

# Code of Regulations of Kol HaLev

*As adopted at the annual meeting on June 25, 2000  
and amended June 2, 2002, June 2010, and January, 2019.*

## **PREAMBLE**

To carry out the principles of Judaism, to provide service and activities in accordance with the Reconstructionist concept of Judaism as an evolving religious civilization, and to establish procedures to govern us as a Reconstructionist Havurah, we, the Members, do hereby enact and adopt the following as the Code of Regulations of Kol HaLev, Inc.

## **Section 1. NAME, PURPOSE, LOCATION, AFFILIATION, CORPORATE SEAL AND FISCAL YEAR**

**1.1 Name.** The official corporate name of this Havurah shall be Kol HaLev, Inc.

**1.2 Purposes.** The purpose of this Havurah shall be to establish and maintain such educational, religious, social and recreational activities for its members as will help further the cause and objectives of Reconstructionist principles in viewing Judaism as an evolving religious civilization in which the revered traditions and values of the past are given modern interpretation and meaning. The purposes shall be those authorized for nonprofit corporations incorporated pursuant to Chapter 1702 of the Ohio Revised Code, Sections 1702.01 et seq., and the activities of the Havurah shall be limited by such statutes and shall at all times remain qualified as being exclusively those defined as permitted for exempt organizations organized and operated for religious, charitable, educational and other purposes defined in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and regulations promulgated thereunder.

**1.3 Location.** The Principal office of the corporation shall initially be located in Cuyahoga County, State of Ohio. The Board of Trustees may change the location of the principal office effective upon filing a certificate with the Secretary of the State of Ohio.

**1.4 Affiliation.** This Havurah may be affiliated with the Jewish Reconstructionist Federation and such other organizations as the Members shall determine.

**1.5 Corporate Seal.** The Board of Trustees may but shall not be required to, adopt and alter a seal for the corporation. Initially, the Corporation shall have no seal.

**1.6 Fiscal Year.** The fiscal year of the corporation shall end on June 30 in each year.

## **Section 2. MEMBERSHIP**

**2.1 Qualification** Any person, 18 years of age or older, who holds himself or herself out as being Jewish or is actively pursuing conversion to Judaism, or is the parent, child, spouse or partner of a Jew, and who is committed to pursuing the purposes and activities of the Havurah, shall be eligible for membership. For purposes of these Regulations, except as otherwise expressly provided in these Regulations, the guidelines of the Reconstructionist movement shall be applied in determining who is a Jew. Individuals also may become eligible for membership in special situations by action of the board of trustees.

**2.2. Membership Categories and Voting** Membership shall be available in the Havurah in one of the following four categories, and other categories and classifications as the Board of Trustees may establish:

- (a) FAMILY -- entitled to two votes;
- (b) INDIVIDUAL – entitled to one vote;
- (c) SINGLE-PARENT FAMILY – entitled to one vote; and,
- (d) STUDENT (full-time, under age 25 and not otherwise a Member) – entitled to one vote.

All Members in good standing (as defined herein) who are 18 years of age or older shall have the right to vote at meetings as set forth above. Non-voting Members shall include those children less than 18 years of age, dependent children and/or dependent parents included within the Family and Single Parent Family categories, and any Members not in good standing.

## **2.3 Rights and Privileges**

**2.3.1 Rights and Privileges** Except as otherwise provided, each Member in good standing shall enjoy the same rights and privileges as follows:

(a) to attend all open meetings of the Havurah;

(b) to have a voice and a vote at all meetings as provided herein;

(c) to be an officer or a member of the Board of Trustees or any committee, however members who do not have a Jewish parent or have not undergone formal conversion to Judaism may not serve as an officer or as Chairpersons of the Religious Practices or Education Committees.

