



HOLY BLOSSOM TEMPLE BY-LAW #2

Approved by the HBT Board: September 19, 2024

**Confirmed by HBT Members at the Annual
Meeting of Members (AMM): November 24 2024**

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BE IT ENACTED as a By-Law relating generally to the conduct of the activities and affairs of the Corporation as follows:

ARTICLE I
Interpretation

Section 1.01 Definitions. In the By-Laws of the Corporation, unless the context otherwise requires:

"**Act**" means the Ontario *Not-for-profit Corporations Act, 2010*, S.O. 2010, c. 15 (ONCA).

"**appoint**" includes "elect" and vice versa.

"**Articles**" means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, arrangement, continuance, dissolution, reorganization, or revival of the Corporation.

"**Board**" means the Board of directors of the Temple.

"**Brotherhood**" means the auxiliary unit of the Temple comprised of members of the Temple who identify as male and who choose to belong to the unit or any successor thereto.

"**By-Law**" means this By-Law and any other By-Law of the Temple which are, from time to time, in force and effect.

"**Chair**" means the chair of the Board which shall be the President of the Temple.

"**Code of Ethics**" means the HBT Code of Ethics approved by the Board.

"**Department**" means a body forming part of the administration and activity structure of the Temple.

"**Director**" means a member of the Board.

"**entity**" means a body corporate, a partnership, a trust, a joint venture or an unincorporated association or organization.

"**meeting of members**" means an annual meeting of members and a special meeting of members.

"**member**" means an individual or household that has applied and been accepted for Holy Blossom Temple membership and has been approved by the Board.

"**member in good standing**" means they pay their membership contribution to the congregation as established by a resolution of the Board of Directors and they are not in violation of the HBT Code of Ethics.

“Non Delegable Matters” has the meaning given to the term in Section 5.13.

"**officer**" means an officer of the Temple.

"**ordinary resolution**" includes a resolution of the members passed by a majority of the votes cast on that resolution or consented to by each member of the corporation entitled to vote at a meeting of the members of the corporation or the member's attorney.

"**person**" includes any individual or entity.

"**recorded address**" means:

- (a) in the case of a member, their address as recorded in the register of members of the Temple;
- (b) in the case of an officer, auditor, or member of a committee of the Board, their latest address as recorded in the records of the Temple; and
- (c) in the case of a Director their latest address as recorded in the most recent notice filed under the Act.

“Temple” means Holy Blossom Temple;

"**special meeting**" includes a meeting of any class or classes of members, and a special meeting of all members entitled to vote at an annual meeting of members.

"**special resolution**" includes a resolution of the members passed by a majority of not less than two-thirds of the votes cast on that resolution or consented to by each member of the Temple entitled to vote at a meeting of the members of the Temple or the member's attorney.

“Warden” means those appointed for life in recognition of long and devoted service to the Temple.

“Women of Holy Blossom” means the auxiliary unit of the Temple (formerly known as Sisterhood) comprised of members of the Temple who identify as female and who choose to belong to the said unit or any successor thereto.

“Youth Representatives” means members of Holy Awesome Blossom Senior Temple Youth (HABSTY) or any successor group for Holy Blossom youth in grades 8-12.

Section 1.02 Other Definitions. Unless otherwise defined herein, the defined terms set out in the Act have the same meaning as when used in this By-Law. For the purposes of this By-Law,

- a) the words "include", "includes" and "including" shall be deemed to be followed by the words "without limitation";
- b) the word "or" is not exclusive;
- c) the words "herein", "hereof", "hereby", "hereto" and "hereunder" refer to this By-Law as a whole;
- d) whenever the singular is used herein, the same shall include the plural, and whenever the plural is used herein, the same shall include the singular, where appropriate; and
- e) whenever the masculine is used herein, the same shall include the feminine, and whenever the feminine is used herein, the same shall include the masculine, where appropriate.

Unless the context otherwise requires, references herein:

- f) to sections mean the sections of this By-Law;
- g) to an agreement, instrument or other document means such agreement, instrument or other document as amended, supplemented and modified from time to time to the extent permitted by the provisions thereof; and
- h) to a statute, including the Act, means such statute as amended from time to time and includes any successor legislation thereto and any regulations promulgated thereunder.

ARTICLE II

Registered Office and Records

Section 2.01 Location of Registered Office. The address of the registered office of the Temple shall be in the City of Toronto in the Province of Ontario at the location specified in the Articles or at such location therein as the Board may from time to time determine by resolution or special resolution.

Section 2.02 Books and Records. Any records maintained by the Temple in the regular course of its business as required by the Act, including its register of members, books of account and minute books, may be in any form, provided that the records are capable of being reproduced in intelligible written form within a reasonable time. The Temple shall make such records available for inspection under applicable law.

ARTICLE III
Membership

Section 3.01 Membership Conditions. There shall be one class of members in the Temple. Membership in the Temple shall be available to individuals or households that have applied and been accepted for Holy Blossom Temple membership and have been approved by the Board. Each member who remains in good standing shall be entitled to receive notice of, attend, and vote at all meetings of the members of the Temple, and each member shall be entitled to one vote at such meetings. Corporations or other legal entities are not entitled to be members.

Section 3.02 Transfer of Memberships. Memberships are not transferable.

Section 3.03 Membership Contribution and Assessment. The membership contributions and assessments payable by a member shall be paid by the member on such terms as may be determined by the Board. The Executive Director or her or his delegate shall notify any member of such amounts at any time payable by such member and, if any are not paid within 30 days of the date of such notice, the members in default shall thereupon cease to be a member of the Temple, but such defaulting member may on payment of all such amounts be reinstated by the Board from time to time.

Section 3.04 Resignation. Members may resign by resignation in writing, either by mail or email addressed to the Executive Director of the Temple. In the case of resignation, a member shall remain liable for payment of any assessment or other sum levied or which became payable by the member prior to resignation by the Temple.

Section 3.05 Termination of Membership. A membership in the Temple is terminated when:

- (a) the member dies or resigns.
- (b) the member fails to maintain any qualification for membership as set by the board from time to time, is in violation of the Temple's Code of Ethics or is not in good standing according to the current Board process.
- (c) the member's term of membership expires; or
- (d) the Temple is liquidated and dissolved under the Act.

Section 3.06 Effect of Termination of Membership. Subject to the Articles, upon any termination of membership, the rights of the member automatically cease to exist.

