

OHALAH: ASSOCIATION OF RABBIS FOR JEWISH RENEWAL

CONSTITUTION

Adopted November 11, 1998; revised November 16, 1999; amended July 1, 2005.

Article I - Name

This organization shall be called Ohalah: Association of Rabbis for Jewish Renewal. The Hebrew name shall be **Agudat HaRabbanim L'Hitchadshut HaYahadut**. The organization shall be known by the acronym Ohalah.

Article II - Affiliation with ALEPH: Alliance for Jewish Renewal

1. Ohalah: Association of Rabbis for Jewish Renewal is a branch of ALEPH: Alliance for Jewish Renewal, and undertakes to uphold the ALEPH Eighteen Principles and to follow all obligations and responsibilities pertaining to branches of ALEPH.

2. The principle office of Ohalah shall be located at the national office of ALEPH: Alliance for Jewish Renewal. Ohalah may also establish and maintain offices at such other places as the Board of Directors may from time to time determine. All official minutes, records, and correspondence shall be kept on file at an office designated by the Ohalah Board of Directors.

3. Upon dissolution of Ohalah, the Board of Directors shall, after payment of all liabilities, disburse all the assets of Ohalah to ALEPH.

Article III – Affiliates of Ohalah

1. Any appropriate organization may apply to the Ohalah Board of Directors to become a branch of Ohalah. Upon recommendation by the Board to the General membership, such organization may be accepted as a branch of Ohalah (hereinafter “Ohalah branches”) by a vote of two-thirds of the general membership. Ohalah branches shall be branches of ALEPH: Alliance for Jewish Renewal and shall undertake to uphold the OHALAH Constitution, and the ALEPH Eighteen Principles.

2. Each Ohalah branch may have a Constitution, membership policies, and ethics policy, all of which must be approved by a two-thirds vote of the members of said Ohalah branch and Ohalah’s Board of Directors. When an Ohalah branch is formed, said branch shall be subject to the Constitution, ethics policies, and membership policies of Ohalah until said branch has its own Constitution and policies.

3. Upon dissolution of any Ohalah branch, the Board of Directors of said branch shall, after payment of all liabilities, disburse all the assets of said branch to Ohalah.

Article IV - Mission

Ohalah brings together rabbis and cantors from a wide spectrum of the Jewish people to participate in the transformation and renewal of Judaism and the Jewish people. Ohalah provides a network of collegial support as well as opportunities for sharing in all areas of Jewish learning, life and practice. Until Jewish renewal cantors may elect to form their own association, Ohalah brings together cantors in addition to rabbis.

We intend to reawaken a vibrant Judaism that encounters the mystery we call God and that takes as its pillars prayer and meditation, sacred study and creativity.

We are committed to Tikkun Olam, which encompasses healing the earth; struggling to create a society that places at its center not the ethos of greed, but love and caring; and bringing about the full participation and empowerment of every human being, especially those previously excluded.

Our roots are in the teachings of our ancestors and in the continuing self-disclosure of the Divine. Through study of Torah and prayer, we seek God's help and guidance in our work and in our lives.

As rabbis and cantors, we are aware that our actions affect others in our communities. We therefore expect our members to maintain in their personal and professional lives the high ethical standards established by Ohalah.

We respect and honor a diversity of Jewish expression in our membership and activities. We believe that we — together with all other forward-looking Jewish leaders — are participating in the evolution of the role and function of the rabbi and cantor as spiritual and religious leaders.

Article V - Board of Directors

1. The Board of Directors shall manage, direct, and govern all the affairs and business of the Association, subject to any constitutional restrictions. The President or designee, in consultation with the Board, shall hire and supervise the professional staff of Ohalah. The Board may establish committees and appoint representatives to joint committees and projects with other Jewish, interfaith, or nonsectarian organization.

2. The Board of Directors shall be composed of all the officers and the immediate past president (if s/he remains a member of the Association) as well as additional Directors. The

total number of members of the Board of Directors shall be not less than five and not more than nine officers and directors, as determined by the Board.

3. The Board shall hold regular quarterly meetings, except during the quarter that General Membership Meetings are held, with dates determined by the President. The Board may meet in person or electronically. A majority of the members of the Board shall constitute a quorum.