(d) to take advantage of all services, activities and programs offered by the Havurah and to receive preference over non-Members in the allocation of seats for High Holy Day services or in other instances where seating may be limited, or in enrollment in adult or children's educational programs, all subject to the payment of such charges as may be assessed in connection therewith;

(e) to use resources available from the Havurah for family or personal rituals commonly observed in Reconstructionist Judaism;

(f) to enjoy any benefits resulting from the congregation's national affiliation(s); and,

(g) to exercise any rights and privileges vested in them by law or as the membership may designate.

**2.3.2 Restrictions on Participation.** The Board of Trustees and the Membership shall establish opportunities as well as boundaries for the participation and leadership of non Jewish persons in the ritual observances and activities of the Havurah. Such provisions shall be established by the Havurah's written guidelines.

## **2.4. Members in Good Standing**

**2.4.1. Good Standing.** A Member shall be entitled to membership upon the payment of dues pursuant to Section 2.2 hereof. A Member remains in good standing unless delinquent in the payment of dues or charges or unless otherwise provided herein.

**2.4.2. Members in Arrears.** Members delinquent in the payment of dues or charges shall not be entitled to membership privileges until arrears of dues and charges are fully paid.

**2.4.3. Delinquency.** Dues are assessed annually and are due and payable at the beginning of the fiscal year. If the Treasurer and the Member have agreed to an adjusted dues schedule, delinquency shall be any substantial failure to satisfy that schedule. Otherwise delinquency is defined as any unpaid balance remaining on December 31. Members delinquent in payment of dues or fees shall be given written notice within thirty days and if the delinquency is not remedied within thirty days of notification, either by the payment of the delinquent portion of the dues or fees or by making other arrangements with the Treasurer, the Member shall no longer be a Member in good standing. Upon agreement of the President and the Treasurer special dispensation may be given to those whose dues are in arrears. Without such dispensation, membership automatically lapses for those whose dues are in arrears for six months or greater.

**2.4.4. Suspension or Removal.** A Member may be suspended or removed for cause by a vote of at least two-thirds of those Members in good standing present at a meeting at which at least a majority of Members in good standing are present and only after reasonable notice to the Members (specifying the identity of the Member proposed to be removed, and a statement of the cause(s) for such removal) and an opportunity for such Member to be heard. Suspension or removal of a Member shall not eliminate his/her responsibility for dues or debts accrued and payable to the Havurah.

**2.4.5. Resignation.** A Member may resign by delivering his/her written resignation to the President, Vice President, Treasurer or Secretary of the corporation, to a meeting of the Members or the Board of Trustees, or to the corporation at its principal office. Such resignation shall be effective upon receipt (unless specified to be effective at some other time), and acceptance thereof shall not be necessary to make it effective unless such notice so states.

**2.5 Financial Obligations** Members shall pay such dues and other charges as shall be determined from time to time by the Board of Trustees; provided, however, that any dues increase greater than ten percent in any fiscal year must be approved by the Members and that all moneys collected through dues, fund-raising or in any other manner will be used only to support the Purposes (as defined in Section 1.2

hereof). Any financial obligation due from a Member may be waived or modified by the agreement of the President and the Treasurer.

### **Section 3. MEETINGS**

**3.1 Annual Meetings.** The annual meeting of Members shall be held each year in May or June.

**3.2 Regular Meetings.** Regular meetings of the Members, in addition to the Annual Meeting, may be held at such places and at such times as the Board of Trustees may determine.

**3.3 Special Meetings.** Special meetings of the Members may be called by the President or by the Board of Trustees. Ten or more Members may submit a written request for a special meeting to any officer, stating its purpose. If that matter has not been on the agenda of a meeting of the Members for at least six months, the President or the Board shall call a special meeting whose purpose shall be included in the notice and whose agenda shall be limited to that matter.

**3.4 Conduct.** Meetings shall be conducted in accordance with "Roberts Rules of Order" (latest edition) except where any given practice conflicts with law or with these Regulations.

