

**GREEN ROAD SYNAGOGUE**  
(AN OHIO NOT FOR PROFIT CORPORATION)

**AMENDED BYLAWS**

**DECEMBER 22, 2013**

**ARTICLE I**  
**NAME**

Section 1.1. This congregation shall be known as Green Road Synagogue and is hereinafter referred to as “Green Road Synagogue” or the “congregation”.

Section 1.2. Green Road Synagogue was a formerly known as Anshei Marmarasher Congregation incorporated on February 6, 1937. On October 23, 1949 the congregation was renamed Anshei Marmarasher Jewish Center. On February 3, 1972 the name was changed to Green Road Synagogue.

**ARTICLE II**  
**PURPOSE**

Section 2.1. The purpose of the congregation shall be to foster, promote, educate and perpetuate Orthodox Judaism. The congregation shall adhere to traditional Orthodox Jewish traditions. The congregation shall be devoted to principles of Torah, Ahavat Yisrael and Medinat Yisrael.

Section 2.2. The congregation shall operate in compliance and within the parameters of a religious, charitable, and education organization, same defined specifically within Section 501 (c)(3) of the Internal Revenue Code of 1954, as amended, and in compliance with regulations thereunder.

Section 2.3. The congregation shall not be dissolved as long as ten (10) members in good standing, who are regular worshippers, resident in the community in which the synagogue is located, are willing to continue it.

**ARTICLE III**  
**NATIONAL AFFILIATION**

Section 3.1. The congregation shall affiliate itself with the Union of Orthodox Jewish Congregations of America (OU) and the Rabbinical Council of America (RCA). It shall pay dues to the OU and the RCA and be entitled to all services as well as privileges prescribed in their respective Constitutions and Bylaws.

**ARTICLE IV**  
**RITUAL AND RELIGIOUS PRACTICES**

Section 4.1. The congregation shall adhere to a strict interpretation and application of the laws and ethics canonized in the Gemarah and the Shulchan Aruch.

Section 4.2. Ritual practices of the congregation shall be approved by the Rabbi and the Ritual Committee.

Section 4.3. The Rabbi shall serve at the discretion of the Board of Trustees. All Halachic decisions of the Rabbi shall be binding upon the congregation. In this regard, the Rabbi is encouraged to seek advice, where appropriate, from recognized contemporary Orthodox Jewish scholars and Orthodox Jewish institutions such as the RCA, the OU and Yeshiva University.

Section 4.4. The congregation shall conduct its primary services in Nusach Sefard, and may also conduct additional services in Nusach Ashkenaz or any other Nusach accepted by the Rabbi.

Section 4.5. Shaliach Tzibur, Gabia, Laining, Bima and all Torah honors shall be allocated by the Ritual Committee with the advice of the Rabbi.

Section 4.6. Location of seats and the rules governing the sale, transfer and fees for permanent and High Holy Day seats shall be established by the Membership Committee.

## **ARTICLE V MEMBERSHIP**

Section 5.1. Any single or married person of the Jewish faith, as defined by Orthodox Jewish tradition, may be elected to membership upon approval of his or her application by the Board of Trustees.

Section 5.2. Every application for membership must be accompanied with payment of not less than dues for one year and payment of building fund fees, except that the Board of Trustees, Executive Committee or Rabbi in its discretion may allow deferred payment(s). Amounts accompanying rejected applications shall be refunded.

Section 5.3. Membership rates shall be set by the Board of Trustees upon recommendation of the Membership Committee.

Section 5.4. A committee consisting of the president, the treasurer and the executive director may reduce, waive, or extend dues, assessments and other fees for reason of hardship or other proper cause. The Rabbi shall advise this committee but shall not have a vote. The actions of this committee shall be in accordance with all policies established by the Board of Trustees.

Section 5.5. Membership dues will be invoiced on an annual basis.

Section 5.6. Subject to the provisions of Section 5.1, the Board of Trustees may establish special membership classifications with such provisions as it shall deem advisable.

