

# CONGREGATION SHAAR HASHOMAYIM

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## By-Laws

AS RATIFIED BY THE BY-LAWS COMMITTEE AND APPROVED BY THE  
BOARD OF TRUSTEES AND THE CONGREGATION AT THE ANNUAL  
GENERAL MEETING HELD ON

~~NOVEMBER 28<sup>th</sup>, 2022~~ December 4, 2023

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CONGREGATION SHAAR HASHOMAYIM

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## CONGREGATION SHAAR HASHOMAYIM BY-LAWS

The following articles of Congregation Shaar Hashomayim were adopted at the AGM ~~176th-177th~~ Meeting, ~~November 28, 2022~~December 4, 2023.

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## **ARTICLE I: INTERPRETATION**

1.0 The words and/or phases in these By-Laws are defined as follows:

"Auxiliary Organizations" are described in Article XI;

"Board" means collectively, the members of the Board or historically, the Board of Trustees;

"Board member", or historically "Trustee" means a member of the Board.

"By-Laws" means these By-Laws and any amendments thereto;

"Congregation" or "Synagogue" means Congregation Shaar Hashomayim;

"Good standing" means with respect to the code of conduct (Appendix D) and membership dues;

"Halacha" shall be interpreted by the Congregation's Senior Rabbi;

"Jewish" means Jewish according to Halacha;

"Honorary President" means each living past President of the Congregation for as long as he or she remains a Member.

"Member" means any person of the Jewish faith who is a member pursuant to Article III;

"Men's Association" means an Auxiliary Organization of the Congregation;

"Office", unless otherwise specified, means a position held by an Officer;

"Officers" means those Officers referred to in Article VI;

"Officers Committee" means the committee consisting of the Officers of the Congregation, together with those persons appointed by the President of the Congregation in accordance with the provisions of these By-Laws;

"Rabbi(s)" means the Rabbi and/or the Assistant Rabbi and/or the Associate Rabbi and/or the Rabbi Emeritus and/or the Rabba and/or the Maharat, as is appropriate within the context in which it is used;

"Regulation" means an enactment of the Congregation or of the Board or committee thereof other than these By-Laws, after approval of the Board;

"Sisterhood" means an Auxiliary Organization of the Congregation;

1.1.1 Words denoting the singular number shall include the plural and vice-versa.

1.2.1 Nothing contained in the By-Laws or Regulations of the Congregation shall be interpreted so as to compel the Congregation to do or suffer any act which in the opinion of the Board would be deemed to be contrary to the practice or principles of traditional Judaism. Robert's Rules of Order (Revised) shall be standard meeting procedure for all Board, Officers Committee and other meetings of the Congregation in the absence of any other rule or law governing the procedure in a particular situation.

1.3.1 The counting of days shall not include the first day but shall include the last day and shall include all weekends and holidays.

## **ARTICLE II: OBJECTIVES**

- 2.0.1 The objectives of the Congregation shall be to sustain the Synagogue and to foster such religious, educational, cultural, social and recreational activities that further the cause and objectives of the Synagogue and traditional Judaism. These shall include the operation of a Day Care Center and a cemetery.
- 2.0.2 The Congregation may support any cause which has for its purpose the interests of Judaism and/or the Jewish people.

## **ARTICLE III: MEMBERSHIP**

### **3.0 ELIGIBILITY**

- 3.0.1 Persons of Jewish faith, being eighteen (18) years of age or older, of good moral character, and who undertake in writing to pursue the objectives of the Congregation and to abide by its By-Laws, regulations, and Code of Conduct (Appendix D) and do not bring disrepute to the Synagogue, shall be eligible for membership upon application. Family members over the age of 18 but under the age of 25 living in the same house shall be entitled to all Congregational privileges and have the right to vote at meetings of the Congregation.
- 3.0.2 A person whose marriage has been dissolved by civil decree and who has not granted or accepted a requested *Get* in accordance with Jewish Law shall not be eligible for membership, or if already a Member, is subject to expulsion as set forth in Section 3.6.2 below.

### **3.1 CATEGORIES**

- 3.1.1 Membership - Membership may be extended to individuals or families who apply for and are accepted as Members of the Congregation in accordance with the provisions of these By-Laws. Members shall be entitled to notice of any membership meeting, to attend such meeting and to participate and vote at such meeting.
- 3.1.2 Non-resident Membership - Such membership may be extended to any person who qualifies as a Member according to the provisions of these By-Laws and whose primary residence is not located in Greater Montreal as determined by the Executive Director.
- 3.1.3 Honorary Membership - Non-voting membership shall be conferred by resolution of the Board and shall include the Clergy of the Congregation and their families. Honorary Membership ~~and~~ may similarly be conferred upon other deserving persons in exceptional circumstances by resolution of the Board following the recommendation of an ad-hoc committee composed by the President and including one (1) additional Officer, one (1) Board member and one (1) member of the Membership Committee.

### **3.2 PRIVILEGES AND ASSIGNMENT OF PRIVILEGES**

- 3.2.1 Members are entitled to congregational privileges that comprise, amongst others, the right to participate in activities and meetings of Members of the Congregation open to membership at large; to reserve seats for the High Holy Days in the Main Sanctuary; to rent halls and rooms in the Synagogue for life cycle events; and to be buried in the Synagogue cemeteries, provided a burial plot has been reserved and fully paid for, or arrangements for payment have been made.
- 3.2.2 Seats may not be sublet or assigned, neither shall any other Congregational privileges or benefits be assigned without the prior written consent of the administration.