**3.5 Notice.** Notice of a meeting of the Members shall be provided to all Members by first-class mail or by notice in the Havurah's regular bulletin, sent not less than fourteen days prior to the meeting. Notice of special meetings may also be given by telegram, telephone, e-mail or overnight delivery at least forty-eight hours before the special meeting. Such notice need not specify the purposes of a meeting, unless otherwise required by law, the Articles of Incorporation or these Regulations or unless there is to be considered at the meeting amendments to these Regulations or removal or suspension of a Member, Trustee or the Rabbi, if any.

**3.6 Quorum.** At all meetings of the membership, a quorum for the transaction of business shall consist of **20%** of the voting Members in good standing present or via any other an approved alternative means of communication to transact business AND to vote on any previously announced (14 days) business, and **33%** of the voting Members in good standing for matters not previously announced with the agenda. A lesser number may adjourn the meeting to some future time, not less than six or more than twenty days from the date thereof, and at least four days notice of such adjourned meeting shall be given by mail to all Members who are absent from said meeting.

**3.7 Action by Vote.** Each Member in good standing shall have a vote as described in Section 2.2. When a quorum as described in Section 3.6 is present in person or via approved alternative means of communication, a majority of the votes properly cast shall decide any question, including election to any office, unless otherwise provided by law, the Articles of Incorporation, or these Regulations. Voting **may also be permitted entirely by approved alternative means of communication that assures inclusive participation** of all Members in good standing. The Members may also opt to delegate decisions and responsibilities to one or more committees in such manner and on such terms as the Members may determine. All voting shall be open unless (i) the vote is for the removal of Members or Trustees or the Rabbi, if any, (ii) one-quarter of those present request a closed written ballot, or (iii) otherwise required by these Regulations.)

**3.8 No Proxies.** Whether voting occurs in person, by an approved alternative means of communication, or both, there shall not be any use permitted of any proxy. (A proxy, for the purposes of this document, is any vote cast on a member's behalf by another individual member or agent.)

### **Section 4. BOARD OF TRUSTEES**

**4.1 Composition.** There shall be a Board of Trustees of Kol HaLev (Board) that shall consist of the officers as specified in Section 5; at least four but no more than ten At-Large Trustees, the number to have been determined by the members at a previous meeting of the Membership; a Values Team Leader from each Values Team and the immediate past president should that person be eligible and willing to serve. Each Trustee must be a Member in good standing of the Havurah. In addition, the Founding Rabbi of the Havurah shall be an *ex officio* member of the Board of Trustees. Further, the Principal Rabbi, if any, or, if there be no rabbi so designated by the Havurah, then each Rabbi devoting more than one-half of his or her professional time to the Havurah pursuant to a contract approved by the Board of Trustees and being so authorized in such contract, shall also serve as an *ex officio* member of the Board of Trustees.

**4.2 Powers and Duties.** The Board shall implement the policy decisions of the membership and manage the day-to-day affairs of the Havurah, including, but not limited to, having control of the property of the

Havurah; designating the bank or banks wherein the funds of the Havurah shall be deposited; and being responsible for all expenditures and disposal of Havurah funds and property. The Board shall approve the annual budget and present it to the Members at a Meeting; *provided*, however, that if the budget includes any dues increase requiring approval of the membership, then such increase shall be voted upon by the Members at a Meeting. The Board shall make such rules and regulations, consistent with the Articles of Incorporation and Regulations, as they may deem advisable, for the proper conduct of their meetings and for the furtherance of the purposes of the Havurah and its administration. The Board may also establish or abolish such *Ad Hoc* Committees as it may from time to time deem advisable, and may also recommend to the membership the establishment or abolition of Standing Committees.

#### **4.3 Meetings of the Board of Trustees**

**4.3.1 Regular Meetings.** Regular meetings of the Board shall be held at least six times each year at such places and times as the Board may determine and shall be open to all members.

**4.3.2 Special Meetings.** Special meetings of the Board may be called by the President. Within five days of receipt of a written request signed by one-third of the members of the Board and stating the reason for and purpose of the meeting, the President must call a Special Meeting of the Board to be held within ten days. Should the President fail to do so, any Trustee may issue such call.