ARTICLE IV
Meetings of the Members

Section 4.01 Place of Meetings. All meetings of members shall be held at the head office of the Temple or at such place in Ontario as the Board determines or, in the absence of such a determination, at the place stated in the notice of meeting.

Section 4.02 Annual Meetings. The annual meeting of the members for the election of directors and for the transaction of such other business as may properly come before the meeting shall be held at such date, time and place, if any, as shall be determined by the Board and stated in the notice of the meeting. Business at the annual meeting of members includes consideration of the financial statements; report of the auditor; reappointment or new appointment of the auditor; election of directors; and such other business as may be set out in the notice of meeting.

Section 4.03 Special Meetings. Special meetings of members for any purpose or purposes shall be called by a resolution of the Board. The Board shall also call a special meeting of members in accordance with the Act on the written request of members carrying not less than 10% of the voting rights. If the Board does not call a meeting within 21 days of receiving the request, any member who signed the request may call the meeting. The only business that may be conducted at a special meeting shall be the matter or matters set forth in the notice of such meeting.

Section 4.04 Fixing the Record Date. In order that the Temple may determine the members entitled to notice of, or to vote at, any meeting of members or any adjournment thereof, the Board may fix a record date, which record date shall not precede the date upon which the resolution fixing the record date is adopted by the Board, and which record date shall not be more than 50 days before the date of such meeting. If the Board so fixes a date, such date shall also be the record date for determining the members entitled to vote at such meeting unless the Board determines, at the time it fixes such record date, that a later date on or before the date of the meeting shall be the date for making such determination.

If no record date is fixed by the Board, the record date for determining members entitled to notice of, or to vote at, a meeting of members shall be at the close of business on the day immediately preceding the day on which notice is given, or, if notice is waived, at the close of business on the day immediately preceding the day on which the meeting is held.

A determination of members entitled to notice of, or to vote at, a meeting of members shall apply to any adjournment of the meeting; provided that the Board may fix a new record date for the determination of members entitled to vote at the adjourned meeting. In such case the Board shall also fix as the record date for members entitled to notice of such adjourned meeting the same or an earlier date as that fixed for the determination of members entitled to vote therewith at the adjourned meeting.

Section 4.05 Adjournments. Any meeting of the members, annual or special, may be adjourned from time to time to reconvene at the same or some other place, if any, and notice need not be given of any such adjourned meeting if the time, place, if any, thereof and the means of remote communication, if any, are announced at the meeting at which the adjournment is taken. At the adjourned meeting, the Temple may transact any business that might have been transacted at the original meeting. If the adjournment is for more than 30 days, a notice of the adjourned meeting shall be given to each member entitled to vote at the meeting. If, after the adjournment, a new record date is fixed for members entitled to vote at the adjourned meeting, the Board shall give notice of the new record date and notice of the adjourned meeting to each member entitled to vote at the adjourned meeting in accordance with the Act and this By-Law.

Section 4.06 Notice of Meetings. Notice of the time and place of a meeting of members shall be given to each member entitled to vote at the meeting by the following means:

- (a) mail, courier, or personal delivery to each member entitled to vote at the meeting, during a period of not less than 10 and not more than 50 days before the day on which the meeting is to be held; or
- (b) telephonic, electronic, or other communication facility to each member entitled to vote at the meeting, during a period of not less than 10 and not more than 50 days before the day on which the meeting is to be held.

Section 4.07 Notices of Special Meetings. Notices of special meetings shall also specify the purpose or purposes for which the meeting has been called in sufficient detail to permit the member to form a reasoned judgment on the special business and include the text of any special resolution or By-Law to be submitted at the meeting. Except as otherwise provided herein or permitted by applicable law, notice to members shall be in writing and provided in accordance with Section 9.01. Notice of any meeting need not be given to any member who shall, either before or after the meeting, submit a waiver of notice or who shall attend such meeting, except when the member attends for the express purpose of objecting to the transaction of any business on the ground that the meeting is unlawfully called. Any member so waiving notice of the meeting shall be bound by the proceedings of the meeting in all respects as if due notice thereof had been given.

Section 4.08 Quorum. A quorum at any meeting of the members shall be 50 members entitled to vote at the meeting, present in person or represented by proxy. If, however, such quorum is not present or represented at any meeting of the members, the members entitled to vote thereat, present in person or represented by proxy, shall have power, by the affirmative vote of a majority in voting power thereof, to adjourn the meeting from time to time, in the manner provided in section 4.05, until a quorum shall be present or represented. Once a quorum is established, it does not need to be maintained throughout the meeting. At any such adjourned meeting at which there is a quorum, any business may be transacted that might have been transacted at the original meeting.

Section 4.09 Persons Entitled to Attend. The only persons entitled to be present at a meeting of members are those entitled to vote at the meeting, the Directors and the auditor of the Temple and such other persons who are entitled or required under the Act or the Articles or By-Laws of the Temple to be present at the meeting. Any other person may be admitted only on the invitation of the Chair of the meeting.

Section 4.10 Conduct of Meetings. At every meeting of members, the Chair of the Board or, in their absence or inability to act, the Senior Vice-President or a Vice-President of the Temple shall act as chair of, and preside at, the meeting. The secretary, or, in their absence or inability to act, the person whom the chair of the meeting shall appoint the secretary of the meeting, shall act as secretary of the meeting and keep the minutes thereof. The chair of any meeting of the members shall have the right and authority to prescribe such rules, regulations and procedures and to do all such acts as, in the judgment of such chair, are appropriate for the proper conduct of the meeting. Such rules, regulations or procedures, whether adopted by the Board or prescribed by the chair of the meeting, may include the following:

- a) establishing an agenda or order of business for the meeting.
- b) determining when the polls shall open and close for any given matter to be voted on at the meeting.
- c) establishing rules and procedures for maintaining order at the meeting and the safety of those present.
- d) limiting attendance at, or participation in, the meeting to members of the Temple, their duly authorized and constituted proxies or such other persons as the chair of the meeting shall determine.
- e) restricting entry to the meeting after the time fixed for the commencement thereof; and
- f) limiting the time allotted to questions or comments by participants.
- g) If the Temple chooses to make available a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during a meeting of members, any person entitled to attend such meeting may participate in the meeting by means of such telephonic, electronic or other communication facility in the manner provided by the Act. A person participating in a meeting by such means is deemed to be present at the meeting. Notwithstanding any other provision of this By-Law, any person participating in a meeting of members under this Section 4.10 who is entitled to vote at that meeting may vote, in accordance with the Act, by means of any telephonic, electronic or other communication facility that the Temple has made available for that purpose.

