

BETH AVRAHAM YOSEPH OF TORONTO
CONGREGATION

CONSTITUTION

Amendments as proposed April 26, 2017 / 30 Nisan 5777

BETH AVRAHAM YOSEPH OF TORONTO CONGREGATION

CONSTITUTION

TABLE OF CONTENTS

ARTICLE I	NAME AND HEAD OFFICE	3
ARTICLE II	COMMITMENT TO ORTHODOXY	3
ARTICLE III	AIMS AND PURPOSES OF THE CONGREGATION	3
ARTICLE IV	RELIGIOUS SERVICES	4
ARTICLE V	ELIGIBILITY OF MEMBERSHIP	4
ARTICLE VI	RENEWAL OF MEMBERSHIP AND SUSPENSION FOR NON-PAYMENT OF CONTRIBUTIONS	5
ARTICLE VII	TERMINATION OF MEMBERSHIP	6
ARTICLE VIII	PRIVILEGES OF MEMBERSHIP	6
ARTICLE IX	BURIAL RIGHTS	7
ARTICLE X	OFFICERS AND GOVERNING BODY	7
ARTICLE XI	QUALIFICATIONS AND DUTIES OF EXECUTIVE OFFICERS AND BOARD OF GOVERNORS	10
ARTICLE XII	EXECUTION OF DOCUMENTS	14
ARTICLE XIII	COMMITTEES	14
ARTICLE XIV	MEETINGS OF THE MEMBERSHIP OF THE CONGREGATION	15
ARTICLE XV	ELECTION PROCEDURES	17
ARTICLE XVI	THE RABBI	19
ARTICLE XVII	AMENDMENTS	19
ARTICLE XVIII	GENERAL	20
SCHEDULE A	DEFINITIONS	21
SCHEDULE B	CLASSES OF AFFILIATES	22
SCHEDULE C	GUIDELINES TO SUPPORT COMMITTEES	24

Article I. NAME AND HEAD OFFICE

1.01 This Organization shall be known as Beth Avraham Yoseph of Toronto Congregation (the "Congregation" or "BAYT"), a non-profit corporation without share capital, incorporated under the laws of the Province of Ontario, and having its head office in the City of Vaughan in the Regional Municipality of York.

Article II. COMMITMENT TO ORTHODOXY

2.01 It is recognized that the Congregation was established for the purpose of providing an Orthodox Jewish House of Worship for Jewish residents of the district in which it is situated.

2.02 It is further recognized that Jewish Orthodoxy is founded upon the Torah and the Oral Law (Talmud) as codified in the Shulchan Aruch.

2.03 It is central to Jewish Orthodoxy that its laws are of Divine origin, and not subject to change.

2.04 The membership of the Congregation, by virtue of its adoption of this Constitution, accepts these principles and pledges that the Congregation shall remain forever an Orthodox Jewish Institution and shall not adopt any mode of worship or other practice inconsistent with Jewish Orthodoxy.

Article III. AIMS AND PURPOSES OF THE CONGREGATION

3.01 To provide a House of Worship of the type set forth in Article II.

3.02 To provide a House of Study in which the Congregation's members, their families and, where practicable, the Jewish community at large, are able to acquire and cultivate Jewish learning, wisdom, thought and culture.

3.03 To provide a social centre for the Congregation's members, their families and, where practicable, the Jewish community at large, in which social activities, communal assemblies, celebrations and recreational activities take place.

Article IV. RELIGIOUS SERVICES

4.01 All services shall be conducted in accordance with traditional Orthodox practice. Without limiting the generality of the foregoing, the Congregation will have separate seating for men and women, with a balcony or other halachically proper mechitza during religious services conducted under its auspices. With the consent of the Rabbi, mixed seating will be permitted during wedding ceremonies, funeral services and events that are not services of worship.

4.02 The Congregation's services shall be conducted in accordance with Minhag Ashkenaz.

Article V. ELIGIBILITY OF MEMBERSHIP

5.01 Membership in the Congregation shall be by means of family unit. The term "family unit" shall mean:

- a. two adult members who are married to each other and includes any dependent children;
- b. a single adult at least 18 years of age and any dependent children.

5.02 A dependent child shall be defined as a child of a family unit who:

- a. is unmarried and under the age of 25;
- b. is over the age of 25, but dependent on parents or grandparents due to disability.

5.03 Any adult member of the Congregation immediately prior to the passage of the BAYT's first Constitution shall be considered a charter member of the Congregation upon the passage of this Constitution.

5.04 A family unit shall be entitled to apply for membership in the Congregation if all members of the family unit are halachically Jewish, and, if married, are married in accordance with Torah law.

5.05 If any member of the Congregation marries outside Torah law, he or she shall no longer be a member of the Congregation.

5.06 All questions of eligibility for membership in which it is necessary to resolve the question of whether or not an individual is halachically Jewish or has been married outside Torah law shall be determined by the Rabbi.

5.07 Application for membership shall be in writing in such form as is prescribed from time to time by the Board of Governors. Such application shall be submitted to the Membership Committee, which shall give its recommendation to the Board of Governors for its acceptance or rejection.

5.08 Upon application, a prospective member shall submit annual members' contributions by the means prescribed by the Board of Governors. Special financial circumstances may be referred to the Obligations Committee. The prospective member shall have all the rights and privileges of membership immediately upon tendering the application and members' contributions, save the right to vote. If the prospective member's application for membership is ultimately rejected, any monies tendered by him/her shall be returned.

5.09 The designation "charter member" confers a lifetime exemption from building fund commitments, and no other or additional rights or privileges. Charter members shall not constitute a separate voting class.