**4.3.3 Notice.** Notice of Board meetings shall be given to all members at least seven days in advance if sent by first class mail or by publication in the newsletter, or five days if given by telephone, fax or electronic mail. Notice of special meetings must state the purpose of the meeting.

**4.3.4 Quorum.** At any meeting of the Board a quorum for the transaction of business shall consist of one-half of its members. Any meeting may be adjourned by a majority of the votes cast upon the question of adjournment, whether or not a quorum is present, and the meeting may be held as adjourned without further notice.

**4.3.5 Action by Vote.** When a quorum is present at any meeting, a majority of the Trustees present shall decide any question, unless otherwise provided by law, the Articles of Incorporation, or these Regulations.

**4.3.6 Action by Writing.** Any action required or permitted to be taken at any meeting of the Board of Trustees may be taken without a meeting if all the Trustees consent to the action in writing and the written consents are filed with the records of the meetings of the Board of Trustees. Such consents shall be treated for all purposes as a vote at a meeting.

#### **4.4 Elections**

**4.4.1 Nominations** The members of the Nominating Committee shall be appointed at least sixty days before the date of the annual meeting. The committee shall begin solicitation from the membership of nominees for Officers and At-Large Trustees and shall send a call for nominations by mail or by notice in the newsletter. A member may be nominated by letters sent by ten members to the Nominating Committee which, if the member is willing to serve, shall add his or her name to the ballot. Twenty days before the annual meeting the Nominating Committee shall send ballots by first class mail to all members. Nominations may be made from the floor provided that they are supported by at least ten members.

**4.4.2 Elections.** Voting will be limited to those present at the Annual Meeting, with no proxies permitted; however ballots signed by members and received by the Secretary or the Chair of the Nominating Committee before the Annual Meeting will be counted as if the member had been present.

**4.4.3 Limitation.** "Members" as used in Section 4 means members in good standing.

**4.5 Other Provisions.** These provisions apply to all Trustees: Officers, At-Large Trustees and the Immediate Past President.

**4.5.1 Tenure.** Each Trustee shall hold office for a term of two years, or until his/her successor is appointed or sooner dies, resigns, is removed or becomes disqualified, however the term of a Trustee elected by the Board to fill a vacancy shall end at the next Annual Meeting and at that Annual Meeting a Trustee shall be elected by the membership for one year to complete the remainder of the two-year term of service. Terms of Trustees shall be staggered so that approximately half the Officers and half the At-Large Trustees are elected at each Annual Meeting.

**4.5.2 Term Limits.** A Trustee may serve for no more than two consecutive two year terms in any one office, including At-Large service and as Immediate Past President.

**4.5.3 Suspension or Removal.** A Trustee who fails to attend three consecutive meetings of the Board shall be removed from the Board unless a majority of the members of the Board vote otherwise. Trustees may also be suspended or removed for ceasing to be a member in good standing or by a vote of at least two-thirds of those Members present at a Membership Meeting whose notice included this proposed action and at which at least a majority of Members are present.

**4.5.4 Resignation.** A Trustee may resign by delivering a written resignation to any officer of the Havurah. Such resignation shall be effective on receipt unless specified to be effective at another time, and acceptance thereof shall not be necessary to make it effective unless it so states. Resignation from the Board shall also constitute resignation from any offices such person may hold at the time. Resignation from an office shall also constitute resignation from the Board.

**4.5.5 Vacancies.** Any vacancy in the Board shall be filled at the next meeting of the Board. Each successor shall hold office until the next Annual Meeting, when, if the term of the position has not expired, a successor will be elected for the remainder of the term. The Board shall have and may exercise all its powers notwithstanding the existence of vacancies in its number.

## **Section 5. OFFICERS AND AGENTS**

**5.1 Officers.** The officers of the Havurah shall be a President, at least one but not more than three Vice Presidents, a Treasurer and a Secretary. Should there be more than one Vice President, one of those offices shall be designated, nominated and elected as a First Vice President.

**5.2 Agents.** The Havurah may also have such agents, if any, as the Board may appoint. Each agent shall retain his or her authority at the discretion of the Board.

