

**By-Laws of OHALAH, the Association for Rabbis and Cantors for
Jewish Renewal**

Revised April, 2023

ARTICLE I

Name and Offices

1.1 Name. The name of this corporation is OHALAH. OHALAH is the Association of Rabbis and Cantors for Jewish Renewal. In Hebrew, OHALAH is *Agudat HaRabbanim v'HaChazanim L'Hitchadshut HaYahadut*. OHALAH is organized as a nonprofit organization under the laws of the State of Nevada.

1.2 Offices. OHALAH's registered office and principal office shall be in Las Vegas, Nevada. The Board of Directors may change the location of either or both offices at any time. Additional offices may be maintained and OHALAH's business carried out in such places within and without the State of Nevada 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 Board of Directors. These official documents are also archived electronically.

ARTICLE II

Purpose and Mission

1 Purpose. OHALAH's purpose is to bring together rabbis, cantors and rabbinic pastors (see below, 2.2). from a wide spectrum of the Jewish people to participate in the transformation and renewal of Judaism and the Jewish people and to provide them with a network of collegial support as well as opportunities for sharing in all areas of Jewish learning, life and practice.

2.2 Mission. OHALAH seeks to bring together rabbis and cantors from a wide spectrum of 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. 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 includes healing the earth, struggling to create a society that places at its center 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.

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.

OHALAH includes an adjunct organization, the Rabbinic Pastors Association (RPA). Their members are welcome to attend the conference; their Board can assign a liaison to the OHALAH Board; they can participate in OHALAH's list-serve and serve on other program committees as directed by the Board . The liaison to the OHALAH Board will be a non-voting member of the Board.

2.3 Tax-Exempt Organization. In order to ensure the deductibility for income tax purposes of contributions made to OHALAH and the tax-exempt character of any income it may earn, OHALAH shall qualify as a tax-exempt organization under Internal Revenue Code Section 501(c)(3), contributions to which will be deductible under Code Section 170(b)(1)(A).

ARTICLE III

Members

3.1 Qualifications and procedures for membership are established in the Membership Guidelines available on the OHALAH website: a Rabbi's or a Cantor's application for membership is forwarded to the Board for approval after review by the Membership Committee.

3.2 Classification. Membership may be divided into such classifications as may be deemed appropriate from time to time by the Board of Directors. Without limiting the foregoing:

3.2.1 Members of Other Rabbinical or Cantorial Associations. Any member of OHALAH may also be a member of another Rabbinical or Cantorial Association, in accordance with the rules and procedures of that Association.

3.2.2 Financial Support: At the discretion of the President, membership dues may be reduced or waived, based upon financial circumstances.

3.2.3 Student Members. Any rabbinic or cantorial student who is enrolled in a rabbinical or cantorial seminary, *yeshiva* or program recognized by the Board of Directors and who has successfully completed at least one (1) year of study may apply for Student Member status according to the procedures and qualifications for Student Members established by the Board of Directors. Upon recommendation of the Membership Committee, approval by the Board of Directors, and payment of dues as provided in Section 3.4. below, the applicant shall become a Student Member of OHALAH in good standing. A Student Member may vote but may not serve as an Officer, Director or member of the Ethics Committee or Membership Committee.

3.3 Dues. The Board of Directors shall determine from time to time the amount of the annual dues payable to OHALAH by members or any classification thereof, the due date, the manner of collecting dues and the billing schedule. It may provide that there shall be no dues in one or more classifications. Any person who shall have paid the required dues shall be a member in good standing for the year for which dues have been paid, except as provided in Section 3.4.3.

3.4 Removal from Membership. A member may be suspended or expelled, or otherwise have some or all of their membership privileges suspended, terminated or placed in probationary status, for non-payment of dues and/or in accordance with OHALAH's policies and procedures governing ethics and conduct.