Article VI. RENEWAL OF MEMBERSHIP AND SUSPENSION FOR NON-PAYMENT OF CONTRIBUTIONS

6.01 Membership must be renewed by the date established by the Board for each year. Such renewal shall be effected by the member tendering annual members' contributions together with any other monies owed by the member to the Congregation, in full or in the manner prescribed by the Board of Governors.

6.02 Failure to tender required contributions shall result in the suspension of the membership and all rights and privileges attendant thereto other than cemetery rights, until the members' contributions and other monies owed are tendered in full or in the manner prescribed.

6.03 A membership placed in suspension in accordance with the foregoing shall automatically terminate 90 days after the date on which renewal should have occurred, unless in the interim, the member tenders payment of members' contributions and other monies owed in full or in the manner prescribed.

Article VII. TERMINATION OF MEMBERSHIP

7.01 When the Rabbi advises the Board of Governors in writing that a member is not halachically Jewish or has been married in a manner not recognized in halacha, the member shall be given notice in writing that the membership will be terminated on a date no less than 30 days from the date of the notice. The member may make submissions to the Rabbi against such termination of membership within the 30-day period after receiving notice, either in writing or in person. Upon the Rabbi's final decision, the Board shall terminate the membership.

7.02 The Board of Governors may, at a special meeting called for the purpose by a vote of 75% of all of its members, expel any member from membership in the Congregation who is guilty of conduct unbecoming membership in the Congregation or contrary to the standard of good citizenship in the Jewish community or the community at large.

7.03 Written notice of the time and place of such meeting and the entitlement of the member to be present and to be heard thereat shall be posted by registered mail to such member at least 30 days prior to the date such meeting is to be held. Electronic notice shall also be given to any member who has requested electronic communication from the Congregation.

7.04 Any termination of membership in this section is deemed to take effect 10 days after the meeting at which the termination of membership is declared by the Board.

Article VIII. PRIVILEGES OF MEMBERSHIP

8.01 Members shall be entitled to cemetery privileges in accordance with Article IX of this Constitution.

8.02 Members shall be entitled to seats at all religious services without charge, provided that the Board of Governors shall, from time to time, determine the minimum age or school year at which dependent children shall be entitled to seats at High Holy Day services.

8.03 Each adult member of the Congregation is entitled to one vote at general meetings of the Congregation and at all duly authorized elections or plebiscites at which the entire membership of the Congregation is entitled to vote.

8.04 The Board may, from time to time, create categories of affiliates with the Congregation who are not members. These affiliates shall not have the right to vote at meetings of the Congregation or hold any office within the Congregation. They may have certain obligations imposed upon them, and have some of the privileges of membership extended to them. Each category of affiliates shall be defined in terms of the

obligations of the affiliates and the privileges to be extended to the affiliates. These definitions shall be attached to this document as Schedule B, which may be amended by an ordinary resolution of the Board.

Article IX. BURIAL RIGHTS

9.01 Every individual who, at the time of death, is part of a family unit which is a member of the Congregation and at the time of death has paid members' contributions for at least three (3) consecutive years (including either the year of death or the year preceding the year of death, or both), is entitled to a burial plot to be provided by the Congregation free of charge.

9.02 All costs relating to the funeral and burial, except as provided in Article 9.01, shall be payable by the family or personal representative of the deceased.

9.03 All burials, and religious services in connection therewith, shall be in accordance with Articles II and IV of this Constitution.

9.04 The Congregation will provide clergy, without charge, to officiate at the funeral for any member of a family unit provided the funeral takes place in the Greater Toronto Area.

Article X. OFFICERS AND GOVERNING BODY

10.01 Mr. Joseph Tanenbaum, Z"L, is hereby designated "Founding President" of the Congregation. He shall be so identified in all listings of the Officers of the Congregation.

10.02 The elected Executive Officers of the Congregation shall be as follows:

- a. President
- b. First Vice-President
- c. Second Vice-President
- d. Third Vice-President
- e. Secretary
- f. Treasurer
- g. Parnas

10.03 The Gabbai shall serve on the Board of Governors, but is not a member of the Executive Committee. In the absence of the Parnas, the Gabbai may attend and cast a vote at the meetings of the Executive.

10.04 The Board of Governors shall consist of a total of thirty-one (31) members as follows:

- a. all elected Executive Officers
- b. the elected Gabbai
- c. twenty (20) elected Board members
- d. immediate past President
- e. one (1) representative from the Sisterhood appointed by the Sisterhood
- f. one (1) representative from the Brotherhood appointed by the Brotherhood

10.05 A minimum of 50% of the members of the Board of Governors shall be required to constitute a quorum for the transaction of business.

10.06 Any vacancy in the office of elected Executive Officers or elected Board Members shall be filled by an appointee of the Board of Governors as soon as practicable after the vacancy occurs at a regular meeting of the Board of Governors or at a special meeting of the Board of Governors called for the purpose of filling such vacancy.

10.07 All elected Executive Officers, the Gabbai and all elected Board Members shall be elected at the Annual Meeting of the Congregation held each year.

10.08 Executive Officers and the Gabbai shall serve a term of one (1) year and Board Members shall serve a term of two (2) years. No elected Executive Officer shall hold a specific office for more than two (2) consecutive terms of office.

10.09 For the purposes of section 10.09, a term shall be no less than 10 months.

10.10 The Board of Governors shall hold a minimum of six (6) meetings per year, provided that no more than seventy (70) days shall elapse between two (2) consecutive Board meetings during the period September 15 to June 15.

