewish rites.
- (h) To services ordinarily antecedent to a member of a Congregation, which without limiting the generality of the foregoing shall include:

- (i) The use of seats for High Holiday Services as determined by the Directors;
- (ii) The use of the facilities of the Congregation for personal functions, subject to the Rules and Regulations determined by the Directors, from time to time.

IV. CONDITIONS UNDER WHICH A MEMBERSHIP CEASES AND MANNERS IN WHICH A MEMBER MAY BE EXPELLED

- 9. (a) A person shall cease to be a member of the Congregation:
 - (i) By delivering his or her resignation in writing to the secretary, or;
 - (ii) On having been a member not in good standing for twelve consecutive months, or;
 - (iii) On his or her death, or;
 - (iv) On being expelled by the Directors.
- (b) A member may be expelled from the Congregation by a vote of at least 3/4 of the majority of the Directors present at a meeting of the Directors, specifically called for that purpose.
- (c) An expelled member may apply to the Directors for reinstatement.

V. MEETINGS OF MEMBERS

- 10. The Annual General Meeting shall be held at least once every calendar year and not more than 15 months after the holding of the last preceding annual general meeting at a place within the Province and on a date to be fixed by the Directors, and at least fourteen (14) days notice of such meeting shall be given to all members by the Secretary.
- 11. No error or omission in giving notice of an Annual General Meeting or other meeting shall invalidate such meeting or make void any proceedings taken thereat.
- 12. The election of Directors shall take place during the Annual General Meeting.
- 13. At every Annual General Meeting, in addition to any other business that may be transacted, the report of the Directors, Committee Chairpersons, the financial statement and the report of the auditors shall be presented.
- 14. The Directors may, whenever they see fit, convene any other meetings of the members, with at least fourteen (14) days notice of such meeting.

15. (a) Notice may be given to a member or a director either personally, by delivery, facsimile, telegram, telex, or electronic mail, or by mail posted to such person's registered address.
- (b) A notice sent by mail shall be deemed to have been given on the second day following that on which the notice was posted. In proving that notice has been given it is sufficient to prove the notice was properly addressed and put in a Canadian Government post office receptacle with adequate postage affixed, provided that if there shall be, between the time of posting and the deemed giving of the notice, a mail strike or other labour dispute which might reasonably be expected to delay the delivery of such notice by the mails, then such notice shall only be effective when actually received. Any notice delivered by hand or sent by facsimile, telegram, electronic mail or telex shall be deemed to have been given on the day it was so delivered or sent.
16. Members may waive notice of meetings of members in writing, or can waive notice by their attendance at the meeting.
17. Except where the Society Act otherwise provides, the members may consider and transact any business without any notice therefore at any meeting of the members.
18. For the purpose of sending notice to any member, director, or officer for any meeting or otherwise, the address of any member, director or officer shall be his or her last address recorded on the Register of Members of the Congregation.
19. (a) A quorum for the transaction of business at any meeting of the members shall consist of at least 20 members present in person.
- (b) In the event that a quorum is not present within thirty (30) minutes after the time called for the meeting, the meeting shall stand adjourned to a time and place determined by the President, without any notice required to be given to those members not in attendance and a quorum at any such adjourned meeting shall be those members who shall be present in person.
20. Each member shall be entitled to one vote at all meetings of the members.
21. (a) At all meetings of the members, every question shall be decided by a majority of the votes of the members represented by a show of hands, unless otherwise required by the Bylaws.
- (b) Voting by proxy is not permitted.
- (c) A declaration by the Chairperson that a resolution has been carried or not carried and an entry to that effect in the Minutes of the Congregation shall be sufficient

evidence of the fact without proof or the number of proportion of the votes accorded in favour or against such resolution.

22. (a) Members shall be entitled to convene a meeting of the Society upon the lesser of 10% of the membership or 20 members requesting the same in writing and delivering such request to the secretary.
- (b) The meeting shall require 21 days notice.
- (c) Any business that may be brought before the members shall be conducted in accordance with the Bylaws, provided however, that any resolution which may call for the expulsion of a Director or any member of the Congregation shall require a three-quarters majority of those members present at the meeting to be passed.