### **3.3 APPLICATIONS FOR MEMBERSHIP IN THE CONGREGATION**

- 3.3.1 Applications shall be made in writing or online. The Applicant will indicate their agreement to be bound by these By-Laws and the Congregation's Code of Conduct (Appendix D). Following the Rabbi's determination that the applicant is Jewish the Membership Committee shall submit the application to the Board for approval.
- 3.3.2 Should the Application be refused by the Board the reasons must be communicated to the applicant. Refusal of an application shall not preclude submission of a new application.

### **3.4 DUES AND ASSESSMENTS**

- 3.4.1 Membership and seat reservation dues shall be fixed annually by the Board and shall be payable within the current fiscal year.
- 3.4.2 Family memberships will be based on the age of the oldest Member.
- 3.4.3 Members shall be bound to pay, in addition to membership, security and seat reservation dues, any other charges and such assessments as may be levied from time to time by the Board or at any Annual General or Special General Meeting of the Congregation.
- 3.4.4 The President, the Treasurer and the Executive Director acting together may extend Congregational privileges, gratuitously or at reduced rates and may modify the indebtedness of persons who are deserving of such consideration.

### **3.5 RESIGNATIONS**

- 3.5.1 A Member may resign by notifying the Board in writing. All past due accounts must be paid in full. Resignations will be considered by the Board for approval at the next regular meeting of the Board after receipt of the resignation. A Member who resigns must fulfil all past accounts and financial obligations to the Synagogue.
- 3.5.2 A resigned Member is deemed to have relinquished any reserved seat, and any cemetery plot reservation that is held.
- 3.5.3 No dues or other sums are refundable under any circumstances other than those that may be specified in the cemetery contract.

### **3.6 SUSPENSION AND EXPULSION**

- 3.6.1 The Board may deprive a Member who fails to honour any indebtedness to the Congregation of any or all congregational privileges.
- 3.6.2 A Member may be expelled by a two-thirds vote at a Special Meeting of the Board called for that purpose for any one of the following reasons:
  - failure to pay annual membership and/or seat reservation dues, or congregational assessments for a period of two (2) years;
  - failure by a person whose marriage has been dissolved by civil decree to grant or accept a requested *Get* in accordance with Jewish Law;
  - failure to abide by the Congregation's Code of Conduct (Appendix D);
  - conduct which brings discredit upon the Congregation or the Jewish faith.

#### **ARTICLE IV: MEETINGS OF THE CONGREGATION**

##### **4.0 ANNUAL GENERAL MEETING**

- 4.0.1 The Annual General meeting shall be held on a date determined by the Board which shall be no later than six (6) months after the end of the Congregation's fiscal year. Written notice shall be sent by ordinary or electronic mail to every Member by the Secretary of the Congregation not less than twenty-one (21) days prior to the date fixed for the meeting.
- 4.0.2 Notice of an Annual General Meeting as well as the list of nominated Members for election as Officers and Board members of the Congregation shall be sent to all Members along with a notice that the audited financial statements of the Congregation for the preceding fiscal year are available at the offices of the Congregation during normal business hours and/or online just prior to the time of the Annual General Meeting.
- 4.0.3 At each Annual General Meeting the Congregation shall:
  - i. Elect an auditor, who shall be a member of the Ordre des comptables agréés du Québec for the current fiscal year and who shall remain in office until a successor is elected;
  - ii. Elect Officers and Board members of the Congregation.

##### **4.1 SPECIAL MEETINGS**

- 4.1.1 Special Meetings of the Congregation may be called by the President whenever the President deems it necessary. The President must call a special meeting at the written and/or electronic request of twenty-five (25) members or a majority vote of the Board, stating the reason for and the purpose of the meeting. In the event that the President fails to issue such a call within ten days after being requested to do so, any two Officers may do so. No business except for the purposes stated in the notice shall be transacted at a Special Meeting without the unanimous consent of Members present.

##### **4.2 QUORUM**

- 4.2.1 At all meetings of the Members of the Congregation a quorum for the transaction of business shall consist of fifty (50) Members physically or virtually present, who have the right to vote, but a lesser number may adjourn the meeting to some future time, not less than six (6) nor more than twenty (20) days hence, and the Secretary shall thereupon give at least three (3) day's written and/electronic notice of such adjourned meeting.
- 4.2.2 Annual General or Special Meetings of the Members may be held in person [and](#)/or virtually, by audio or video conference or other similar technology.

#### **ARTICLE V: BOARD**

##### **5.0 GENERAL**

- 5.0.1 The management and administration of the affairs of the Congregation shall be vested in a Board. In order to serve as a Board member one must be a Member in good standing. A Board member shall be required to sign a confidentiality agreement and the Code of Conduct.

## 5.1 COMPOSITION, ELIGIBILITY AND ELECTION

- 5.1.1 The following persons shall automatically be members of the Board: The elected Officers of the Congregation, the Past President of the Congregation, and an one (1) Honorary Past President.. The Chairs or Presidents of the committees listed in Appendix A shall be considered for positions on the Board.
- 5.1.2 Up to tTen additional Board members shall be elected, after being nominated by the Nomination Committee, for a term of two (2) years in such a manner that each year the term of office of five (5) additional Board members shall expire. The term of office of each such Board member may be renewed for up to two (2) additional years but shall not be extended to more than four (4) consecutive years. Nothing herein contained shall prevent a Board member from becoming eligible for re-election upon the expiry of one (1) year following four (4) consecutive years of service.
- 5.1.3 Any Board member who is absent for more than four (4) Board meetings without reasonable cause may, after due notification, be removed from the Board at a regular Board meeting by resolution of a majority of those Board members present and voting.
- 5.1.4. Individuals shall have only one vote on the Board even though they may hold two offices simultaneously.
- 5.1.5 Any vacancy on the Board may be filled by appointment made by the President to serve out the balance of the then existing term.
- 5.1.6 A Board member shall be eligible for re-election for the terms stipulated in these By-Laws. Board members, including those not otherwise eligible for re-election as Board members, are at all times eligible for election as Officers of the Congregation.
- 5.1.7 Each Board member shall retain office until a successor is elected.