Section 5.7. In the case of married persons, the unit of membership shall be the family. For the purpose of this Article, the family shall be construed to mean husband, wife and their unmarried children. Self-supporting children who are married or over twenty-five (25) years of age shall not be deemed part of the family membership unit.

Section 5.8. Members shall have the right to vote on all matters coming before meetings of the congregation. The privilege of voting shall be vested in the individual and, in the case of a family, husband and wife shall each have one (1) vote, but not their children.

Section 5.9. Members shall pay such annual dues, building funds, assessments, and other fees as determined by the Board of Trustees upon approval of a majority of the votes cast at a congregational meeting.

Section 5.10. A member failing to pay any financial obligation, including all dues, building

fund, assessments, catering charges, pledges and other obligations, due the congregation within forty-five (45) days after the same is due or levied, shall be deemed delinquent. A delinquent member shall lose all rights and privileges as a member of the congregation and shall be subject to suspension by the Board of Trustees after the member shall have been notified by regular U.S. mail of such member's impending suspension. A suspended member may be reinstated by the Board of Trustees upon payment by such member of all financial obligations and upon compliance with any conditions and terms the Board of Trustees may reasonably stipulate. If not reinstated after sixty (60) days, a suspended membership shall be terminated.

Section 5.10. It shall be the duty of all members to assist, respect, and obey the Rabbi, the officers and the trustees in the discharge of their duties, to respect and sustain each other and at all times to endeavor that the peace and harmony of this congregation shall not be disturbed.

## **ARTICLE VI MEETINGS**

Section 6.1. An Annual Meeting of the congregation shall be convened by the president. Notice of the Annual Meeting shall be sent by mail or email to each member at least fourteen (14) days prior to the holding of the Annual Meeting, which notice shall include a proposed agenda, a budget and a notice of any proposed dues increase or assessments. At this meeting (a) reports shall be submitted by the president, the Rabbi and such other officers, official, auxiliaries, and committees as may be requested to do so by the Board of Trustees, (b) a proposed budget shall be submitted for review, and (c) election of officers and trustees shall take place. The congregation may cause modifications or amendments to the budget as submitted.

Section 6.2. Special meetings of the congregation may be called by (a) the president, (b) a majority of the Board of Trustees, or (c) on written petition of fifteen (15) percent of the membership units. The date and time of such meeting shall be as specified in such call. The call for a special meeting shall set forth the purpose of the meeting and written notice shall be mailed or emailed to every member of the congregation at least fourteen (14) days prior to the time of such meeting. No business shall be transacted at a special meeting except that specified in the call.

Section 6.3. Twenty (20) members shall constitute a quorum. For the purpose of this section 6.3, the husband and wife in a family membership shall each constitute one (1) member, but not their children.

Section 6.4. Voting by proxy is prohibited. Absentee voting shall be permitted. Official absentee ballots shall be furnished by the secretary within forty-eight (48) hours to any member requesting the same. To be valid, the completed ballot must be returned and filed with the secretary at least twenty-four (24) hours before any election or meeting. The presence of any member at the election or meeting, who shall have filed an absentee ballot, shall automatically nullify said absentee ballot.

Section 6.5. Voting at the Annual Meeting or any special meeting shall be by written ballot at the request of the president, the Board of Trustees or the written or oral request of three (3) members.

## **ARTICLE VII OFFICERS**

Section 7.1. The officers of the congregation shall consist of a president, a first vice-president, a second vice-president, a secretary, and a treasurer. All officers shall be elected by the members of the congregation by a majority of the votes cast at the Annual or special meeting. All terms of office shall be for two (2) years. These officers shall assume office at the beginning of the new fiscal year.

Section 7.2. In order to be an officer, the individual must be a member in good standing in the congregation. All members regardless of age, sex or marital status shall be entitled to serve as trustees.