VI. DIRECTORS AND OTHER OFFICERS

23. (a) The affairs of the Congregation shall be managed by the Board who may exercise all such powers and do all such acts as may be exercised or done by the Congregation and are not by the Bylaws or by law expressly directed or required to be done by the Congregation at a meeting of the members or otherwise.
- (b) The Board shall have the power to make expenditures and loans, whether or not secured or interest-bearing for the purposes of furthering the purposes of the Society including its investment purposes. The Board shall also have the power to enter into trust arrangements or contracts on behalf of the Society for the purpose of discharging obligations or conditions either imposed by a person donating, bequeathing, advancing or lending funds or property to the Society, or assumed by the Society in expectation of such donations, bequests, advances or loans. Such arrangements or contracts shall be in accordance with the terms and conditions that the Board may prescribe.
- (c) Except for the purposes of refinancing existing debts, including but not limited to mortgages, lines of credit or other liabilities, the Board shall be restricted to capital expenditures and borrowing new funds for operating purposes of not more than \$125,000 without a special resolution of the members.
- (d) A debenture will not be issued without authorization of a special resolution.
- (e) The Board shall take such steps as it deems necessary to enable the Society to receive donations, bequests, funds, property, trusts, contracts, agreements and benefits for the purpose of furthering the purposes of the Society. The Board in its sole and absolute discretion may refuse to accept any donation, bequest, trust, loan, contract or property.

24. (a) The Board of the Congregation shall consist of the following Directors:
- President,
 - two (2) Vice Presidents,
 - a Secretary,
 - a Treasurer,
- twelve (12) members, provided such members are in good standing, and filling the following portfolios:
- (a) Adult Programming
 - (b) Contemporary Affairs
 - (c) Lands & Building
 - (d) House
 - (e) Membership
 - (f) Ritual
 - (g) Ways and Means
 - (h) Youth
 - (i) Education
 - (j) such other port-folios as may be necessary
- the President of Sisterhood, or such other person appointed by the Executive of the Sisterhood,
- the President of the Men's Club, or such other person appointed by the Executive of the Men's Club, or such time the Men's Club comes into existence,
- the President of the Sophisticates Club, or such other person appointed by the Executive of the Sophisticates Club, and
- the immediate past President should he or she so desire.
- (k) A Past President shall remain as a voting Director for a period of six years upon completion of his or her term as president, and have only one vote, after which period he or she shall remain as a non-voting director.
25. Coincident with the qualifications for nomination as a Director and/or Officer, the nominee must:
- (a) Be a member in good standing for a minimum period of one (1) year immediately preceding his or her election.
26. The President, Vice Presidents, the Secretary, and the Treasurer shall be elected by ballot at the Annual General Meeting and shall hold office for two (2) years, or until their respective successors are duly elected, appointed or otherwise designated pursuant to the Bylaws.

27. The twelve (12) additional Directors shall be elected by ballot at the Annual General Meeting of the members, six (6) being elected in the odd years and six (6) shall being elected in even years. All Directors shall hold office for two (2) years provided however, if a Director is appointed by the Board or the President pursuant to these Bylaws, he or she shall be elected for the remainder of a vacant Director's term.
28. The President may appoint the chair of the cemetery committee and any other standing committees that exist or may be necessary. All such appointments shall be ratified by the Board of Directors.
29. The Board of Directors, may, from time to time co-opt a maximum of three (3) members in each year, and those Directors shall hold office until the following Annual General Meeting, or until the respective successors are appointed or otherwise designated pursuant to the Bylaws.
30. A Director shall cease to be a Director when he or she ceases to be a member of the Congregation.
31. If a Director resigns or without reasonable excuse, fails to attend three or more consecutive Directors' Meetings, the President may declare his or her office vacated.
32. The members may by Special Resolution remove a Director before the expiration of his or her term of office.
33. Vacancies from elected Directors, however caused, shall be filled by the President, from among the qualified members of the Congregation for the remainder of that Director's term.
34. If vacancies are not filled by the President, they shall be filled by election, at the next Annual General Meeting of the members for any outstanding term to be completed so as to comply with Section 28 of the Bylaws.
35. Indemnification of Directors and Officers:
 - (a) Subject to the provisions of the *Society Act*, each director or officer of the Society shall be indemnified by the Society against expenses reasonably incurred by him or her in connection with any action, suit or proceeding to which he or she may be made a party by reason of his or her being or having been an officer or director of the Society, except in relation to matters as to which he or she shall be finally adjudged in such action, suit or proceeding to have been derelict in the performance of his or her duty as an officer or director. "Derelict" shall mean grossly negligent, criminally negligent or intentionally engaged in tortious conduct with the intent to defraud, deceive, misrepresent or take advantage improperly of an opportunity available to the Society.