## **5.2 ADDITIONAL ATTENDEES AT MEETINGS**

- 5.2.1 The Rabbi and Executive Director shall normally attend all meetings of the Board except when otherwise indicated. Others shall attend by invitation. Only Board members shall be entitled to vote.

## **5.3 POWERS**

- 5.3.1 The Board shall be the ultimate governing body of the Congregation and manage and control all the affairs, business and assets of the Congregation.
- 5.3.2 The Board shall designate a Canadian Chartered Bank or Banks wherein the funds of the Congregation shall be deposited.
- 5.3.3 The Board shall be responsible to ensure that the funds of the Congregation are prudently invested and that they reflect best professional practices.
- 5.3.4 The Board shall have the power to authorize the Congregation to borrow money from time to time upon the credit of the Congregation for general operating expenses and capital projects without pledging as security any physical assets or investment funds and assets.
- 5.3.5 The Board shall designate such Officers or other persons who shall sign cheques, drafts, promissory notes and/or other negotiable instruments on behalf of the Congregation, provided that no less than two people shall sign all such instruments. The Board shall not authorize the setting aside of any funds which would avoid the necessity of the Congregation's duly authorized signing parties signing withdrawal vouchers or cheques against it.

- 5.3.6 The Board shall authorize and amend, from time to time, the Congregation's annual budget. The Board must authorize any noncapital disbursements over and above the approved operating budget which exceeds 2.5% of the operating revenue for the immediately preceding fiscal year as reflected in the Congregation's audited financial statements
- 5.3.7 The Board shall establish the annual dues, all seat reservations, fees and generally all charges and tariffs for the use of the Synagogue facilities and for services performed by Synagogue officials.
- 5.3.8 The Board shall be responsible to approve the annual audited financial statements upon recommendation of the Audit Committee.
- 5.3.9 The Board shall establish guidelines for the policies and activities of all Auxiliary Organizations and Committees.
- 5.3.10 The Board shall have the power to enter into capital transactions in an amount up to 7.5% of the gross operating revenue of the Congregation for the immediately preceding fiscal year as reflected in the Congregation's audited financial statements for that year. Capital transactions in excess of the said amount shall require the authorization of the membership at the Annual General Meeting or a Special Meeting of the Congregation called for that purpose.
- 5.3.11 All contracts, engagements and other instruments in writing requiring the signature of the Congregation shall be signed by such Officer(s) or other person(s) as may be designated by the Board, provided they be signed by not less than two authorized persons, and all documents in writing so signed shall be binding upon the Congregation without further authorization or formality.
- 5.3.12 The Board may by a two-thirds vote levy special assessments to meet any actual or anticipated deficit or special capital projects in the budget of the preceding or current year. These assessments shall be subject to ratification by the membership of the Congregation at an Annual General or Special Meeting of the Congregation where the assessment exceeds 25 percent (25%) of the existing general membership annual billing.

#### **5.4 MEETINGS AND QUORUM**

- 5.4.1 The Board shall meet a minimum of eight (8) times during the calendar year. The President shall determine the dates of regular Board meetings. Written and/or electronic notice shall be given to all Board members as to the time, place and agenda and any necessary accompanying materials of a Board meeting no later than seven (7) days prior to the said meeting. A quorum of the Board shall be fifty percent (50%) of the Board members. No matter may be decided upon by the Board except by a majority vote of the Board members present and voting. The President shall be the Chairperson of meetings of the Board. In the absence of the President acting as Chairperson the Board shall designate one of the Vice-Presidents or Past President to chair the meeting. The President may vote but shall not have a deciding vote.
- 5.4.2 Special meetings of the Board may be called at the discretion of the President and must be called by the President at the written request of three (3) Board members. Such a request shall state the reason for and the purpose of the meeting. Written and/or electronic notice shall be given to all Board members as to the time, place and agenda and any necessary accompanying materials of a Board meeting no later than seven (7) days prior to the said meeting. In the event that the President fails to issue a call for a special meeting within five (5) days after being so requested, any other Officer may issue such call. No matter may be decided upon by the Board except by a majority vote of the Board members present and voting. The President may vote but shall not have a deciding vote.



- 5.4.3 Board meetings may be held in person or virtually, by audio or video conference or other similar technology.

## **5.5 RESOLUTIONS OF THE BOARD**

- 5.5.1 In addition to such resolutions as may be adopted during a Board meeting, resolutions of the Board may be adopted without the convening of a Board meeting if the resolution is adopted in writing and approved by all of the Board members, who express their approval by their signature or by email.

## **ARTICLE VI: OFFICERS**

- 6.0.1 The Congregation shall have the following Officers:  
the President; the Past President; not less than two (2) and not more than four (4) Vice-Presidents; a Secretary; a Treasurer and a Parnass.
- 6.0.2 The Officers shall be elected, after being nominated by the Nomination Committee, at each Annual General Meeting of the Congregation for a term of one (1) year [unless otherwise specified for a specific office](#).
- 6.0.3 No Officer shall be eligible for re-election to the same office for more than four (4) consecutive terms. The term of the Past President will automatically expire concurrently with the expiry of the final term of the President.
- 6.0.4 All Officers shall retain office until their successors are elected.
- 6.0.5 Any Member in good standing who has served on the Board for at least one (1) year, and attended a majority of Board meetings shall be eligible for office.
- 6.0.6 No person shall hold more than one office listed in Section 6.0.1 at the same time.
- 6.0.7 In the event of the death, resignation or incapacity of any Officer, a successor shall be elected by the Board to fill the vacancy for the unexpired term.