3.4.1 Suspension. Following a year of non-payment of dues, a member will no longer be in good standing and may lose the discounted rate for their pension programs, health benefits programs and other benefit programs that may be available from time to time 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.

3.4.2 Termination. Following notification of this delinquency, a member's membership may be terminated. They 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. Membership may be reinstated by the Board president. Resolution of past dues and current membership dues may be a condition of reinstatement. It will be up to the President to forgive non-payment of dues for an individual. The president may consider extenuating circumstances and grant relief.

3.4.3 Probation. A membership may be made probationary by the President with or without loss of particular privileges in accordance with OHALAH's policies and procedures governing ethics and conduct.

3.5 Voting Rights. Each member in good standing whose dues have been paid through the previous year, and whose membership shall not have been suspended, terminated or made probationary with loss of voting rights by the Ethics Committee pursuant to Section 3.4, shall be entitled to one vote on each matter submitted to a vote of the members at the Annual Meeting or any Special Meeting of members. Votes may be cast in person, by mail, or electronically, depending on the modality of the meeting.

3.6 Annual Meeting. An Annual Meeting of the members of OHALAH shall be held yearly at such date, time and place by such modality (in-person, electronically, hybrid or by conference call) as the Board shall determine, with no more than ninety (90) and no less than forty (40) days notice to all members. At the Annual Meeting, the members shall elect Directors and Officers for the coming Board year by a majority vote of the members present and voting, receive reports on the activities and status of OHALAH for the previous calendar year, and conduct such other business as may properly come before the members.

3.6.1 Nominations by the Board. The Board or a Committee designated by the Board shall nominate a candidate for election to each Directorship and office, the term for whose incumbent expires at the end of the current Annual Meeting. The selection of candidates will be from among eligible members in good standing. No more than ninety (90) days and no less than forty (40) days prior to the Annual Meeting, the President shall send a written notice to all members notifying them of the persons nominated, inviting members to attend the Annual Meeting.

3.6.2 Further Nominations. Members may make nominations of eligible members in good standing to the President in writing. A nomination in writing may be accepted if said nomination was received by the President at least (25) twenty-five days prior to the Annual Meeting. Evidence of the nominee's willingness to serve must accompany all nominations. The President shall notify members of the final list of nominees 20 days prior to the Annual Meeting.

3.6.3 Elections. The President shall present all nominations at the Annual Meeting. Each contested position shall be voted on separately. If more than two (2) 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 (2) candidates who receive the greatest number of votes. The nominations for all non-contested positions shall thereafter be proposed as a slate. The slate shall then be voted on as a whole.

3.7 Special Meetings.

3.7.1 Called by Board. The President may call for a Special Meeting of members at any time, with the prior concurrence of the Board, with not less than ten (10) days notice to members.

3.7.2 Called by Members. Should the President receive a petition of not less than five percent (5%) of the members in good standing calling for a Special Meeting of members, and determine if the Special Meeting should be held in person, electronically or by conference call, the President shall advise members of the Board within three (3) business days of receipt of such a petition, and the Board shall set a

date for the Special Meeting within fifteen (15) business days of receiving the petition. The petition must specify the issues that petitioners wish to address at the Special Meeting.

3.8 Notice. All notices shall be in writing and served by mail or electronically. Special Meetings shall also state the purpose or purposes for which said meeting was called and by whom it was called.

3.9 Quorum. Ten percent (10%) of the members in good standing of OHALAH shall constitute a quorum at the Annual Meeting and any Special Meeting of members.