- (b) Subject to the provisions of the *Society Act*, the Board is authorized from time to time to give indemnities to any director or other person who has undertaken or is about to undertake any liability on behalf of the Society or any society or corporation controlled by it, and to secure such director or other person against loss by mortgage and charge on the whole or any part of the real and personal property of the Society by way of security, and any action from time to time taken by the directors under this paragraph shall not require approval or confirmation by the members.
- (c) Subject to the provisions of the *Society Act*, no director or officer for the time being of the Society shall be liable for the acts, neglects or defaults of any other director or officer of the Society or for joining in any receipt or act for conformity or for any loss, damage or expense happening to the Society through the insufficiency or deficiency of title to any property acquired by order of the directors for or on behalf of the Society, or for the insufficiency or deficiency of any security in or upon which any of the moneys of or belonging to the Society shall be placed out or invested, or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person, firm or corporation with whom or which any funds or property of the Society shall be lodged or deposited, or for any other loss, damage or misfortune whatsoever which may happen in the execution of the duties of his or her respective office or trust or in relation thereto, unless all or any of the same shall happen by or through the wilful act, default or neglect of such director or officer.
- (d) Expenses incurred with respect to any claim, action, suit or proceeding may be advanced by the Society prior to the final disposition thereof in the discretion of the Board and upon receipt of an undertaking satisfactory in form and amount to the Board by or on behalf of the recipient to repay such amount unless it is ultimately determined that he or she is entitled to indemnification hereunder.
- (e) The Society shall apply to the Court for any approval of the Court which may be required to make the indemnities herein effective and enforceable. Each director and officer of the Society, on being elected or appointed, shall be deemed to have contracted with the Society upon the terms of the foregoing indemnities. Such indemnities shall continue in effect with regard to actions arising out of the term each director or officer held such office notwithstanding that he or she no longer continues to hold such office.
- (f) The failure of a director or officer of the Society to comply with the provisions of the *Society Act* or of the constitution or these Bylaws shall not invalidate any indemnity to which he or she is entitled under this part.
- (g) The Society may purchase and maintain insurance for the benefit of any or all directors or officers against personal liability incurred by any such person as a director or officer.

VII. DIRECTORS' MEETING

36. Ten (10) Directors shall form a quorum necessary for the transaction of business.
37. Directors' meetings shall be formally called by the President, or by someone at his or her direction. A meeting of the Directors may also be convened and called by three (3) of the Directors.
38. Notice of all meetings shall be delivered by letter, facsimile, electronic mail, telephone, or otherwise communicated to each Director not less than twenty-four (24) hours before the meeting is to take place, provided, no formal notice shall be necessary if all of the Directors are present or if those absent signify their consent orally or in writing, to the meeting being held in their absence.
39. For the purpose of the first meeting of the Board held immediately following the appointment or election of a director or directors at an annual or other general meeting, or for the purposes of a meeting of the Board at which a director is appointed to fill a vacancy in the Board, it is not necessary to give notice of the meeting to the newly elected or appointed director or directors for the meeting to be properly constituted.
40. The statement of the Secretary or President that notice has been given pursuant to this Bylaw shall be sufficient and conclusive evidence of the giving of such notice as so designated by the President.
41. Directors' Meetings may be held at such times and at such places as the Directors may from time to time determine, however, from the months of September to June inclusive, Directors' Meetings shall be held at least once every month.
42.
 - (a) Questions arising at any meeting of Directors shall be decided by a majority of votes.
 - (b) In case of an equality of votes, the Chair shall have a casting vote.
 - (c) Votes shall be taken by a show of hands unless a secret ballot is demanded by any Director present.
 - (d) A declaration by the President that a resolution has been carried and an entry to that effect in the Minutes of the Directors shall be sufficient evidence of the fact without proof of the number or proportion of the votes recorded in favour or against such resolution.
43. The Directors shall not be paid for acting as such, but shall be reimbursed approved expenses.

