



## **MERGING CONGREGATIONS**

*The Exploration, Facilitation and Execution of a Synagogue Merger, and the Role of the Administrator/Executive Director in the Process.*

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*"Unless the Lord builds the house, they labor in vain who build it."  
Psalms 127.1*

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## **Introduction**

*"Behold, how good and pleasant it is for brethren to dwell together in unity!"  
Psalms 133.1*

In the current environment of changing demographics and psychographics stemming from suburban migration, together with the disturbing trend of an overall lack of affiliation with organized Jewry, synagogues are finding themselves at financial crossroads. A viable alternative to *going out of business* for many cash and member-strapped shuls may be to merge with a like-minded congregation.

Some may choose an equally diminished congregation with whom to partner; or perhaps a larger, healthier one with which to merge. Sometimes different denominations merge, other times it is like entities. Geographical proximity certainly helps, but it is by no means the only determining factor.

By so merging, the potential for continuation of the "blood lines," goals, aspirations and dreams of the founders of one congregation can still be met (and even expanded upon) but, perhaps, in a new location or in a different format than was originally envisioned.

While there is virtually nothing written about synagogue mergers, there are literally hundreds of articles, books and manuals guiding the corporate and Christian church worlds toward successful mergers. Church mergers are far more prevalent, and so consequently, many more treatises and papers have been put forth on the subject.

An administrator/executive director, when present, can serve as observer, participant, facilitator, resource person, mediator, cheerleader, "devil's advocate," orchestra conductor, or a myriad of other functions necessary to propel the merger forward. When used properly, (s)he can be an invaluable tool, guide and shepherd along the path.

The purpose of this thesis is to:

- ✧ grant insight into the merger process
- ✧ help determine what factors (if any) consistently lead to successful or failed mergers, and
- ✧ give "first-time" merger-administrators an outline to help them guide their respective congregations through the mine-field that is the merger process.

## **Merging is the last resort**

*"There are no such things as incurables; there are only things for which man has not yet found a cure."  
Bernard Baruch*

Merging should be seen as the last action for a congregation. All other options must first be explored before contemplating a merger. For example, a congregation should consider any or all of the following:

- ✧ relocation to where the population is moving.
- ✧ redefining the mission to align better with the current and future needs of the community.
- ✧ changing leadership (clergy, professional and lay).
- ✧ changing the congregational *minhag* (congregational culture) and methodologies.
- ✧ sell the property and rent space in a smaller/larger/newer/more accessible location.
- ✧ closing the doors altogether<sup>1</sup>.

## **Where are we now?**

*"A home where Torah is not heard will not endure"  
Tikkune Zohar 6a*

Terry Foland, in the book *"Ending with Hope"* (Alban Institute, 2002, edited by Beth Ann Gaede), asks the initial question, "What is driving the interest in a possible merger?" Is membership down? Is there another congregation close by that is in similar straits? To answer these questions, and a myriad of others, it is essential that the process begin with a frank assessment of *"Where are we now?"* That is to say, a complete, thorough self-evaluation is absolutely necessary.

"Caution" at this point, should be the operative word. The process is a lengthy one, and must begin with a spiritual, fiscal, theological and ethical inventory of congregational assets and liabilities, hopes and dreams, problems and potential conflicts, worship and governance policies and practices, by a small, carefully chosen, select group of temple members. Failure to perform "due diligence" at this point will most assuredly result in less than optimum results.

The attached "Pre-Merger Questionnaire" **Exhibit A** is a beginning step towards that self-evaluation, inventory and assessment. It should by no means be construed as containing the only topics for analysis, but rather a "jumping off point" for introspection and discussion. Every congregation is different as are the unique and individual circumstances surrounding a potential merger, but the concept of self-analysis and evaluation is universal.

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<sup>1</sup> Anderson, Leith, *Dying for Change* (Bethany House, Minneapolis, MN 1998) wrote that, "85% of America's Protestant churches are either stagnating or dying. Many of the sincere and committed ... hope that tomorrow will be yesterday. Stagnating churches do not grow; dying churches seldom revive."

## Creating a Merger Exploration Committee

*"Do not separate yourself from the community"*

*Pirkei Avot 2:5*

Foland states, "Merger should be approached not primarily as a solution to problems, but on the basis of the gifts and assets each congregation brings to the table. Mergers will work best when potential partners carefully assess the assets they can bring to a new beginning. Mergers might be motivated by desperate situations, but lasting mergers of congregations are the result of a good blend of gifts each partner has to offer for (the) new mission."<sup>2</sup> In **Exhibit B**, the Merger Committee of Temple A (name withheld at the request of the congregation) answers the five preliminary questions.

The creation of an exploratory committee is the next step in pursuing a merger. This committee, ideally made up of a few people from a wide variety of congregational constituencies, will meet alone and together with the potential merger representatives to assess the mutual interest in merger. Some topics to explore are<sup>3</sup>:

- ✧ worship styles
- ✧ mission and philosophy
- ✧ theological/doctrinal/denominational affiliations
- ✧ finance, debt, assets, budgets
- ✧ *minhag* and congregational/pastoral care
- ✧ operations, facilities, personnel
- ✧ defining the parameters for the success of this unique merger

The objective here is to determine if there is compatibility. If so, then the talks can move forward. If not, then each group has learned a great deal about themselves and each other. This information could, down the road, lead to co-programming, expansion of each congregation's core mission and/or a potential merger at a future date.

Some reasons to merge two declining congregations might be<sup>4</sup>:

- ✧ the inability to meet a present crisis on one's own.
- ✧ the assumption that each would grow weaker if left alone.
- ✧ to alleviate financial crises by eliminating redundancy, duplication, excess facilities and over-built capacity.
- ✧ the desire to continue one's mission, theology or operation through concrete cooperation.
- ✧ the inability to find another alternative.

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<sup>2</sup> Foland, Terry E., "Merger as a New Beginning," Ending with Hope, Beth Ann Gaede, Alban Institute, 2002 p66

<sup>3</sup> Larabee, Richard A., A Dissertation Submitted to the Faculty of The School of Theology, Fuller Theological Seminary January 1998 (Rev. February 2002). P.38

<sup>4</sup> Larabee, Richard A. p.38

Larabee discourages “trial partnerships” because they do not often work, and in fact, they lead to failed mergers, for many reasons:

- ✧ the entities continue as legally separate and each continues to hold its own assets.
- ✧ each maintains its own budget, bank accounts and financial records.
- ✧ closing one building in favor of the other.
- ✧ worshipping at one location rather than the other.

In one of Larabee's cited cases, three denominationally identical churches (First Church, Second Church and Eliot Church) in Newton, MA joined together to form “United Church.”<sup>5</sup>

Almost from the outset, the group splintered into factions, relations became strained and contentious, and several parties left the unified organization to worship elsewhere. Some contributing factors to the failure were:

- ✧ geography – proximity to worship was very important to certain constituencies (the elderly);
- ✧ familiarity (or lack of) with surroundings diminished the experience and attendance;
- ✧ lack of a concrete merger plan handicapped necessary decision making and long-term strategic planning;
- ✧ reduced donations – monies were withheld due to the uncertainty about the success of the merger;
- ✧ worsened conditions – in the end, they were worse off for the “trial” merger than if they had remained separate and not merged at all.

**Exhibit C** contains the first of many documents from the 2002 merger of Temple O (names withheld at the request of the congregations), and Temple A.

Before the first meeting of TEMPLE A and TEMPLE O occurred, it was agreed that each side would answer the same set of questions and that those answers would serve as the foundation for further discourse (should there appear to be mutual interest). These small select groups consisted of the current president, chairman of the board, the immediate past president and treasurer (for Temple A) and the current co-presidents and two former presidents (for Temple O).

Each group submitted questions and was provided the combined questionnaire in advance, with ample time for self-evaluation and preparation. Several evenings of pre-meetings among the Temple A participants were held prior to meeting their respective Temple O counterparts, during which time the answers were prepared, reviewed, edited and written.

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<sup>5</sup> Larabee, Richard A. p.37

Then, the two sets of answers were exchanged a day or two prior to the first face to face meeting.

As you can see from the outset, there was no mention of physical assets, bank accounts, “dowries” or the like. This preliminary set of questions dealt with:

- ✧ describing who each of the parties are (demographics, staff, etc.)?
- ✧ what is a realistic time frame for a merger?
- ✧ what are you looking for in a receiving/merging congregation?
- ✧ what concerns you most about a merger?
- ✧ what unique strengths does your congregation bring to the table?

In so doing, the tone and tenor of all future negotiations were set. The issues of money and finances were secondary to all of the “softer” (yet ultimately more important) issues. In reality, long after the money would change hands, the good feelings or lack thereof would permeate the organization and either help it to grow and prosper or tear it apart. Fortunately, in the above scenario (the Temples A and O merger), the results appear to be positive with the combined organization stronger than either one was individually pre-merger. Together, they have hired new clergy, new educators and additional office staff, eliminating most (if not all) pockets of vestigial pre-merger attitudes and thinking.

In the long run, it is never just about the money. When the two organizations agree about the theological, philosophical and social aspects conducive to a merger, the monetary settlement will eventually work itself out if we remain true to the tenets and teachings of Judaism.

In the case of a 2004 merger between Temples K and E, once the parties lost focus on the intrinsic core Jewish values (and focused solely on the money issues), the negotiations bogged down, some grumblings were heard, and discussions became fractured. However, when the parties refocused on the “end game” (namely the execution of a successful merger) the negotiations quickly got back on track and the process moved forward with renewed vigor.

Steve Spacek in his book, Managing a Merger: a handbook for church mergers (Help Ministries, Schwenksville PA 1996) states that the most successful mergers occur when the combined entity adopts a new name, worships in new space, has new clergy and elects new lay leaders.

He goes on to say that most mergers fail if they are ill conceived, don't establish realistic goals, if facilities or leadership conflicts exist, or if there is no agreement about core values, worship styles, culture, priorities or theology.

Temple J and Temple S, for example, are currently selling both former properties and building a new unified facility in a central, accessible location in order to solidify their merger of several years ago.

## **Managing the Flow of Information**

*"We must not deceive a fellow human being, whether he be Jew or Gentile."  
Rabbi Samuel Tractate Chulin 94a*

Throughout the entire merger process, it is imperative that communications be managed and the dissemination of information controlled. Many a potential merger suitor has been scared away by inadvertent or spurious comments or by flagrant violations of privacy and confidentiality.

The committee should report only to the fewest number of governors or officers possible until there is something more concrete to share. Proverbs 18:15 says, *"The mind of the prudent acquires knowledge and the ear of the wise seeks knowledge."*

The old adage about *"haste makes waste"* also would be applicable here. It is extremely important to select members to serve on this committee who not only understand the spiritual, emotional and financial issues involved but also have the ability to respect confidences shared and be discreet about information learned. Additionally, these individuals need to have some standing and credibility within the synagogue community, but by no means should the committee be exclusively be made up of *"machers"*, large donors and present or former officers. In fact, the committee (just like a rabbinic search committee) should be as representative of the fabric of each synagogue as is possible. By so doing, it will help secure the "buy in" of the at large membership of both congregations.

