

**Rabbinic Pastors Association (an organization affiliated with OHALAH)
CONSTITUTION and By-LAWS**

Adopted January 7, 2008

Amended June 1st, 2022

Approved by RPA Board June 16th, 2022

Approved by RPA Membership: August 28th, 2022

Article I – Name

This organization shall be called the Rabbinic Pastors Association (an organization affiliated with OHALAH). The Hebrew name shall be Agudat M'lavim Ruchaniyim. The organization shall be known by the acronym “RPA”.

Article II – Affiliation with OHALAH: Association of Rabbis and Cantors for Jewish Renewal

1. The RPA is a branch of OHALAH, which is incorporated in the State of Nevada, pursuant to paragraph 8.1. of OHALAH’s Bylaws it is a 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 is a tax-exempt organization under Internal Revenue Code Section 501(c)(3), contributions to which will be deductible under Code Section 170(b). The RPA operates within the financial umbrella of OHALAH and therefore enjoys all benefits therein of tax exemption and contribution benefits.
2. The RPA undertakes to uphold the ALEPH Statement of Principles and to follow all obligations and responsibilities pertaining to branches of OHALAH including the principals of Jewish Renewal and following the teachings of Reb Zalman.
3. The principal office of the RPA shall be located at the national office of OHALAH. The RPA may also establish and maintain offices at such other places as the Board of Governors (the “Board”) may from time to time determine. All official minutes, records, and correspondence shall be kept on file at an office designated by the RPA’s Board of Governors.
4. Upon dissolution of the RPA, after payment of its debts and the provision and the provision for other matters as required by law, the assets of the RPA

shall be distributed to OHALAH, a Nevada corporation, a tax exempt organization under Section 501(c)(3) of the Internal Revenue Code. If OHALAH is not in existence or is not tax exempt at such time, the assets of the RPA shall be disbursed to ALEPH: Alliance for Jewish Renewal, and if ALEPH: Alliance for Jewish Renewal is not in existence or is not so exempt at such time, the assets of the RPA shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code or the corresponding section of any future federal tax code. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the RPA is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

Article III – Mission

The RPA brings together Rabbinic Pastors and individuals deemed to be Jewish clergy or equivalent, pursuant to the RPA's Comprehensive Membership Policy (see paragraph IX – A below) from a wide spectrum of the Jewish people, to participate in the transformation and renewal of Judaism in the traditions of the teachings of Reb Zalman and the Jewish people. The RPA provides a network of collegial support as well as opportunities for leadership and sharing in all areas of Jewish learning, life and practice, with a special focus on spiritual care.

We intend to reawaken a vibrant Renewal Judaism that encounters the mystery we call G-d and that takes as its pillars prayer and meditation, sacred study and creative living. We are committed to *Tikkun Olam*, which encompasses healing the mind, body and spirit, as well as the earth; creating 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 or minimized.

Our roots are in the teachings of our ancestors in the traditions of Jewish Renewal and in the continuing self-disclosure of the Divine. Through study of Torah, healing arts, worship, prayer, music and other practices, we seek help and guidance in our holy work and in our lives.

As Rabbinic Pastors, we are aware that our actions affect others in our communities. We therefore expect our members to maintain, in their personal and professional lives, high ethical standards and boundaries that reflects the sanctity of their position as a professional in their community. We respect and honor a

diversity of Jewish expression in our membership and in our teachings and activities.

Article IV – Board of Governors

1. The Board of Governors shall manage, direct, and govern all the affairs and business of the RP Association, subject to any restrictions of this constitution and in accordance with the principles of OHALAH and ALEPH. The Board may establish committees and appoint representatives to joint committees and projects with other Jewish, interfaith, or nonsectarian organizations. It is the intention of the Board to decide matters by consensus. Unless otherwise specified in this Constitution, all decisions of the Board of Governors shall be by majority vote.
2. The Board of Governors shall be composed of all the officers and the Immediate Past President(s) (if s/he they remain a member of the Association) as well as additional Directors. The total number of members of the Board of Governors shall be not less than five and not more than nine officers and directors, as determined by the Board. Board members shall be elected to two-year terms. To the extent practicable, the terms of one-half of the Board members shall end in odd years, and the terms of one-half of the Board members shall end in even years. Thus, at the initial election of Board members, certain Board members may be elected for a one-year term.
3. The Board shall hold a minimum of one meeting per year, at the OHALAH annual conference. Additional meetings of the Board may be in person, via teleconferencing or telephone conference call. 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 OHALAH.
5. The Board may promulgate its own rules for the conduct of its own meetings, provided they do not conflict with any provision of this constitution.
6. The Board shall review and act upon applications for membership upon the recommendation of the Membership Committee. Until such time as the Board establishes a separate Membership Committee, the RPA Board will act as the Membership Committee.

7. 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.
8. The Board shall present a financial report annually to the members of the RPA by mail, electronically and/or at a General Membership Meeting.
9. The Board, after proper and reasonable investigation, may advise, reprimand, suspend, expel, or otherwise discipline any member whom it determines has violated the RPA's ethics policies or procedures as determined by OHALAH Ethics Guidelines. <https://www.ohalah.org/code-of-ethics.html>.