10.11 Notice of every meeting shall be given to each Board Member not less than forty-eight (48) hours before the time when the meeting is to be held, save that no notice of a meeting shall be necessary if all Board Members are present or if those absent have waived notice of or otherwise signified their consent to the holding of such meeting. Meetings of the Board of Governors may be held at the head office of the Congregation or any other place within the Regional Municipality of York or the City of Toronto.

10.12 Save as is otherwise provided in this Constitution, at all meetings of the Board of Governors, every question shall be decided by a majority of the votes cast on the question and in the case of an equality of votes the Chairman of the meeting shall be entitled to a casting vote but shall otherwise not be entitled to a vote.

10.13 Special meetings of the Board of Governors may be called by the President, or in the absence of the President, by the First Vice-President at the First Vice-President's own discretion.

10.14 The President or, in the President's absence, the First Vice-President, shall call a special meeting of the Board of Governors when requested to do so in writing by a minimum of one third of the members of the Board. Such written request shall state the intended purpose of the meeting. The special meeting shall be called for no later than twenty (20) days after receipt of the request.

10.15 At least seven (7) days written notice of the time, place and purpose of a special meeting of the Board of Governors shall be given to each Board Member by personal delivery or prepaid post. Members who have elected to receive electronic communication may receive notice of Special Meetings by electronic means, and must acknowledge receipt of same.

10.16 No person shall be a member of the Board of Governors unless such person is an adult member of the Congregation.

10.17 Meetings of the Board of Governors and of the Executive Committee shall be governed by Robert's Rules of Order unless otherwise specified in this Constitution.

10.18 All elected Executive Officers and all Board Members to be elected that year shall be elected at the Annual Meeting of the Congregation held each year, as per section 15 of this Constitution.

10.19 All individuals elected as Executive Officers and all elected Board Members shall consent to hold office immediately before the election or within 10 days after it.

10.20 An elected member of the Board of Governors absent for three (3) consecutive Board Meetings shall be contacted by the President regarding his/her absences and may be suspended from the Board of Governors for the balance of his/her elected term by majority vote of the Board of Governors.

10.21 The members of the Congregation may, by ordinary resolution at a Special Meeting, remove from office any Board Member(s).

10.22 A Board Member is entitled to give the Congregation a written statement giving reasons,

- a. for resigning; or
- b. for opposing his/her removal as a Director if a meeting is called for the purpose of removing him/her.

c. The Congregation shall immediately give the members a copy of the statement.

10.23 If the Congregation makes means available for the Members of the Board to participate in a meeting of the Board by telephonic or electronic means that permits all participants to communicate adequately with each other during the meeting, a Board Member may, upon the consent of the majority of the Board, participate in the meeting by such means. A Member so participating in a meeting is deemed to be present at the meeting.

Article XI. QUALIFICATIONS AND DUTIES OF EXECUTIVE OFFICERS AND BOARD OF GOVERNORS

11.01 The President

- a. shall carry out all functions specifically assigned to this office in this Constitution;
- b. shall be an observer of Shabbat and Kashrut;
- c. shall preside as Chairman at all meetings of the general membership and Executive Committee;
- d. shall see that the by-laws, rules and usages of the Congregation are observed and that the officers and employees of the Congregation discharge their duties faithfully;
- e. shall preserve order at meetings and put to a vote all proper motions; shall neither make nor second any motion while in the Chair; shall cast the deciding vote in the case of a tie, but otherwise shall not vote while in the Chair;
- f. may authorize extraordinary expenditures not exceeding a total of \$2,000.00 between meetings of the Board of Governors;
- g. shall prepare an Annual Report on the condition of the Congregation and shall present it to the Annual Meeting;
- h. shall appoint a returning officer and one or more assistants to prepare, collect and count ballots at elections and plebiscites;
- i. shall be an ex-officio member of all committees.

11.02 **The First Vice-President**

- a. shall carry out all functions specifically assigned to this office in this Constitution;
- b. shall be present at all meetings which the President is required to attend and shall assist the President in the discharge of the President's duties;
- c. shall assume the power and authority of the President in the absence of the President;
- d. shall assume the office of President for the balance of the President's elected term in the event that the President resigns, is dismissed or is permanently unable or unwilling to continue the performance of President's duties;
- e. shall be Chairman of the Membership Committee;
- f. shall preside as Chairman at all meetings of the Board of Governors.

11.03 **The Second Vice-President**

- a. shall carry out all functions specifically assigned to this office in this Constitution;
- b. shall, in the absence of the First Vice-President, assume the power and authority of the First Vice-President;
- c. shall be Chairman of the High Holy Days Committee.

11.04 **The Third Vice-President**

- a. shall carry out such functions as are assigned to this office by the President.

11.05 **The Secretary**

- a. shall carry out all functions specifically assigned to this office in this Constitution;
- b. shall cause to be issued notices of all meetings of the Board of Governors and the General Membership;
- c. shall keep or supervise the keeping of minutes of meetings of the Board of Governors, Executive Committee and general membership;

- d. shall keep or supervise the keeping of an accurate record of the business of the Congregation, save and except those records which are to be kept by the Treasurer;
- e. shall, when so instructed by the President, prepare and sign correspondence in the name of the Congregation;
- f. shall make available to members, upon request, minutes of meetings of the Board of Governors;
- g. shall forthwith deliver to his/her successor all minutes, and other corporate documentation, correspondence and all other records and documents of the Congregation.