- h) If the Directors or members of the Temple call a meeting of members under the Act, those Directors or members, as the case may be, may determine that the meeting shall be held, in accordance with the Act, entirely by means of telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting.

Section 4.11 Voting. Unless otherwise required By-Law, the election of Directors shall be by show of hands unless a ballot is demanded by a member or proxy holder entitled to vote at the meeting and shall be decided by a plurality of the votes cast at a meeting of the members by the members or proxyholders entitled to vote in such election. Unless otherwise required By-Law, the Articles or this By-Law, any matter, other than the election of Directors, brought before any meeting of members shall be decided by the affirmative vote of the majority of members present in person or represented by proxy at the meeting and entitled to vote on the matter. In the case of an equality of votes on a show of hands, on a ballot or on the results of electronic voting, the chair of the meeting shall have a second or casting voting in addition to an original vote as a member. Voting at meetings of members need not be by written ballot, except where a ballot is demanded by a member or proxyholder entitled to vote at the meeting.

Section 4.12 Absentee Voting. A member entitled to vote at a meeting of members may vote by proxy by appointing in writing a proxyholder, and one or more alternative proxyholders, who are not required to be members, to attend and act at the meeting in the manner and to the extent authorized by the proxy and with the authority conferred by it subject to the following requirements:

- a) A proxy is valid only at the meeting in respect of which it is given or at a continuation of that meeting after an adjournment.
- b) A member may revoke a proxy by depositing an instrument or act signed by the member or by their agent or mandatary:
 - i. at the registered office of the Temple no later than the last business day before the day of the meeting, or the day of the continuation of that meeting after an adjournment of that meeting, at which the proxy is to be used; or
 - ii. with the chair of the meeting on the day of the meeting or the day of the continuation of that meeting after an adjournment of that meeting.
- c) A proxyholder or alternative proxyholder has the same rights as the member by whom the proxyholder was appointed, including the right to speak at a special meeting of members in respect of any matter, to vote by way of ballot at the meeting, to demand a ballot at the meeting and, except where the proxyholder or an alternative proxyholder has conflicting instructions from more than one member, to vote at the meeting by way of a show of hands.

- d) If a form of proxy is created by a person other than the member, the form of proxy will:
- i. indicate in boldface type the following: the meeting at which it is to be used; that the member may appoint a proxyholder, other than a person designated in the form of proxy, to attend and act on the member's behalf at the meeting; and instructions on the manner in which the member may appoint the proxyholder.
 - ii. contain a designated blank space for the date of the signature.
 - iii. provide a means for the member to designate some other person as proxyholder, if the form of proxy designates a person as proxyholder.
 - iv. provide a means for the member to specify that the membership registered in their name is to be voted for or against each matter, or group of related matters, identified in the notice of meeting, other than the appointment of an auditor and the election of Directors.
 - v. provide a means for the member to specify that the membership registered in their name is to be voted or withheld from voting in respect of the appointment of an auditor or the election of Directors; and
 - vi. state that the membership represented by the proxy is to be voted or withheld from voting, in accordance with the instructions of the member, on any ballot that may be called for and that, if the member specifies a choice under d)iv or d)v with respect to any matter to be acted on, the membership is to be voted accordingly.
- e) A form of proxy may include a statement that, when the proxy is signed, the member confers authority with respect to matters for which a choice is not provided in accordance with Section 4.12(d)(iv) only if the form of proxy states, in boldface type, how the proxyholder is to vote the membership in respect of each matter or group of related matters.
- f) If a form of proxy is sent in electronic form, the requirements that certain information is to be set out in boldface type are satisfied if that information is set out in some other manner so as to draw the addressee's attention to the information.
- g) A form of proxy that, if signed, has the effect of conferring a discretionary authority in respect of amendments to matters identified in the notice of meeting or other matters that may properly come before the meeting must contain a specific statement to that effect.

ARTICLE V
Board of Directors

Section 5.01 General Powers. The Board shall manage, or supervise the management of, the activities and affairs of the Temple.

Section 5.02 Number of Directors. The Board is to be composed of 20 members each of whom should have the right to vote. 19 directors are to be elected by the members and the immediate Past President shall be a director ex officio.

Section 5.03. Director Composition. One director shall be elected as President who shall also be the Chair. Nine directors shall be elected individually as Vice Presidents: one to be Senior Vice President and eight, respectively, of the Departments of Administration, Annual Development, Education, Finance, Kehillah Kedosha, Tikkun Olam & Israel, Membership and Worship. Nine directors shall be elected at large, subject to Schedule A (*Nominating Procedure*) attached hereto and forming part hereof.

Section 5.04 Observers. Individuals occupying the following positions will be entitled to attend and participate in meetings of the Board as non-voting observers:

- (a) Senior Rabbi
- (b) Executive Director
- (c) Two President's Council Nominees
- (d) Any Honourary President if the Board has elected one
- (e) Holy Blossom Temple Foundation President
- (f) In addition, when invited as observers: Staff and Youth Representatives
- (g) Other non-voting observers as determined by the Board from time to time

Section 5.05 Honorary President. The members of the Temple, on the unanimous recommendation of the Board may elect one member who has rendered long and devoted service to the Temple as an Honorary President for life.

Section 5.06 Qualifications of Directors. Every Director shall be 18 or more years of age; be a member in good standing; and not be an undischarged bankrupt nor a mentally incompetent person.

Section 5.07 Term of Office. The Directors shall be elected to hold office for the terms set out in Schedule B hereto. Each Director shall hold office until a successor is duly elected and qualified or until the earliest of the Director's death, resignation, disqualification, or removal.

Section 5.08 Nominations and Elections. Nominations for and election of directors shall take place as set forth in Schedule C hereto.

Section 5.09 Vacancies. The office of a director shall be vacated immediately:

- (a) if the director resigns office by written notice to the Secretary or President, which resignation shall be effective at the time it is received by the Secretary or President or at the time specified in the notice, whichever is later.
- (b) if the director dies or becomes bankrupt.
- (c) if the director is found to be incapable of managing property by a court or under Ontario law; or
- (d) if, at a meeting of the members, a resolution is passed by at least a 2/3 of the votes cast by the members removing the director before the expiration of the director's term of office.
- (e) if the director ceases to be a member in good standing of the Temple or fails to become a member in good standing within 10 days of election or appointment.
- (f) if found to be an 'ineligible individual' as defined in the Income Tax Act.