**5.3 President.** The President shall preside at all meetings of the Havurah, of the Board, and of the Executive Committee except as the Members or Board may from time to time otherwise determine, and shall be an ex-officio Member of all other committees, without the right to vote.

**5.4 Vice President.** The Vice President(s) shall have such duties and powers as the Members or Board shall determine; he/she/they shall actively assist the President in the exercise of his/her powers and duties. The First Vice President, or the Vice President should there be only one Vice President, shall have and may exercise all the powers of the President during the absence of the President or in the event of his/her inability to act.

**5.5 Treasurer.** The Treasurer shall be in charge of the corporation's financial affairs, funds, securities and valuable papers and shall keep full and accurate records thereof. He/she shall have such other duties and powers as designated by the Members, the Board or the President. He/she shall also be in charge of its accounting procedures, books of account and accounting records, which books and records shall be kept within the State at the principal office of the corporation or at the office of its Treasurer, or its resident agent, and shall be open at reasonable times to the inspection of any Member. Each fiscal year, the Treasurer shall report to the Members on the finances of the Havurah with a preliminary report at the annual meeting, and a final report for the fiscal year to be issued by the end of the first fiscal quarter of the succeeding fiscal year. In addition, he/she may issue such other reports on the finances of the Havurah as he/she may from time to time deem appropriate, or as the President, the Board or the membership may deem appropriate.

**5.6 Secretary.** The Secretary shall record and maintain records of all proceedings of the Members and Board in a book or series of books kept for that purpose, which book or books shall be kept within the State at the principal office of the corporation, at the office of its Secretary or its resident agent, or in the Archives of the Havurah, and shall be open at reasonable times to the inspection of any Member. Such book or books shall also contain records of all meetings of incorporators and the original, or attested copies, of the Articles of Incorporation and Code of Regulations, and names of all Members and the address of each. If the Secretary is absent from any meeting of the Members or of the Board a temporary Secretary, chosen at the meeting, shall exercise the duties of the Secretary at the meeting. The Secretary shall be a resident of Ohio unless the corporation has a resident agent duly appointed for the purpose of service of process.

## **Section 6. COMMITTEES**

**6.1 Executive Committee.** The Executive Committee, which shall consist of the President, the First Vice President, Secretary, Treasurer, Immediate Past President and Rabbi serves as a facilitative body to, develop the agenda for Board meetings and follow up on Board decisions. The Executive Committee acts

on behalf of the Board between Board meetings, however all actions taken by the Executive Committee shall be reported at the next meeting of the Board and all its decisions shall be subject to the approval of the Board.

**6.2 Values Teams.** In order to facilitate cooperation, collaboration and leverage resources while engaging in activities driven by the Strategic Plan, existing Kol HaLev committees will be organized into Values Teams, an individual team corresponding to each of Kol HaLev's values, e.g., the Welcoming & Caring Values Team will be comprised of the Committees of: Communication, Newsletter, Weekly Update, External Communication/Hesed, Security/Ushers, Greeters/Sadrans, and Space. These teams will meet minimally twice a year.

**6.3 Values Team Leaders.** Each Values Team will be led by a Values Team Leader, who is also a Board Trustee. The Values Team Leaders themselves will comprise a committee that will meet minimally once per quarter, with additional membership of the Rabbi and Immediate Past President. The Founding Rabbi will act as a Process Observer to this committee, and both the Founding Rabbi and Immediate Past President will act as coaches to the Values Team Leaders. As per meetings of the Board of Trustees, the Values Team Leader Meetings will be posted and open for any member of Kol HaLev to attend. The Values Team Leaders are responsible for identifying programmatic areas which have relevance across different Values Areas and Committees within Kol HaLev, making policy recommendations to the Board of Trustees regarding programming, ensuring that the Committees comprising each respective Values Area are engaging in activities in the fulfillment of the Strategic Plan, appointing committee Chairs, strengthening the operation of committees, and driving cooperation and collaboration across different Values Teams and their respective committees, while leveraging resources to the greatest degree possible. The proceedings of the Values Team Leaders meetings will be chaired and recorded on a rotating basis from within the membership of the Values Team Leaders Committee.