4. The Board shall have the right to conclude all business contracts, pursuant to the legal requirements of ALEPH.

5. The Board may promulgate its own rules for the conduct of its own meetings, provided they do not conflict with any provision of the Constitution.

6. The Board may promulgate by-laws, which shall be approved by the membership, and may adopt policies.

7. The Board shall review and act upon applications for membership upon the recommendation of the Membership Committee.

8. The Board shall determine a dues structure and shall advise the membership by mail, electronically, and/or at a General Membership Meeting of the Association, of the dues structure, the amount and manner of collecting membership dues, and the billing schedule.

9. The Board shall present a financial report annually to the members of Ohalah by mail, electronically and/or at a General Membership Meeting.

10. The Board, after proper and reasonable investigation, may advise, reprimand, suspend, expel, or otherwise discipline any member whom it determines has violated Ohalah's ethics policies or procedures.

Article VI – Officers and Directors

1. The officers of the Association shall be a President, First Vice President, Second Vice President, Treasurer, Secretary, and Immediate Past President, unless the Immediate Past President is appointed to the Membership Committee, Ethics Committee, or Program Committee. In the discretion of the Board, there may also be a Third Vice President. No officer may hold more than one elected office at one time.

2. All elected officers and directors shall serve for a period of two (2) years and until their respective successors are elected, which ever occurs latest. A Board member, other than

the Immediate Past President, may serve no more than three consecutive terms, regardless of the offices s/he holds during his/her terms, and may not serve concurrently on the Membership, Ethics, or Program Committee.

3. The President and Vice Presidents shall be elected at the General Membership meeting, or, if there is no General membership meeting, at a time determined by the Board of Directors, in even numbered years (following the Jewish calendar). The Treasurer, Secretary, and any Director positions established by the Board pursuant to this Constitution shall be elected at the General Membership meeting, or if there is no General membership meeting, at a time determined by the Board of Directors, in odd numbered years (following the Jewish calendar). Each officer shall be elected for a two year term.

4. An officer or director may resign at any time by giving ninety (90) days written notice to the Board. Any member in good standing may be appointed by a majority vote of the members of the Board then in office to fill a vacancy. An officer or director elected to fill a vacancy shall hold office for the unexpired term of his/her predecessor.

5. The President shall preside at all Board and General Membership Meetings. S/he shall have the authority to sign all notes, agreements, and any other documents required to be signed on behalf of the Association. The President shall assure that all the by-laws are observed, that the Constitution is adhered to, and that all the duties required of all the officers are properly performed. The President shall assure that all committees are functioning properly and all work of employees is properly performed.

6. The President shall designate to each Vice President the oversight of one major area or concentration, such as (but not limited to) fundraising, internet communications, or the like. In the absence of the President, the First Vice President, or if s/he is absent, the Second Vice President, or if s/he is absent, the Third Vice President, in that order, shall assume the powers and authority vested in the President. At the request of the President, the First Vice President, the Second Vice President, or the Third Vice President may represent Ohalah at meetings, conferences, etc.

7. The Treasurer is responsible for working with appropriate ALEPH representatives to maintain the financial accounts and records of Ohalah. The Treasurer shall be responsible for obtaining professional guidance as needed to assure that the financial accounts and records of Ohalah conform to all relevant tax laws and that all required tax returns and information returns are properly prepared and timely filed. The Treasurer or his/her designee shall submit in writing detailed and accurate financial reports by mail or electronically and/or at a General Membership Meeting. All expenditures not included in the annual budget or amendments thereto shall be approved by the Board of Directors.

8. The Secretary shall keep records of all proceedings of Board and General Membership Meetings, shall maintain the minutes of all meetings in an orderly fashion, and shall file them

promptly in the minutes book. At all meetings, the Secretary shall have available the minutes of all previous meetings, shall coordinate the mailing of all required notices to the general membership or Board Members, and shall be responsible for all correspondence and all such other matters as requested by the President. The Secretary is also responsible for maintaining the Minute Notebook which shall include this Constitution and all other documents required by the United States Government or the State of Pennsylvania to be filed on a periodic basis, as well as the minutes for that year.