**Exhibit D** is the first communiqué to the Board of Trustees of Temple A informing them of the merger exploration and preparing them for the formation of a full-blown merger committee.

## **Meeting the Other Team**

*"A person should always be as pliable as a reed and as unyielding as a cedar."  
Taanit 20a*

One of the first things everyone is eager to do is to meet the other team's players. This is an opportunity to make a lasting "first impression", one that will go a long way towards, fostering an atmosphere of mutual trust and amicability.

**Exhibit E** contains some of the preliminary notes following the first "face to face" meeting between TEMPLE A and TEMPLE O, which, again, does not include monetary issues or discussion.

Spacek warns that you should not push to implement a merger too quickly or too forcefully, as people might construe it as being rushed rather than just occurring naturally.

Rather, deeper relationships among members of the groups should be cultivated, and that takes time. Joint worship services, education programs, social events and fellowship dinners will all be potential “ice breakers” and allow members to get to know each other before committing to merge.

Symbiotic relationships work best.<sup>6</sup> But even under the most ideal circumstances (e.g. where one congregation has land but no money and another has money but not enough to acquire land), a merger may not work out. As Laribee points out in another scenario (Lake Cities Bible Church and Fellowship Bible Church, both of Lewisville TX), the two seemingly compatible groups pursued a merger that was not without hardship.

- ✧ One clergy member resigned immediately; the other within five years.
- ✧ Attendance peaked and then fell back to pre-merger levels.
- ✧ Lay leaders of the smaller entity left within five years and leadership was concentrated in the hands of the larger entity.

Eventually, totally new clergy were hired. The original parcel of land was never used and new land was acquired almost 10 years after the merger. Over time, the collective memory of the congregation was eliminated, so there is virtually no recollection of pre- or post-merger tensions or objections.<sup>7</sup>

Laribee believes that it takes five years to blend two cultures into one.<sup>8</sup> Success/Failure needs to be defined from the outset, so that all parties to any agreements understand and embrace the goals and aid in obtaining the desired results.

#### **Success can be defined as when:**

- ✧ the combined membership reaches a synergy of purpose, ministry and growth;
- ✧ the total post-merger congregation is greater than the sum of its parts;
- ✧ the congregation evidences mutual trust and understanding and is not divided along pre-merger lines;
- ✧ the new organization is financially healthy.

#### **Failure occurs when:**

- ✧ an atmosphere of distrust and resentment is pervasive throughout the new organization;

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<sup>6</sup> Laribee p.46

<sup>7</sup> Ibid. p46

<sup>8</sup> Ibid. p55

- ✧ growth stops;
- ✧ congregants abandon the new entity and begin to worship elsewhere;
- ✧ financial problems arise, are exacerbated, or are not ameliorated by the merger.

Therefore, as Robert A. Gallagher wrote in his article, *“Mergers and Organizational Culture,”* what most people fear is that “one organization has ‘won’ and the other has ‘lost.’”<sup>9</sup> It is imperative that the preliminary and subsequent meetings clarify and maximize the goals of a merger. The groups must explore all options, including those other than merger, so as to increase areas of trust and agreement among the leaders and to better navigate conflict and tension.

The teams must develop methodologies to work as a combined organization and begin to focus on the “finish line,” which is the growth and spiritual well being of the newly formed entity. Perhaps, the fears can’t be totally eliminated; in fact, they might be actualized, but the attempts to mitigate against them will go a long way toward improving the chances of success.

Once an atmosphere of mutual trust and respect is formed, and you’ve ruled out other alternatives to merger, it is time to negotiate. It is also time to begin the process of notifying each congregation of the intent to merge. **Exhibit F** shows how that was accomplished at Temple A.

### **Negotiating the Merger**

*“A man is like a letter of the alphabet: to make a word, it must combine with another.”*  
Mishle Binyamin Mandelstamm

Just as in a rabbinic search, the “devil” is in the details. Everything must be planned, analyzed and negotiated. Teams of members from each side meet independently and then together to formulate and articulate their core values (present and desired), both to themselves and to each other. No items, regardless of size or import, should be left to be “handled” after the merger is completed.

- 1) Establish the Negotiating Teams.
  - a) Who are best representatives of the organization?
  - b) What skills must they possess?
  - c) Do they fairly and accurately represent the positions, make up, demographics and psychographics of the organizations?
  - d) Can they be discreet and respect confidentiality?
  - e) Can they devote the time and energy necessary to negotiate a merger?
  
- 2) Develop and articulate the core values and express them to each other.

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<sup>9</sup> Gallagher, Robert A. Mergers and Organizational Culture Organization Development, Consulting and Training c. 2000 p.1

- a) Analyze what is really important to continuing the “good works” of the organizations, and what has become stale, repetitive and irrelevant.
  - b) Purge all except what is mutually agreed to be absolutely critical to the furtherance of the mission.
- 3) Understand and embrace each other’s positions and desires, similarities and differences, wants and needs.
  - 4) Negotiate each detail (regardless of how large or small) until mutually beneficial solutions to the enunciated differences are found.

Items such as (in no particular order):

- I. worship times, days and styles
  - II. membership in a particular denominational order
  - III. pastoral care
  - IV. missions and purposes
  - V. leadership styles (clergy, lay, senior staff, other professionals)
  - VI. board and officer representation and duties
  - VII. operations, finances, policies and procedures
  - VIII. qualifications for membership, voting, and leadership development
  - IX. *minhag*
  - X. name and location of surviving entity
  - XI. disposition of any real or other property and resulting income/debt
  - XII. banking practices, bank branch location, signatories to documents and checks, etc.
  - XIII. symbols, object d’art, memorabilia, torahs, memorial plaques, signs, etc.
  - XIV. special events, historical milestones, anniversaries (keep or discard?)
- 5) Arrive at a consensus regarding the fairness, correctness and mutual benefits of these solutions; one that every committee member is comfortable with and that each can articulate and defend to his/her own and each other’s respective membership.
  - 6) Decide what preparations must be made in order to positively initiate the merger

As can be seen in **Exhibit G**, many compromises were reached regarding dues and fees differentials, governance and the sale or disposition of real property by the membership of the two congregations.

**Exhibit H** is a compendium of notes from a lengthy negotiating meeting between TEMPLE A and TEMPLE O representatives, at which every point was identified, discussed and eventually, negotiated to everyone’s satisfaction. Remember, at some point, each side will

be required to “sell” the merger terms to its respective congregations, so it is imperative that the representative not only be comfortable with the terms and conditions, but be able to articulate and defend them when called to do so.

For a generic negotiating guideline, **Exhibit I** may be used in pursuing potential mergers. By no means should this be construed as the only points for negotiation, but the document can serve as the beginning of conversations among merger candidates.

## **Preparing and Notifying the Congregations**

*“Point out to your customer, regardless of his creed, the defects in your merchandise.”  
Moses Ben Jacob of Coucy*

Larabee adds that to prepare and inform the members of the congregations is to help them to recognize the need for a merger and to enact the decisions necessary to effect one.<sup>10</sup>

The leadership must manage the information and communication flow. At no time should information just be “leaked” to either congregation. Releasing information too early in the deliberations and discussions might predispose members to line up against a merger, even if that goes against their best interests. In so doing, leaders might not have enough information to accurately allay member’s fears, nor answer their questions adequately or completely.

So, too, the leadership must prepare their congregants for the inevitable uncertainty that stems from merger implementation. Of course, there will be confusion; a feeling of loss and uncertainty about the future. Couple this with potentially new surroundings and other less tangible changes, and it is perfectly normal for there to be discomfort.

Congregations must also be made aware that mergers are instruments of change and are specifically designed to not preserve the status quo. The most successful mergers, in fact, do just the opposite; they obliterate the “what is” and replace it with a new (and hopefully better) “what might be”. Merger, therefore, is the antithesis of maintaining the status quo and is counter productive to its preservation and restoration. Some might call this phenomenon “counter intuitive”, but without its adoption as the guiding principle of a merger, the new union will have severely limited its chances of success.

With the document **Exhibit J** the TEMPLE O team notified its membership of the impending merger, and set the stage for communication from the “receiving organization,” TEMPLE A directly with its membership. **Exhibit K** prepared the TEMPLE A Board of Trustees for the need to expand seats on the board, something that would require a change in the Temple’s constitution.

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<sup>10</sup> Larabee P.115

When the time comes for a merger vote, a frank and open discussion of all of the information at the disposal of the leadership, clergy, officers and negotiation committee must be made 100% public, transparent and the entire process must be open to review, discussion, scrutiny and explanation. Open public meetings must be held to inform all interested parties of the deliberations, as well as to give dissenters the opportunity to voice their concerns and fears.

Written communication helps to put on paper the various aspects of merger negotiations, the terms and conditions etc., so that those who either choose not to attend the open meetings or those who are unable to do so can still feel informed and invested in the decision to proceed or not. They too should be encouraged to participate by establishing “e-mailboxes” or “personal points of contact” where they can weigh in with their concerns, comments and thoughts. The objective here is that everyone feel as though he/she had a chance to voice his/her opinions and that everyone has been well informed prior to the taking of any merger vote.

The vote should be scheduled at a convenient time and place in keeping with the constitution, by-laws and *minhag* of the congregation. When the actual vote is held and passed by whatever methodology is to be utilized, the results should be immediately published to the congregations and all energies focused toward proceeding with the merger. In **Exhibit L** the membership of TEMPLE A was invited to an “open public meeting” at which the agenda contained voting on constitutional changes that directly pertained to the merger with TEMPLE O, as well as the budget and merger agreement terms themselves.

It is universally accepted that a sort of “buyer’s remorse” occurs soon after any merger vote. That remorse can be expressed mathematically by stating that, if 80% of the congregation votes in favor of merger and 20% against, the 20% may never change their minds and may never come to accept the merger as a positive change in their congregation. In fact, they may even leave because of this discontent. Also, it is reasonable to assume that several among the 80% will not always remain solidly behind the decision to merge, as over time they may feel discomfort over the changes in location, *minhag*, symbols, values and relationships.

After the vote and the agreement to merge is ratified, the congregations will need some time to prepare themselves for the actual merger. This may be as short as a few weeks (as was the case in the TEMPLE A-TEMPLE O merger) or as long as several months. Selecting a firm date in the future when the actual merger will occur will help the congregations prepare for that eventuality, allow all parties the time necessary to finalize documents and plans, and keep the process moving forward. It will also permit a “cooling off” period, which allows for the following changes to occur:

- ✧ the actual drafting and legal notices necessary to effect the actual merger (may vary by state);

- ✧ a farewell to staff and clergy who may not move to the newly merged entity;
- ✧ the liquidation of property, furnishings, symbols, etc.;
- ✧ final celebrations of the separate congregations.