Section 5.10 Filling Vacancies. A vacancy on the Board shall be filled as follows:

- (a) if there is a vacancy among the directors (except as a result of a removal as set out in (b) below) a quorum of directors may by majority vote elect a replacement for the remainder of vacating director's term or may determine to leave the vacancy unfilled from time to time.
- (b) if the vacancy occurs as a result of the members removing a director, the members may fill the vacancy by a majority vote and any director elected to fill the vacancy shall hold office for the remainder of the removed director's term.
- (c) notwithstanding (a) above if the office of the President shall become vacant, the Senior VP shall serve as President for the remainder of the President's term.

Section 5.11 Remuneration and Expenses. The directors shall serve as such without remuneration and no director shall directly or indirectly receive any profit from occupying the position of director; provided that:

- (a) directors may be reimbursed for reasonable expenses they incur in the performance of their directors' duties.
- (b) directors may be paid remuneration and reimbursed for expenses incurred in connection with services they provide to the Temple in their capacity other than as directors, provided that the amount of any such remuneration or reimbursement is:

- (i) considered reasonable by the Board;
 - (ii) approved by the Board for payment by resolution passed before such payment is made; and
 - (iii) in compliance with the conflict of interest provisions of the Act or any other requirements at law; and
- (c) Notwithstanding the foregoing, no director shall be entitled to any remuneration for services as a director or in other capacity, unless the provisions of the Act and the law applicable to charitable corporations are complied with.

Section 5.12 Calling of Board Meetings. Meetings of the Board may be held at such times and at such places as may be determined by the Chair or any three or more Directors. Notwithstanding the foregoing, except in the case of an emergency, the Board may not hold meetings on the Sabbath, on any Holy Day observed at the Temple and during scheduled evening and morning services. There shall be at least five meetings of the Board in each fiscal year of the Temple.

Section 5.13 Notice of Board Meetings. Notice of the time and place for the holding of a meeting of the Board under Section 5.12 shall be given in the manner provided in Section 9.01 to every Director at least five days before the time when the meeting is to be held. Notice of a meeting shall not be necessary if (a) all of the Directors are present and none of the Directors objects to holding the meeting or (b) those Directors who are absent have waived notice of, or otherwise signified, their consent to holding such meeting. Notice of an adjourned meeting of the Board is not required if the time and place of the adjourned meeting is announced at the original meeting.

No notice of a meeting needs to be given for a meeting of the Board immediately following the annual meeting unless any items in (a)-(g) below are to be considered. Unless the By-Laws otherwise provide, no notice of meeting need specify the purpose or the business to be transacted at the meeting except that a notice of meeting of Directors shall specify when any of the following matters is to be dealt with at the meeting:

- (a) submitting to the members any question or matter requiring the approval of the members.
- (b) filling a vacancy among the Directors or appointing additional Directors.
- (c) filling a vacancy in the office of auditor of the Temple.
- (d) issuing debt obligations except as authorized by the Board.
- (e) approving any annual financial statements.
- (f) adopting, amending or repealing By-Laws; or

- (g) establishing contributions to be made, or contributions or assessments to be paid, by members.

The matters referenced in (a)-(g) above are hereinafter referred to as “**Non-Delegable Matters**”.

Section 5.14 Telephone or Electronic Meetings. With consent of all the directors of the Temple, a Board meeting or meetings of any committees of the Board may be held by means of telephonic, electronic or other communication facility that permit all participants to communicate adequately with each other during the meeting. Participation by a Director or a member of a committee in a meeting under this Section 5.14 shall constitute presence in person at such meeting.

Section 5.15 Adjourned Meetings. A majority of the Directors present at any meeting of the Board, including an adjourned meeting, whether or not a quorum is present, may adjourn and reconvene such meeting to a fixed time and place. Notice of any adjourned meeting of directors is not required to be given if the time and place of the adjourned meeting is announced at the original meeting. Any adjourned meeting shall be duly constituted if held in accordance with the terms of the adjournment and a quorum is present thereat. The directors who formed the quorum at the original meeting are not required to form the quorum at the adjourned meeting. If there is no quorum present at the adjourned meeting, the original meeting shall be deemed to have terminated forthwith after its adjournment. Any business may be transacted at an adjourned meeting that might have been transacted at the meeting as originally called.

Section 5.16 Organization. At each meeting of the Board, the Chair of the Board (being the President) or, in their absence, the Senior VP shall preside. The Secretary shall act as secretary at each meeting of the Board. If the Secretary is absent from any meeting of the Board, the person presiding as Chair at the meeting may appoint any person to act as secretary of the meeting.

Section 5.17 Quorum of Directors. The presence of nine directors or such greater number required by the Act shall be necessary and sufficient to constitute a quorum for the transaction of business at any meeting of the Board.

Section 5.18 Majority Vote. Except as otherwise expressly required by this By-Law, the Articles or by applicable law, the vote of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board. In the case of an equality of votes, the Chair of the meeting shall have a second or casting vote in addition to their original vote as a Director.

Section 5.19 Resolution in Writing of Board. Unless otherwise restricted by the Articles or this By-Law, any resolution required or permitted to be passed at any meeting of the Board or of any committee thereof may be taken without a meeting if all Directors or members of such committee, as the case may be, consent thereto in writing or by electronic

transmission, and the writings or electronic transmissions are filed with the minutes of proceedings of the Board or committee in accordance with the Act.

Section 5.20 Committees of the Board and Other Advisory Bodies. The Board may from time to time designate and appoint: one or more committees, or other advisory bodies. Any committee or advisory body member may be removed by resolution of the Board. Any such committee, to the extent permitted by applicable law, shall have and may exercise all the powers and authority of the Board in the management of the activities and affairs of the Temple (other than in respect of the Non Delegable Matters) and may authorize the seal of the Temple to be affixed to all documents that may require it to the extent so authorized by the Board.