Section 7.3. The president shall be the chief executive officer of the congregation. In addition, the president shall preside at all Board of Trustees and Annual and special meetings. The president shall appoint and remove committee chairpersons and may create such special committees deemed necessary or appropriate, with such duties and authority as delegated by the president. The president shall be a nonvoting ex-officio member of all committees except the nominating committee, sign all legal documents, and perform such other duties as are incident to the office.

Section 7.4. In the case of a vacancy in the office of president, or in the absence or disability of the president, the successor to such president or office of president shall be, seriatim, the first vice-president and then the second vice-president, it being the intention hereby that if the first vice-president succeeds to the office of president and such vice-president ceases to serve as such, whether by resignation, failure to assume the office, removal, absence or disability, the second vice-president shall succeed to such successor.

Section 7.5. The first vice-president and the second vice-president shall perform such duties as may be assigned to each by the president including coordinating the activities of all committees.

Section 7.6. The treasurer shall be the custodian of all funds of the congregation and shall (a) collect all dues and other moneys or other financial assets, (b) shall notify members of amounts due or delinquent, (c) make all authorized disbursements, (d) prepare all records for audit no later than 75 days after the close of each fiscal year, (e) present to the Board of Trustees a monthly cash report and quarterly financial report, (f) present an annual financial report to the congregation at the Annual Meeting, (g) provide the budget and finance committee chairperson with a quarterly list of members in arrears on their financial obligations, and (h) prepare an annual budget in cooperation with the budget and finance committee chairperson.

Section 7.7. The secretary shall (a) serve as secretary of the congregation and the Board of Trustees, (b) shall keep the minutes of both bodies, (c) keep a register of all members of the congregation, (d) send, or cause to be sent, notices of all Board of Trustees and congregational meetings, (e) be the custodian of the Articles of Incorporation, bylaws, contracts, deeds, rules and regulations of the cemetery committee, reports of the Annual and special meetings, insurance policies, and in general be the depository for all records of the congregation, and (f) perform such other duties as are incident to the office.

Section 7.8. Before assuming office, all officers and trustees shall be covered by a Directors and Officers Liability policy the cost of which shall be borne by the congregation.

Section 7.9. All disbursement of congregational funds in excess of Five Hundred Dollars (\$500.00) shall require two (2) signatures. The treasurer and president are the primary signatories. In the case of a vacancy in the office of the treasurer or president, or in the absence or disability of either of them, disbursements may be made upon the signatures of either the treasurer or president and one elected officer.

Section 7.10. The office of any officer or trustee who is absent, without presidential approval, from three (3) successive regular meetings of the Board of Trustees may be declared vacant by the Board of Trustees.

Section 7.11. Officers shall be limited to service of two (2) consecutive two (2) year terms.

**ARTICLE VIII  
EXECUTIVE COMMITTEE**

Section 8.1. The Executive Committee shall be composed of the officers, the immediate past president and not more than two (2) members of the Board of Trustees appointed by the president.

Section 8.2. Executive Committee members shall serve a term of two (2) years.

Section 8.3. The Executive Committee shall meet once a month and more often at the call of the president.

Section 8.4. Executive Committee meetings shall include the Rabbi and the Executive Director as non-voting members.

Section 8.5. Save for the position of Rabbi as described in Article X below, the Executive Committee shall have the authority to engage, supervise and terminate professional staff and other employees and to fix their duties and compensation. Without limitation hereby, professional staff shall include executive director, bookkeeper, caterer, maintenance and any other staff.

**ARTICLE IX  
BOARD OF TRUSTEES**

Section 9.1. The Board of Trustees shall consist of fifteen to eighteen (15-18) persons, including the officers of the congregation.

Section 9.2. All trustees shall be elected by the congregation at its Annual Meeting, and shall serve for a term of two (2) years.

Section 9.3. In order to be a trustee, an individual must be a member in good standing in the congregation. All members regardless of age, sex or marital status shall be entitled to serve as trustees.