9. The Immediate Past President shall be a voting member of the Board of Directors until such time as either a) a new President is elected or b) the Immediate Past President becomes a member of the Membership Committee, Ethics Committee, or Program Committee, by nomination of the chairperson and ratification by the President and the Board.

10. All members in good standing shall be eligible to hold office or serve on a standing committee, except that special members and student members may not hold office or serve on the Ethics or Membership Committees. However, Associate Members shall not be eligible to serve as Officers or Directors.

11. Ohalah shall indemnify all officers, directors, and committee members, including ex officio committee members, and hold each of them harmless from and against any or all claims, demands, losses, damages, liabilities, costs and expenses, including legal fees, arising out of or by reason of any conduct or alleged conduct by the individual or the Board, taken in their capacities as officers, directors, or committee members (including ex officio committee members) of Ohalah.

Article VII - Committees

1. The Membership, Ethics, and Program Committees are permanent standing committees of Ohalah.

2. Members of the Membership Committee and the Ethics Committee shall serve for a period of four (4) years, or until their respective successors are appointed, which ever occurs latest; terms shall begin in January of each fourth Hebrew year beginning from the year 5759. Members of the Program Committee shall serve for a period of two (2) years, or until their respective successors are appointed, which ever occurs latest; terms shall begin in January of each second Hebrew year beginning from the Hebrew year 5765. Committee members may serve no more than three consecutive terms on any of these committees. Any member may resign from any standing committee at any time by giving ninety (90) days written notice to the chairperson, who may fill a vacancy with a member at large, subject to ratification by the President and the Board of Directors. Members who are appointed to serve on the Membership and Ethics Committees (but not the Program Committee) must be ordained rabbis or ordained or invested cantors. Board members may not serve on the Membership, Ethics, or Program Committees while serving on the Board, except the President or the President's designee, who

shall sit *ex officio* on said Committees. Members may not serve simultaneously on more than one of the Membership, Ethics, or Program Committees.

3. The Board may establish one or more additional Program Committees, upon the recommendation of the standing Program Committee. The chairperson of each such committee shall be appointed by the President and ratified by the Board. The chairperson shall appoint other committee members, subject to ratification by the President and the Board. No member serving on the Board, the Membership Committee, or the Ethics Committee may be appointed to, or serve on, a Program Committee; however, a member of the standing Program Committee may also serve on an additional program committee.

4. The Board may create or dissolve other committees as it deems appropriate. The chairperson of a committee shall be nominated by the President and ratified by the Board of Directors. The chairperson of a committee may appoint members to his/her committee from among the members of Ohalah, subject to ratification by the President and the Board of Directors. The President or a designated member of the Board shall be an ex-officio member of each committee.

Article VIII - Elections

1. Elections shall take place annually at the General Membership Meeting, or, if there is no General Membership meeting, at such other time as may be determined by the Board. All members of the Association in good standing shall be eligible to vote. The election of all officers shall be by a majority of the members present and voting.

2. The Board or a committee designated by the Board shall nominate a member in good standing who is eligible to hold office for each Board position scheduled to be elected at the next General Membership Meeting. Sixty days prior to the annual General Membership Meeting, the President shall send a written notice to all members of Ohalah, which may be sent electronically, notifying them of the persons nominated, inviting members to the annual meeting, and notifying them that further nominations are open for the offices to be elected.

3. Members may make nominations of members in good standing who are eligible to hold office from the floor of the General Membership Meeting. Those who cannot attend the meeting may make nominations in writing. However, a nomination from the floor or in writing may be accepted only if said nomination was also made to and received by the President thirty days prior to the General Membership Meeting. Evidence of the nominee's willingness to serve must accompany all nominations, whether in person or by mail. Upon receipt of all nominations, the President shall promptly notify members, either by mail or electronically, of the final list of nominees.

4. The President of Ohalah shall present all nominations at the General Membership Meeting. If there is a contested position(s), each of those shall be voted on separately. If more than two candidates are nominated for a position, and no candidate receives a majority of the votes cast, there shall immediately be a run-off election between the two candidates who receive the greatest number of votes. The nominations for all non-contested positions shall thereafter be proposed all together as a slate. The slate shall then be voted on as a whole.