The objective of this “cooling off” period is to allow for all final preparations to occur so that no unfinished business is left undone and there is no looking back.<sup>11</sup>

## **Ready, Set, Go! Implementing the Merger and Integrating all Parties.**

*“It is meritorious to compromise.”*

*Joshua ben Karha Temple Oefra: San Hedrin 1.3*

“An effective merger results in organizing the lay leaders of the two congregations in a way that will give fair representation to each of the churches (synagogues) without becoming too large and cumbersome.”<sup>12</sup>

A merger is a legal transaction. As such, it is subject to certain laws and practices that vary from state to state, and, perhaps, even municipality to municipality. That is why it is imperative that a competent independent attorney, one familiar with not-for-profit religious corporation mergers, be engaged. Likewise, independent accountants might also be necessary to make sure that the assets and liabilities are accounted for and are in transferable order. It is not recommended that a member of either of the two congregations be used as counsel, nor that one attorney or accountant represent both parties to the merger. If recommendations are needed, consult the Union for Reform Judaism (URJ) or the United Synagogue of Conservative Judaism (USCJ) for a list of potential candidates. But meeting the legal requirements of a merger or consolidation is just the beginning. The fundamental issues that will ultimately lead to a successful or unsuccessful result are operational, not legal. After the merger was approved by both TEMPLE A and TEMPLE O at their annual or special congregational meetings, **Exhibits M and N** were sent to all members of the “sending” congregation, so that the process of merging two into one could begin as quickly as possible. **Exhibit O** is an outline that set forth the various integration and assimilation initiatives to be undertaken by the newly merged TEMPLE A-TEMPLE O congregation and specifically outlined who will be doing what tasks, sitting on which committees, etc. Again, the devil is in the details.

A model that Foland mentions in his treatise is to create an “interim board” that is no larger than the size of the former board, made up of an equal number of members from each former group. The interim group serves as the governing entity for two years, and then is replaced (on a two year, staggered term basis) with a balance of members from each former organization. After six years, board members are elected without reference to previous group affiliation.

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<sup>13</sup> Ibid p.115-118

<sup>12</sup> Foland, Terry E., “Merger as a New Beginning,” Ending with Hope, Beth Ann Gaede, Alban Institute, 2002 p69

In the case of TEMPLE A, the board of trustees was increased by four seats in order to give fair representation to the absorbed congregation (TEMPLE O). Committees were re-formed; new chair people selected (regardless of former temple affiliation), so that the interweaving of the two groups became part of the fabric of the unified congregation. Officers were nominated and elected from both former groups, and now, six years later, it is virtually impossible to tell who came from which former group. This model more closely resembles Foland's second example.<sup>13</sup>

The difficulty throughout transition and merger integration is to, 1) honor existing relationships and 2) be welcoming with an eye towards openness and new relationships, both at the same time. To that end, the establishment of an integration committee facilitates the process and designs the steps towards full integration itself. Nothing good will happen by itself. So, just like any other phase of the merger process, this must be managed as well.<sup>14</sup>

On the actual date of the merger, a celebration needs to be held for the entire newly formed congregation. It can take place in the new facility (if one is being acquired) or even a rented space; the important thing is to find a place sufficiently large enough so that everyone can be present at one time in the same place and celebrate the newly formed union. Guests from neighboring synagogues, churches and local governments should be invited as befits such a momentous occasion. Perhaps invited speakers from the URJ, USCJ, CCAR, RA or other religious organizations can lend just the right air of dignity, solemnity, joy and importance to this auspicious occasion. Just as if it were a wedding, so, too, should there be a formal consecration of the new union. *Sifrei Torah* brought into the ark to be housed together; a combined worship service in the new space; religious objects and other memorabilia integrated into and around the sanctuary. These all work toward making the new familiar, making the old reformatted, changed and improved.

### **Now What About Us?      The Role of the Executive Director/Administrator**

*"No leader should be set over the community before first consulting it."*

Talmud, Berakhot

As an executive director/administrator, we are uniquely positioned to assist in the merger process yet we must also be keenly aware that if we do our jobs properly, we could, in fact, look to eliminate our positions as we attempt to shake up the 'status quo'.

We serve at the pleasure of our lay leaders and must assume whatever role they require of us. There are several ones we can play, depending upon the type of merger, what stage the merger process is in, and what the various parties need from us to continue to move that process forward. They might, however, be summarized as either **participant** or **observer**

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<sup>13</sup> Ibid

<sup>14</sup> Larabee p.119

and then **facilitator**. The lines of differentiation may, in fact, blur at times, but one can readily discern the differences between the general role types.

Take the scenario of two synagogues: one was falling upon hard times and needed financial as well as membership help; the other larger one, had no such issues, was fiscally sound and had sufficient members to carry on its mission. Executive Director B was a party to most negotiations, and worked as an active **participant** throughout the process.

His/Her administrative skill-set proved invaluable during the 'assimilation and integration' phase as (s)he became a **facilitator** and the staff entered the required information into their data bases, began billing the newly-absorbed members and listed all their yahrzeits and memorials in the appropriate files. (S)he also became a 'project manager' of sorts during the construction phase of a "living memorial" to the now defunct congregation. In so doing, (s)he was invaluable to the entire merger negotiations; (s)he made the process as seamless and streamlined as possible and helped to assure a successful outcome.

This contrasts diametrically with that of Executive Director R, who was excluded from the discussions and negotiations when two Florida congregations were faced with a similar scenario. R was merely an **observer** of the proceedings. In this case, the entire process was handled by lay leadership (with some assistance from clergy) until both groups had reached a signed agreement in principle. At that point, "R" was brought in as a **facilitator** to help integrate one congregation into the other.

Physically moving the contents of one building (while it was being sold), locating and installing several stained glass windows and housing Judaica and memorabilia all became part of the responsibilities of Executive Director R. While (s)he was effective in this role, (s)he felt that there was more assistance that could have been rendered or more pitfalls avoided had (s)he been brought into the mix earlier.

(S)he became the **facilitator** integrating one membership base into the other, including making several personal phone calls to the new congregants, welcoming them and acting as the 'point person' should they have had any questions or concerns about membership in the newly combined entity. This particular individual also served to assist in the sale of the old building so that the newly merged congregation could maximize revenue from that sale. The outcome was equally successful to the first scenario; it just took a bit longer to reach that successful conclusion.

In a third case, Executive Director J was involved in this temple's two successful mergers. As an **observer** in the first, (s)he had no active role until the documents were signed, when (s)he became a **facilitator**. In the second, (s)he was an active advisor, **participant** and confidant. Since the outcomes of both were successful, one methodology may not be preferable to another (although my personal preference would be the latter).

However, as a **participant** being involved throughout the process (as opposed to just coming in at the end), J was able to “make things happen” and when a decision needed to be made in the field, (s)he was empowered to make it. When contact needed to be made with a contractor, vendor or congregant, J was able to reach out and make it happen.

And in yet another case, the essentially merged Temples J and S hired a new administrator. (S)he was confronted with no fewer than five legal and human resource matters, suits and arbitrations, many of which could have been avoided if (s)he were brought into the process earlier and by the lay leaders performing better “due diligence”.

By seeing the process as both an insider and outsider, J was able to make the distinction that a **participant** and **facilitator** was more beneficial to all parties and more rewarding to the executive director as well, rather than being just an **observer**.

Like the other two directors, (s)he was instrumental in the integration process (including data base management, sale of real property, assimilation of artwork, Yahrzeit plaques, etc. into the new entity, project manager and construction manager) of both mergers.

If we remember that the most successful mergers (according to Laribee) challenge the ‘status quo’ and, in fact, destroy it, one can see the troubling position for any leader, administrator, executive director or clergy member. One might say that for us to carry out our responsibilities to the fullest, by design, we should be prepared to relinquish our roles and duties (rendering ourselves obsolete) for the good of the new combined order.

In an e-mail conversation I had with Reverend Laribee (*April 22-23, 2008*) he stated that:

“Two or more congregations that intend to form a merger must be very clear about the fact that the two existing systems must cease to exist as systems, in order for the new system to come into existence in their place. But the strongest reality about any existing system is the (survival) tendency to protect its existence as a system.

Moreover, those persons who have the most significant roles in the existing system (lay leaders, clergy and administrators) are utterly unlikely to see their own unconscious efforts to preserve their own role in the system and thus unconsciously or consciously undermine the displacement of the old system by the new system.”

Laribee goes on to say that, “knowing this, I would personally not engage in any attempt to merge two congregations without the understanding of the persons holding the key roles in each system that the success of the merger would necessitate their vacating their roles.”

He felt so strongly about this that when he launched his own congregation’s merger in 1986, after a year and a half of pre-merger meetings, negotiations, planning, and congregational preparation, he vacated his office and position two weeks before the official date of merger.

That may be a bit radical for paid professionals like administrators and executive directors (to think that we must relinquish our jobs and livelihoods for the good of the order), but it is a possible “worst case” scenario. If our objective is to successfully transition one group to merge into or along with another, then it is, perhaps, an “unintended (and maybe even undesired) consequence” of performing our jobs admirably and well.

So as noted, regardless of which path we travel or which role we play, observer or participant, we seem to end up in the exact same place; that of being the **facilitator**. By nature, we are “action people”; people who make things happen. At some point in the process we will be called upon to arrange something, schedule something, build something, renovate something, incorporate something, integrate something, pay for something or wrap something up for our newly merged congregation.

There is no specific methodology to follow here, just do what we (you) have always done: support our lay leadership, clergy and educators so that we make the transition to a “new order” as smooth as possible and reflective of the newly defined mission. In doing so, we might suffer “unintended consequences”, like the loss of our position, but, more than likely, we will enhance our standing within our communities and help our congregations to grow and prosper.

## **In Conclusion**

*“The heart of the Jewish people has always been the Bet Ha-Midrash; there was the source from which they drew the strength and inspiration that enabled them to overcome all difficulties and withstand all persecutions. If we want to go on living, we must restore the center to the Bet Ha-Midrash and make that once more the living source of Judaism.”*  
*Ahad Ha-am, Asher Ginsberg October 26, 1915 in a letter to B. Benas and I. Raffalowich*

Every question needs to be asked, every point discussed, addressed and satisfactorily negotiated in turn, so that the merger is given every chance for success. There should be no ‘sacred cows’ nor sacrosanct areas hidden from inspection, dissection and change. In fact, change, is the goal, rather than the preservation of the status quo.

The merger’s ultimate mission is designed to “shake things up”. In so doing:

- ✧ a new order is created;
- ✧ the merged organization is stronger than the sum of the two parts;
- ✧ the new congregation can withstand the many challenges ahead;
- ✧ with proper nurturing, the hopes and dreams of the two former entities will be realized;
- ✧ the merged organization will carry on the mission and message that each congregation’s founders articulated many years before.

In May, 2003, Temple A (now unified under the one name) officially celebrated its 40<sup>th</sup> Anniversary along with the merger.