3.10 Required Vote.

3.10.1 Amendments. Adoption of amendments to the Articles of Incorporation or these Bylaws shall be decided by a two-thirds (2/3) majority of those voting. A resolution or motion to amend, and the text of the amendment must be provided to all members in good standing with a minimum of ten (10) days notice before voting is concluded. A quorum of ten percent (10%) of the members in good standing must participate in the vote whether stating a yes or no vote or an abstention

3.10.2 *Tikkun Olam*. *Tikkun olam* resolutions are meant to reflect the views of OHALAH within and beyond the Jewish community. Therefore, official position statements or resolutions regarding *tikkun olam* and related matters of concern beyond the internal operation of OHALAH shall be decided by a seventy-five (75%) percent majority of those voting. A resolution or motion for approval of the position statement or resolution, together with the text to be approved, on any *tikkun olam*

matter, must be provided to all members in good standing, with a minimum of ten (10) days notice before voting is concluded. Twenty percent (20%) of the members in good standing must participate in the vote whether stating a yes or no vote or an abstention. However, in matters that the Board deems non-controversial and time sensitive, it may act on behalf of the organization.

ARTICLE IV

Board of Directors

4.1 General Powers and Duties. The affairs of OHALAH shall be managed under the direction of the Board of Directors, subject to the restrictions of the Articles of Incorporation and these Bylaws. The duties of the Board of Directors shall include, but not be limited to: (a) determining all policies and guidelines of OHALAH; (b) determining the annual budget of OHALAH; (c) acting upon applications for membership upon the recommendation of the Membership Committee; (d) presenting a financial report annually to the members of OHALAH; and (e) such other duties as specified in these Bylaws, in duly adopted resolution of the members or in applicable law. The Board of Directors may from time to time appoint representatives to joint committees and projects with other Jewish, interfaith or nonsectarian organizations.

4.2 Number, Term and Term Limits. No Director shall serve more than four (4) consecutive terms of two (2) years, regardless of the offices they hold during their terms, after which one (1) year must elapse before they may become eligible for re-election to the Board. All terms of office shall commence at the Annual Meeting of

members. A joint meeting of the outgoing and incoming Board of Directors shall be held following the Annual Meeting of members, either in person, electronically, by video conferencing or telephone conference call.

4.2.1 Initial Number. The initial number of Directors shall be ten (10), which number may from time to time be increased or decreased to any number from five (5) to fifteen (15), inclusive. Directors shall serve for two (2) years.

4.3 Immediate Past President. The Immediate Past President is a non-voting member of the Board of Directors from the time their successor takes office.

4.4 Resignations. Any Director may resign at any time by giving thirty (30) days written notice of resignation to the Board of Directors.

4.5 Vacancies. The Board of Directors shall fill any vacancy in the Board of Directors by appointing a member in good standing to the vacant position. A Director appointed to fill a vacancy shall serve for the unexpired term of his/her predecessor in office.

4.6 Removal. A Director may be removed for cause by a majority vote of the Board. Written notification of removal must be provided in the notice of any meeting of the Board of Directors at which such action is proposed. Cause shall include, but not be limited to, missing four (4) consecutive meetings of the Board of Directors without adequate excuse.

4.6.1 Notice. For purposes of Sections 3.10, 4.6 and 5.7, notice of intent to seek removal of a Director or Officer must set out the specific grounds and summary of

information in support of those grounds. If the Director or Officer feels that there has been insufficient time to prepare a defense to the charge, they shall give prior written notice to the Board of Directors that the President reasonably deems to be appropriate in the circumstances. If the President's removal is sought, the President shall give prior written notice to the Board of Directors that the Vice President will assume leadership of OHALAH. the Officer or Director whose removal is being sought shall not exercise any of the duties of the position held

4.7 Disclosure of Conflict of Interest. Any Board member who stands to personally gain from a decision of the Board shall disclose that fact immediately upon that matter being taken up by the Board and shall abstain from voting on that issue.

4.8 Compensation. No compensation will be paid to any member of the Board of Directors for services performed as a member of the Board or for OHALAH; provided, however, that any Officer or Director may be reimbursed for their actual expenses incurred in the performance of their duties, may take discounts offered to members for attendance at events and programs, and may receive financial support from OHALAH that are generally available to all OHALAH members, such as financial assistance to attend the OHALAH conference.