**6.4 Standing Committees.** With the exception of the Executive Committee and the Standing Committees specified in these Bylaws, the Board may establish or abolish Standing Committees. Each Standing Committee shall have a Chairperson who shall be a Member in good standing. The Chairpersons of the Standing Committees shall be appointed by and may be removed by the Executive Committee.

**6.4.1 Religious Practices Committee.** The Religious Practices Committee will be responsible for facilitating all communal religious services and practices of the Havurah. Such functions shall include, but are not limited to, the organization and coordination of Shabbat and High Holy Day services as well as recommending the Havurah's policies in regard to the events of the Jewish life-cycle.

**6.4.2 Membership Committee.** The Membership Committee will be responsible for recruiting and retaining Members of the Havurah, and for providing services to members as agreed upon by the Board of Trustees.

**6.4.3 Finance Committee.** The Finance Committee shall prepare the annual budget of the Havurah with assistance from the Treasurer and from other committees. The budget will be presented to the Board annually for approval. The Finance Committee will also be responsible for monitoring the treasury function and coordinating all funds.

**6.4.4 Nominating Committee.** There shall be a Nominating Committee appointed by the Board, consisting of five Members in good standing, at least three of whom shall not be Trustees.

**6.5 Ad Hoc Committees.** The Board may establish or abolish *Ad Hoc* Committees for such purposes and at such times as they may deem appropriate. The Chairs and Co-Chairs of such committees shall be appointed by the Executive Committee.

## **Section 7. EXECUTION OF PAPERS**

Except as the Members or the Board of Trustees may generally or in particular cases authorize the execution thereof in some other manner, all deeds, leases, transfers, contracts, bonds, notes, checks, drafts and other obligations made, accepted or endorsed by the corporation shall be signed by the President or by the Treasurer.

Any recordable instrument purporting to affect an interest in real estate, executed in the name of the corporation by two of its officers, of whom one is the President or a Vice President and the other is the Secretary or the Treasurer, shall be binding on the corporation in favor of a purchaser or other person relying in good faith on such instrument notwithstanding any inconsistent provisions of the Articles of Incorporation, Code of Regulations, resolutions or votes of the corporation.

### **Section 8. NO PERSONAL LIABILITY**

The Members, Trustees and officers of the corporation shall not be personally liable for any debt, liability or obligation of the corporation. All persons, corporations or other entities extending credit to, contracting with, or having any claims against, the corporation, may look only to the funds and property of the corporation for the payment of any such contract or claim, or for the payment of any debt, damages, judgment or decree, or of any money that may otherwise become due or payable to them from the corporation.

### **Section 9. DISSOLUTION AND DISTRIBUTION OF ASSETS.**

In the event of dissolution of the Havurah any and all assets of the Havurah available after payment of all debts and liabilities shall be distributed in kind or sold expeditiously and the proceeds distributed to the Jewish Reconstructionist Federation or to a local Reconstructionist affiliation. The decision of which organization receives such distribution and the form in which the distribution would be made shall be left to the membership; provided, however, that no distribution shall at any time be made to any recipient or in any manner which would be deemed not to be for an exempt purpose, or which would otherwise disqualify the Havurah as an exempt organization, pursuant to Section 501(c)(3) of the Internal Revenue Code of 1986, as amended from time to time, and pursuant to Reg. Section 501(c)(3) - 1 (6) (4) and other regulations promulgated thereunder.

### **Section 10. AMENDMENT.**

Amendments to these Bylaws may be proposed by vote of the majority of the members of the Board of Trustees or by a petition signed by at least twenty members. If the proposed amendment was included with notice of the meeting, it may be adopted at a membership meeting by a two-thirds vote of those members in good standing present, a quorum being present. Otherwise a vote of the majority of the members in good standing of the Havurah shall be required.