A gala, "Celebration Weekend" was planned (See **Exhibit P**) which included a Founder's Friday evening salute to the founders of both congregations, a Shabbat morning family program of Torah storytelling and music with a guest chazzan and storyteller, a Saturday evening Havdallah and "Black Tie" Dinner Dance and a Sunday community-wide merger/40<sup>th</sup> Anniversary "block party". The Sunday luncheon featured a "doo-wop" vocal group reminiscent of the 60's when both entities were originally founded. Some of these events were free; some underwritten or sponsored by various individuals or arms of the Temple so they were low cost to attendees; and some were outright fund-raisers, with admission charged and an ad journal produced for the occasion. Everyone in attendance received a commemorative gift of anniversary candlesticks honoring the special occasion.

The *Sifrei Torah* were officially danced around the surrounding neighborhood and ensconced in their new permanent home in the sanctuary. A DVD photo-montage celebrating the rich 40 year histories of both congregations was produced and aired at a community-wide, interfaith "mincha" service on that Sunday afternoon, followed by speeches, proclamations and presentations which officially concluded the weekend's festivities.

This well-planned, "something for everyone" weekend, where the merger was officially consecrated and the history of each congregation commemorated, unified the membership in song, spirit and future direction.

It has been nearly six years since the merger and the journey has not been without bumps in the road (issues regarding the disposition of funds generated from the sale of the former TEMPLE O facility, among them), but the merged organization is stronger than either was before the union. The unified congregation has more healthy finances, higher rates of volunteerism and congregational involvement than either had before. While the demographics of the area are still not very favorable for long-term growth beyond the current 300+/- family units, the membership is stable and the prognosis for survival optimistic.

To commemorate the union in a very tangible way, as well as to express the rich heritage Temple O brought with them to the merger, a "Temple O Library and Daily Chapel" is being designed and funded (with the proceeds from the sale of the TEMPLE O building) as a home for much of the Judaica and Object d'Art (see **EXHIBIT Q**) brought to the merger.

In this very substantial manner, the congregation gets a sorely needed asset, the proceeds from the sale of the former TEMPLE O building are utilized in an appropriate fashion and the fertile heritage that was TEMPLE O will not be lost in the transition. Rather, it will be celebrated for its uniqueness and the important contributions that were made to the Conservative Jewish community.

As temple executives, we are in a unique position to be called upon at any point in the merger process. We can serve as researchers, sounding-boards, listeners, observers, guides, teachers, investigators and yes, sometimes even referees. Ultimately we can be most helpful if we keep the process 'on track' and keep everyone focused on the "goal line".

It is through this benevolent guidance that we best serve as *"klay kodesh"*, "holy vessels", through which HaShem strengthens the Jewish people and our unique institution known as the synagogue.

## **Acknowledgements**

*"I will make of them one nation in the land."  
Ezekiel 37:22*

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## EXHIBIT "A"

### PRELIMINARY QUESTIONNAIRE

**1) Prepare a self-evaluation with specific concentration on the following:**

- a) Is this a critical stage in the evolution of the organization?
- b) Are both (all) organizations at a similar point in their evolution?
- c) What other options have been explored and why have they either failed or been rejected?
- d) At this point in time, would a merger do more harm than good?

**2) Define your congregation's specific organizational "health"?**

- a) Are you a healthy organization?
- b) Are all of the arms and sub groups equally healthy?
- c) Is there some inherent problem that a proposed merger might exacerbate rather than improve or eliminate?
- d) Do the members seek a merger?

**3) Review your "leadership status" (including clergy, lay and staff):**

- a) Are they to be displaced?
- b) Will they exit gracefully, flee or fight?
- c) Will they willingly release the reins of power?
- d) Will everyone endorse, accept and support the changes in leadership?
- e) Should some leaders be retained because of their specific skill sets that will aid in successfully carrying out a merger?
- f) Do those leaders have the determination to stay in place for the 4-5 years it will take to successfully carry out a merger?
- g) Do these leaders endorse a merger for some hidden agenda or personal benefit (perhaps unbeknownst even to themselves)?
- h) Will the membership accept the dismissal of certain leaders (clergy, lay and senior staff) for the "good of the order"?
- i) Have they considered replacing leadership without going through the trauma of merger?

**EXHIBIT "A" (continued)**

**4) Review your congregation's "*minhag*" and culture.**

- a) Is the membership prepared to abandon virtually everything familiar (rituals, clergy, leaders, symbols, building) in order to effect a positive merger result?
- b) Will they accept replacing these things with a totally new (and foreign) sub set from the other partner in the merger?
- c) Will there be enough "familiar" in the new subsets to help congregants accept the changes and not resist them?

**5) Review the "high costs" of a merger.**

- a) Is the organization prepared to lose membership units because of or as a result of the merger?
- b) Is the membership prepared to endure poor morale, reduced productivity and a general feeling of "malaise" due to the impending or actual merger?
- c) Will the basic mission and purpose for the new organization be the same as it was for the old ones?
- d) Could there be a less drastic way to maintain (or change) the mission other than a merger?
- e) Would relocation be a better solution to the problem than merger?

**If at the end of all of this the answer is still "yes" to a merger.....**

## EXHIBIT B

### TEMPLE A TEMPLE O (TEMPLE A RESPONSES) INITIAL MEETING

- I. **Temple A Demographics**
  - A. ~ 290 families ~ 33% members under age 40, 33% age 40-55, 33% age 55 +
  - B. ~ 70 children in Temple A Hebrew School
  - C. ~ 26 children in Day School
  - D. ~ 30 teens in Hebrew High School
  - E. ~ 60 children and teens in Temple A Youth Groups
  - F. Retained Cantor for Holidays (major and minor) and Bar and Bat Mitzvah
  - G. "Visiting Guest" Cantors for other, selected services during the year
  - H. Outstanding Bar/Bat Mitzvah instructor
  - I. All arms of the Temple are active, with the exception of the Men's Club
  - J. Temple A "values" - family, welcoming and warm, etc.
  
- II. **What time frame are you considering for the joining of the congregations?**
  - A. The end of May would serve both congregations well
    - i. This would allow for the most comprehensive planning to be done for the High Holidays, and for incorporation of new memberships into planning for tickets, honors.
    - ii. Allows for best planning for Hebrew School, Bar/Bat Mitzvah
    - iii. Allows for best planning for the budget for the coming fiscal year
    - iv. Congregational vote can be taken at the annual TEMPLE A June meeting
  
- III. **What are a few of the most important things that you are looking for in this joining?**
  - A. We hope to be able to incorporate new leadership and talent into our community, which will give us:
    - i. Fresh ideas
    - ii. New perspectives
    - iii. Renewed energy in planning
  - B. Our programming would benefit from this "injection," especially in such areas as fundraising, social programs.
  
- IV. **What concerns you most about the entire process of joining another congregation?**
  - A. The families from Temple O decide not to "come on board"
  - B. possible liabilities (financial) that Temple A might take on
  - C. The disenfranchisement of our present membership through the process
  
- V. **What strengths do you bring?**
  - A. Strong programming, particularly in Adult Education and Youth Activities
  - B. Service oriented congregation:
    - i. Shabbat services include Tot Shabbat, Mini-Minyan, and Junior Congregation, Adult Beginning Learner's Shabbat Services

- ii. Full Hebrew School programming, including Bar/Bat Mitzvah preparation and Hebrew High School
- iii. Active Sisterhood, Adult Education, Youth programs, Shofar Editorial Board, Shiva Minyanim, Hospital Visitation, Social Action

## EXHIBIT C

### TEMPLE A TEMPLE O PRELIMINARY QUESTIONNAIRE

Dear L,

Here is the questionnaire we spoke about on Wednesday evening. We've had some experience from a previous merger and a very directed rabbinical search and found this type of questionnaire helped us focus on important issues.

We are prepared to answer the same questions for you.

1. What are the demographics of your congregation?
2. What time frame for joining with another congregation are you considering?
3. What are a few of the most important things you are looking for in a **receiving** congregation?
4. What concerns you most about the entire process of joining with another congregation
5. What strengths can you bring to a **new** congregation?

I'm sure we'll expand the discussions to other issues but this provides us with a good start on very important topics.

Regards,

## EXHIBIT D

### TEMPLE A - TEMPLE O PRELIMINARY NOTES

1. A meeting of the Exec Committee, perhaps adding a few of our old hands with experience of past endeavors such as this. We need to develop an understanding of exactly what it is that we expect to gain and to achieve from a merger, beyond visions of gaining the monetary assets of a waning congregation. We should understand and come to consensus on this.

How will we integrate the Temple O members into our congregation; are we prepared to propose to them even the germ of a plan?

We should try to develop a notion of what we expect from them. Moreover, we should try to place ourselves in their shoes and understand what they will expect or demand of us.

How will we propose to mesh the two? Seats on our Board of Trustees? Officer positions?

Will they want, and will we give dues concessions? What kind, how much, and for how long?  
Building fund concessions?

Will they want and are we willing to give them some elements of controls over the application of the financial assets they may bring? What are their financial assets? What are their liabilities?

Are there matters of ritual observance that must be addressed? Is the role of women in their congregation consistent with what we do, and what will some of the traditionalists on our Ritual Committee find acceptable?

Doubtless, there are many other concerns that many of us can think of. We need to understand what we want, how far we will go, and whether the cultures of these two congregations can meld, at least in the broad strokes.

2. From the TEMPLE A side, we should expand the meeting group, both to give our new friends a better sense of who we are, and to give ourselves a sense of an open process.

However, we should speak with one voice, and so even though several may attend from TEMPLE A, we should decide in advance that only one or two of our group should speak.

This will discourage our participants from going "off the reservation", while at the same time, impressing upon the Temple O group our unity of purpose and vision.

3. While we should of course give the Temple O group an outline of our position, we should encourage them to talk more, and to ask us questions, and should avoid firm commitments to them on most issues until a further consensus by our own temple government.

4. We should request that the Temple O group provide us, at some fairly early point, with concrete information so that we can do our own due diligence. We need to understand exactly what it is that we will be getting in terms of assets, liabilities, number of members, how many will actually join us, demographics, etc.

## EXHIBIT E

Dear Board Members and Officers;

On Tuesday evening past, a few of us met with a small delegation from Temple O to preliminarily discuss the feasibility of merging the two congregations.

They contacted Temple President about three weeks ago and advised him that since their rabbi passed away recently and the congregation has dwindled to about 65 families, their board has authorized the exploration of a merger with another Conservative congregation in the area. The care, upkeep and administration of all temple-related functions have become exceedingly difficult and nearly financially impossible.

They were to meet with three shuls, us being one of them. A "point" committee of our Rabbi, the immediate past president, the current president and chairman of the board, met in our library with their 3 co-presidents and their immediate past president to explore their thoughts, ideas and to ultimately determine if there were enough common points and interests to warrant further discussion and consideration on both sides. Ultimately, if approved, they would sell their building and merge into the "receiving" congregation.

I suggested preparing a questionnaire to be filled out by both sides answering the same set of questions so that rather than sitting around and "schmoozing" for a few hours but not having learned anything substantive, we could have serious, meaningful and focused discourse on relevant matters of mutual interest. All the parties agreed and so a foundation for the discussions was established.

