

Minutes of the Congregational Meeting of
Congregation Kol Shalom
April 14, 2019

Ron Katz called the meeting to order at 10:00 AM.

Ron introduced himself as a member of the potential merger committee, along with Sharon Kolstad, Howard Salob and Stephen Stern. The purpose of today's meeting is to review and vote on the straw ballot regarding a possible merger. Everyone will have an opportunity to ask questions and comment. In order to complete that process within the time frame of this meeting, each commenter will be limited to 2 minutes. Both congregations met at KI 2 weeks ago to review the architect's plans. Those plans will not be reviewed at today's meeting. The potential merger committee has completed much of the due diligence mandated by the congregation to help decide on the question of merger. Today's ballot is *not* dispositive of the issue, meaning that we are *not* voting today unequivocally, yes or no, on whether a merger will happen. The purpose of today's vote is to give the committee guidance on whether to proceed further with merger discussions. If we vote to proceed, the committee would have additional work to do regarding a decision on location, the terms of a merger agreement, and other legal stuff that would have to happen. Ron clarified that the term "merger" is really an umbrella term, and that the correct legal term for what we are considering is a "consolidation" rather than a "merger." A consolidation is defined as the merger of two congregations into one new congregation, while a merger is one dominant organization subsuming another one.

The committee has already drafted by-laws; gotten a financial review which indicated that both congregations are financially sound; and gotten the architect's opinions which were sent out to the congregation in an email.

Ron reviewed the ballot: Foremost is Question #1, the question that defines the whole discussion: do we merge or not merge? If you vote against merger, you still have the right to vote on questions 2, 3 and 4. The committee's reasoning is that if a merger does go forward, all members of this congregation, even those who voted "no," still have a voice going forward. People who vote "no" on question 1 are encouraged, but not required, to cast votes on questions 2, 3 and 4.

Ron opened the floor to questions.

Ron clarified that for questions 2, 3, and 4, congregants can vote yes or no on any or all of these.

What would the legal fees be if we go forward? Ron explained that first, there would be a negotiation process to hammer out issues, and terms would have to be met. In the short term we will not be incurring legal fees (Ron is doing pro bono work for the committee). We can't determine now what eventual legal fees there would be

until further negotiations reveal how many issues have to be addressed by bringing in legal counsel.

Ron later clarified that a vote “yes” on question 1 does not authorize spending money to draw up articles of merger; we have to first hammer out terms of agreement. The Board is authorized to spend money under a certain limit, but spending beyond that amount requires approval by the congregation.

Explanation of question 4: This option means a new committee would have to be established. Because we would need the assets from both congregations to pay for a new location, both current buildings would be put on the market. Whichever building sold first, we would then move to the other building, then when that was sold, we’d be housed in a temporary location while the new building was being constructed. This option is the most nebulous, but it had been raised by quite a few people as making the most sense, so it had to be put on the table.

In response to a question about whether the new location in question 4 could include demolishing KI’s current building and constructing anew on that site, Ron indicated that this option is open to discussion but is beyond the scope of the current committee. Ultimately, all options are on the table but it’s up to the congregation to make that decision.

Ron clarified that the word “renovated” in question 2 refers to the architectural plan as presented at the Mar. 31 meeting. Ron noted that this does not preclude doing more in the future if we had more assets coming in or we held a fundraising campaign, but for the purpose of today’s vote, it is the current architectural plan.

In response to a question about how the votes on questions 2-4 will guide the committee, Ron indicated that the committee was created by the Board to represent the interests of the congregation, and today’s ballot represents the will of the congregation. Today’s vote is a straw poll to ‘take the temperature’ of the congregation to give the committee direction; there will still be a final vote on merger eventually. That ultimate vote requires a two-thirds supermajority of all voting members to agree to a merger.

On questions 2-4, did the committee consider having congregants rank-order their location preferences? Yes, but the committee decided that logistically it would be very difficult to tally. We will get a clearer picture from a yes/no vote on each of those questions.

In response to a question about what happens if both congregations vote to proceed with merger but only if they can remain at their own respective locations, Ron stated that the committee’s work then would be to see whether or not that apparent impasse can be bridged, and to report back to the congregation.

Jamie Adkins introduced herself as time-keeper. Everyone gets 2 minutes to make their comments (Rabbi Wohl is exempted from that time limit.)

Ron read Question 1 on the ballot: That Congregation Kneseth Israel and Congregation Kol Shalom proceed toward a merger as a new entity which will be a conservative, egalitarian congregation associated with the United Synagogue of Conservative Judaism. Ron moved that the question be brought to the floor for a vote. The motion was seconded by several people.

Ron read Questions 2, 3 and 4 on the ballot, which address location preference whether you vote for or against Question 1. You may vote for or against Questions 2, 3 and 4.

Question 2: For a merger if a new congregation would be located at a renovated CKI. Ron moved that the question be brought to the floor for a vote. The motion was seconded by several people.

The note underneath Question 2 states: For the CKI space, assume, though not definitively, that renovation is for a new sanctuary (smaller space, modified bima, convertible seating); a smaller, updated auditorium; renovated bathrooms; and modernized lobby, utilizing proceeds from the sale of CKS to finance the work.