If a member of a committee or advisory body shall be absent from any meeting, or disqualified from voting thereat, the remaining member or members present at the meeting and not disqualified from voting shall vote on any matter. Unless the Board provides otherwise, at all meetings of such committee or advisory body, a majority of the then-authorized members of the committee or advisory body shall constitute a quorum for the transaction of business, and the vote of a majority of the members of the committee or advisory body present at any meeting at which there is a quorum shall be a resolution of the committee or advisory body. Each committee and advisory body shall keep regular minutes of its meetings. Unless the Board provides otherwise, each committee designated by the Board may make, alter and repeal rules and procedures for the conduct of its business.

The following shall be designated as permanent Board Committees:

- a) Audit Committee.
- b) Governance Committee.
- c) Ethics Committee.
- d) HR Committee.
- e) Nominating Committee.
- f) Pulpit Committee, and,
- g) Executive Committee.

All members of Board Committees shall be appointed by and be responsible to the Board. Board Committee members need not be Board members. The Governance, Nominating and Pulpit Committees shall not have Board members as chairs, however other Board Committees may be chaired by a Board member. The Executive Committee will be chaired by the President and its members will consist of all the VPs and the SVP. Each Board Committee will act in accordance with the mandate for that Board Committee adopted by the Board from time to time.

Section 5.21 Limitation of Liability. Every Director and officer of the Temple in exercising their powers and discharging their duties shall act honestly and in good faith with a view to the best interests of the Temple and exercise the care, diligence and skill that a reasonably

prudent person would exercise in comparable circumstances. Subject to the foregoing, no Director or officer shall be liable for the acts, omissions, failures, neglects or defaults of any other Director, officer or employee, or for joining in any act for conformity, or for any loss, damage or expense suffered or incurred by the Temple through the insufficiency or deficiency of title to any property acquired by the Temple or for or on behalf of the Temple, or for the insufficiency or deficiency of any security in or upon which any of the monies of the Temple shall be invested, or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person with whom any of the monies, securities or effects of the Temple shall be deposited, or for any loss occasioned by any error of judgment or oversight on their part, or for any other loss, damage or misfortune that shall happen in the execution of the duties of their office or in relation thereto. Nothing herein shall relieve any Director or officer from the duty to act in accordance with the Act or from liability for any breach thereof.

Section 5.22 Indemnity. The Temple shall indemnify a Director or officer of the Temple, a former Director or officer of the Temple or another individual who acts or acted at the Temple's request as a director or officer (or an individual acting in a similar capacity) of another entity, against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by the individual in respect of any civil, criminal, administrative, investigative or other proceeding in which the individual is involved because of that association with the Temple or other entity.

The Temple shall advance monies to a Director, officer or other individual for the costs, charges and expenses of a proceeding referred to in Section 5.11. The individual shall repay the monies if he or she does not fulfill the conditions of Section 5.11 0.

The Temple shall not indemnify an individual under 0Section 5.11 unless they (i) acted honestly and in good faith with a view to the best interests of the Temple or, as the case may be, to the best interests of the other entity for which they acted as a director or officer or in a similar capacity at the Temple's request and (ii) in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, they had reasonable grounds for believing that their conduct was lawful.

The Temple shall also indemnify the individual referred to in Section 5.11 in such other circumstances as the Act or the law permits or requires. Nothing in this By-Law shall limit the right of any person entitled to indemnity to claim indemnity apart from the provisions of this By-Law.

ARTICLE VI
Officers

Section 6.01 Appointment of Officers. The members shall elect the following officers as part of its director elections when it elects directors at annual meeting of members or otherwise in accordance with this By-Law and more particularly Section 5.03 thereof:

- (a) the President,
- (b) one Senior Vice President and eight Vice Presidents as set out in Section 5.03, or such other number as the Board may from time to time determine,
- (c) the Treasurer who shall, while such office exists, be the Vice-President, Finance,
- (d) the Secretary who shall, while such office exists, be the Vice-President, Administration.

Section 6.02 Powers and Duties. All officers shall sign such contracts, documents or instruments in writing as require their respective signatures and shall respectively have and perform all powers and duties incident to their respective offices and such other powers and duties respectively as may from time to time be assigned to them by the Board. No matter that is a Non-Delegable Matter may be delegated to an officer.

Section 6.03. Duties of Officers May be Delegated. In case of the absence or inability to act of any officer of the Temple or for any other reason that the Board may deem, the Board may delegate all or any of the powers of any such officer to any other officer or to any director for the time being.

Section 6.04 President. The President shall:

- a) preside at all meetings of the Board and meetings of the members.
- b) supervise the agenda of the meetings of the Board and place upon the agenda any matter that is considered appropriate.
- c) supervise the agenda of the meetings of the members and place upon the agenda:
 - i. any matter that they consider appropriate; and
 - ii. any matter specified in a written request by at least ten members of the Temple received at the administrative office of the Temple at least thirty days before the meeting; and

- d) deliver to the Temple at the annual meeting of members a report on the state of affairs of the Temple.

Section 6.05 Vice-Presidents. Each Vice President shall:

- a) assist the President and act at the direction of the President.
- b) have responsibility for that Department for which they have been elected Vice President, as directed by the President; and
- c) in the case of the Senior Vice President, perform the Presidential functions in the absence of the President and assume such other duties that the President and Senior Vice President determine to be valuable to transition the Senior Vice President as presumptive successor to the President.

The Board may, at any time and from time to time, vary or modify the number of Vice-Presidents, their function or designation such that the functions of the Temple shall remain responsive to the needs of the Temple, as perceived by the Board. Any such variation or modification shall not vary the number of directors other than as provided in Section 5.02 and shall correspond to the variation or modification in Departmental structure permitted by Article VIII.

Section 6.06 Secretary. The Vice President of the Department of Administration shall act as the Secretary and shall give or cause to be given notices for all meetings of the Board and of the Members when directed to do so and shall have charge of the minute books of the Temple and of the documents and registers referred to in the Act. The Secretary shall perform such related duties as may be assigned by the President.

Section 6.07 Treasurer. The Vice President of Finance shall act as Treasurer and shall supervise the financial status of the Temple and shall perform the functions provided in Article XI. The Treasurer shall have the care and custody of all the funds and securities of the Temple. The Treasurer shall keep or cause to be kept the books of account and accounting records referred to in the Act.

Section 6.08 Other Officers. The powers and duties of all other officers of the Temple shall be such as the terms of their engagement call for or the Board or the President. The Board may from time to time vary, add to or limit the powers and duties of any officer other than in respect of any of the matters that are Non-Delegable Matters.