I want to emphasize that there were no substantive discussions about technical, financial or administrative issues. Those if necessary will be handled by an "ad hoc" committee to be formed from all segments and constituencies within the synagogue (as was the rabbinical search committee 4 years ago). This was merely an orderly "meet and greet" to get a feel for each other's congregation and to ascertain if they might be compatible in general tone, flavor, philosophy, etc. Monies, properties, assets and liabilities were scrupulously avoided as that would most certainly fall under the province of the larger "ad hoc" committee and would best be discussed at later sessions. We described our demographics, religious philosophy, programming and general administration, and they did the same. We spent well over two hours in very fruitful preliminary discussion, which will enable us to all to determine if there is a "fit", or are we "mutually exclusive" entities.

In the next week or two, they will have a general board meeting to review their three meetings (we were their last meeting) and the information gleaned from each, and then, if their board determines that they want to proceed with a merger, they will select the best fit and pursue a merger with that shul at that time.

We invited them to attend services, adult ed, social functions, as we would open our doors to anyone in the surrounding community. We have not been told that we've been neither "selected", nor that a

“due diligence” committee is on an inspection tour. We just extended the open invitation, provided them with copies of our brochures, handouts, Shofar, etc., and will see if they come for a visit.

So, to summarize, to this point nothing has happened of any substantive nature. They came, they talked, they listened, they took a brief tour, and they’re going back to report to their board. I will advise you further as the situation warrants or as developments occur.

Respectfully Submitted.

Chairman of the Board  
Temple A

## EXHIBIT F

### TEMPLE A TEMPLE O 1<sup>ST</sup> CONGRGATIONAL LETTER 3.2.02

Dear Congregant;

Temple A, along with two other conservative shuls in the area, has been approached by another Conservative synagogue, Temple O about the possibility of aligning their 60-65 families with ours. Their rabbi of many years, Rabbi P, passed away this past year, leaving the congregation without spiritual leadership and direction. Membership has declined over the past few years, due mostly to changing demographics in their service area. Congregational services have been difficult to arrange, and so before their membership dissipates entirely, they have explored various avenues to keep their congregation together. After careful review, they felt that joining along with another conservative synagogue was their best choice.

Preliminary meetings have begun to see if there exists a common ground for further discussions regarding integration, or not. A small "point group" of some of our officers and theirs, met to explore these issues and we are pleased to say that we have found much upon which to build.

Temple O's board of trustees met last week to review all three of their exploratory meetings and to recommend, further discussions only with Temple A, to their membership. Their congregation will have a chance to vote on their board's recommendations on the 13<sup>th</sup> of March (at a special congregational meeting called specifically for that purpose). No further action will be taken by TEMPLE A until the conclusion of the Temple O's congregational vote.

The board and officers of Temple A will be forming a representative committee, similar to our rabbinic search committee, to meet with Temple O's integration committee (in the event there is an affirmative vote by their membership). These committees will be charged with exploring all facets of membership integration, from religious, to educational, to social and fiscal issues, and will be reporting to the officers and trustees, as well as our membership, at regular intervals (should said discussions materialize).

Again, we wish to restate that **nothing concrete has been agreed to, nor have any substantive discussions occurred.** We are informing you of the contact with Temple O so that nothing is kept hidden or misconstrued by anyone. As (if and when) discussions continue, regular communications will be forthcoming, trumpeting their status.

Thank you for your cooperation and please continue to extend our usual TEMPLE A "warm welcome" to any visitors who may join us in our various activities.

LHitraot,

Chairman of the Board

President

**EXHIBIT G**

**DRAFT AGREEMENT OF FINANCIAL TERMS**  
**TEMPLE O AND TEMPLE A**

**DUES AND FEES:**

| <b>YEAR #</b> | <b>YEAR</b>        | <b>DUES</b>   | <b>HEBREW SCHOOL</b>  | <b>HEBREW HIGH SCHOOL</b> |
|---------------|--------------------|---|---|---------------------------|
| 1             | 2002-03            | Free  | Free  | Free                      |
| 2             | 2003-04            | 2001-02<br>TEMPLE O<br>dues structure                           | 2001-02<br>TEMPLE O fee                                     | 50% TEMPLE<br>A fee       |
| 3             | 2004-05            | 2001-02<br>TEMPLE O<br>dues structure                           | 2001-02<br>TEMPLE O fee                                     | TEMPLE A fee              |
| 4             | 2005-06            | 2001-02<br>TEMPLE O<br>dues structure                           | 2001-02<br>TEMPLE O fee                                     | TEMPLE A fee              |
| 5             | 2006-07            | Start of a 3-<br>year "step up"<br>to reach<br>TEMPLE A<br>dues | Start of a 3-<br>year "step up"<br>to reach<br>TEMPLE A fee | TEMPLE A fee              |
| 6             | 2007-08            | 2 <sup>nd</sup> year of 3-<br>year step up<br>plan              | 2 <sup>nd</sup> year of 3-<br>year step up<br>plan          | TEMPLE A fee              |
| 7 and Beyond  | 2008 and<br>Beyond | TEMPLE A<br>dues  | TEMPLE A fee  | TEMPLE A fee              |

Note:

1. Members of TEMPLE O, who join TEMPLE A, will fill out a new member form, in order to insure a complete history.
2. Bar/Bat Mitzvah students will pay TEMPLE A fees for Ron's services
3. If TEMPLE A's dues and/or fees should increase from the base amount as of June 2002, TEMPLE O dues and fees will increase by the same amount.
4. TEMPLE O members will not have to pay for Building Fund
5. TEMPLE O members who are presently on deals will not have to pay dues in year 1. In year 2, 2003-2004, any members requiring deals will work with the TEMPLE A Financial Secretary, along with one representative from TEMPLE O

## **GOVERNANCE:**

1. Temple O membership will be given 4 board seats for 3 years, after which the integrated Board of Trustees will “shrink” back to the original 25 members.

## **MONIES ARISING FROM THE TEMPLE O BUILDING SALE:**

1. A portion of the money will be placed in an endowment, and used to offset the difference in the dues between TEMPLE O and TEMPLE A; the endowment will expire after a period of five years.
2. A portion of the money will be used to make capital improvements to the TEMPLE A building. This construction project would result in the building of a chapel or family center, that would bear the Temple O name, and house some of the TEMPLE O artifacts
3. A portion of the money would be used to fund a scholarship in memory of Rabbi P (~ \$50,000).
4. The specific amounts of money that will be apportioned above are TBD. TEMPLE O members are to sit on the committee that makes these decisions.

## **OTHER ITEMS:**

1. High Holiday honors will be mutually agreed upon.
2. Memorial Boards will be transferred from TEMPLE O to TEMPLE A; two out of three of the TEMPLE O boards will be displayed as quickly as possible, in the TEMPLE A sanctuary (possibility of moving names from the third board to the first two?).
3. Leaves from the TEMPLE O Tree of Life will be re-engraved, and placed on the TEMPLE A Tree of Life. There will be sensitivity to keeping the leaves of families in the same relative positions as they presently enjoy.
4. One Torah scroll will be sold from the TEMPLE A collection. One scroll will be sold from the TEMPLE O collection. One scroll will be donated as a gift, commemorating the joining of the two congregations.

## EXHIBIT H

### Temple A – Temple O Meeting

#### Notes From Meeting of March 19, 2002

1. On Tuesday, March 19, 2002, representatives of Temple A and Temple O met at TEMPLE A to begin discussions on the integration of the TEMPLE A and Temple O memberships. The TEMPLE A group was composed of B S, L S, H B and Rabbi. The members of the Temple O group were L R, M H, M M and L S.
2. The meeting began with some inspirational teachings by Rabbi about the value of building, and building together. The TEMPLE A group welcomed the TEMPLE O team by expressing our appreciation and humility at having been selected by them as a future spiritual and community home for their membership, our desire to make all TEMPLE O families full, equal and participatory members of the TEMPLE A family, our intention to conduct all discussions and negotiations in a fraternal, honest and open manner, and our hope that any difficulties in our discussions would be viewed in such light, and thus that any such difficulties could be ultimately resolved.
3. The TEMPLE O group endorsed these sentiments, and expressed their congregation's hope to join with us at TEMPLE A.
4. We decided together that we would use the outline template (attached) created by and for TEMPLE A's Integration Committee as a beginning guide to addressing our mutual questions and concerns, and further determined to first take up non-monetary and non-governance issues, to accustom ourselves to working together, and to seek areas of agreement, accommodation and overall congregational "fit," in terms of attitudes, practices and procedures.
5. Our discussions were open, friendly and collegial, and we found a great deal of common ground. Both groups were highly pleased with both the amount of progress made in this initial meeting, and the congenial and non-confrontational manner in which it was accomplished. Some aspects of our discussions concerning both practical and philosophical issues do need to be re-visited and explored in further and greater detail, and this will be done, although we do not presently feel that there are any areas of grave concern. As these issues arise and are reviewed, we will report on them.
6. This report is intended to provide the members of TEMPLE A's Integration Committee with a summary overview of the Coordinating Team's initial meeting with the TEMPLE O leadership.
7. The TEMPLE A and TEMPLE O teams are scheduled to meet again on Tuesday evening, March 26, 2002 at TEMPLE O, when, in addition to continuing our talks, we will have an opportunity to tour the TEMPLE O facilities.

8.

**Ritual Team**

**A. Questions/Issues**

**i. Integration of Ritual Practices:**

1. Does Temple O have a Ritual Committee? If so, are members of its Ritual Committee interested in joining the committee at Temple A?
  - a. ***Temple O has 7 people on its Ritual Committee, some of whom would like to join the group at TEMPLE A. I will supply us with the names of these people.***
2. What is their policy regarding non-Jewish spouses? Is the policy specific to the involvement of non-Jewish spouses in services (Bar/Bat Mitzvah services, baby namings, etc.)?
  - a. ***Family membership is given to people with non-Jewish spouses. Even though this is different from the TEMPLE A policy, only 2 families from Temple O are affected.***
  - b. ***We agreed to pair them up with intermarried couples from TEMPLE A, for orientation purposes.***
  - c. ***TEMPLE O policy about presence of non-Jewish spouses on the bima is consistent with TEMPLE A policy.***
3. How much is English used in the Temple O service?
  - a. ***~50% of the Temple O service is in English. To facilitate a transition for Temple O members, the Rabbi was asked to:***
    - i. ***Provide transliteration***
    - ii. ***Conduct certain parts of the service, such as the Mourner's Kaddish, at a slower pace***
    - iii. ***Consider adding more English to the service, particularly on Friday evenings.***
    - iv. ***Although TEMPLE O and TEMPLE A have no prayer books in common, TEMPLE O is willing to use TEMPLE A books.***
4. Does Temple O have daveners for Shabbat services and/or for the High Holidays? What about Torah readers? If so, please supply a list of names.
  - a. ***No Shabbat daveners.***
  - b. ***~4-5 people who can daven Friday evening services, but would need to learn the "specifics" of TEMPLE A services. Offer was made to "buddy" the TEMPLE O daveners with TEMPLE A daveners.***
5. What special tunes are employed during the services?
  - a. ***We'll "learn as we go"; no need to act on this.***
6. What prayer books are presently used? How do the services "match up?"
  - a. ***All books used for the various services are different. TEMPLE O understands that they will switch to TEMPLE A books.***
  - b. ***At this point, we probably do not need to order any more books.***
7. What are the Kashrut policies?
  - a. ***No issues; policies match.***