44. The Directors may, from time to time, appoint such officers and agents and Chairpersons and authorize the employment of such other persons as they deem necessary to carry out the objects of the Congregation and such officers, agents, Chairpersons and employees shall have such authority and shall perform such duties as determined by the Directors from time to time.
45. A Director shall not be elected or appointed while that person or their spouse is an employee of the Congregation.
46. The President shall, when present, preside at all meetings of the members of the Congregation and of the Directors. The President shall also be charged with the general management and supervision of the affairs and operations of the Congregation. A Vice-President shall carry out the duties of the President during his or her absence, or failure of a Vice President, the Secretary, which appointment shall be ratified by the Board of Directors.
47. The Financial Vice-President shall:
 - (a) Be Chair of Financial Committee which includes the Chair of the Land and Building, House Committee, Membership, and Ways and Means Committee;
 - (b) Cause to be executed Mortgages and pledges of the real and personal property and rights of the Congregation;
 - (c) Cause to be signed bills, notes, contracts and other evidence as securities from money borrowed from any person, firm or corporation or bank, **on** such terms as the lender may be willing to advance the same;
 - (d) Execute a debenture.
48. The Second Vice-President shall:
 - (a) Be the Chair of the Programming Committee which includes the chair of the Ritual, Youth, Education, Contemporary Affairs, and any other committee as appointed by the President.
49. The Secretary shall:
 - (a) conduct the correspondence of the Congregation;
 - (b) issue notices of meetings of the Congregation and Directors;
 - (c) keep Minutes of all meetings of the Congregation and Directors;

- (d) have custody of all records and documents of the Congregation except those required to be kept by the Treasurer;
 - (e) maintain the Register of Members;
 - (f) be responsible for the administration and employed personnel of the congregation except the Rabbi, in conjunction with the executive committee;
 - (g) the Seal of the Congregation, and Minute Book of the Congregation maintained at the solicitors of the Congregation.
50. The Treasurer shall:
- (a) keep such financial records, including books of account, as are necessary to comply with the Society Act, and;
 - (b) render financial statements to the Directors, members and others when required, and;
 - (c) issue receipts for the purposes of Income Tax Act, and;
 - (d) prepare annual financial budget for approval by Directors.
51. The President may, subject to Directors' approval, remove a Chairperson of a Standing Committee and appoint his or her replacement. Such appointments shall be ratified by the Board of Directors.
52. Without in any way derogating from the general powers of the Directors, the Directors are expressly empowered from time to time, to purchase, lease or otherwise acquire, alienate, sell, exchange or otherwise dispose of lands, buildings or other property, moveable or immovable, real or personal, or any right or interest therein owned by the Congregation, for such consideration and upon such terms and conditions as they may deem advisable.
53. Contracts in the ordinary course of the operations of the Congregation may be entered into on behalf of the Congregation by the Secretary, the Treasurer and one other member of the Executive Committee.
54. All cheques, bills of exchange or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Congregation, shall be signed by Treasurer and one other member of the Executive Committee.
55. (a) The President, or a Director, may be removed from office by a motion brought before the Directors by four Directors, for that purpose.

- (b) Written notice of the motion shall be delivered to the Secretary at least seven (7) days prior to the date fixed for the meeting and be delivered to each Director at least seven (7) days prior to the date fixed for the meeting.
 - (c) Voting shall be by secret ballot.
56. (a) If the President resigns or is removed from office, the Secretary shall call a meeting of the Directors not later than 7 days after the President's office becomes vacant and the Directors shall fill the President's office from a qualified member of the Congregation, such qualifications to be at least that required to be elected as President.
- (b) The member appointed President shall serve the remainder of the term yet to be completed.

VIII. COMMITTEES

57. (a) The President may also appoint from time to time such other Committees and Chairpersons thereof as he or she deems advisable. Such appointments shall be ratified by the Board of Directors.
- (b) The President shall be a member of every Committee of the Directors and shall be entitled to vote on each Committee.
- (c) Each Committee chairperson shall be required to submit a written report for presentation to each Annual General Meeting of the members. Each report shall be then debated upon or discussed at the Annual General Meeting, and the chairperson exhibiting such report shall be required to answer any questions asked by members in attendance at the Annual General Meeting.

IX. FISCAL YEAR

58. The fiscal year of the Congregation shall terminate on December 31st in each year and the financial statement of the affairs of the Congregation for presentation to the members at the Annual General Meeting shall be made as of that date.

X. AUDITOR OF ACCOUNTS

59. The Directors shall appoint an Auditor to hold office for such period as the Directors may determine from time to time.
60. The Auditor shall:
- (a) Be a Chartered Accountant or a Certified General Accountant.