ARTICLE VII
PROFESSIONAL STAFF

Section 7.01 Rabbis. There shall be a Senior Rabbi of the Temple and such associate and assistant rabbis as the Board may from time to time determine. The senior rabbi shall be the

religious leader of the Temple and shall have such other responsibilities as may be assigned by the Board.

Section 7.02 Executive Director. There shall be an Executive Director of the Temple who, under the direction of the President, shall be responsible for the administrative activities of the Temple.

Section 7.03 Director of Education/Lifelong Learning. There shall be a Director of Education/Lifelong Learning of the Temple who, under the direction of the Senior Rabbi, shall have the duties and responsibilities as may be assigned by the Board.

Section 7.04 Cantor. There shall be a Cantor of the Temple who shall be the director of liturgical music and shall, in consultation with the Senior Rabbi, be responsible for the music provided at all worship services and shall have such other responsibilities as may be assigned by the Board.

Section 7.05 Other Staff Members. There shall be such other members of the professional staff having such duties and responsibilities as the Board may from time to time determine.

Section 7.06 Power of the Board. The Board shall have the sole power to appoint the Senior Rabbi, the Executive Director, the Director of Education/Lifelong Learning, the Cantor, any Associate Rabbi, any Assistant Rabbi and any Assistant Cantor, and may give such directions, if any, as to the terms of any contract with any such appointee as it sees fit.

Section 7.07 Search Committees. When a vacancy occurs in any of the positions referred to in Section 7.06, the Board shall designate an existing Committee or appoint a search Committee for the purpose of recommending one or more candidates to fill such vacancy.

Section 7.08 Directions by Board. The Board may give any Committee designated or appointed pursuant to Section 7.07 such directions with respect to its activities as the Board may consider desirable and the Committee shall conduct its investigations in accordance with any such directions and report its recommendation as to one or more candidates to the Board.

Section 7.09 Contract Provisions. The provisions of any contract with respect to any of the positions referred to in Section 7.06 shall be subject to the approval of the Board or any Committee thereof charged with such responsibility.

Section 7.10 Approval of the Board. The employment of any person holding any of the positions referred to in Section 7.06 shall not be terminated without the prior approval of the Board, which may, in authorizing such termination, give to any Committee or individual

charged with responsibility such directions, if any, as to termination arrangements as it sees fit.

Section 7.11 Termination Arrangements. Subject to Section 7.10, any Committee charged with responsibility may be given the power to make any termination arrangements that it considers desirable with any person holding any of the positions referred to in Section 7.06.

Section 7.12 Vacancy. Notwithstanding Sections 7.01, 7.02, 7.03 and 7.04, the Board shall have the power to permit the professional staff positions of Senior Rabbi, Executive Director, Director of Education and/or Cantor to temporarily remain vacant for such period of time as the Board considers is appropriate.

ARTICLE VIII

DEPARTMENTS, COMMITTEES, AUXILIARY UNITS AND PRESIDENT'S COUNCIL

Section 8.01. Departments. The functions of the Temple shall be organized and performed through such Departments as may from time to time be constituted by the Board and which shall operate pursuant to mandates which are from time to time approved by the Board. The Board may, at any time and from time to time vary or modify the number of Departments, their function or designation and discontinue or create any Department, such that the functions of the Temple shall remain responsive to the needs of the Temple, as perceived by the Board. At the date of this By-Law, the Departments, as referred to in Section 5.03 are:

- a) Administration
- b) Annual Development
- c) Education
- d) Finance
- e) Kehillah Kedoshah
- f) Membership
- g) Tikkun Olam & Israel
- h) Worship

Section 8.02 Executive Committee (formerly known as the Committee of Department Chairs).

There shall be constituted an Executive Committee comprised of the President, the Senior Vice President and the eight Vice Presidents or so many Vice-Presidents as may then hold office. With the consent of the President, any other person may attend meetings of the Executive Committee from time to time.

The Executive Committee shall oversee day to day management of the Temple, in accordance with its mandate adopted by the Board from time to time. Responsibilities of the Executive Committee shall include:

- a) response to emergencies,
- b) assistance in settling Board agendas, and
- c) ensuring coordination among the various Departments and organizations of the Temple.

The Executive Committee shall act as a Committee of the Board exclusively to support, but not supersede the activities and responsibilities of the Board which alone must set strategic direction for the Temple. The Executive Committee may not make decisions with respect to any Non-Delegable Matter. The Executive Committee shall report to each Board Meeting those actions and decisions taken by it since the immediately preceding Board meeting and shall at all times recognise the authority and responsibilities of the Board. The composition and mandate of the Executive Committee may at any time and from time to time be modified by the Board to accommodate any variation or modification in Vice-Presidential designation or Departmental composition effected under Sections 6.05 and 8.01.

Section 8.03 Departmental Committees. There shall be constituted such Committees designated as “Departmental Committees” responsible for specific functions and answerable to Vice Presidents of specific Departments as the Board may from time to time determine. The Chair of each Departmental Committee shall be appointed by the applicable Vice President responsible for the department and approved by the President. Other members of each Departmental Committee shall be selected by the Chair of that Departmental Committee and approved by the appropriate Vice President. The Chair and members of Departmental Committees shall serve for terms not to exceed five years, except with the consent of the President.

Each Departmental Committee will act in accordance with the mandate for that Departmental Committee adopted by that Departmental Committee and approved by the Board.

Section 8.04 Auxiliary Units. There shall be such auxiliary units of the Temple as the Board may from time to time determine. Women of Holy Blossom and Brotherhood, as existing auxiliary units, are continued.

Section 8.05 President’s Council. A President’s Council shall be formed composed of Past Presidents and Wardens and such other members as the Board may designate. The President’s Council shall meet as it might determine and at least twice in each year, and more frequently as it, or the President might determine. The President’s Council is to work with the President and the Board to advise the Board on matters of current or future importance. The President’s Council shall select two representatives to attend Board meetings as observers.