11.06 **The Treasurer**

- a. shall carry out all functions specifically assigned to this office in this Constitution;
- b. shall be Chairman of the Budget and Finance Committee;
- c. shall ensure that all monies received by the Congregation are deposited into the Congregation's bank account within seven (7) banking days of receipt;
- d. shall pay only those accounts authorized by the Board of Governors or as authorized under subparagraph 11.01(f.) of this Article;
- e. shall cause to be prepared and shall present the correct financial statement of the Congregation at the Annual Meeting;
- f. shall keep or cause to be kept proper financial records and books of account showing all such matters, transactions and items as are usually written and entered in books of account;
- g. shall forthwith deliver over to his/her successor all monies, books, papers and records of the Congregation.

11.07 **The Parnas**

- a. shall carry out all functions assigned to him in this Constitution;
- b. shall be an observer of Shabbat and Kashrut;
- c. shall have the right to designate Baalei Tefillah and designate and distribute Synagogue honours except during the High Holidays;

d. shall not knowingly designate as Baal Tefillah on Shabbat or Yom Tov a person who is not an observer of Shabbat and Kashrut;

e. shall be present at all services, morning and evening, to fulfill his function or shall arrange for adequate representation of his office at such services. These duties shall not be delegated on a regular basis to any employee of the Congregation.

11.08 **The Gabbai**

a. shall carry out all functions specifically assigned to him in this Constitution;

b. shall be an observer of Shabbat and Kashrut;

c. shall act as deputy to the Parnas and shall assist him in all his duties and, in the absence of the Parnas, shall act in his stead.

11.09 **The Board of Governors**

a. has residual authority in respect of the administration of the affairs and assets of the Congregation;

b. may suspend any of its members for the balance of his/her term at a Special Meeting called for the purpose on the vote of 75% of all of the members of the Board of Governors;

c. may dismiss the Rabbi for cause prior to the expiration of his contract, at a Special Meeting called for that purpose on the vote of 75% of all of the members of the Board of Governors. The vote shall be by secret ballot;

d. neither the Board of Governors, nor anyone else acting on behalf of the Congregation shall enter into a contract which has a duration of more than three (3) years except:

1. catering contract;

2. one or more contracts for the purpose of transferring lands to the Congregation, or the construction of a new Synagogue facility, or the expansion or renovation of the Congregation's facilities;

3. a mortgage or other long-term debt obligation of the Congregation;

4. contracts for the services of a Rabbi or Rabbinic staff, which may be up to 5 years.

e. the hiring of a new Rabbi and/or new Rabbinic Staff may only be approved at a Special Meeting of the Board called for that purpose and shall require a 2/3 vote of all the Members of the Board. The vote shall be by secret ballot;

f. the renewal of the contract of the Rabbi and/or Rabbinic Staff shall require a simple majority vote of the Board of Governors. The vote shall be by secret ballot.

Article XII. EXECUTION OF DOCUMENTS

12.01 The President together with either the First Vice-President, the Second Vice-President, the Secretary or the Treasurer shall execute all documents, contracts and negotiable instruments of the Congregation, other than routine financial transactions.

12.02 The President together with the Treasurer, or one of the President or the Treasurer together with one of the First Vice-President or Secretary, shall authorize all routine financial transactions of the Congregation.

Article XIII. COMMITTEES

13.01 The Board of Governors shall appoint such Committees as are necessary for the good governance and functioning of the Congregation. These Committees comprise the four following areas of responsibility:

Membership

Religious Practices

Business Administration

General Administration

Examples of such Committees and their mandates are described in Schedule C attached to this document. These descriptions are in no way to be considered prescriptive, but are solely descriptive.

13.02 Schedule C may be amended by an ordinary resolution of the Board of Governors.

Article XIV. MEETINGS OF THE MEMBERSHIP OF THE CONGREGATION

14.01 The Annual Meeting of the members of the Congregation shall take place annually on a date to be established by the Board of Governors, that is neither the Shabbat or Yom Tov, to be chosen by the President, for the purpose of receiving reports and statements required to be laid before the annual meeting, electing the Board of Governors and Executive Officers of the Congregation, appointing auditors and fixing or authorizing the Board of Governors to fix their remuneration, and for the transaction of such other business as may properly be brought before the meeting.

14.02 Each Annual Meeting shall take place not less than nine months nor more than 15 months after the previous Annual Meeting. The date of the Annual meeting shall be fixed no less than six months in advance.

14.03 The President, or in the President's absence, the First Vice-President, shall call a special meeting of the members of the Congregation when requested in writing to do so for a specific purpose by at least five (5) members of the Board of Governors or by 10% of the membership of the Congregation. Such request must state the purpose of the proposed special meeting. The special meeting so requested shall be held within twenty-one (21) days of the request being received. A special meeting to amend this Constitution or any of the constating documentation of the Congregation may not be called pursuant to this paragraph.

14.04 Meetings of the membership of the Congregation shall be held at the head office of the Congregation or at such other place within the Regional Municipality of York or the City of Toronto as the Board of Governors from time to time determines.

14.05 Notice of the time and place of each meeting of the membership of the Congregation shall be given by regular mail or by personal delivery not less than fourteen (14) days and not more than sixty (60) days before the date of the meeting to the auditor of the Congregation and to each member of the Congregation. Notice of a special meeting shall state the purpose and nature of the business to be transacted in sufficient detail to permit members to form a reasoned judgment thereon, and any business not so stated shall not be transacted at such special meeting.

a. Notice pursuant to Article 14.05 may be given by electronic means to those members who have consented to receive official communications by such means.

14.06 A quorum for the transaction of business at meetings of the membership of the Congregation shall require the presence in person of thirty (30) members for an annual meeting and one hundred (100) members for a special meeting.

14.07 Other than as provided in this Constitution or applicable legislation, all questions proposed for the consideration of the members of the Congregation shall be decided by a majority of the vote cast thereon.