### **6.1 PRESIDENT**

The President shall:

- 6.1.1 serve a two (2) year initial term subject to the possibility of an additional term of one (1) year after the initial two (2) year term has expired;
- 6.1.2 be an Ex-officio member of all committees without the right to vote;
- 6.1.3 oversee or sign all agreements, contracts, deeds and other documents for the Congregation, pursuant to appropriate resolutions by the Congregation or the Board and unless otherwise resolved;
- 6.1.4 appoint and remove all committee chairpersons;
- 6.1.5 be the principal spokesperson of the Congregation;
- 6.1.6 chair all General, Special and Annual Meetings of the Congregation, the Board and the Officers Committee.

## **6.2 VICE-PRESIDENTS**

The Vice-Presidents shall:

- 6.2.1 assist in the discharge of the President's duties;
- 6.2.2 assume such duties as may be designated by the President;
- 6.2.3 oversee key areas of congregational activities such as, but not limited to, the Congregation's programs, religious functions, physical plant and equipment.

## **6.3 SECRETARY**

The Secretary, assisted by the professional staff, shall:

- 6.3.1 oversee the minutes of Congregational meetings and meetings of the Board and of the Officers Committee and said minutes shall be deemed to constitute a full and accurate record of the proceedings;
- 6.3.2 oversee notices for meetings of the Congregation, the Board and Officers Committee, and correspondence on behalf of the Congregation and the Board;
- 6.3.3 sign such instruments or documents as may be necessary for the proper direction of the Congregation or the Board;
- 6.3.4 act as custodian of the minutes and other official books and records, the By-Laws and the regulations, the seal of the Congregation, agreements relating to burial rights of members, and the archives of the Congregation.

## **6.4 TREASURER**

The Treasurer, assisted by the professional staff, shall:

- 6.4.1 maintain proper systems and controls and books of account to be audited by the auditors;
- 6.4.2 oversee the finances and investments of the Congregation including the accounts between the Congregation, its members and others according to best professional practices;
- 6.4.3 notify all members of their indebtedness;
- 6.4.4 submit a written report of the finances of the Congregation at meetings of the Board, at the Annual General Meeting of the Congregation, and at such other meetings or occasions as so directed by the Congregation or by the Board.

## **6.5 PAST PRESIDENT**

- 6.5.1 The Past President shall assist in the discharge of the President's duties as the President requests. [Upon completion of their term, the Past President shall become an Honorary President.](#)

## **ARTICLE VII: INDEMNIFICATION OF OFFICERS AND BOARD MEMBERS**

- 7.0.1 Any Officer and/or Board member of the Congregation acting within the powers and duties of his/her office shall be saved harmless and indemnified from any and all claims and/or actions taken against him/her for any such act.

- 7.0.2 In any such event such Officer and/or Board member shall notify the President, or if the President is the notifying party, the Board in writing or electronically, without undue delay, of claims or potential claims or proceedings instituted, or which may be instituted against him/her. If the Officer and/or Board member had acted within his/her powers and duties, the Congregation shall assume responsibility for any such claims and/or proceedings, shall take up the defense and "faits et causes" of the Officer and/or Board member and reimburse such reasonable expenses as may have been incurred by the Officer and/or Board member in connection with the claim.

## **ARTICLE VIII: COMMITTEES**

- 8.0.1 Congregational committees include the Officers committee; standing committees, the Presidents Council and ad hoc committees.
- 8.0.2 All committee meetings may be held in whole or in part in person or virtually, by audio or video conference or by any similar technology.

### **8.1 OFFICERS COMMITTEE**

- 8.1.1 The Officers Committee shall be composed of the elected Officers of the Congregation; and one (1) and not more than two (2) Board members, who will serve as Officers At Large appointed by the President after consultation with and approval of the Officers.
- 8.1.2 The Chairperson of the Officers Committee shall be the President.
- 8.1.3 The Chairperson of the Officers Committee shall be an ex-officio member of all committees without a vote.
- 8.1.4 The Rabbi and Executive Director shall normally attend all meetings of the Officers Committee except when otherwise indicated. Others shall attend by invitation. None shall be entitled to vote.
- 8.1.5 Between meetings of the Board, the Officers Committee shall be vested in and may exercise the powers of the Board. A complete report of such activities shall be submitted to the next regular meeting of the Board for approval and ratification.
- 8.1.6 The Officers Committee shall hold at least eight (8) regular meetings per annum. However, the President at the request of any three (3) of its members shall convene such special meetings at such intervals as may be considered expedient or necessary with at least five (5) days notice of all regular and special meetings, given to members by email, and with any required documents attached to the notice.
- 8.1.7 Two-thirds of the members of the Officers Committee shall constitute a quorum for the transaction of business.
- 8.1.8 Resolutions of the Officers Committee shall be adopted by majority vote. The Chair of the meeting may vote only to break a tie.

### **8.2 STANDING COMMITTEES**

Unless otherwise indicated in Appendix A, the following general guidelines shall apply:

- 8.2.1 The Chairperson of each standing committee shall be appointed from among the Members of the Congregation by the President immediately following the Annual General Meeting of the Congregation. The President shall make additional appointments as may be necessary from time to time in order to fill vacant committee chairs.