ARTICLE IX
NOTICES

Section 9.01 Method of Giving Notices. Any notice (which term includes any communication or document) to be given (which term includes sent, delivered or served), pursuant to the Act, the Articles, the By-Laws or otherwise to a member, director, officer, auditor or member of a Committee of the Board shall be sufficiently given if delivered personally to the person to whom it is to be given or if delivered to his or her last recorded physical or electronic address or if mailed to the person at the person's last recorded address by prepaid mail, or if sent to the person at the person's last recorded physical or electronic address by any means of prepaid transmitted, recorded or electronic communication. A notice so delivered shall be deemed to have been given when it is delivered personally or to the recorded address as aforesaid; a notice so mailed shall be deemed to have been received by the addressee on the fifth day after mailing; and a notice so sent by any means of transmitted or recorded communication shall be deemed to have been given when dispatched or delivered to the appropriate communication company or agency or its representative for dispatch.

The Secretary may change or cause to be changed the recorded address of any Member, director, officer, auditor or member of a Committee of the Board in accordance with any information believed by the Secretary to be reliable.

Section 9.02 Computation of Time. In computing the date when notice must be given under any provision requiring a specified number of days' notice of any meeting or other event, the date of giving the notice shall be excluded and the date of the meeting or other event shall be included.

Section 9.03 Omissions and Errors. The accidental omission to give any notice to any member, director, officer or auditor or the non-receipt of any notice by any member, director, officer or auditor or any error in any notice not affecting the substance thereof shall not invalidate any action taken at any meeting held pursuant to such notice if otherwise founded thereon.

Section 9.04 Waiver of Notice. Any member or member's duly appointed proxy, any director, officer or auditor may waive any notice required to be given and such waiver, whether given before or after the meeting or other event of which notice is required to be given, shall cure any default in giving such notice.

ARTICLE X
BUDGETS

Section 10.01 Approval by the Board. The budget for the subsequent financial year shall be presented to the Board for approval before the end of the then financial year by the Treasurer.

ARTICLE XI
FINANCIAL STATEMENTS AND GENERAL PROVISIONS

Section 11.01 Financial Year. The financial year of the Temple shall end on the 30th day of June in each year unless changed by the Board.

Section 11.02 Preparation of Statements. The Treasurer shall cause to be prepared financial statements for each financial year of the Temple, or other financial period if the financial year has been changed during the year pursuant to Section 11.01, which statements shall be audited by the auditor of the Temple and presented to the Board, together with the auditor's report thereon, for approval prior to presentation to the annual general meeting of the Temple.

Section 11.03 Contents and Delivery of Financial Statements

The financial statements shall be prepared and presented in accordance with appropriate accounting principles for not-for-profit charitable corporations. The statements referred to above shall be in such detail as may be required to present fairly the financial activities of the Temple during the financial period and the financial position of the Temple at the date of the end of that period. Not less than 21 days before each annual meeting, the Temple shall send a copy of the annual financial statements and other documents referred to in section 84(1) of the Act to all members who have informed the Temple that they wish to receive a copy of those documents.

Section 11.04 Execution of Documents. Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Temple may be signed by any two of its officers or Directors. Also, the Board may from time to time direct the way and the person by whom a particular document or type of document shall be executed. Any person authorized to sign any document may affix the Temple's seal (if any) to the document. Any signing officer may certify a copy of any instrument, resolution, By-Law or other document of the Temple to be a true copy.

Section 11.05 Banking Arrangements. The banking business of the Temple shall be transacted at such bank, trust company, credit union, caisse populaire or other firm or corporation carrying on a banking business in Canada or elsewhere as the Board may designate, appoint or authorize from time to time by resolution. The banking business or any part of it shall be transacted by such officer of the Temple or other person as the Board may by resolution from time to time designate, direct or authorize.

Section 11.06 State of Israel Securities. If authorized to do so by a resolution passed by at least two-thirds of those present and voting at a meeting of the Board, purchase securities issued by the State of Israel and may borrow monies for such purpose on such terms and with such security, if any, as shall be specified in or authorized by any such resolution.

Section 11.07 Conflict with Applicable Law or Articles. This By-Law is enacted subject to any applicable law and the Articles. Whenever this By-Law may conflict with any applicable law or the Articles, such conflict shall be resolved in favour of such law or Articles.

Section 11.08 Rules of the Temple. The Board may prescribe such rules and regulations, not inconsistent with the By-Laws, relating to the management and operation of the Temple as it deems expedient, provided that such rules and regulations shall have force and effect only until the anniversary of their prescription when they shall be confirmed by the Board and, failing such confirmation, such rules and regulations shall at and from that time cease to have any force and effect.

Section 11.09 Cemetery Regulations. The Board may from time-to-time pass, amend or repeal regulations respecting the use, operation and maintenance of any cemetery owned or leased by the Temple, without limitation.

ARTICLE XII

Amendment and Repeal

Section 12.01 Amendment. Subject to the Articles, the Board may, by resolution, make, amend or repeal any By-Laws. Any such By-Law, amendment or repeal shall be effective from the date of the resolution of the Board until the next meeting of members where it may be confirmed, rejected or amended by the members by ordinary resolution. If the By-Law, amendment or repeal is confirmed or confirmed as amended by the members, it remains effective in the form in which it was confirmed. The By-Law, amendment or repeal ceases to have effect if it is not submitted to the members at the next meeting of members or if it is rejected by the members at the meeting.

Section 12.02 By-Laws Requiring Special Resolution. Section 12.01 does not apply to a By-Law that requires a special resolution of the members according to section 103(1) (Amendment of Articles) of the Act.

Section 12.03 Repeal. All previous By-Laws of the Temple are repealed as of the coming into force of this By-Law. The repeal shall not affect the previous operation of any By-Laws so repealed or affect the validity of any act done or right, privilege, obligation or liability acquired or incurred under or the validity of any contract or agreement made, or the validity of any Articles or predecessor charter documents of the Temple obtained, under any such By-Law before its repeal. All officers and persons acting under the provisions of this By-Law, and all resolutions of the members or the Board or a committee of the Board with continuing effect passed under any repealed By-Laws shall continue to be good and valid except to the extent inconsistent with this By-Law and until amended or repealed.

MADE by the Board the 19th day of September 2024.

Phyllis Segal Denaburg, Chair of the Board

Richard Toker, VP of Administration

SCHEDULE A

CERTAIN NOMINATING PROCEDURES

By-Law Section 5.03

With respect to those directors elected at large, each of Women of Holy Blossom and Brotherhood shall have the right to suggest a nominee, from among their respective Members, to the Nominating Committee.