Article IX - Meetings

1. A General Membership Meeting shall be held annually or more often, as the Board may direct. Written notice stating the place, date(s) and time(s) of the meeting shall be provided to all members, electronically or by mail. A joint meeting of the outgoing and incoming Board of Directors shall be held immediately following the annual General Membership Meeting at which elections are held.

2. Ten percent of the membership of Ohalah shall constitute a quorum at a General Membership meeting. Each member of Ohalah shall be entitled to one vote. Members must be present at a meeting to vote.

3. Members in good standing at the time of a meeting are eligible to vote either in person at the annual General Membership Meeting or in person, by mail, or electronically, at any special meeting called, depending upon whether the meeting is to be conducted live or electronically.

4. A person will be considered a member and in good standing only after his/her application has been submitted, accepted and approved, and his/her dues have been paid, provided that his/her right(s) of membership have not been removed by the Board, upon the recommendation of the Ethics Committee.

5. Matters coming before the General Membership of Ohalah shall be decided by a majority of the votes cast, except that a two-thirds majority of those voting shall be required for (1) adoption of amendments to this constitution, (2) taking an association under our wing as an Ohalah branch, (3) official position statements or resolutions regarding tikkun olam and other matters of concern beyond the internal operation of Ohalah, and (4) removal of any or all of the members of the Board of Directors for improper conduct or violations of rules of the Association or by-laws.

Article X - Membership

1. Any rabbi or cantor who has been ordained by or graduated from a Board recognized rabbinical or cantorial seminary, yeshiva, or program, with the degree of rabbi or cantor, upon recommendation of the Membership Committee, may apply for membership in Ohalah according to the procedures on and qualifications for membership established by Ohalah.

2. Any member of OHALAH may also be a member of another Rabbinical Association, in accordance with the rules and procedures of that Rabbinical Association. However, a member of OHALAH who is also a member of another Rabbinical Association may participate in OHALAH placement only to the extent authorized by and in accordance with the policies of that Rabbinical Association and the policies of OHALAH's Board.

3. If a member of OHALAH is simultaneously a member of another Rabbinical Association which does not permit full membership in OHALAH, said individual shall automatically be deemed an Associate member of OHALAH. An Associate Members may vote and serve on a committee but may not hold a Board office or participate in any placement that OHALAH may offer.

4. The Board may grant special membership to any member at his or her request, based upon dire financial circumstance. Special members shall be exempt from paying dues. A special member may vote but may not hold office or serve on a standing committee.

5. Any rabbinic or cantorial student who is enrolled in a rabbinical or cantorial seminary, yeshiva, or program recognized by the Board, upon recommendation of the Membership Committee, and who has successfully completed at least one year of study, may apply for student membership in Ohalah according to the procedures on and qualifications for student membership established by Ohalah. A student member may vote, but may not hold office or serve on the Ethics or Membership Committees.

6. Membership dues are payable as of January 1 of each year, unless another date is established by the Board. After nine months of non-payment of dues, a member will no longer be in good standing and may be suspended from all pension programs, health benefits programs, and other benefit programs available through Ohalah. Upon payment of dues, these restrictions will be lifted, and pension programs, health benefits programs, and other benefit programs may be reinstated, subject to the restrictions of the provider companies and their policies. After fifteen months of non-payment of dues, a member will be removed from Ohalah. S/he will no longer receive mailings or other information from Ohalah, will be removed from Ohalah's email list and may no longer submit articles or links for posting on the Ohalah website. Should s/he wish to rejoin Ohalah, s/he must so declare in writing to the President. The Board of Directors shall decide if s/he may be readmitted to membership. Should s/he be readmitted, s/he must pay past due and current dues for a regular membership as a condition of re-admittance.

7. A member may be temporarily suspended or permanently expelled, or otherwise have some or all of his/her membership privileges suspended, or a member may be placed on probation with loss of particular privileges, by the Board upon the recommendation of the Ethics Committee, in accordance with Ohalah's policies and procedures governing ethics and conduct.