Question 3: For a merger if a new congregation would be located at the current CKS location. Ron moved that the question be brought to the floor for a vote. The motion was seconded by several people.

The note underneath Question 3 states: For the CKS space, only the existing space would be used, with some sit-down room for oneg/kiddush (perhaps in a double classroom); and valet alternative parking funded, in part, by the sale of CKI. If membership of the new congregation expands significantly, the merged congregation would create a committee to acquire a new location.

Question 4: For a merger if the new congregation would eventually be located at a different site. The total value of both buildings is somewhere between 4 and 6 million dollars, so significant fund-raising would be required since a new location would cost in the 7-9 million dollar range. The merged congregation would create a committee to determine where the congregation would meet during the transition and to oversee the building sales and the identification and purchase of a different location. Ron moved that this question be brought to the floor for a vote. The motion was seconded by several people.

The floor was opened to discussion of all 4 motions.

Rabbi Wohl thanked the committee for all the time and work they volunteered on behalf of the congregation. He urged us to listen respectfully to each other as we express our variety of opinions today. He reassured us that whatever we choose to do, he is not going to quit!

The Rabbi has spoken to many congregants about their feelings on merger, and has heard many concerns about Questions 2 and 4, and support for Question 3. We have to acknowledge the emotion involved. Many people have put their sweat and tears

into this building; they've experienced lifecycle events here; our outside surroundings are beautiful—so for a lot of people, there are great ties to this building. KI congregants feel the same way about their building. It's fine to have our emotions and to feel we don't want to move. While moving to a 3rd location would be the fairest, it would be the most difficult.

The Rabbi noted that our congregation is doing very well: our preschool is growing; our religious school has ~50 kids; attendance at services is 2-3 times what you'd expect for a congregation our size; our adult ed classes are well-attended.

People are worried about investing in a big building over 20,000 sq. ft. The Rabbi cautioned that whether or not we decide to go to a new building, we should be aware that buildings do not create growth. That is an established fact. No one joins a synagogue because of a beautiful sanctuary or social hall--people join congregations because it feels like family, or they feel inspired. We're focusing so much on the building, but it's the vision and the people that are key. Some of the most successful congregations now are located in storefronts and church basements. We should not have the mistaken idea that the building itself will lead to growth. He also noted that his previous congregation had plenty of money but no people.

The Rabbi has met some of the KI members and they are like any other congregation. Many of them are very nice. We could merge here and make it work, and it could set us up well for the future. We would have to make some changes, and work hard to help preserve KI's legacy and the traditions of both congregations. While coming together would be great, the Rabbi stressed that if we don't, it would not be the end of Judaism in Anne Arundel County, as some have suggested. The Jewish people have survived the destruction of two temples, the Crusades, the Holocaust. The most important thing we are doing is instilling our Jewish values in our Hebrew school children, so that they care about Judaism and will build their community in the future, whatever that may look like.

Many congregants spoke, expressing a variety of opinions. Some of the ideas expressed in favor of merger included: we have a duty to help another congregation in need; we want to be open and inclusive; if we have a welcoming spirit and forge a new community, it doesn't matter where we are located; that we operate at a deficit every year and need to do something different.

Some of the ideas expressed in favor of merger if we stay at CKS were: lack of financial feasibility of the KI building or a 3rd location; we can accommodate a merged congregation in our building except for a few days a year during High Holidays; we do not want to lose the intimacy of our current setting; concern about higher dues or building fees if we go elsewhere. One congregant reported that she came from a Reform synagogue in Baltimore that grew quickly, expanded their building, but now no longer exists; another congregant noted that the "build it and they will come" mantra did not work for Aleph Bet Jewish Day School. Jeff Halpern expressed concern that the proposed renovation of KI offers little benefit for the cost—it would be a minor renovation and would not give us the warmth and character we are accustomed to. Howard Salob thanked Jeff for the work he has done in this process. Stephen Stern noted that if we merge at this building, we will

be financially set for a long time to come. He also expressed confidence in our leadership and our congregation to work with all the personalities at KI. Many congregants agreed with Rabbi Wohl that the people and community are what make a synagogue grow, not the building. Allison Charapp expressed concern that CKI has not understood, and therefore might not support, the things we are doing to grow and be successful.

Some congregants spoke against merger. Howard Salob expressed his personal belief that merger would not be good for the Kol Shalom community. He feels that CKS is a warm, welcoming, haimish congregation housed in a wonderful setting, but he does not feel similarly about CKI. He is concerned about their lack of transparency regarding their campus and the particulars of their lease with Compass Rose Theater and the sale of their land across the street. He fears that despite CKI's agreement in principle to be a conservative congregation, there will be attempts to change our culture. He is concerned about their antiquated building, most of which will continue going unused. Further merger discussions would go on for a long time before all the issues are resolved. Other congregants also spoke of their desire to preserve our special feeling of community that has helped us grow and remain vibrant.

At the end of the comment period, ballots were collected and tallied. Sharon Kolstad reported these preliminary results:

On Question 1: 88 votes in favor of merger, 42 against

Of the 88 voters in favor of merger:
8 voted in favor of all 3 location options
25 were willing to go to KI
58 voted to be at KS
18 voted to be at a 3rd location

Of the 42 voters against merger:
0 voted to be at KI
34 voted to be here
20 were willing to go to a 3rd location