4.9 Property Interest of Directors and Officers. No Director or Officer of OHALAH shall have any right, title or interest in or to any property or assets of OHALAH, either prior to or at the time of any liquidation or dissolution of OHALAH, all of which properties and assets shall at the time of any liquidation or dissolution vest in the charitable organization exempt from income tax under

Section 501(c)(3) of the Internal Revenue Code chosen by the Board of Directors, as provided in the Articles of Incorporation.

4.10 Qualification. No person shall qualify to serve as a Director of OHALAH unless such person is a member in good standing.

4.11 Regular Meetings. The Board shall hold regular meetings except during the quarter that the Annual Meeting of members is held, at such dates and times as the President may determine. The Board may meet in person, by telephone or electronically and may promulgate rules for the conduct of its meetings, provided they do not conflict with any provision of the Articles of Incorporation or these Bylaws.

4.12 Special Meetings. Special meetings of the Board may be called by the President or on the written request of two (2) or more Directors, on not less than two (2) days' notice, with notice to specify issues to be addressed.

4.13 Place of Meetings. The Board may hold meetings, both regular and special, at any reasonable place within or without the State of Nevada, in person, electronically, by video conference or by phone conference call.

4.14 Quorum. A majority of the Directors is necessary to constitute a quorum, and the act of a majority of the Directors present at any meeting at which there is a quorum shall be the act of the Board, except as may be otherwise specifically provided by these Bylaws or Nevada law. If a quorum shall not be present at any meeting of the Board, the Directors present may adjourn the meeting from time to

time, without notice other than announcement at the meeting, until a quorum shall be present.

4.15 Record. The Board of Directors shall cause to be kept a record of all its acts and corporate affairs except matters discussed in Executive Session.

4.16 Procedure at Meetings. Except as otherwise stated in these Bylaws, every meeting of Directors shall be governed by such procedures as the Board may approve, subject to Nevada law.

4.17 Executive Session. The Board may meet in Executive Session for any reason deemed necessary by a majority of the voting members of the Board as long as there is a quorum at the meeting or voting online. The Board may meet in Executive Session with an attorney who is not a member of the Board, or with one or more of its Committees Chairs, or the Chair of the Ethics Appeal Board, or with designees of the Chairs of a Committee or the Ethics Appeal Body.

4.18 Closed Meeting. Nothing contained in these Bylaws prevents the Board from holding a closed meeting to consider the character, alleged misconduct, professional competence or physical or mental health of a person affiliated in some way with OHALAH. The Board may close a meeting upon a motion that specifies the nature of the business to be considered. A closed meeting consists solely of a meeting of the Directors.

ARTICLE V

Officers

5.1 Authorized Officers. The authorized Officers of OHALAH shall be the President, a Vice President, Treasurer, Recording Secretary. No person may hold more than one office at one time.

5.2 Terms. Each Officer shall serve for a period of two (2) years or until their successor is elected, whichever occurs later.

5.3 Qualification. No person shall be elected as an Officer unless that person serves as a Director of OHALAH.

5.4 Election. Directors and Officers shall be elected at the Annual Meeting of members and shall serve for two (2) years or until their respective successors are elected, whichever occurs later. Except for the initial Officers, all terms of office shall commence at the end of the Annual Meeting.

5.5 Resignations. Any Officer may resign at any time by giving thirty (30) days written notice of resignation to the Board of Directors.

5.6 Vacancies. In the event of a vacancy in the office of President, or any other Officer, a successor shall be appointed by the Board to serve for the balance of the unexpired term.

5.7 Removal. An Officer may be removed for cause by a majority vote of the Board. Written notification of removal must be provided in the notice of any meeting of the Board of Directors at which such action is proposed.