**b. If there are places that TEMPLE O wants to have on the catering list, they will provide us with a list of names, and the Rabbi will check them out.**

8. Specific to the High Holidays:

a. How are Honors assigned to the members?

i. **Membership roster was given to TEMPLE A; not everyone will want an honor, and we should be able to accommodate everyone.**

b. Have people been hired already to perform the Holiday services (Hazzan/Rabbi)?

i. **No.**

c. Are there member families that, based on geography, are used to be able to walk to shul on the Holidays, and would feel uncomfortable driving? Would they consider being housed in the Aberdeen area? Can we accommodate them?

i. **2 families may be impacted. L will check with them to see if this is an issue.**

d. Is the Kol Nidre appeal silent?

i. **Yes; historically TEMPLE O has handed out cards at their services. An appeal via the mail as TEMPLE A does, is acceptable to TEMPLE O.**

e. On Kol Nidre, Temple A's Past Presidents are called to the bima to hold Torah scrolls. Get a list of Temple O's Past Presidents, in order to have them share in this honor.

i. **List was given to TEMPLE A. Past Presidents include: JK, JB-M, LR, MH, MM, WG, MP, and LS.**

f. Other

i. **TEMPLE O has a Yizkor book fundraiser, where they solicit and charge congregants and others for journal display advertising. TEMPLE A agreed to consider this as a new way of raising funds.**

ii. **In the past TEMPLE O also read all the names in their book out loud. TEMPLE A, given the size of the membership, will probably not be able to accommodate this practice. TEMPLE O understands and accepts this.**

iii. **L will bring a copy of the book to the next meeting.**

ii. **Bar/Bat Mitzvah (crossover with Education Team):**

1. Names of children and families who have already been assigned Bar/Bat Mitzvah dates. Are there any conflicts with dates assigned at Temple A?

a. **Only the B family has been assigned a date (June 9<sup>th</sup>). Family needs to decide where Bar Mitzvah will be held. TEMPLE A and**

**Rabbi have invited the B family to hold the service at TEMPLE A, if desired.**

2. Names of children and families who will be Bar/Bat Mitzvah in the future and have not been assigned dates (need to supply this list, and the one above, to BL.)
  - a. **MW and N L, both in 2003. Information (birth dates, etc.) forwarded to B L.**
3. When does a Temple O child begin training for Bar/Bat Mitzvah? Who does the training? Are there children that need to be “transferred” to Ron for training?
  - a. **Not relevant, except for the B child.**
4. Integrate Ron into this process and inform him of new children, and of dates. Check Ron’s contract regarding additional compensation.

iii. **Torah Scrolls:**

1. When were the scrolls last checked?
  - a. **4 scrolls, checked ~ 10 years ago. One of the scrolls survived the Holocaust.**
2. Are the scrolls registered?
  - a. **Don’t know; Rabbi will visit TEMPLE O (completed on March 21<sup>st</sup>) and check.**
3. How do we accommodate the circumstance of “too many” scrolls?
  - a. **Possibility of donating one of theirs and one of ours? Or, the possibility of purchasing a showcase for the lobby that might be employed to display extra ritual items.**

iv. **Memorial Boards:**

- a. How many Boards are presently owned?
  - i. **3**
- b. What is the size of the Boards? Location at Temple A?
  - i. **68” wide and 49.5” high; location of Boards at TEMPLE A to be determined.**
- c. Data from Temple O memorial boards needs to be transferred to the Temple A system for proper lighting.
  - i. **They have a board layout on a computer program**

v. **Cemetery Considerations:**

1. Will both cemeteries be open to both congregations?
  - a. **TEMPLE O owns 4500 plots.**
  - b. **There will eventually be a need to change the deed to the plots.**

vi. **Shiva Minyans:**

1. Given the distance, we will be able to provide a minyan leader, but will need to provide a minyan at Temple A at the same time.

- a. ***Suggestion to add TEMPLE O members as minyan leaders; keep 2 boxes of TEMPLE O ritual books at minyan leaders' houses in the Temple O vicinity, in order to facilitate efforts.***

## 9. Education Team

### A. Bar/Bat Mitzvah (crossover with Ritual Team):

- i. Names of children and families who have already been assigned Bar/Bat Mitzvah dates. Are there any conflicts with dates assigned at Temple A?
  1. ***See Ritual***
- ii. Names of children and families who will be Bar/Bat Mitzvah in the future and have not been assigned dates (need to supply this list, and the one above, to B L)
  1. ***See Ritual***
- iii. When does an Temple O child begin training for Bar/Bat Mitzvah? Who does the training? Are there children that need to be "transferred" to R S for training?
  1. ***See Ritual***
- iv. Will the child who is having his/her Bar Mitzvah in June having the service at Temple A or at Temple O? What is the best way to get the child to be comfortable with the service, if it is to be held at Temple A? Does the child need R S's help?
  1. ***The Rabbi will reach out to the family.***

### B. Hebrew School children:

1. List of names, ages, and classes they are presently in.
  2. ***L will provide the list of names.***
- ii. At the beginning of the school year, the Principal of the Hebrew School will be assessing the skills of all of the children. Temple O's children will be included in the assessment.
  1. ***TEMPLE O agrees.***
- iii. Information on Shabbat Attendance requirements for graduation from the Hebrew School: Children will be required to meet the requirements of the year they are starting. (Aleph: 6, Bet: 6, Gimel: 6, Dalet: 12, Hey: 12)
  1. ***TEMPLE O agrees.***
- iv. Other:
  1. ***Given the time that school lets out, and the time required for travel, it is conceivable that children might not be at TEMPLE A for Hebrew school until 4:30pm. The issue of accommodating these children must be addressed.***

### C. Youth groups

- i. List of children eligible for Youth group participation
  1. ***L will provide the list of names.***
- ii. Are the children already affiliated with other Kadima and USY groups in the area?
- iii. Our Youth Group chair will be happy to meet with parents and have the children participate in our programs now.
  1. ***TEMPLE O agrees.***

## 10. Membership outreach/Integration Team

### A. Immediate Needs:

- i. Membership mailing list (for now, do not integrate with TEMPLE A list); send one copy of the list to Harvey E., and one to the Temple office
  1. **List and computer disc supplied by TEMPLE O. (The disc was given to H E)**
- ii. If possible, mailing labels (approximately 15 sets)
  1. **Sets supplied by TEMPLE O.**
- iii. What is the “normal” means by which Temple O communicates? Mailings? E-mails? Does Temple O have an analogue to The Shofar?
  - a. **TEMPLE O uses mailings and a bulletin.**
- iv. Sisterhood mailing list; send one copy of the list to Marilyn B/Ruth G
  1. **Sisterhood is not presently active at TEMPLE O. Also, there is no Men’s Club.**
- v. Hazak mailing list; send one copy of the list to Wilma G.
  1. **Outreach phone calls will be used to determine mailing list.**
- vi. Membership applications, if they provide information to segregate to different mailing lists: Hazak, Hebrew school, Youth, Sisterhood, etc.
  1. **Use outreach phone calls instead**
- vii. Preparation for Parlor meetings with the Rabbi: Need ~ 3-4 host families, plus someone to organize (See Activity xii)
  1. **Members from TEMPLE O will coordinate with the Rabbi; H E’s name was also provided as a contact for information on how to best set these meetings.**
- viii. Distribute flyers for the Passover Seder
  1. **Too late for TEMPLE O members to be able to make plans to attend.**
- ix. Notify Temple A Office to track any members of Temple O who ultimately join as members, and to communicate names to Integration Committee, to follow progress of integration efforts.

### B. Activities:

- i. Divide the membership roster among committee members; each member will call families and introduce them to Temple A, as well as invite them to services, and answer any general questions that they might have. These calls will not deal with matters of negotiation, dues, etc. They are purely intended as welcoming phone calls.
  1. **TEMPLE O requested that we wait until they send a mailing to their congregation, telling them to expect these calls.**
  2. **We will compose a mailing to the TEMPLE O congregation, and make sure that it is sent to their Committee in advance, for approval.**
- ii. Barbara will provide each committee member with a “script” to use for the phone calls
- iii. Should we “buddy-up” with member families?
- iv. Instruct Temple office to mail copies of the Shofar, mid-month mailings, etc.

1. **Temple office has been given copies of mailing labels, and is awaiting word that it is O.K. to begin mailings.**

- v. D S. offered to call anyone eligible for Sisterhood
- vi. Need to develop a questionnaire to determine member interests, etc, as well as get their e-mail addresses?
- vii. Talk to the Rabbi about immediately purchasing copies of our siddur for the Temple O families as a welcoming gift. Each family will be sent a copy of the book, with a welcome letter. The letter will include that we are happy to move forward to try to integrate the shuls, and that we want them to be comfortable with the service; as such, we would like to present them with a copy of the siddur that we use.
- viii. Create a special flyer for the April 19<sup>th</sup> Family Shabbat dinner; offer the Temple O members the same discounted price that Temple A members will pay (EM).
- ix. Organize a **Unification Shabbat**, specifically for Temple O families; try to get Ron S to attend
  - x. If we move ahead with the idea of a congregational “gift” from Temple O to Temple A, we might use Simchas Torah, and the presentation of a scroll, as a symbolic gesture of uniting the congregations
- xi. Set up Parlor Meetings for the Rabbi, plus one Committee member to attend. (H E. is a resource for how this can be done)
- xii. Future discussion: create a gift to the Jewish community, in honor of the joining of the two temples.
- xiii. Discussion: The former Rabbi’s wife from Temple O has a lifetime membership; does she want it transferred to Temple A? If so, we will accommodate.
  - 1. **Yes.**

C. \*\*\*\*MEETING ADJOURNED AT THIS POINT\*\*\*\*

**11. Finance/Legal/Building Team**

- A. Audits: Retain outside, independent auditor. Audit Temple O finances.
- B. Evaluation of assets:
  - i. Membership units: full members, seniors or other special status (e.g., lifetime member), members on special arrangements
  - ii. Property and building
  - iii. Liquid assets: investments accounts
  - iv. Endowments, funds
  - v. Reserved funds, Restricted funds
  - vi. Torah Scrolls
  - vii. Cemetery
  - viii. Miscellaneous: furniture, books, pews, religious items, dedication plaques
- C. Evaluation of liabilities:
  - i. Contracts
  - ii. Employees
  - iii. Bills
  - iv. Building Maintenance and costs

- v. Litigation
- vi. Nursery school Rental
- vii. Number of families on deals
- viii. Is there a pension or other benefits provided for the Rabbi's wife?
- D. Disposition of Temple O building
  - i. Details
  - ii. How to proceed
  - iii. Distribution of sale proceeds –to TEMPLE O members? Participation of TEMPLE A.? Both? Other?
  - iv. TEMPLE O constitutional provisions for dissolution of congregational assets
- E. Dues Structure and tuition
  - i. Present dues for TEMPLE O vs. TEMPLE A.
  - ii. Building fund, etc. obligations
- F. Integration of memorial boards, stained glass, etc
- G. Development and tracking of integration expenses
- H. Impact – How can we enhance Temple A facilities and services to better accommodate our newly joined families and larger congregation?
  - i. If any monetary assets are transferred as part of this process, consider investing in the following areas:
    1. Programming
    2. Improvements to the building to make it more attractive, to make space use more efficient, to accommodate items from Temple O
    3. Endowments
    4. Family Center

## **12. Governance**

- A. Board structure – do new positions need to be added?
- B. Integration of Temple O's active members
- C. Overview of their governance structure and issues
- D. Any coordination required with USJC
- E. Negotiation

## EXHIBIT I

### THE NEGOTIATIONS

*Just as in a rabbinic search, the “devil” is in the details. Everything must be planned, analyzed and negotiated. Teams of members from each side meet independently and then together to formulate and articulate their core values (present and desired), both to themselves and to each other.*

#### **Establish the Negotiating Teams.**

- a) Who are best representatives of the organization?
- b) What skills must they possess?
- c) Do they fairly and accurately represent the positions, make up, demo and psycho graphics of the organizations?