If the Nominating Committee accepts such nominees, their name shall be placed on the slate for election of directors. If the Nominating Committee does not accept the nominee, Brotherhood or Women of Holy Blossom as appropriate shall be asked to submit another nominee for consideration by the Nominating Committee for inclusion on the slate.

This process shall continue until a suitable candidate from each of Women of Holy Blossom and Brotherhood (the "Women of Holy Blossom Nominee" and the "Brotherhood Nominee") is selected. This nomination process shall take place only in those years where the Brotherhood and/or Women of Holy Blossom Member(s) previously elected through this process retires from the Board or the position is otherwise vacant.

Any Member in good standing of Women of Holy Blossom shall be entitled to run against the Women of Holy Blossom Nominee and any Member in good standing of Brotherhood should be entitled to run against the Brotherhood Nominee, in accordance with the normal nomination protocols as set out in Schedule C.

In any such contested election, all Temple Members otherwise eligible to vote shall be entitled to vote, regardless of whether they are Members in good standing of Women of Holy Blossom or Brotherhood. For greater certainty, any Members of Women of Holy Blossom or Brotherhood may choose instead to run against the slate of nominees selected by the Nominating Committee for the other at large positions but must make his or her choice as to which position he or she intends to contest in accordance with the normal nomination protocols. Any contested election against either the Women of Holy Blossom Nominee or the Brotherhood Nominee should be tallied separately and distinctly from any contested election for the other Members at large.

SCHEDULE B

TERMS OF OFFICE

By-Law Section 5.07

- a) For the President, the term should be two years, which may be extended by a majority vote of Members to 3 years;
- b) For each director at large, the term should be 3 years, which may upon re-election be extended for a further term of 3 years;
- c) Directors at large should be elected on a staggered basis, e.g. 3 in year 1, 3 in year 2, 4 in year 3;
- d) A director at large may upon re-election become a Vice-President and any director may upon re-election become President;
- e) For each Vice-President, the term should be 2 years, which may upon re-election be extended to up to 2 more terms of 2 years each;
- f) A Vice-President or an Officer may change office, in which case the term limits for the new office will be the same: election for 2 years, which may upon re-election be extended to 2 more terms of 2 years each.
- g) In all cases, the maximum time which may be served on the Board will be 10 consecutive years; and
- h) That maximum time may be extended for Presidents and Immediate Past Presidents whose position as President or ex officio position on the Board extends beyond the time limit.

SCHEDULE C

NOMINATIONS AND ELECTIONS

By-Law Section 5.08

1. **Nominating Committee** The Nominating Committee shall select a slate for election of directors, including the role of President, Senior Vice-President and Vice Presidents. In so doing it should seek out those who can provide leadership for the Congregation. It shall also provide to the Board nominees to fill any vacancies that may occur in Board composition and, when requested, assist the Board in appointments to both Board and Departmental Committees.
2. **Composition of Committee** The Nominating Committee shall consist of at least six members of the Temple, none of whom shall be a director or, if a director, eligible for re-election.
3. **Quorum** A quorum for meetings of the Nominating Committee shall be four members.
4. **Duties of Committee** The Nominating Committee shall prepare a slate consisting of the names of one person to fill each office and each further Board position. A completed slate shall be established by August 31 in each year, with notice thereof to be disseminated to members by the Temple by September 15. Such notice shall also set out the procedure for additional nominations, as provided in Section 5 below.
5. **Additional Nominations** Members of the Temple may nominate for election any member or members not included in the slate submitted by the Nominating Committee for any position as officer or director for which election is to take place at the next annual meeting of members. Such nomination shall be submitted to the Board not later than October 15, signed by at least ten (10) members of the Temple and by each member so nominated. Subject to Schedule A, any person nominated to run against either of the Women of Holy Blossom Nominee or the Brotherhood Nominee must be a member in good standing of Women of Holy Blossom or Brotherhood, as the case may be.
6. **Publication of Lists of Nominees** If additional nominations are submitted in accordance with Section 5 above, a list of all nominees shall be disseminated to the Members of the Temple in the notice for the next annual meeting of members, setting out the names of the nominees for the Board in alphabetical order and by position, indicating which have been put forward by the Nominating Committee and which in accordance with Section 5 above.

7. **Elections Held at Annual Meeting of Members** The election of officers and members of the Board shall take place at each annual meeting of members of the Temple.
8. **Names of Nominees to be Read** The chair of the nominating Committee, or such other person as may be designated by the chair of the annual meeting of members, shall read out the names of all persons nominated for election as officers by position and as members of the Board in alphabetical order.
9. **Election of Nominating Committee Slate** If no nominations have been submitted pursuant to Section 5 above for a particular office or for the Board, a single ballot shall be cast by the chair of the nominating committee for the persons nominated by the Nominating Committee for such office of the Board.
10. **Additional Nominations for Officers** If any nomination has been submitted pursuant to Section 5 above for any of the positions of officers, an election shall be held for such position or positions in accordance with points 13 to 17 below.
11. **Secret Ballot Elections shall be conducted by secret ballot.**
12. **Ballot Papers** If an election is required, the Executive Director shall cause ballot papers to be prepared before the annual meeting of members, setting out the names of all persons nominated for each position as an officer or director for which an election is to be held, in alphabetical order by position indicating which have been put forward by the Nominating Committee and which in accordance with Section 5 above, and one ballot paper shall be distributed to each member of the Temple attending the annual meeting of members and eligible to vote.
13. **Voting** In voting for candidates for membership of the Board, members shall record their votes for any of the positions to be filled, but not fewer than four (4). Any ballot paper marked otherwise shall be a spoiled ballot and shall not be included in the count of votes cast.
14. **Plurality to Determine Election** The person receiving a plurality of the votes cast for any position of director who is also an officer shall be declared elected to that position. The persons receiving the greatest numbers of the votes cast for the open positions of members of the Board who are not officers shall be declared elected.

15. **Tie Votes** In the event of a tie vote between two or more candidates for any office or position of director, the remaining newly elected Board shall, at its first meeting, fill such position from among such candidates.
16. **Appointment of Scrutineers** If an election is required, the chair of the annual meeting of members shall appoint at least three members of the Temple, none of whom shall be a candidate for election, to act as scrutineers for the purpose of counting and tabulating the votes, and shall designate one of them as chief scrutineer.
17. **Announcement of Results** When all votes have been counted and tabulated, the chief scrutineer shall report the results to the chair of the annual meeting of members who shall announce the names of the persons elected for each position.