- (b) Report to the members and Directors in accordance with the *Society Act*, on such date fixed by the Directors, on the accounts examined by them and on every balance sheet and statement of income and expenditures laid before the Congregation at any Annual General Meeting during their tenure of office.
- (c) Be entitled to attend any general meeting of the members of the Congregation.
- (d) Be required to review the books and accounts and vouchers of the Congregation from the date up to which the last review of the Congregation was completed.
- (e) Audit the books and accounts at least once every three (3) years.

XI. CUSTODY AND USE OF THE SEAL

- 61. The Directors may provide a common seal for the Congregation and they shall have power from time to time to destroy it and substitute a new seal in place of the seal destroyed.
- 62. The common seal shall be affixed only when authorized by the Directors acting as authorized by the constitution and these Bylaws in managing or supervising the management of the affairs of the Society and exercising the powers of the Society and then only in the presence of the President, or one other member of the Executive Committee.

XII. EXECUTIVE COMMITTEE

- 63. The Executive Committee shall:
 - (a) consist of the President, two Vice-Presidents, Secretary, Treasurer and immediate past President.
 - (b) meet from September to June inclusive, as determined by the President, but not less than 5 times during the said period, in addition to regularly scheduled Directors' meetings;
 - (c) make recommendations to the Directors respecting the policy, the direction of the Congregation, however, the Directors shall not be required to act upon the said recommendations.
 - (d) be responsible for setting out the duties and responsibilities of each of the Standing Committees and other committees appointed by the President from time to time.
- 64. (a) The President shall, by November 1st each year, subject to Directors' approval, appoint members of the Nominating Committee to be composed as follows:

- (i) Two Directors not subject to re-election at the next Annual General Meeting;
 - (ii) One past Director;
 - (iii) Two members from the Congregation, not being Directors.
- (b) The Nominating Committee shall file its report with the Directors on or before March 31st each year.

XIII. NOMINATION BY THE MEMBER

65. Nominations from the Floor shall require the following:

A member may be nominated for the position of Director by the Congregation at large, included on the ballot at the Annual General Meeting upon the following:

- (a) A written nomination signed by ten members in good standing.
- (b) The written consent of the person so nominated shall be filed with the Secretary at the time the nomination is accepted.
- (c) Be delivered to the Secretary personally or to the Congregation office during normal business hours, at least seven (7) days prior to the Annual General Meeting.

XIV. RULES OF ORDER

66. Robert's Rules of Order, Revised, shall be the standard guide of procedure in the Congregation, in the absence of any other rules governing the procedure in a particular situation.
67. The President may appoint a member of the Executive Committee as the Congregation Parliamentarian who shall be responsible for advising the Directors with respect to the Rules of Order.

XV. TIME AND PLACE (IF ANY) AT WHICH THE BOOKS AND RECORDS OF THE SOCIETY MAY BE INSPECTED BY MEMBERS

68. (a) The Directors shall determine from time to time to what extent and at what times and places and under what conditions or regulations the accounts and books of the Congregation, or any of them, shall be open for inspection of members not being Directors;

- (b) A member (not being a Director) shall not have any right of inspecting any account or book or document of the Congregation except as conferred by law or authorized by the Directors or by resolution of the members, whether previous notice thereof has been given or not.

XVI. RABBI & CANTOR

69. The pulpit of the Congregation shall:

- (a) Be occupied by an ordained Rabbi, who is a member of the Rabbinical Assembly who shall be engaged by the Directors on such terms as may be established from time to time.
- (b) If possible, also, be occupied by a Cantor, who is a member of the Cantorial Assembly who shall be engaged by the Directors on such terms as may be established from time to time.

XVII. RABBI AND CANTOR SEARCH COMMITTEE

70. (a) Subject to the Directors' approval, the President shall appoint a Rabbi or Cantor Search Committee, as follows:
- (i) the President who shall be the Chair of the Search Committee, the Chair of the Ritual and Education Committees and two additional Directors;
 - (ii) the immediate past President or if he declines, such other past President, previous board member in the discretion of the President;
 - (iii) two members of the Congregation, not being Directors.
- (b) A report shall be prepared by the Search Committee as requested by the President from time to time.

ADOPTED BY SPECIAL RESOLUTION ON FEBURARY 25, 2003.