5.8 President. The President is the presiding Officer of OHALAH. It is their duty to preside at all meetings of the Board of Directors and to have general supervision of the affairs of OHALAH, including without limitation the hiring and supervision of the professional staff of OHALAH in consultation with the Board of Directors. The President shall execute on behalf of OHALAH all contracts, notes and other instruments in writing that may be required for the proper and necessary transaction of the business of OHALAH, subject to the provisions of Section 5.12. The President is charged with monitoring the affairs of OHALAH to ensure that they are conducted in a manner so as to comply with all applicable rules and regulations governing a 501(c)(3) charitable organization, and reporting to the Board of Directors on issues of compliance therewith.

5.9 Vice President. At the request of the President, a Vice President may represent OHALAH at meetings, conferences, and to oversee a Board meeting when the President is unavailable.

5.10 Treasurer. The Treasurer is a member of the Board of Directors (see 5.1). The Treasurer may convene a Finance committee and serve as Finance committee Chair. The Finance committee may include one other director or officer and up to two additional members who are not serving as directors or officers, to be approved by the Board of Directors. The Treasurer shall ensure that OHALAH keeps correct and complete books and records of account. They shall review and supervise all financial and related matters of OHALAH and 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 their designee shall

submit in writing detailed and accurate financial reports at such frequencies as the Board may require. All expenditures not included in the annual budget or amendments thereto must be submitted to the Board of Directors for approval.

5.11 Secretary.

5.11.1 Secretary. The Secretary shall ensure that OHALAH keeps correct and complete minutes of the proceedings of its members and Board of Directors, as well as a record giving the names and addresses of all members entitled to vote. They shall maintain the minutes of all meetings in an orderly fashion. At all meetings, the Secretary shall have available the minutes of all previous meetings. The Secretary is also responsible for providing the minutes for each year to our Counsel in Nevada for filing as required.

5.12 Deposits and Checks. All funds of OHALAH shall be deposited from time to time in accounts in the name of OHALAH in such bank or banks, or otherwise invested, as the Board of Directors may determine. All checks, drafts or orders for the payment of money, notes, and other evidences of indebtedness issued in the name of OHALAH shall be signed as follows: (a) in the case of such instruments drawn for under the amount set from time to time by the Board of Directors, such instruments shall be signed by either the President or the Treasurer; and (b) in the case of all such instruments other than those described in (a) above, such instruments shall be signed by either the President or the Treasurer, and countersigned by any Officer other than the first signatory. At times, the bookkeeper pays certain bills etc. with approval by one of the named officers.

5.13 Bonds of Officers. The President, Treasurer and any other Officer or agent of OHALAH charged with the responsibility for the custody of any of its funds or property shall give a bond, at the expense of OHALAH, in such sum and with the surety as the Board shall determine, to secure the faithful performance of duties.

5.14 Other Duties. In addition to the duties specified above, the Officers shall have such duties as may be assigned to them by these Bylaws, at law, or by the Board of Directors or the President from time to time.

ARTICLE VI

Committees

6:1 General. The Board of Directors may from time to time establish Committees and appoint members thereof. The President shall appoint the Committee Chairs, subject to approval of the Board of Directors. All members in good standing shall be eligible to serve on a Committee, except as provided in Article III. The Chairperson of a Committee may appoint members to their Committee from among the members of OHALAH in good standing, after ratification of each nomination 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.

6.2 Standing Committees. The Membership, Ethics, Ethics Appeal Board and Program Committees are permanent standing Committees of OHALAH. No member of the Board of Directors may serve on the Ethics Appeal Board, should one be constituted, except in an *ex officio* capacity. The Ethics Committee and an Ethics Appeal Board shall operate under the terms and conditions of the OHALAH Ethics

Code, which shall be approved initially by, and may be amended by, the OHALAH Board of Directors. The Chair of the Ethics Committee serves to convene and monitor the *Parsha* Committee. In the event of an appeal, the Chair of the Ethics Committee shall designate an OHALAH member in good standing to convene and monitor the appeal process. The individuals are non-voting members of the committees they convene.