Section 9.4. The Board of Trustees shall have the general management of the affairs, funds, records, and property of the congregation. It shall act on all matters of policy, fill all vacancies on the Board of Trustees for the balance of the period of the vacant office and perform such other duties as the members of the congregation at its Annual or special meeting may prescribe.

Section 9.5. The Board of Trustees shall meet once each quarter and, in addition, may meet at the call of the president or by petition of one third (1/3) of the members of the Board of Trustees.

Section 9.6. Board of Trustee meetings shall include the Rabbi and the Executive Director as non-voting members.

Section 9.7. All meetings shall be public and open to all members, unless a special executive session is requested by the president.

Section 9.8. One-half (1/2) of the members of the Board of Trustees shall constitute a quorum.

Section 9.9. The Board of Trustees shall designate the bank, banks, or trust company for deposit of congregational funds and to determine where and how congregational funds shall be

invested. The Board of Trustees shall approve all loans or lines of credit pursued by the synagogue.

Section 9.10. Members of the Board of Trustees, as the chosen lay leaders of the congregation, shall individually and collectively set the example to the membership by regular attendance at worship services, financial support of the congregation, leadership on committees and by active participation in the life and activities of the congregation.

Section 9.11. Members of the Board of Trustees shall be limited to service of three (3) consecutive two (2) year terms.

## **ARTICLE X RABBI**

Section 10.1. Any prospective Rabbi may be nominated by the search committee who shall recommend to the Board of Trustees subject to search committee, Executive Committee, Board of Trustees and Membership approval. A three-fifths (3/5) vote of the votes cast shall be required to engage the Rabbi.

Section 10.2. The chairperson and members of the search committee shall be appointed by the president with the approval of the Board of Trustees.

Section 10.3. The term of the Rabbi's employment shall be subject to a written contract of employment.

Section 10.4. Upon the completion of any term of the Rabbi's period of service, or earlier if so determined by the Board of Trustees, the Board of Trustees shall make a recommendation as to the Rabbi's retention.

Section 10.5. The Rabbi shall attend all meetings of the Executive Committee, Board of Trustees and the congregation, except when requested to be absent. The Rabbi shall not have voting rights at such meetings. The Rabbi shall be a non-voting ex-officio member of all committees other than the executive and staff committees.

Section 10.6. Subject to the provisions of any contract with the Rabbi, the Rabbi shall perform such duties for the congregation as promulgated by the Board of Trustees.

## **ARTICLE XI COMMITTEES**

Section 11.1. The Executive Committee shall appoint each committee chairperson.

Section 11.2. Each chairperson shall have the authority to appoint and remove members of their committee.

Section 11.3. Subject to changes directed by the Board of Trustees the committees and committee chairpersons shall be responsible for duties such as:

Budget and Finance - To prepare a budget, supervise the accounts of the congregation, and conduct or supervise an annual audit of the congregation's finances.

Building – Responsible for and oversight of all construction, renovation and maintenance of the congregation's physical facilities, and keeping such facilities in good order and repair.

Catering – Responsible for the selection of in-house and outside caterers, the operations of the kitchen, consultation with the Rabbi on all issues of Kashrut and Halacha, staffing, marketing and pricing for catered events.

Cemetery - See Article XIII below.

Chesed and Hospitality – Design and manage programs that benefit the congregation, the local Jewish community and Israel including meal programs, hospitality to new members, aid to families in mourning or celebrating Smachot, and charitable projects. It shall arrange for events for the congregation such as: a Chanukah celebration, a Purim celebration and other programming consistent with the chesed-focused mission of the committee. Development and Fundraising – Responsible for annual fund raising events, major gifts, facility dedications and improvements, and the establishment and maintenance of the endowment fund.

Education - To promote educational activities and programs for the congregation and community, with emphasis on textual learning, Zionism and Halacha. Organize and coordinate activities for the benefit of the congregation and the community at large including educating and enhancing the members' experiences as they relate to Israel and the local Jewish community, and interaction with other congregations, youth groups, schools and Jewish organizations.