14.08 A proxy holder shall exercise one (1) proxy only at elections and general membership meetings.

14.09 All meetings of the members of the Congregation shall be governed by Robert's Rules of Order.

14.10 A member entitled to vote at an annual meeting of the members may:

a. give the Secretary of the Board notice of any matter that the member proposes to raise at the meeting, referred to as a "proposal"; and the Congregation shall include the proposal in the notice of meeting. Upon the request of the member who submits a proposal, the Congregation shall include in the notice of meeting a statement in support of the proposal by the member and the name and address of the member. The statement and the proposal must together not exceed 250 words. The member who submitted the proposal shall pay any cost of including the proposal and any statement in the notice of the meeting at which the proposal is to be presented;

b. discuss at the meeting any matter with respect to which the member would have been entitled to submit a proposal;

c. a proposal may include nominations for the election of Executive Officers and/or Board Members if the proposal is signed by not less than 5 per cent of the members entitled to vote at the meeting at which the proposal is to be presented or, but this subsection does not preclude nominations being made at a meeting of the members. Nominations made at a meeting of the members are subject to a fourteen (14) day posting period as in section 15.03.

d. The Congregation is not required to give notice of a proposal or include it in the notice of meeting if,

1. the proposal is not submitted to the Congregation office at least 60 days before the date of the meeting;

2. it clearly appears to the Executive Committee that the primary purpose of the proposal is to enforce a personal claim or redress a personal grievance against the Congregation or its governors, officers, members or debt obligation holders;

3. it clearly appears that the proposal does not relate in a significant way to the activities or affairs of the Congregation;

4. not more than two years before the receipt of the proposal, the member failed to present in person, at a meeting of the members, a proposal that had been included in a notice of meeting at the member's request;

5. substantially the same proposal was submitted to members in a notice of a meeting of the members held not more than two years before the receipt of the proposal and the proposal was defeated; or
6. the rights conferred by this section are being abused to secure publicity.

14.11 If the Congregation makes such means available, a member may, upon the consent of a majority of the Board Members, participate in a meeting of the membership by telephonic, electronic or any other means that permits all participants to communicate adequately with each other during the meeting. A Member so participating in a meeting is deemed to be present at the meeting.

14.12 At each annual meeting, members of the Congregation shall by ordinary resolution appoint an auditor to hold office until the close of the next annual meeting.

Article XV. ELECTION PROCEDURES

15.01 A Nominating Committee shall be comprised of the Immediate Past President, who shall be Chairman of the committee, the current President and three (3) other persons chosen by the Chairman of the Nominating Committee and approved by the Board of Governors, provided that no member of the committee (except the President) shall accept nomination for elected executive office.

15.02 The Nominating Committee shall at least five (5) weeks prior to the annual meeting of the members of the Congregation prepare and provide the Secretary of the Congregation a slate of candidates which it nominates to stand for election as the respective elected Executive Officers and elected Members of the Board of Governors for the following year, and which candidates have accepted such nominations in writing. The Secretary shall cause a copy of such slate to be posted conspicuously outside the offices of the Congregation and shall arrange for a copy of such slate to be mailed to all members of the Congregation at least four (4) weeks prior to the annual meeting of the members of the Congregation.

- a. During the posting period, the slate shall be included in the weekly bulletins, and shall also be posted in electronic form where it can be reasonably accessed by the membership.
- b. Notice pursuant to Article 15.02 may be given by electronic means to those members who have consented to receive official communications by such means.

15.03 In addition to the slate of candidates nominated pursuant to Article 15.02, other candidates may be nominated by filing a nomination signed by such person and at least ten (10) members of family units in good standing, either with the Secretary of the Congregation or at the Congregation's offices, not later than 11:59 a.m. on the fourteenth day before the date of the Annual Meeting (the "Nomination Period").

a. Upon a nomination being so filed it shall be posted conspicuously outside the offices of the Congregation.

b. Nominations posted pursuant to this section shall be posted electronically in the same fashion as the slate in Article 15.02

15.04 Notwithstanding anything in this Article, no person may be a candidate for any elected office of the Congregation if such person does not satisfy the criteria or restrictions if any, pertaining to such office.

15.05 In the event only one candidate is nominated for an elected office of the Congregation by the end of the Nomination Period, such person shall be acclaimed to such office effective at the Annual Meeting.

15.06 In the event the number of candidates nominated for election to the Board of Governors of the Congregation is not greater than the number of elected positions available, such candidates shall be acclaimed as Members of the Board of Governors effective at the Annual Meeting.

15.07 The candidates nominated in accordance with this Article who are not acclaimed shall be listed on the ballot for the election to take place at the Annual Meeting, and such election shall be by way of secret ballot. Each candidate shall be entitled to select a scrutineer provided each such scrutineer must be an adult member of the Congregation.

15.08 In the event of a tie vote for any elected office, a run-off election shall be held on the first Sunday following the Annual Meeting that is not Yom Tov.

15.09 Subject to earlier termination as provided in this Constitution or by the membership at a special meeting called for such purpose, every person elected or acclaimed to an office of elected Executive Officer shall hold such office or position until the next Annual Meeting of the membership of the Congregation and until a successor is duly elected or acclaimed.

15.10 Subject to earlier termination as provided in this Constitution or by the membership at a special meeting called for such purpose, every person elected or acclaimed to a position of elected Board Member (save and except elected Executive Officers) shall hold such position until the second Annual Meeting of the membership of the Congregation following his/her election or acclamation and until a successor is duly elected or acclaimed.

15.11 No member of the Board of Governors (save and except elected Executive Officers) shall be eligible for re-election to the Board if s/he is serving a third consecutive term, as a member of the Board.