The Membership Committee shall operate under the terms and conditions of the OHALAH Membership Policy, which shall be approved initially, and may be amended by, the OHALAH Board of Directors.

6.3 Terms. Members of the Membership and Ethics Committees shall serve for a term of four (4) years, or, at the discretion of the committee chair, until any open process is concluded. Terms shall begin in January, and members may serve no more than two consecutive terms.

Members of the Program Committee shall serve for a period of four (4) years. Terms shall begin in January, and members may serve no more than two consecutive terms. With the approval of the Board, the members of the committee shall designate a chair or co-chairs for each conference.

6.3.1. Qualifications. Members who are appointed to serve on the Membership Committee or the Ethics Committees and the Ethics Appeal Board (but not the Program Committee) must be ordained rabbis or ordained or invested cantors. Officers and Directors may not serve on the Ethics Committee while serving on the Board, except for the President or the President's designee, who shall sit *ex officio* on

said Committee. However, Officers and Directors may serve on other committees concurrent with their terms on the Board of Directors.

6.4 Other Committees. The Board may create or dissolve other Committees as it deems appropriate.

ARTICLE VII

Insurance and Indemnification

7.1 Insurance. OHALAH may purchase and keep in force policies of insurance to cover liabilities of Directors, Officers and Committee members arising from their actions or omissions on behalf of, or in the name of, OHALAH.

7.2 Indemnification. No Director, Officer or Committee member shall be personally liable to OHALAH or any member for damages for breach of fiduciary duty as a Director, Officer or Committee member except that this Section 7.2 shall not eliminate or limit the liability of a Director, Officer or Committee member for acts or omissions which involve intentional misconduct, fraud or a knowing violation of law. If Nevada law is hereafter amended or interpreted to eliminate or limit further the personal liability of Directors, Officers or Committee members, then the liability of all Directors, Officers or Committee member shall be eliminated or limited to the full extent then so permitted. Neither the amendment nor repeal of this Section 7.2, nor the adoption of any provision of these Bylaws inconsistent with this Section 7.2, shall eliminate or reduce the effect of Section 7.2 in respect of any act or omission that occurred prior to such amendment, repeal, or adoption of an inconsistent provision. All expenses incurred by Directors, Officers or Committee

members in defending a civil or criminal action, suit or proceeding must be paid by OHALAH as they are incurred in advance of a final disposition of the action, suit, or proceeding, upon receipt of an undertaking by, or on behalf of, a Director, Officer or Committee member to repay the amount if it is ultimately determined by a court of competent jurisdiction that s/he did not act in good faith, and in the manner s/he reasonably believed to be in, or not opposed to, the best interests of OHALAH, and, with respect to any criminal action or proceeding, or if it is ultimately determined by a court of competent jurisdiction that s/he had with no reasonable cause to believe his/her conduct was unlawful.

ARTICLE VIII

BRANCHES OF OHALAH

8.1 Rabbinic Pastors Association. The Rabbinic Pastors Association (“RPA”) is a branch of OHALAH. The RPA has and shall continue to maintain a Constitution, which is subject to approval by a two-thirds (2/3) vote of the members of the RPA and OHALAH’s Board of Directors. The RPA has and shall continue to maintain membership policies and ethics policies, all of which are subject to approval by a majority vote of the members of the RPA. Upon dissolution of the RPA, the RPA shall, after payment of all liabilities, disburse all of its assets to OHALAH.

8.2 Additional Branches. The Board of Directors shall determine the terms and conditions under which any additional branch of OHALAH shall be established. No additional branch shall be established without a unanimous vote of the OHALAH Board of Directors after consultation with counsel.

ARTICLE IX

Policies, Rules and Regulations

9.1 Authority. The Board of Directors may adopt such policies, guidelines, rules and regulations for the management of OHALAH's affairs as they deem appropriate, provided they are not inconsistent with applicable law, the Articles of Incorporation or these Bylaws.