Membership - To make known the availability of membership, to recruit new members, to develop programs for the enhancement of the membership experience, and to recommend to the Board of Trustees pricing for memberships, permanent seats, High Holy Day seats, and building fund assessments.

Marketing - Publicize activities of the congregation, the Rabbi, professional employees, Officers and trustees. Assist with branding, communications, public and media relations and marketing initiatives and objectives in support of the mission of the congregation.

Ritual - With the approval of the Rabbi and the Board of Trustees, to determine the rituals and observances of the synagogue consistent with Article IV, and promote such practices in the community. It shall have the responsibility to designate Gabaiim, Baalai Kriyah, Chazzanaim for Shabbat and the Yamim Noraim, the selection of Siddurim and Chumashim, the operations of all services conducted in the building including daily, Shabbat and Yamim Noraim, the method of assigning Aliyot and all other Kibbudim, , with the advice of the Rabbi, to allocate Bima and Torah honors. It shall also be responsible for the safekeeping and maintaining in good order and repair the Sifrei Torah, Chumashim, Siddurim, Sefarim and all ritual objects.

Youth - To promote all manner of activities for the benefit of young people which contribute to their knowledge of Halacha, Zionism, family and Jewish values including through affiliation with local schools, youth groups, summer camps, Jewish organizations; to promote training and leadership in conducting Teffilot; to organize support and supervise the youth Minyanim, and to enhance our youths' experience as members of the community and promote their social interaction.

Section 11.4. Ad hoc, auxiliary, special or one time units of the congregation activity may be formed with the approval of the president.

## **ARTICLE XII NOMINATIONS**

Section 12.1. Nominations of officers and trustees shall be made by a nominating committee appointed by the president, with the consent of the Board of Trustees. The nominating committee shall consist of three (3) members of the Board of Trustees and two (2) members of the congregation at large. The composition of the nominating committee shall be publicized as soon as practicable after their appointment. All members of the nominating committee shall be members in good standing in the congregation.

Section 12.2. No more than one (1) member of any family unit can be appointed to the nominating committee. Nothing shall restrict the nominating committee from nominating a relative of a nominating committee member as an officer or trustee.

Section 12.3. The slate of nominees shall consist of at least one (1) nomination for each officer and for each trustee whose term of office shall expire at the close of the then current fiscal year.

Section 12.4. Selections of the nominating committee shall be reported to the Board of Trustees and notice of said nominations shall be mailed to the congregation at least sixty (60) days prior to the annual meeting. Rules for nomination by petition must be included in said notice.

Section 12.5. Nomination for any elective office may be made by petition of twenty (20) members of the congregation, in good standing, said nominations to be filed with the secretary at least thirty (30) days before the election. The secretary shall notify all other members of the Board of Trustees within three (3) days of receipt of any nomination. There shall be no nominations from the floor.

Section 12.6. If any additional nominees are made pursuant to Section 12.5, the secretary shall cause to be mailed to all member of the congregation, within three (3) days of receipt of such petition a complete list of all nominees, including the nominees made by the nominating committee.

Section 12.7. In lieu of mailing as required by this Article, notifications may be sent by e-mail when the member has requested same or by publication in the congregation's periodic newsletter; provided however, that the time constraints set forth in this Article are observed.

## **ARTICLE XIII CEMETERY**

Section 13.1. The congregation may lease or own land and other property for use as cemeteries. The management of such property shall be the responsibility of the Board of Trustees.

Section 13.2. The Board of Trustees shall delegate the management of the cemeteries to a cemetery committee whose actions will be subject to the approval of the Board of Trustees. The cemetery committee shall promulgate rules and regulations for the operation of the cemeteries, set the charges for burial space, and arrange for maintenance and for perpetual care. The rules and regulations shall be made available to the members by distribution at the request of any member.

Section 13.3. It shall be the aim of the congregation to set aside enough money to maintain the cemeteries in perpetuity. A special fund may be established for this purpose to be administered by the treasurer.