Article V – Officers

1. The officers of the RP Association shall be a President or Co-Presidents, a Vice President, a Treasurer, a Secretary and the immediate Past President (s). The office of Treasurer and Secretary may also be held by another officer(s).
2. All elected officers shall serve for a period of two (2) years and until their respective successors are elected, which ever occurs latest. A Board member may serve no more than four consecutive terms, regardless of the offices she/he/they hold during his/her terms. At the initial election of officers, certain officers may be elected to a one-year term to comply with the provisions of Article IV-B.
3. All Officers shall be elected at the General Membership meeting. Each officer shall be elected for a two-year term.
4. An officer or director may resign at any time by giving 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/their predecessor.
5. The President or Co-Presidents shall preside at all Board and General Membership Meetings. She/he/they shall have the authority to sign all notes, agreements, and any other documents required to be signed on behalf of the Association. She/he/they shall assure that the constitution is observed, and

that all the duties required of all the officers are properly performed. The President or Co-Presidents shall serve as ex-officio members of the OHALAH Board and represent the RPA at their Board Meetings.

6. The Vice-President shall preside at Board and General Membership meetings in the absence of the President and perform any other functions of the President or Co-Presidents in the event of the President or Co-Presidents absence or incapacity. The Vice-President shall also work closely with the President or Co-Presidents to further the work of the RPA.
7. The Treasurer is responsible for working with appropriate OHALAH representatives to maintain the financial accounts and records of the RPA. The Treasurer or his/her/their 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 RPA Board of Governors.
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 submit them to be filed electronically by the secretary, President or Co-President. Video recording/transcripts shall be admissible as minutes.
9. The Immediate Past President or Co-Presidents shall be voting member(s) of the Board of Governors.
10. All members in good standing shall be eligible to hold office or serve on a standing committee.
11. The RPA 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 the RPA.

Article VI – Committees

1. The Board Membership can establish committees as it sees fit from time to time, including Ethics, Membership and Program Committees. The chairperson of a committee shall be nominated by the President and ratified by the Board of Governors. The chairperson of a committee may appoint members to his/her committee from among the members of the RPA, subject to ratification by the President and the Board of Governors. The President(s), Vice President or the President's designee shall be an ex-officio member of each committee. Until the Board designates separate committees for its functions, the Board shall function as the Membership Committee.

Article VII – 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 and officer position scheduled to be elected at the next General Membership Meeting. Members may also make nominations of members in good standing who are eligible to hold office from the floor of the General Membership Meeting.
3. The President or Co-Presidents of the RPA 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.

Article VIII – Meetings

1. An annual General Membership Meeting during which elections shall take place shall be held at the OHALAH conference. Other general membership meetings, in person or electronic, shall be held as the Board may direct. Written notice stating the place, date(s) and time(s) of general membership

meetings shall be provided to all members, electronically or by mail at least seven days in advance of such meeting. A joint meeting of the outgoing and incoming Board of Governors shall be held immediately following the annual General Membership Meeting or Elections to ensure a smooth transition of Elected Board members. The new Board of Governors shall attend a Board Orientation Meeting within two months of election.

2. Members in good standing attending the General Membership Meeting shall constitute a quorum at a General Membership meeting. For an electronic meeting, 50% of members shall constitute a quorum. Each member shall be entitled to one vote. Members must be present at a meeting to vote unless the meeting is an electronic meeting.
3. A person will be considered a member and in good standing only after his/her/their application has been submitted, accepted and approved, and his/her/their dues have been paid, provided that his/her/their right(s) of membership have not been removed by the Board.
4. Matters coming before the General Membership of the RPA 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 or other modifications to these By-Laws, (2) official position statements or resolutions regarding *tikkun olam* and other matters of concern beyond the internal operation of the RPA, and (3) removal of any or all of the members of the Board of Governors for improper conduct or violations of these by-laws of the Association. Amendments to these by-laws are subject to approval by the OHALAH Board and its counsel. All other policies are subject to approval by the RPA Board.

Article IX – Membership

1. Eligibility for membership in the RPA is determined pursuant to the RPA's Comprehensive Membership Policy. Membership shall be granted to anyone who is a qualified Chaplain and has certification and/or Ordination from a recognized Jewish Seminary including Aleph, JTS, AJR, HUC or NAJC. Membership may also be granted to any professional qualified Rabbi or Chaplain who serves in the capacity of healer and leader in their community. Each application for membership shall be vetted by the Board of Governors and presented for membership. Students who have been accepted to the Aleph RP Program are eligible for membership in the RPA after their application has been submitted and pending approval by the RPA Board.

Upon Ordination one full year of membership to the RPA shall be extended and dues waived for that year.

2. Student and regular dues shall be determined by the Board of Governors. 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 or will pay reduced dues.
3. Membership dues are payable as of February 15th of each year for that current 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. The member will be notified of this status via email. After fifteen months of non-payment of dues, a member will be removed from the RPA. S/he/they will no longer receive mailings or other information from the RPA will be removed from the RPA's and OHALAH's email list and may no longer submit articles or links for posting on the RPA or OHALAH website or be eligible to present workshops at OHALAH as a representative of the RPA. Should she/he/they wish to rejoin the RPA, she/he/they must so declare in writing to the President or Co-Presidents. The Board of Governors shall decide if she/he/they may be readmitted to membership. Should she/he/they be readmitted, she/he/they must pay past dues and current dues for a regular membership as a condition of re-admittance.
4. A member may be temporarily suspended or permanently expelled, or otherwise have some or all of his/he/their membership privileges suspended, or a member may be placed on probation with loss of particular privileges, by the Board of Governors acting upon the recommendation of the Ethics Committee of OHALAH to the Board, in accordance with the RPA's policies and procedures governing ethics and conduct.