#### **Develop and articulate core values and express them to each other.**

- d) Analyze what is really important to continuing the “good works” of the organizations and what has become stale, repetitive and irrelevant
- e) Purge all except what is mutually agreed to be absolutely critical to the furtherance of the mission

#### **Understand and embrace each other’s positions and desires, similarities and differences, wants and needs.**

#### **Negotiate each detail (regardless of how large or small) until mutually beneficial solutions to the enunciated differences are found.**

Items like (in no particular order):

- XV. Worship times, days and styles
- XVI. Pastoral care
- XVII. Missions and purposes
- XVIII. Leadership Styles (Clergy, Lay, Senior Staff, other professionals)
- XIX. Board and Officer representation and duties
- XX. Operations, finances, policies and procedures
- XXI. Qualifications for membership, voting, leadership development
- XXII. *Minhag* (congregational culture)
- XXIII. Name and location of surviving entity
- XXIV. Disposition of any real or other property and resulting income/debt
- XXV. Banking practices, bank branch location, signatories to documents and checks, etc.
- XXVI. Symbols, object d'art, memorabilia, torahs, memorial plaques, signs, etc.
- XXVII. Special events, historical milestones, anniversaries (keep or discard?)

**Arrive at a consensus regarding the fairness, correctness and mutual benefits of these solutions; one that every committee member is comfortable with and that each can articulate and defend to their own and each other's respective membership.**

## EXHIBIT J

### TEMPLE O and TEMPLE A CONGREGATIONAL LETTER 3.22.02

March 22, 2002

Dear Congregants,

It was great seeing so many families represented at our congregational meeting last week. We would like to take this opportunity to update those members who could not attend, as well as provide everyone with some information.

By an overwhelming majority vote, it was decided that Temple O should merge with Temple A, located at ..... Those of us who have met with representatives of Temple A are very enthusiastic about this upcoming merger. We have found their members to be very friendly and they seem very eager to meet all of us.

Their representatives have decided that while negotiations are taking place (to iron out all of the details of the merger), they would like to begin the process of assimilation and integration into their congregation. Over the next few weeks, you can expect to receive some mailings from them with invitations to attend some of their upcoming functions. You may even receive a welcoming phone call from them. We hope that you will approach these calls and mailings with an open mind and give them a chance. We think that you will be happily surprised when you see all that they have to offer.

In addition, we will be holding “parlor meetings” at the homes of some members over the next few months in order to give our members the opportunity to meet Rabbi in an informal and relaxed setting. We will all be receiving invitations in the near future. (If you would like to host one of these parlor meetings, please call one of us and let us know.) We hope that you will take this opportunity to meet Rabbi.

As negotiations progress, we will continue to keep you informed. Please remember, however, that we are still a functioning synagogue and will continue to be congregants of Temple O until the merger has been finalized! As mentioned at the congregational meeting last week, we continue to need your dues (on time, please), and you, yourselves! We will continue to have services every Friday night, so please join us as frequently as you can. However, if you would like to attend services on Saturday mornings, you may wish to begin attending at Temple A.

If you have any questions please do not hesitate to call one of us. We wish everyone a healthy and happy Passover.

Sincerely,

JK, JB-M, and LR

## EXHIBIT K

### TEMPLE A and TEMPLE O BOARD EXPANSION PROPOSAL

March 31, 2002

Dear H, TEMPLE A Board Members, Integration Committee Members -

As most of you know, we are actively involved in discussions with the leaders of Temple O aimed at integrating their members into our congregation. These talks are progressing favorably thus far, and we continue to have reason to feel (cautiously) optimistic.

As these negotiations progress, we will soon reach governance issues. It may not only be expected of us, but also required of us, in addition to being something that we will want to do, and is an appropriate thing to do, that we afford representation to our (hopefully soon-to-be) newly integrated members on our temple Board of Trustees.

Since the size and selection of Board members is a constitutional issue, and since Barbara and I will be out of town and unable to attend the April 1 Board meeting at which the review of our constitution will continue, we ask that the Board consider and approve a constitutional amendment which would provide, in the event of a merger or integration of another congregation into our own, that the Chairman of the Board of Trustees and/or the Executive Committee have the authority to create up to five new Board seats, and to appoint representatives of the newly merged or integrated congregation to occupy those seats as members of the Board of Trustees, with full and equal powers, rights and obligations as are held by all other Board members.

This will empower the Integration Committee to assure the TEMPLE O group that we can and will make them full participants in the congregation we are asking them to join.

This e-mail has been sent to H as Board Chairman, to all those Board members whose e-mail addresses we have, and to the members of the Integration Committee as well.

Thank you all for your consideration.

B and L

## EXHIBIT L

### TEMPLE A and TEMPLE O TEMPLE A CONGREGATIONAL MEETING LTR

June 6, 2002

Dear Congregant;

Pursuant to our constitution, this notice of a ***Special Congregational Meeting*** is being sent to all members in good standing. Please be advised that an **Open Meeting** will be held in the Sanctuary of Temple A on **Wednesday** evening at **7:30pm** (with a short break for Minyan @ 8:15pm).

**The following items will be reviewed, discussed and motions for acceptance voted upon:**

- 1) **Acceptance of the merger/integration proposal with Temple O**
- 2) ***Review, discussion and acceptance of the Proposed Fiscal Year Operating Budget***
- 3) ***Review, discussion and adoption of a revised Constitution.***

The Board of Trustees strongly urges you to attend this meeting and to take advantage of this unique forum to share your thoughts and ideas on all the above topics. **For your review, copies of the proposed budget, the current constitution and the proposed constitution will be available both at the office and via “e-mail”, on or about June 10<sup>th</sup>.** If you wish to receive a copy of either document “via e-mail” please send a request, including your name and e-mail address to the Temple office (**templea@XXXX.org**) and the documents will be forwarded to you.

Based upon circulated materials, we’re excited about the proposed merger/integration with Temple O. Temple O brings a 30+ year-long heritage to Temple A and the combined efforts of theirs and Temple A’s members will enhance Conservative Judaism’s presence in Middlesex, Monmouth and Ocean Counties, and will make for a much stronger, more active and more vibrant, combined organization. We encourage you to vote YES on this merger/integration.

Your Board is also pleased to advise that there are no dues increases proposed for the coming fiscal year. Expanded fundraising efforts, as well as increased diligence in managing financial resources, will account for this positive action. Again, we encourage you to vote YES on the proposed 2002-2003 Budget.

It has been five years since we amended and adopted the current constitution. While much of it remains sound, and not in need of revision, many articles, sections and paragraphs either do not reflect current Temple needs nor do they accurately reflect the way in which the synagogue is governed. To facilitate better government, we have painstakingly reviewed every section (over the past 3-4 months) and recommend the following changes:

- Better Membership definitions  
*(Article II, Sections A and B)*
- Term Limits for all Committee Chairpersons, Officers and Trustees  
*(Article VI, Section B and Article VII, Section B)*
- Redefine the uses of Restricted and Endowed Funds  
*(Article I, Section C; Article V, Section F and Article VII, Section C)*
- Redefine Officer duties and functions  
*(Article VI, Section C)*
- Establish new quorum requirements for Board Meetings  
*(Article VII, Section E)*
  
- Establish better committee and auxiliary organization reporting and oversight responsibility  
*(Article IX, Section C and Article X, Sections A and B)*
  
- Eliminate confusing and/or conflicting language  
*(Various Articles and Sections)*

While we would have liked to give you “*side by side*” comparison copies of the current and proposed documents, it proved impossible. The next best thing is to give you copies of both old and new and reference sections with changes, thereby allowing you to do your own analysis. The Board hopes you will vote **YES** in accepting the proposed changes to the Constitution.

Once again, we invite you to attend and participate in the Open Meeting on June 19<sup>th</sup>. One of the privileges of membership is this open forum in which to discuss, debate and develop consensus. No member in good standing should miss it. It may very well be one of the most important meetings in our history.

We look forward to welcoming you on the 19<sup>th</sup>.

L'Hitraot,

President

Chairman of the Board

## EXHIBIT M

### TEMPLE A TEMPLE O FIRST JOINT LETTER

July 11, 2002

Dear Friends and Congregants,

We are delighted to inform you that the integration plan for the unification of the congregation of Temple O into Temple A was approved by a unanimous vote at Temple A's Annual General congregational Meeting held on June 19, 2002. This is an exciting and challenging time for us all. Although much work has already been accomplished, much still remains to be done. In the coming months, we will move to codify our understandings and agreements, and to formally create the funds and endowments to improve and strengthen our congregation.

However, the most important process, that of joining all of us together has already begun, and will continue apace with all possible speed.

For those of you who have been members of Temple O, enclosed you will find a Temple A membership application and a note of greeting and instruction from our Membership Chairperson, E M. It is important that all Temple O members complete and return the application to the Temple A office without delay, so that we can issue High Holiday tickets to you, and insure that you are registered as members pursuant to the dues agreement reached as part of our integration program.

Our anticipation of the High Holidays is heightened this year by the prospect of the joining of all of us in the Temple A family. We ask for your understanding and patience during the upcoming holidays and thereafter as we work toward becoming an even greater and more vital center of Jewish life in our community.

Sincerely,

B S and L S  
Co-Chairpersons, Temple A Integration Committee

EXHIBIT N

TEMPLE A TEMPLE O WELCOMING MEMBERSHIP LTR

July 11, 2002

Dear Temple O Member,

Welcome! We are glad that you are joining our temple family.

Enclosed is a Temple A membership application. ***Please complete it as thoroughly as possible and return it to the Temple A office no later than July 31.*** This will enable us to plan appropriately for the upcoming holiday services, to send you High Holiday tickets, and also to be certain that in the future, dues, religious school tuition and any other charges are billed to you in accord with our integration agreement.