15.12 Elected Members of the Board of Governors and Executive Officers shall assume their respective offices *immediately following the Annual General Meeting.*

Article XVI. THE RABBI

16.01 No person may hold or administer the office of Rabbi unless he has rabbinical ordination (S'micha) from a recognized Yeshiva or authority such that his qualifications would be approved by the S'micha Standards Committee of the Rabbinical Council of America and such that he would be eligible for membership in the Rabbinical Council of America.

16.02 The Rabbi shall have a sound knowledge of Jewish Law and Scholarship. He must be proficient in Shas and Poskim and accept their contents as the inviolable principles of his private life.

16.03 The Rabbi's duties shall include all functions traditionally allocated to the Rabbi of an orthodox synagogue.

16.04 When the position of Rabbi is vacant, halachic questions shall be referred to the Vaad Harabonim of Toronto or its successor organization.

Article XVII. AMENDMENTS

17.01

a. The Board of Governors may pass an amendment to this constitution, and call a meeting of the membership for the purpose of voting on the proposed amendment. The Secretary shall give at least thirty (30) days written notice of the meeting to the entire membership and shall include the wording of the proposed amendment with the notice.

b. The amendment shall come into force immediately upon being passed by the Board.

c. Notice pursuant to Article 17.01(a.) and (b.) may be given by electronic means to those members who have consented to receive official communications by such means.

17.02 A meeting of the type referred to in Article 17.01 herein shall be called by the President, or in the absence of the President, by the First Vice-President, when requested to do so in writing by 10% of the membership of the Congregation. The written request shall contain the proposed amendment. The special meeting shall be held within sixty (60) days of the written request. The notice provisions of Article 17.01 herein apply to a meeting pursuant to this Article 17.02.

17.03 The confirmation of the amendment to the constitution shall require a simple majority of the membership present or voting by proxy.

Article XVIII. GENERAL

18.01 This Constitution shall be read with all changes of number and gender as the context requires.

18.02 In the event of a conflict between the Letters Patent and this By-Law, such conflict shall be resolved by appropriate amendment to the Letters Patent or the By-Laws, as the case may be.

18.03 Save as is otherwise provided in this Constitution, any notice, communication or other document to be given to any member of the Congregation, officer or member of the Board of Governors shall be sufficiently given if delivered to or mailed by prepaid ordinary post to him/her at his/her recorded address. A notice, communication or other document so given shall be deemed to have been received when delivered to the recorded address as aforesaid, or in the event given by prepaid ordinary post shall be deemed to have been received on the fourth day after deposit in a post office or public letter box in the Municipality of Metropolitan Toronto or York Region, provided that the time limit shall neither run during any disruption of normal postal service nor for five (5) days thereafter. The recorded address of any member of the Congregation shall be the last known address of such member.

18.04 Any member of the Congregation or his/her duly appointed proxy, or member of the Board of Governors may waive any notice required to be given of any meeting and any such waiver, whether given before or after the meeting, shall cure any default in the giving of such notice.

18.05 Any member of the Congregation may authorize the Congregation to send all official communication from the Congregation by electronic means, as the Congregation makes available. Such notice shall be deemed as proper notice in accordance with section 18.03 and all other sections of this Constitution.

18.06 This Amended Constitution shall come into effect on the day of the first Board Meeting held subsequent to its adoption.

Schedule A-Definitions

(Should the new Ontario Not-For-Profit Corporations Act [ONCA] require it, a set of definitions will be inserted here. Otherwise, this page is left intentionally blank.)

Schedule B- Classes of Affiliates

There are some individuals and families who are not members of the Beth Avraham Yoseph of Toronto Congregation, who wish to express their connection to the Congregation. The Board has created several classes of these Affiliates over the years. The classes, their obligations and privileges are as described below. This schedule may be amended by ordinary resolution of the Board of Governors.

Name	Synagogue Honours (<i>Kibbudim</i>)	Cemetery and Burial Rights	High Holy Days Seats
Chai Surviving spouse of a member who has moved out of the Congregation's area	Not in preference to full member	yes	no
Leave of Absence Members who move to Israel but desire to maintain a connection with the Congregation and to be listed in the directory	Not in preference to full member	yes	no
Affiliate	Not in preference to full member	no	no
Newly Married Couples who are the children of members are granted their first year of membership free, provided they take advantage of this offer in their first year of marriage, or before the younger member of the couple turns 30 years of age	yes	yes	yes

Name	Synagogue Honours (<i>Kibbudim</i>)	Cemetery and Burial Rights	High Holy Days Seats
Complimentary Various individuals as employees of the Congregation	yes	no	yes
Kollel Avrechim Families of those who are full time participants in the Kollel Ohr Yosef	yes	no	no
Kollel Associates- - Individuals or families who are primarily affiliated with the Kollel Ohr Yosef, but are maintaining their connection with our community	Not in preference to full member	no	no

Schedule C: Guidelines to Support Committees

As referred to in Articles 13.01 and 13.02, the Board of Governors is empowered to appoint such committees as are necessary for the good governance and functioning of the Congregation. Examples of committees and their mandates follow. These examples are not prescriptive and are solely descriptive. Depending on circumstances, existing committees may need to be consolidated or abolished and new committees formed. As stated in the Constitution, this Schedule may be amended by an ordinary resolution of the Board of Governors.

Adult Education, Programming and Community Liaison

- a. to arrange the cultural events of the Congregation;
- b. to arrange and implement classes and other educational and social activities for the adult membership;
- c. to be responsible for the development and maintenance of the Congregation's Library;
- d. to promote the Congregation's support of the State of Israel;
- e. to publicize the facilities and activities of the Congregation on an ongoing basis and to publish a congregational magazine at least three (3) times a year; and
- f. to liaise with other Jewish communal organisations on matters of mutual concern.