- 8.2.2 The Chairperson of each committee shall appoint the members of the committee and each committee shall consist of at least three (3) Members of the Congregation. In addition, the Chairperson, in consultation with the President, may appoint non-members of the Congregation to sit on the committee without a vote.
- 8.2.3 Each standing committee shall hold office for a period of one (1) year and until the new Standing Committee is constituted. Each committee chair shall serve no more than four (4) consecutive terms.
- 8.2.4 Each committee shall meet as often as is deemed necessary by the Chairperson at such place and upon appropriate notice to all members. However, each committee must meet at least twice a year. Meetings may be held virtually.
- 8.2.5 Records must be kept by the committee in the form of minutes of its meetings provided to the Secretary of the Congregation. At least once a year each committee shall render reports to the Board at its meetings or if so directed to the Officers Committee. The professional staff shall be responsible for the financial records of each committee.
- 8.2.6 The mandate and functions of the Congregation's standing committees are outlined in Appendix A.

### **8.3 THE PRESIDENTS COUNCIL**

- 8.3.1 The Presidents Council shall be composed of the President, the Honorary Presidents and Honorary Vice Presidents of the Congregation and shall act in an advisory capacity to the President.
- 8.3.2 The Presidents Council shall be chaired by a Past President chosen annually by the Council and is charged with providing advice to the President and Officers regarding the affairs of the Congregation discussed at meetings of the Presidents Council.
- 8.3.3 The Presidents Council shall meet at least two (2) times per year.
- 8.3.4 The Presidents Council may be held in person or virtually, by audio or video conference or other similar technology.
- 8.3.5 Honorary presidents shall receive all minutes of Officers and Board meetings. Honorary Presidents may be invited to Officers and Board meetings when appropriate at the invitation of the President.
- 8.3.6 One Honorary Past President other than the ~~Immediate~~ Past President elected by this Council shall have a voting seat on the Board. This position may be shared.

### **8.4 AD HOC COMMITTEES**

- 8.4.1 The Board or the Officers Committee may create such ad hoc committees as it deems necessary from time to time, specifying their mandates, budget, composition and duration. The ad hoc committees shall report annually or at such other intervals as may be required.

## **ARTICLE IX: CLERGY**

### **9.0 ENGAGEMENTS**

- 9.0.1 The Clergy shall be hired by the Board upon recommendation of the Officers Committee. The engagement of the Clergy shall be in writing for an initial period not exceeding five years. Further renewals, not to exceed five years, shall be determined by the Officers Committee following a review no later than 12 months before the end of the contract.

### **9.1 CLERGY**

- 9.1.1 The Clergy of the Congregation shall consist of the Rabbi, Assistant and/or Associate Rabbi(s)/Rabba(s), the Cantor, Ritual Director and Emeritus Clergy. All clergy shall be members of the Religious Services Committee. All Clergy shall provide and present an annual written report for discussion with the Board on their accomplishments for the past year and their goals and objectives for success in the coming year.

### **9.2 THE RABBI**

- 9.2.1 The Rabbi is accountable to the Board of the Congregation. The Rabbi shall be the spiritual head of the Congregation, perform and supervise all religious services and duties in connection with his office, and shall direct the religious, educational, spiritual, and pastoral life of the Congregation. The Rabbi shall be the leader of the clergy.
- 9.2.2 The Rabbi shall have the privilege of the freedom of the pulpit and communicate with the Board to determine the most effective way of discharging his duties.
- 9.2.3 The Rabbi may serve the interest of the community at large, both Jewish and civic, whenever and wherever such service shall not interfere unreasonably with the performance of his congregational duties.
- 9.2.4 The Rabbi shall keep such registers of civil status as may be required by the laws of the Province of Quebec or by the Charter of the Congregation.
- 9.2.5 The Rabbi shall communicate with the Board to help determine the view of the Congregation, strategic directions of the Congregation, and the most effective way of discharging his duties.

### **9.3 ASSOCIATE OR ASSISTANT RABBI(S)/RABBA(S)**

- 9.3.1 The Board shall approve the job description and the hiring of the Associate and/or Assistant Rabbi(s) or Rabba(s).
- 9.3.2 The Associate and/or Assistant Rabbi(s) or Rabba(s) is/are accountable to the Rabbi and shall perform such duties as may reasonably be assigned by the Rabbi. These shall include responsibility for specific portfolios and pastoral duties.

### **9.4 CANTOR**

- 9.4.1 The Cantor is accountable to the Board of the Congregation. The Cantor shall conduct religious services in the Synagogue or elsewhere as may be required by the Board; shall perform the customary duties, such as marriages and burials, or such other functions as may be assigned.

- 9.4.2 The Cantor shall be responsible for the liturgical program and other musical program pursuits and activities of the Congregation and shall consult the Rabbi and the Religious Services Committee in the performance of his duties.
- 9.4.3 The Director of Music, whose responsibilities shall include but not be limited to overall supervision of the choirs of the Congregation and musical programming, shall be accountable to the Cantor.

### **9.5 RITUAL DIRECTOR**

- 9.5.1 The Ritual Director shall conduct religious services in the Synagogue or elsewhere as may be required by the Board; shall perform the customary duties, such as marriages and burials, or such other functions as may be assigned. The Ritual Director is accountable to the Rabbi.
- 9.5.3 The Ritual Director shall be responsible for maintaining proper records of the Yahrzeit of deceased Members and shall notify all interested persons prior to each anniversary. The Ritual Director shall be responsible for the use, maintenance and upkeep of all religious objects of the Congregation as well as the official Yahrzeit display.

### **9.6 CLERGY EMERITUS**

- 9.6.1 The title Clergy Emeritus is an honorary one awarded by and at the discretion of the Board to the Congregation's retiring Clergy.