Section 13.4. The cemetery committee shall render an annual report to the Board of Trustees.



Section 13.5. Nothing herein shall preclude the congregation from entering into shared cemetery arrangements with another Jewish congregation, or any regional committee established for the maintenance and preservation of Jewish cemeteries.

#### **ARTICLE XIV EXPULSION AND REMOVAL**

Section 14.1. A member, officer, trustee may be expelled as a member or removed as member, officer or trustee for cause. Cause shall include the failure or refusal to perform the duties and responsibilities of such office or position in a satisfactory manner, without good cause, or willful violation of these bylaws, or for any conduct prejudicial or inappropriate to the interest and welfare of the congregation.

Section 14.2. The provisions of Section 14.1 shall be in addition to the provisions of any other Article of these bylaws, or the inherent authority of the president or Board of Trustees to remove any member of the professional staff or other employee.

Section 14.3. Expulsion or removal shall require a two-thirds (2/3) vote of all members of the Board of Trustees. Notice must be served on the person proceeded against, and an opportunity to be heard must be accorded to such person before a vote by the body is taken.

#### **ARTICLE XV RENOVATIONS AND REAL ESTATE**

Section 15.1. Before any contract shall be entered into for the purchase, sale, improvement or alienation of real estate by or for the congregation, the Board of Trustees shall ascertain all of the relevant material facts and require a vote of two-thirds (2/3) of those votes cast to authorize any purchase, sale, substantial improvement or alienation of real estate.

#### **ARTICLE XVI AMENDMENTS**

Section 16.1. Amendments to the bylaws shall be presented in writing and shall be initiated by the Board of Trustees or by at least fifteen (15) percent of the membership units, and shall be filed with the secretary. Such amendments may be acted on at the Annual Meeting or any special meeting of the congregation called for that purpose. Copies of the proposed amendments, with the arguments for and against them, shall be mailed to each member along with the notice of the meeting at least fourteen (14) days prior thereto. An affirmative vote of two-thirds (2/3) of the votes cast shall be necessary to adopt any amendment. The effective date of any amendment shall be the date when adopted, unless provided otherwise in the language of the amendment.

#### **ARTICLE XVII MISCELLANEOUS ADMINISTRATIVE**

Section 17.1. The congregation is authorized to make indemnification to such person or persons and under such facts, circumstances and requirements as set forth in the Ohio Revised Code, as amended.

Section 17.2. The Board of Trustees may authorize any officer or agent of the congregation to enter into any contract or to execute and deliver any instrument or document on behalf of the congregation, which authority may be general or specific. All funds received by the congregation shall be deposited to the credit of the congregation in such banks or other depositories as may be approved and authorized by the Board of Trustees.

Section 17.3. The congregation shall maintain correct and proper books and records and shall keep minutes of all meetings of the congregation and the Board of Trustees at the principal office of the congregation. All such records may be inspected by any officer, trustee, any member of the congregation in good standing or the agent or attorney of any of them, or any governmental agency authorized to do so.

Section 17.4. The principal office of the congregation shall be located at 2437 South Green Road, Beachwood, Ohio 44122.

Section 17.6. The fiscal year shall begin annually on September 1. The Board of Trustees may change the fiscal year.

Section 17.7. The rules of procedure at meetings shall be determined by *Robert's Rules of Order*, latest revised edition.

Section 17.8. Any dispute concerning matters of Jewish law, ritual worship or structure of the place or place of worship services of the congregation including disputes between the majority of the members and a minority consisting of even one single member, if not resolved by the Rabbi of the congregation, shall be submitted for final, binding and conclusive determination to the Beth Din of the Rabbinical Council of America.

Section 17.9. The adoption of these bylaws shall constitute a revocation of the previously existing bylaws in their entirety. However, nominations and previous determinations of the officers and Board of Trustees shall remain effective and are hereby ratified and approved.