Budget and Finance Committee

- a. To furnish to the Board of Governors financial statements for the operation of the Congregation within one hundred and twenty (120) days of the end of each fiscal year.
- b. To obtain from all committees their financial requirements for the ensuing year prior to the November 1 presentation to the Board in accordance with sub-paragraph (c.) below.
- c. To prepare and recommend an Annual Budget covering the entire administration of the Congregation; such budget to be presented to the Board of Governors for ratification at a Board meeting held no later than August 31 of each year.
- d. To ensure that invoices are issued by the Congregation for all annual membership contributions and all other charges by the Congregation and to attend to the collection of same.
- e. To ensure that tax receipts are issued by the Congregation when appropriate.

Capital Improvements Committee

In accordance with the direction of the Board of Governors:

- a. It shall prepare a comprehensive plan for land and building refurbishment to form the basis of a major capital fund raising program.
- b. It shall supervise the implementation of relevant capital projects approved by the Board and monitor their progress.
- c. It shall operate within the budgetary limitations as determined by the Board of Governors.

Catering Liaison Committee

- a. It shall make recommendations to the Board of Governors with respect to establishing rates for the rental of the Synagogue's facilities.
- b. It shall make recommendations to the Board of Governors with respect to all other matters related to the Synagogue's caterer and catering facilities.
- c. It shall attempt to maximize the membership's use of the Synagogue's catering facilities and shall act as a liaison between the membership and the Synagogue's caterer.
- d. It shall ensure that the terms and conditions of the Synagogue's contract with the caterer are being adhered to.
- e. It shall represent the views of the Synagogue to the caterer and be responsible for ongoing communications and dialogue between the two entities.

Cemetery Committee

- a. To investigate the obtaining of lands and services required to ensure the availability of a satisfactory number of burial plots for members of the Congregation and to make recommendations regarding same to the Board of Governors.
- b. To determine the allocation of cemetery plots among persons entitled thereto in accordance with Article IX of the Constitution.

Charity and Chesed Committee

- a. To implement the directions of the Board of Governors in respect of the raising and allocating of charitable funds.
- b. To undertake such charitable projects as the Board of Governors directs.
- c. To arrange for the visiting of members who are confined due to illness or who are in mourning.

Chevra Kadisha (male) Committee

- a. To perform all functions traditionally associated with a Jewish Burial Society.
- b. Its practices, procedures and membership shall be in accordance with the Shulchan Aruch.
- c. The Rabbi shall appoint the Chairman of the Chevra Kadisha.

Community Liaison Committee

It shall liaise with other community organizations, responding to requests for co-operation and involvement as appropriate.

Compliance Committee

It shall maintain and facilitate the Synagogue's compliance with all the relevant laws, regulations and by-laws at all levels of government.

Constitution Committee

- a. To continually review the incorporating documentation of the Congregation and the by-laws and resolutions thereof, and to make recommendations to the Board of Governors in connection therewith and to ensure that such documents comply with all applicable legislation.
- b. To ensure that all decisions, by-laws and resolutions passed or consented to by the Board of Governors and the Congregation comply with the incorporating documentation of the Congregation, the Constitution and all applicable legislation.

Decorum Committee

- a. It shall research and make recommendations to the Board of Governors with respect to the maintenance of decorum during all services.
- b. It shall put in place reasonable practices to maintain decorum during all services including the hallways around the minyanim.
- c. It shall organize the usher schedule for the High Holy Days and must submit the schedule in a timely manner to the High Holy Days Committee chairman.
- d. It shall develop a protocol to greet and welcome members and guests.

Executive Committee

- a. To oversee the day-to-day operation of the Congregation and perform all other functions as directed or delegated by the Board of Governors.
- b. All decisions of the Executive Committee shall be subject to ratification by the Board of Governors.
- c. All elected Executive Officers and the Immediate Past President shall be members of the Executive Committee.
- d. A representative of the Sisterhood who is, ex officio (Section 10.04(e.) a member of the Board of Governors may, at the option of the Sisterhood, be a member of the Executive Committee.
- e. Membership in the Executive Committee shall be confined to those persons set forth in subparagraphs (c.) and (d.).

Fund Raising Committee

To be responsible for developing and implementing fund raising activities on behalf of the Congregation in accordance with the directions of the Board of Governors, including planned giving and dedications.

Health Committee

- a. It shall address health issues that may arise from time to time concerning the Synagogue and its members.

b. It shall study health matters that may be pertinent to the well-being and operation of the Synagogue and its members.

c. It shall make recommendations to the Executive and the Board of policies and procedures to be adopted and implemented for the well-being of the Synagogue and its members, and to implement such policies when so adopted by the Executive and Board of Governors.

d. It may host programs, events, and initiatives to promote the health and well-being of the Synagogue community and the greater public.

High Holy Days Committee

a. To be responsible for allocation and distribution of all seats for the High Holy Days.

b. To make recommendations to the Board of Governors for the hiring of Klei Kodesh for the High Holy Days as necessary.

c. In conjunction with the Religious Committee, to designate Synagogue honours on the High Holy Days.

d. The Parnas and the Gabbai shall be Members ex officio of the High Holy Days Committee.

House and Maintenance Committee

To be responsible for the care, maintenance and supervision of the lands, premises, buildings and equipment owned, rented, or utilized by the Congregation.

