

PLAN OF CONSOLIDATION
between
TEMPLE EMANU-EL AND CONGREGATION OR CHADASH, INC.

This Plan of Consolidation date TBD (the “Effective Date”) is entered into between Temple Emanu-El and Congregation Or Chadash, Inc, non-profit religious entities. Temple Emanu-El will be referred to herein as “TE” and Congregation Or Chadash, Inc. as “OC.”

RECITALS:

A. TE and OC wish to enter into this Plan of Consolidation and create a new entity whose name will be Kol Ami or Kol Ami Synagogue (“Kol Ami”). The agreement to enter into this Plan of Consolidation and the formation of a new entity follows (i) a directive from a Memorandum of Understanding approved by both congregations on February 9, 2020 to work together toward combining into a single entity, and (ii) a vote of the membership of both TE and OC held on February 7, 2021, authorizing the consolidation of TE and OC, and the formation of Kol Ami.

B. The objective of the new entity is to become a unified, strong congregation and achieve a vision for Reform Judaism in Southern Arizona while honoring the legacies of each participating congregation.

C. This Plan of Consolidation was created by the Joint Executive Committee (the “JEC”), which consisted of members of both congregations and was aided by the participation of Rabbis of both congregations, the Cantor of OC, and the Cantorial Soloist of TE. The JEC forwarded the Plan of Consolidation to the Boards of TE and OC for their approval. The Boards of TE and OC endorsed this Plan of Consolidation on December 28, 2020 and January 4, 2021 respectively.

D. The Boards of both congregations are pursuing the creation of Kol Ami in the spirit of equal partnership. The Plan of Consolidation provided herein includes the proposed name, membership rights, bylaws, key positions in the organization, and results of due diligence efforts.

COMPONENTS OF PLAN:

1. Creation of a New Congregation Entity.

On the Effective Date, TE and OC will file Articles of Incorporation with the Arizona Corporation Commission to create the new entity, Kol Ami.

2. Bylaws.

The Bylaws, attached as Exhibit A to this Plan of Consolidation, were created by the JEC, by integrating and adapting content from the existing Bylaws of each congregation. The JEC forwarded the Bylaws to the Boards of TE and OC for their approval. The Boards of TE and OC endorsed the Bylaws on December 28th, 2020 and December 22nd, 2020 respectively. The Articles of Incorporation and the Bylaws shall become the governing instruments of the new entity.

3. Transitional Board Officers and Trustees.

The Bylaws provide for a transition Board of Trustees through June 30, 2021 (the “Transition Board”). The Transition Board will be comprised of current officers and Board members from OC and TE who agree to continue to serve in their roles. For example, Scott Arden and Elaine Jones will serve as co-Presidents until June 30, 2021.

There will be an annual meeting in the May-June 2021 timeframe to elect officers and trustees of the new Board of Trustees. The election will be conducted in accordance with the Bylaws.

The first-year financial projection summary is set forth on Exhibit B attached hereto.

4. Membership rights.

All members of OC and TE in good standing as of the Effective Date will automatically be treated as members of Kol Ami at the time of its creation. A member is in good standing if they have either paid or are paying membership dues on their current commitment. Annual dues for either congregation for the fiscal year July 2020 to June 2021 will be valid at Kol Ami until June 30, 2021. A new fiscal year will begin on July 1, 2021, the typical time of dues renewal. The Transition Board will determine the dues structure for the fiscal year starting July 1, 2021.

5. Key Congregational Positions.

Rabbi Thomas Louchheim, Rabbi Scott Saulson, Cantor Janece Cohen, and Cantorial Soloist Marjorie Hochberg will each be offered a position at Kol Ami akin to their current roles.

Rina Liebeskind will be offered the position of Education Director, including leading the Religious School and liaising with Jewish Lifelong Learning. Donna Beyer will be offered the position of Executive Director. The Strauss Early Childhood Education Center will retain its current leadership, including Lyn Henry as Director.

Additional positions will be filled through the hiring process anticipated by the JEC and determined by the Transition Board, including administrative and office assistance, facilities management, communications management, and financial management. See Exhibit C attached hereto.

6. Religious School.

The Boards and Congregations of TE and OC by prior agreement have merged their Religious Schools. In the event the congregations do not form a new entity, the Religious School will remain a joint entity subject to the prior agreement of the congregations.

7. Program Integration.

TE's programs and OC's programs shall be integrated into Kol Ami. The initial location for the main operations of Kol Ami will be at the County Club address.

8. Assumption of Grant Agreements.

Subject to obtaining the written approval of the parties thereto, Kol Ami shall assume the liabilities and obligations of all funds and grant agreements of each prior congregation after the Effective Date of the creation of Kol Ami.

9. Assignment and Assumption of Assets and Liabilities.

From and after the Effective Date, all real property (including the cemeteries), personal property, furniture, fixtures, equipment and other tangible and intangible property of TE and OC, shall be transferred to Kol Ami. The officers and trustees of the Transition Board are hereby authorized to execute such deeds, assignments and/or other instruments

that are reasonably necessary to transfer title in such assets to Kol Ami, and to otherwise carry out the purpose of this Plan of Consolidation.

In addition, Kol Ami shall assume all debts, liabilities, obligations and duties of TE and OC, and such obligations may be enforced to the same extent as if said obligations and duties had been incurred or contracted by it. The liabilities of the former entities shall not be affected, and all rights of creditors of TE and OC shall be preserved unimpaired.

The Transition Board will be responsible for obtaining adequate insurance for Kol Ami's properties and operations.

10. Agreement to Cooperate.

TE and OC agree to cooperate in carrying out the provisions of this Plan of Consolidation until its consummation, and shall carry on business and conduct their affairs in, and only in, the usual and customary manner.

11. Amendments in Writing.

This Plan of Consolidation and the Exhibits hereto, supersede all prior agreements, written or oral, between TE and OC as of the date of execution hereof. This Plan of Consolidation shall not be modified except by a further agreement in writing executed by authorized representatives of both parties.

12. Public Announcement.

Upon the mutual execution of the Plan of Consolidation, OC and TE shall issue a mutually acceptable public announcement.

13. Preservation of Names.

TE and OC shall remain as legal entities solely for the purpose of protecting the names of the entities and for other administrative purposes (such as protecting against creditor claims).

14. Severability.

In the event that, for any reason, any provision of this Plan of Consolidation is construed to be invalid, the invalidity of such provision is not to be considered or held to impair or

invalidate any other provision of this Plan of Consolidation unless a failure of consideration would result thereby.

15. Applicable Law.

This Plan of Consolidation shall be construed in accordance with the laws of the State of Arizona.

Temple Emanu-El

Congregation Or Chadash, Inc.

Scott Arden
President

Elaine Jones
President

Exhibits

- A. Bylaws
- B. First Year Financial-Projection Summary
- C. How Additional Positions Will be Filled