### **9.7 LAY RELIGIOUS SERVICES AND PARNASS**

- 9.7.1 The Board shall determine rules whereby a person, other than Clergy, may conduct religious services or perform any religious ceremony in the Synagogue, in private homes, or in any other place where such service or ceremony is being held under the auspices of the Congregation.
- 9.7.2 The Nominations Committee shall consult with the Rabbi, President, and the Religious Services Committee for qualified candidates for the position of Parnass. The Parnass is an Officer elected for a two year period, renewable for an additional two years.
- 9.7.3 The Parnass is the lay head of the religious service. The Parnass shall preside at religious services and distribute all aliyot. The Parnass may appoint, with the approval of the Rabbi and President, a [substitute member of the Congregation](#) to act in his place during his absence from services.

## **ARTICLE X: EXECUTIVE DIRECTOR**

- 10.1.1 The engagement of the Executive Director shall be in writing for a period not exceeding, in the initial term, five (5) years. Further renewals, not to exceed five (5) years, shall be determined by the Officers Committee following a review no later than 12 months before the end of the contract.
- 10.1.2 The Executive Director is accountable to the Board of the Congregation.
- 10.1.3 The Executive Director shall act as the Senior Manager and professional of the Congregation; attend all meetings of the Congregation as well as the Board, Officers Committee and other Committees when required.
- 10.1.4 The Executive Director shall assist the Officers of the Congregation in their respective duties.

- 10.1.5 The Executive Director shall perform such other work as may be assigned by the Board or by the President, including but not limited to, the supervision of all congregational employees other than the Clergy.
- 10.1.6 The Executive Director shall provide and present an annual written report for discussion with the Board on their accomplishments for the past year and their goals and objectives for success in the coming year.

#### **ARTICLE XI: AUXILIARY ORGANIZATIONS AND COMMITTEES**

- 11.0.1 The Board may authorize Auxiliary Organizations and committees to advance the best interests of the Congregation. The activities of the Auxiliary Organizations shall be consistent with the Charter, By-Laws and policy of the Congregation.

#### **ARTICLE XII: ASSETS**

- 12.0.1 The sale of (i) all or substantially all of the assets of the Congregation or (ii) any of the Congregation's immovable property, must be approved by the membership at an Annual General or Special Meeting by a two-thirds majority vote of a quorum of 150 people.

#### **ARTICLE XIII: CULTURAL PROPERTY ACT**

- 13.0.1 In the event of winding up or dissolution of the Congregation the property which has been acquired and certified under The Cultural Property Act will be distributed only to other non-profit, publicly owned and charitable organizations in accordance with applicable laws.

#### **ARTICLE XIV: HEAD OFFICE**

- 14.0.1 The principal place of business of the Congregation shall be at 450 Kensington Avenue, in the City of Westmount, Province of Quebec, Canada H3Y 3A2.

#### **ARTICLE XV: FISCAL YEAR**

- 15.0.1 The Fiscal Year of the Congregation shall end on June 30th of each year.

#### **ARTICLE XVI: ADOPTION AND AMENDMENTS**

- 16.0.1 These By-Laws may be amended at any Annual General Meeting or Special Meeting of the Congregation by two-thirds vote of the members present and voting who are entitled to vote provided that a quorum is present. Any proposed amendments to these By-Laws shall be sent by Canada Post mail or by email to the members together with the notice of the Annual General Meeting or Special Meeting at which the amendments are to be considered no later than twenty-one (21) days prior to the meeting. Any member who would like to submit their comments to the Board shall do so, by sending their comments by email to: admin@theshaar.org or by Canada Post to the attention of: Executive Director received or post marked no later than ten (10) days prior to the Annual General Meeting or Special Meeting at which the revision is to be considered. Changes to these By-Laws that are made to simply correct spelling errors can be made without submitting same for approval at a

[meeting of the Congregation.](#)

- 16.0.2 A proposal for amendment of the By-Laws which has been rejected by the Congregation may not be resubmitted for the consideration of the Congregation before six (6) months have elapsed since the time of rejection.



- 16.0.3 ~~The present~~Newly adopted By-Laws shall replace all previous By-Laws heretofore in force, but any act done or carried out in virtue of any previous By-Laws shall be valid and have full force and effect.
- 16.0.4 The Board shall form a committee to review the By-Laws every five (5) years commencing from 2022. ~~The first revision to these By laws~~By-Laws ~~\_shall happen\_~~no later 2027.
- 16.0.5 The items appended to the By-Laws may be amended from time to time by the Board.

#### **ARTICLE XVII: CONFLICTS OF INTEREST**

- 17.0.1 Officers and Board members of the Congregation shall avoid conflicts of interest. When a conflict of interest occurs they shall recuse themselves from the item or items of the meeting at which the subject of the conflict occurs.
- 17.0.2 Officers and Board members shall declare conflicts of interest to the Board and Officers Committee.

#### **ARTICLE XVIII: COMPLAINTS**

- 18.0.1 The Board may investigate in camera complaints concerning violations of conflict of interest and/or membership conduct as outlined in the appended Code of Conduct of the Congregation and impose such sanctions as they deem appropriate by a majority vote. Sanctions may include a fine, temporary suspension or expulsion from the Congregation.

## **APPENDIX A: STANDING COMMITTEES**

The current list of the Standing Committees of the Congregation may be altered from time to time by a majority vote of the Board to better reflect the needs of the Congregation. The current Standing Committees of the Congregation are:

### **Adult Education Committee**

The committee shall implement, propose and approve programs of a cultural and educational nature intended for the benefit of the Members of the Congregation and the community.