Human Resources Committee

a. It shall consider Human Resource issues referred to it by the Executive and provide its suggestions or recommendations thereto.

b. It shall consider Human Resource issues referred to it by the Synagogue staff and provide its suggestions or recommendations thereto in consultation with the Executive.

c. It shall develop standards of conduct between employees and members.

d. It shall be sensitive to and highlight awareness of legislative matters related to the workplace.

e. It shall develop guidelines for conducting periodic reviews of employees by their staff managers or the Committee itself.

Kollel Committee

a. It shall negotiate and implement any agreements necessary between the BAYT and the Kollel.

b. It shall review and evaluate the BAYT / Kollel Ohr Yosef lease agreement with a view to optimizing the BAYT's relationship with the Kollel while ensuring compliance with the agreement.

c. It shall act as a liaison between the Synagogue and the Kollel and shall be responsible for ongoing dialogue and communication between the two entities.

Membership Committee

a. to promote the obtaining of new members for the Congregation.

b. to receive all applications for membership in the Congregation and to review same and thereafter to communicate with the Board or Governors in accordance with Article V, Section 5.07 of the Constitution.

Mikveh Committee

To be responsible for the proper maintenance and functioning of the BAYT Mikveh. The Chair of this Committee shall be a female member of the Board. On halachic issues, the Committee will liaise with the Rabbi and the Religious Committee.

In accordance with the direction of the Board of Governors and within the halachic guidelines set by the Senior Rabbi:

a. It shall supervise the head Mikveh attendant(s) in the operational aspects of the Mikveh.

b. It shall prepare yearly Mikveh budgets, including proposed fees, for approval by the Board.

c. It shall periodically monitor financial performance against the budget.

d. It shall promote awareness of the Mikveh.

e. It shall work with BAYT staff to ensure that the Mikveh is operated to the best advantage of BAYT and the community.

f. It shall recommend to the House and Maintenance Committee required Mikveh repairs and capital expenditures.

Nominations Committee

See Article XV.

Obligations Committee

a. to conduct a confidential review of the request for a reduction in membership contributions submitted by an applicant for membership or renewal thereof. The amount determined by the Committee will be discussed with the applicant and communicated in confidence to the Executive Director;

b. any decision of the Committee may be appealed by the applicant to the President who will make the final decision.

Planned Giving and Dedications Committee

a. It shall research and propose new programs for planned giving, major gifts, and dedications.

b. It shall review and update the available dedication opportunity items in the Synagogue.

c. It shall promote and solicit planned giving, major gifts, and dedications.

Programming Committee

a. It shall assist and liaise with other committees and working groups to coordinate logistical, scheduling, and promotional needs for all programs, events, and Shabbatonim.

b. It shall assist other committees and working groups to liaise with the office staff and will assist the office staff in directing communication regarding event proposals and planning to the appropriate committee.

c. It shall be responsible for directing and enabling programs and other social activities for the members of the Congregation, other than those undertaken by the Sisterhood or any other committee or body acting within its mandate.

Religious Committee

- a. to promulgate regulations for the proper conduct of all ritual and religious services in the Synagogue and make recommendations to the Board of Governors with respect to such services;
- b. to be the liaison between all persons charged with religious functions in the Congregation;
- c. to be responsible for the care, safety and repair of the Sifrei Torah, religious articles and books of the Congregation other than library books, and to ensure that an up-to-date inventory of same, including such objects on loan to or from the Congregation, is maintained;
- d. to ensure that all necessary steps are taken to comply with Kashrut in the Synagogue building;
- e. to ensure that a strict procedure is developed and implemented so that no food of any kind is brought into the Synagogue building except under the supervision of the Religious Committee, Mashgiach or Rabbi;
- f. to maintain a close liaison with the Catering Liaison Committee and the House and Maintenance Committee to ensure that all requirements relating to Kashrut, Shabbat and Yom Tov observance are strictly enforced.
- g. The Parnas and the Gabbai shall be Members ex officio of the Religious Committee and one of them shall be its Chairman.
- h. The Rabbi and Assistant Rabbi shall be members of this Committee.
- i. All members of the Religious Committee shall be observers of Shabbat and Kashrut.

Safety and Security

- a. To be responsible for security arrangements, including contracting with outside security agencies.
- b. To liaise with the York Region Police, York Region Fire Department and Centre for Israel and Jewish Affairs (CIJA) Security on community security initiatives.
- c. To ensure that equipment for the preservation of life and health is in good working order in the Synagogue and that there is a cadre of health professionals who are trained and available to deal with health emergencies.
- d. To carry out emergency evacuation drills on a regular basis and to evaluate their effectiveness.

Technology Committee

- a. It shall ensure that the synagogue's information and communications technology requirements, including computer hardware, software applications, third-party software services as well as automated phone and call out systems are fulfilled.
- b. It shall proactively research and consider new technology.
- c. It shall prepare yearly operating budgets and capital cost estimates.
- d. It shall develop security guidelines to protect the Synagogue's technology.
- e. It shall develop criteria for appropriate use of the Synagogue's database information to be used for communication to members.
- f. It shall oversee all data requirements and reporting to support the synagogue administration and committee work or programs.
- g. It shall investigate and implement electronic member communications and self-service transactional tools.

Young Adult Committee

- a. It shall plan, implement, and administer minyanim, programs, and activities, designed to meet the needs of the Synagogue's young adult community focusing on young adults post high school.
- b. It shall be a liaison to the Board representing the interests of young adults.

Young Professionals Committee

- a. It shall plan, implement and administer programs and activities geared towards young members and families, focusing on members under the age of 40.
- b. It shall be the liaison to the Board representing the interests of young members and families.

Youth and Youth Education Committee

To arrange, implement and supervise all youth activities in the Congregation including all youth services.