We are happy to remind you that you will not incur any fees nor will you be billed for dues, religious school tuition or High Holiday tickets during your first year of membership. Also, we are pleased to waive our customary \$36.00 membership application fee.

For those of you, who wish to enroll your children in our religious school or Hebrew High School, please contact our temple office for information and appropriate application and enrollment forms.

We look forward to greeting you in *shul* and to *davening* together for many years to come.

Sincerely,

E M  
Chairperson,  
Membership Committee

## EXHIBIT O

### Temple A—Temple O Integration Committee

**Overall Committee Mission/Objectives:** Accomplish successful integration of the Temple O membership into the Temple A family, welcoming the maximum number of families from Temple O into Temple A, while maintaining the congregation identity and values of Temple A and its present members.

#### **Overall Committee Chairs – B S / L S**

#### **Coordinating Subcommittee Responsibilities/Issues:**

- Create and direct a structure to identify, address and manage integration issues and interact with a parallel structure from Temple O
- Periodically meet with the Temple O Coordinating Committee
- Act as the “Governance Subcommittee”
- Conduct risk analysis
- Manage communications to all constituencies
- Conduct direct negotiations

#### **Coordinating Subcommittee Members:**

|       |   |
|-------|---|
| L S   | 2 <sup>nd</sup> V.P., Incoming 1 <sup>st</sup> V.P. |
| B S   | Past President                                      |
| Rabbi | Rabbi   |
| H B   | Chairman of the Board of Trustees                   |
| M R   | 1 <sup>st</sup> V.P., Incoming President            |
| J M   | President   |
| M B   | Sisterhood President                                |

#### **1. Ritual Subcommittee Responsibilities/Issues:**

- a. Integration of ritual practices
  - i. Negotiation of ritual concerns
- b. Bar/Bat Mitzvah
- c. Daveners – Shabbat and Holidays
- d. High Holidays – honors, etc.
- e. Books, siddurim (do we need to buy more, what do we do with theirs?)
- f. Torah Scrolls
- g. Cemetery considerations
- h. Memorial Boards – location - process for lighting

**2. Ritual Subcommittee Members:**

**3. Chairs – J M. / Rabbi**

L D  
R D  
L H  
J L  
J L  
M M  
M R

**4. Education Subcommittee Responsibilities/Issues:**

- a. Identification of students and placement
- b. Coordination of requirements for graduation and Bar and Bat Mitzvah
- c. Negotiation of any education-related issues
- d. Youth Commission issues and integration
- e. Adult education

**5. Education Subcommittee Members:**

**Chairs – M R / A G**

A H  
J R  
P R

**6. Finance/Legal/Building Subcommittee Responsibilities/Issues:**

- a. Audit of Temple O finances (retain outside, independent auditor)
- b. Evaluate assets
  - i. Membership units – full members; senior or other special status; “special arrangements;” other
  - ii. Property and building
  - iii. Liquid assets: investments, accounts
  - iv. Endowments, funds
  - v. Torah scrolls
  - vi. Cemetery
  - vii. Miscellaneous: furniture, books, pews, religious items
- c. Evaluate liabilities
  - i. Contracts
  - ii. Employees
  - iii. Bills
  - iv. Building maintenance
  - v. Litigation
  - vi. Nursery school rental
  - vii. Number of families on deals

- viii. Disposition of Temple O building
  - ix. Details
  - x. How to proceed
  - xi. Distribution of sale proceeds - distributed to TEMPLE O members; participation of Temple A.; both; other)
  - xii. TEMPLE O constitutional provisions for dissolution of the congregation and distribution of congregational assets
- d. Dues structure and tuition for new members, including Building fund obligations
- e. Integration of memorial boards, stained glass, etc.
- f. Development, tracking etc. of integration expenses (e.g., auditor)

**7. Finance/Legal/Building Subcommittee Members:**

**Chairs – HB / L S**

|     |     |
|-----|-----|
| J A | H B |
| S B | F F |
| D G | S K |
| B K | M . |
| K P |     |

8. Membership Outreach/Integration Subcommittee Responsibilities/Issues:
- a. Objective: Retention of members
  - b. Approach: Begin treating Temple O families as though they are present members of Temple A
  - c. Invitations to services and all functions
  - d. Parlor meetings led by Rabbi
  - e. Integrate TEMPLE O mailing list to TEMPLE A's (e.g., Shofar, mid-month mailings, etc.)
  - f. Special letters
    - i. Parents with school age children
    - ii. Hazak
    - iii. Sisterhood
    - iv. Adult Ed
  - g. Create/select distribute welcoming gift
  - h. Welcome Shabbat(s) – dinners, etc. (possible fundraising events)
  - i. Create a congregational “gift” from Temple O to Temple A, as symbolic gesture of uniting of congregations
  - j. Create a gift to the greater Jewish community, in honor of the joining of the two temples

**9. Membership Outreach/Integration Subcommittee Members:**

**Chairs – M B / B S**

|     |     |
|-----|-----|
| S A | N B |
| H E | J L |
| E M | T P |
| D S | F T |
| M W |     |

**10. Governance Subcommittee Responsibilities/Issues:**

- a. Structure of Board of Trustees – consideration of creation of new/additional seats
- b. Integration of Temple O's active members
- c. Overview of TEMPLE O" governance structure and issues
- d. Coordination with U.S.C.J.
- e. Negotiation

**11. Governance Subcommittee Members:**

- a. See Coordinating Subcommittee

**EXHIBIT P**

**CELEBRATION WEEKEND – SCHEDULE OF EVENTS and TIMES**

**FRIDAY, MAY 2**      ***KABBALAT SHABBAT***      8:30PM

**FOUNDER’S FRIDAY** PRESENTATIONS  
GUESTS: CANTOR MARK NOVACK AND RENEE BRACHFELD

***ONEG*** SPONSORED BY  
B AND J H

**SATURDAY, MAY 3**      ***SHABBAT MORNING***      9:30AM

CANTOR MARK NOVACK AND RENEE BRACHFELD

***KIDDUSH*** SPONSORED BY  
THE P-MFUND

***MINCHA***      7:15PM

***SEUDAH SH’LISHIT and COCKTAILS***      7:30PM

SPONSORED BY J AND W S

***HAVDALLAH and MAARIV*** 8:30PM

***DINNER DANCE***      9:30PM – 12:30AM (*by paid reservation only*)

**SUNDAY, MAY 4**      ***60’S STYLE BLOCK-PARTY***      12:30PM-2:30PM  
FEATURING “***THE WASHINGTONS***” DOO-WOP GROUP

***LUNCHEON*** SPONSORED BY  
THE SISTERHOOD OF TEMPLE A

***TORAH SCROLL PROCESSION***      2:30PM  
(TIME APPROXIMATE)

***SPEECHES AND PROCLAMATIONS***      3:00PM  
(TIME APPROXIMATE)

ASSORTED MEMBERS OF THE BAYSHORE COMMUNITIES  
POWERPOINT™ PRESENTATION “***THE FIRST FORTY YEARS***” 3:30PM

SPONSORED BY S AND A P  
(TIME APPROXIMATE)

***A LOOK TOWARDS THE FUTURE*** 3:45PM  
(TIME APPROXIMATE)  
B AND L S

***COMMUNITY-WIDE MINCHA SERVICE***  
***and CLOSING REMARKS*** 4:00PM  
(TIME APPROXIMATE)  
RABBI

## **EXHIBIT Q**

July 12, 2002

Last evening, BS and LS and I met with the Temple O people (L, J and M) to inventory the religious and non-religious items that will not transfer with the sale of their building, but will be moved to TEMPLE A or into storage for future use. As an aside, they have a legitimate offer "in hand" and are entering into a contract, with exchange of "good faith-earnest deposits" by the end of the month and will close, *God Willing*, by end of August.

Here is the inventory of what we found. They are in no particular order of importance, but rather are divided by where they are/were used within our/their building. Many other items were found, but should be discarded as they are not relevant or in such bad shape that they would either not be used or survive the journey to TEMPLE A.

### **SOCIAL HALL/KITCHEN ITEMS**

- 1 concession type popcorn machine
- 150 grey Samsonite folding chairs (like ours)
- 100 orange Samsonite folding chairs (worse shape)
- 35-40 30" X 96" folding banquet tables
- 5-6 electric coffee urns of varying sizes
- asst kitchen utensils, etc.

### **CLASSROOM ITEMS**

- 1 chalkboard (loose)
- 1 dri-mark erasable board with wooden stand
- 1 new 2" x 3" cork/dri-mark board
- 8 folding "college type" arm-desk student chairs

### **SANCTUARY**

- 3 49 ½" x 68" Memorial Boards (electric)      2 active names + 1 inactive former members
- 1 Ark, mosaic ark doors, handles, curtains, etc.
- 4 *Sifrei Torah* (with covers and sterling crowns)
- 2 wrought iron lecterns (one chazzan-reader size and one smaller rabbi size)
- 2 blonde torah holder stands
- 1 *Neir Tamid* (suspended from ceiling)
- 2 rolling prayer book trolleys (like our H.H. in youth lounge)
- 1 mahogany kippah and headcover carved stand
- 1 Yad Vashem Memorial Lamp with plaques
- 100"s Silverman *Shabbat* and Weekday Prayer books
- 100"s Silverman *Machzorim*

## LIBRARY

Rabbi Ps Personal Library and Temple Library Books \*\* (it is suggested that these all come to TEMPLE A and the Rabbi and library committee sort through them to see what is relevant to our needs and kept, with remainder to be donated to public library or other shul, Hillel , Chabad, etc., or buried in a *geniza*)

## MISCELLANEOUS

- 2 sound amplifiers
  - 2 microphones
  - 1 "gift/donation" honor board
  - 1 *Eitz Chayim* "Tree of Life" with leaves (to be resized and reingraved to our size leaves)
  - 2 Flags and Stands (1-USA 1-Israel)
  - 3 4 drawer metal filing cabinets
  - 25 *Talleisim* (some very yellowed)
  - 1 Hebrew Character Typewriter
  - 1 7 frond Electric Menorah
  - 1 box white satin "giveaway" *yarmulkas*
- Asstd. Object d'Art, plaques, photos, scrapbooks, etc.
- 1 cornerstone from building? (don't know if it can be removed or not)

It is the hope that Brian K (TEMPLE A Building Chair) can visit the TEMPLE O building and sees "first hand" what will need to be transported and stored (either on-site or in a satellite storage facility) so that plans can be made for immediate relocation of all items.

Likewise, as noted above, it is hoped that Rabbi Stein can also visit the TEMPLE O facility and can advise us on the proper procedures (*halacha*) for dismantling an *Aron Kodesh*, the transportation of it to a storage facility and the transportation of the *Sifrei Torah* to our building.

In both of these instances, please contact M or L Ross at TEMPLE O to arrange to meet at a mutually convenient time.

Timing is critical and the holidays are fast approaching. Therefore it is important to move on these with all due speed. Not hastily, but to proceed with the removal/relocation process as expeditiously as possible.

Submitted by:

H B  
July 12, 2002