### **Audit Committee**

The committee shall review, with the external auditors, the annual financial statements and other reports required to be signed by the auditors, and recommend their approval to the Board. The committee shall ensure that recommendations of the auditors for proper financial controls are adopted and that fiduciary responsibilities with respect to endowment funds are carried out by the Board. No member of the Audit Committee shall be a member of the Budget and Finance Committee.

### **Budget and Finance Committee**

The Treasurer of the Congregation shall be the Chairperson of the committee. The committee shall oversee the finances of the Congregation and shall review and approve the preparation of an annual budget of income and expenditures for presentation to the Board for approval, prior to each fiscal year. They shall propose changes to the levels of dues for membership and seats, as well as the rates for hall rentals and cemetery plots.

### **Cemetery Committee**

The committee shall have charge of all matters pertaining to the cemetery of the Congregation, and shall enforce all regulations governing it. It shall keep proper and complete plans and registers of all burial plots and graves and a duplicate of the plans with all interments recorded shall be deposited, in digital format, with the Executive Director.

The Board may from time to time adopt such policies and regulations as it deems advisable for the operation of the Congregation's cemetery and burial facilities which shall be binding on the Members of the Congregation and all those who have reserved plots therein. The prices to be charged for reservations shall be fixed annually and submitted to the Board for approval.

See Appendix C for cemetery rules and regulations.

### **Education, Youth and Young Families Committee**

The committee shall include members of the Clergy, and shall implement programs of a religious, cultural, educational and recreational nature for young families as well as children of Members, including college-age youth.

### **House Committee**

The committee shall be responsible for the recommendation and overview of the care, maintenance and supervision of the Congregation's buildings.

## **Investment Committee**

Subject to the investment policy of the Board, the committee shall invest and supervise the endowment funds and investment of all other available funds and shall report annually on the results of these investments to the Board.

## **Membership and Communication Committee**

The committee shall implement programs designed to increase, maintain and engage membership in the Congregation, and receive and review all applications for membership and report their recommendations to the Board.

## **Music Committee**

The Cantor and the Director of Music shall be responsible for this committee that is charged with overseeing all musical activities and events within the Synagogue, including musical programs that enhance the beauty of the services. They shall be responsible for involving adults and children in the musical life of the Congregation.

## **Nomination Committee**

The President, after consultation with the Officers Committee, shall appoint a Chairperson, who will be an [Officer, Past President or](#) Honorary President. The Committee shall consist of three (3) members from the Board, at least one of whom shall be an Officer; and [no less than one \(1\) and no more than](#) four (4) members from the general membership of the Congregation. Prior to the Annual General Meeting, the Committee shall nominate members to stand for election as Officers and Board members and inform the Board of its slate prior to circulating it to the general membership.

## **Personnel Committee**

The Personnel Committee shall be chaired by an Officer or Past President designated by the President. The Committee shall be comprised of one other Officer, one Honorary Past President and one other Member of the Congregation. The Committee shall meet at a minimum four times a year.

The committee, in concert with the Executive Director and Rabbi when deemed appropriate, shall be responsible for all matters relating to the employees of the Congregation. The Committee shall be responsible for the review of goals, performance, and compensation of the Executive Director, Rabbi and other Clergy. The Committee shall ensure that there is effective leadership development, and succession planning. The Committee shall insure that there are appropriate employment policies that reflect applicable laws and regulations. Salary information shall not need to be disclosed by the Personnel Committee.

The committee shall act as liaison between the Officers Committee and the employees, and report to the Officers with their recommendations relating to personnel issues for decision by the Officers committee.

## **Religious Services Committee**

The Parnass, ~~and~~ the Clergy, [at least one \(1\) additional member of the Board, and one \(1\) additional member of the Congregation](#) shall be members of this committee. The committee shall be responsible for the maintenance, enhancement and oversight of all religious services conducted by the Congregation in the Synagogue, in private homes, or in any other place where a service is being held under the auspices of the Congregation. Modifications to the services will become effective when ratified by the Board.

In conjunction with the Clergy, the committee shall establish rules concerning Kashruth in the Synagogue; the code of procedure concerning all ritual and religious activities of the Congregation

currently in force, and the ritual pertaining to all services and life cycle events.

## **APPENDIX B: Board member CODE OF CONDUCT AND CONFIDENTIALITY AGREEMENT**

The Congregation Shaar Hashomayim Synagogue ('Shaar' or 'Congregation') has adopted the following Code of Conduct that all members of the Board ('Board members') agree to adhere to by signing below.

### **1. PROHIBITION AGAINST PERSONAL PROFIT AND PROCEDURES IN MANAGING CONFLICTS OF INTEREST**

No member of the Board, Board members' immediate family or any person acting on his or her behalf (including controlled or owned affiliates or entities) shall derive any personal profit or gain, directly or indirectly, in any dealings with the Shaar. Board members shall conduct their personal affairs in such a manner as to avoid any possible conflict of interest with their duties and responsibilities as a Board member. Board members have a duty to disclose any conflicts to the President as soon as it becomes apparent. Board members shall recuse themselves from any decision where a conflict exists.

### **2. CONFIDENTIALITY**

As a Board member of the Congregation, I acknowledge and undertake that I will never, directly or indirectly:

- disclose, publish, or disseminate to any third party, or reproduce or otherwise use for my personal gain, any confidential information I acquire in the course of my activities.
- I shall keep confidential all matters discussed at, and materials circulated at meetings of the Board.
- These obligations of confidentiality shall continue to apply, without time limit, after I cease to be a Board member.

### **3. ACTIVE PARTICIPATION**

Board members are expected to exercise the duties and responsibilities of their positions with integrity, collegiality, and care. This includes:

- a. ~~making~~ attendance at all meetings of the Board ~~a high priority~~;
- b. cooperation with and respecting the opinion of fellow members of the Board;
- c. showing respect and courteous conduct in all Board and committee meetings;
- e.d. attendance at Shabbat or daily services.

### **4. PROHIBITION OF PSYCHOLOGICAL HARASSMENT**

The Shaar strives to maintain an environment that is free from psychological, verbal, sexual or physical harassment. All forms of harassment are prohibited.

I recognize the Shaar's responsibility to maintain a safe and healthy working environment.

Any Board member who engages in any form of harassment towards any member of the Board, clergy, administrative or other personnel of the Shaar, and following the complaint procedures policy, is subject to removal from the Board.

I have expressly agreed that this undertaking be written in the English language.

Je consens expressément à ce que la présente entente soit rédigée en langue anglaise.

Signature: \_\_\_\_\_

Date: \_\_\_\_\_

## **APPENDIX C: CEMETERY RULES AND REGULATIONS**

1. *The Cemetery Committee shall have charge of all matters pertaining to the cemetery of the Congregation, and shall enforce all regulations governing it subject to the approval of the Board.*
2. *It shall keep proper and complete plans and registers of all burial plots and graves. A duplicate of the plans with all interments recorded shall be deposited with the Executive Director.*
3. *The prices to be charged for reservations shall be fixed annually and submitted to the Board for approval at the beginning of each year.*
4. *Free burial may be extended to such persons as the committee may recommend subject to the approval of the President.*
5. *The right to accept reservations and to designate the location of any grave or plot for burial of a Member or the beneficiary designated by the Member and agreed to by the committee shall be vested in the committee subject to the approval of the Board.*
6. *If the reservation is not used on the death of the Member or the beneficiary, or if the Member's membership in the Congregation is terminated for any reason prior to death, or if the Member predeceases the beneficiary and the beneficiary does not become a Member of the Congregation within thirty (30) days of written notice from the Congregation or, once the beneficiary is a Member, does not maintain the membership in good standing, any right to be buried in the cemetery shall automatically terminate and the Congregation will be free to accept a reservation for the plot from another applicant. In either of these cases, amounts previously paid on account of the cost of the reservation will be first applied to reduce any outstanding liabilities which the Member then owes to the Congregation. Thereafter, any remaining balance will be refunded to the Member without interest in accordance with such schedules, conditions and limitations imposed by the Congregation, from time to time, with respect to such refunds.*
7. *Should the Member or the beneficiary forfeit the right to be buried, pursuant to the terms hereof, the Congregation shall be entitled, at the Member's expense and without notification to any party, to make appropriate changes to any tombstone or monument, which may have been erected, including but not limited to, reducing its size, should it encroach upon an adjacent plot. The costs will be deducted from any amounts payable by the Congregation to the Member.*
8. *Any notices to the Member or the beneficiary may be sent by the Congregation to the Member's or the beneficiary's most recent civil or email address as it appears in the records of the Congregation at the time the notice is being sent.*
9. *Permission for burial shall be granted only if all indebtedness to the Congregation by the estate of the deceased (as defined under Membership) shall have been fully paid or arrangements for their payment made.*

10. *The committee shall notify the Rabbi and any other religious officials required of any intended burials and the proper official shall have the burial recorded in the registers provided for the purpose.*
11. *Before any monument or tombstone shall be erected or placed in the cemetery, or any excavation made, all outstanding indebtedness to the Congregation shall be discharged or arrangements with respect thereto shall have been made; and the design, style and location thereof, as well as the inscription thereon, must first be submitted in writing to the committee for its approval. No tombstone on which is hewn, cut or carved, any image or ornament resembling, or in the form of, any person or animal, or the insignia of a non-Jewish religion, shall be placed in the cemetery of the Congregation. No fence, railing, post or enclosure shall be permitted in connection with or around any grave or plot in the cemetery.*
12. *No reservation of plots shall be transferred, assigned or made over, in whole or in part, without the prior written consent of the committee and ratification by the President, of which notice shall be in writing.*
13. *Should a Member, or other person, responsible for the upkeep of a plot, neglect such plot, or the tombstone erected on it, so as to detract from the general appearance of the cemetery, or cause any damage, the committee, after due notification is given to such person, shall have the right to make such repairs, to do such work as the committee may deem necessary, at the cost and expense of the person responsible.*
14. *A non-Member may be interred in the cemetery with the approval of the committee and ratification by the President, upon payment of such price as may be imposed from time to time and subject to such terms and conditions as may be determined by the Board acting with the Cemetery Committee.*
15. *All burials must be made in strict accordance with the rites and customs of traditional Judaism. The burial and unveiling services shall be performed only by the Rabbi(s) or such other religious official of the Congregation as may be designated by the cemetery Committee, unless permission is given that such services be performed by any other qualified person.*
16. *The exhumation or removal from the cemetery of a body interred therein shall be prohibited, except in the cases permitted by traditional Judaism and by the Laws of the Province of Quebec.*
17. *The committee shall engage and discharge the employees required in connection with the maintenance and operation of the cemetery.*



## **APPENDIX D: CONGREGATION CODE OF CONDUCT**

### **PROHIBITION OF HARASSMENT**

The Shaar strives to maintain an environment that is free from psychological, verbal, sexual or physical harassment. All forms of harassment are prohibited.

Members recognize the Shaar's responsibility to maintain a safe and healthy working environment.

Any Member who engages in any form of harassment towards any other member, clergy, administrative or other personnel of the Shaar, and following the complaint procedures policy, is subject to suspension or expulsion.