

**IN THE COURT OF COMMON PLEAS  
HAMILTON COUNTY, OHIO**

DAVE YOST,  
OHIO ATTORNEY GENERAL  
Charitable Law Section

Plaintiff,

v.

HEBREW UNION COLLEGE – JEWISH  
INSTITUTE OF RELIGION,

Defendant,

and

THE COLLEGE FOR CONTEMPORARY  
JUDAISM,

Proposed Intervenor.

Case No. A 2601978

Judge Christopher A. Wagner

**MOTION BY THE COLLEGE  
FOR CONTEMPORARY  
JUDAISM FOR LIMITED  
INTERVENTION**

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The College for Contemporary Judaism (“CCJ”) respectfully moves for limited intervention under Civil Rule 24 and principles of equity to ensure a fair and just distribution of the assets belonging to Defendant Hebrew Union College-Jewish Institute of Religion (“HUC”) under R.C. 5804.13(A)(3). A memorandum in support follows, and a proposed complaint in intervention is attached as **Exhibit 1**.

**MEMORANDUM IN SUPPORT**

**INTRODUCTION**

This litigation will determine the fate of charitable assets that have supported rabbinical education in Cincinnati since 1875. The Attorney General has appropriately stepped forward to enforce the charitable trust obligations that bind those assets to the State of Ohio and their underlying charitable mission. CCJ respectfully moves to intervene not to oppose or duplicate the

Attorney General's role, but to ensure that this Court — if and when it reaches the question of how those assets should be preserved and distributed — has before it a concrete, mission-aligned Ohio candidate capable of carrying forward the very charitable purpose at issue.

CCJ's role is supplemental, not adversarial. The Attorney General is charged with safeguarding the public's interest in the lawful administration of charitable assets. CCJ is differently situated. It is an Ohio 501(c)(3) nonprofit corporation organized for the express purpose of maintaining a rabbinical school in the liberal spirit in Cincinnati — the precise charitable function HUC has historically performed but has now abandoned.

CCJ's particularized interest is not abstract or aspirational. CCJ's leadership consists of individuals with direct, personal, and fiduciary connections to the charitable mission at issue. This includes CCJ's president, Rabbi Dr. Gary P. Zola, who served for decades as a distinguished professor of American Jewish History and Director of the American Jewish Archives at HUC's Cincinnati campus. Dr. Zola retired from HUC when HUC decided to close the rabbinical and graduate schools in Cincinnati. CCJ's founders and directors also include former HUC directors who voted against the closure of HUC's Cincinnati rabbinical school and subsequently resigned when the closure vote passed, and donors who contributed to HUC in order to support a rabbinical school in Cincinnati. CCJ's interests are not shared by the general public, and its interest qualifies as a special interest under R.C. 5804.05(C). CCJ's leadership comprises several of the individuals who attempted, from inside HUC, to prevent the very breach the Attorney General now seeks to remedy, and donors who made contributions to HUC due to the existence of the rabbinical school in Cincinnati and whose gifts are directly implicated by HUC's decision to redirect Cincinnati-related assets out of state.

CCJ accordingly satisfies the requirements of Rule 24 under either subsection— permissive intervention under Civ.R. 24(B) or intervention of right under Civ.R. 24(A). As developed below, under either standard, CCJ’s interest as a putative cy pres recipient of charitable assets is a critical matter for this Court to consider in the context of evaluating potential remedies; and no existing party is positioned to present the perspective CCJ offers. Even if CCJ is not ultimately selected as a cy pres recipient, its input in this case, particularly at the post-liability stage, will provide this Court with valuable guidance when exercising its powers to achieve an equitable result. CCJ respectfully requests the Court grant intervention so that the equitable remedy this litigation requires can be fulfilled.

## **BACKGROUND**

### **I. Hebrew Union College**

In 1875, Hebrew Union College was founded in Cincinnati, Ohio, becoming the first permanent rabbinical seminary in North America. Since then, HUC has continually operated its rabbinical school and associated library and programs in Cincinnati. It educated generations of rabbis and built the Klau Library into an internationally renowned repository of Jewish American, European, Middle Eastern and Asian literature, history, and culture – open to the public.

In the 1940s, Hebrew Union College began exploring a possible consolidation with the Jewish Institute of Religion in New York, which maintained a rabbinical school in New York. The leaders of both Hebrew Union College and the Jewish Institute of Religion took pains to ensure that both entities would remain ongoing in perpetuity at their locations in Cincinnati and New York. Accordingly, in 1948, when Hebrew Union College and the Jewish Institute of Religion announced their proposed consolidation, the announcement included a statement that “the united institution shall continue to maintain schools in Cincinnati and New York.” They wanted to ensure

their constituencies (and their donors) that both schools would remain vibrant institutions in their cities and that the consolidation would enhance both programs, rather than lead one to usurp the other. And in 1950, the Articles of Incorporation of Hebrew Union College were amended by the terms of a Consolidation Agreement between Hebrew Union College and the Jewish Institute of Religion to state, in relevant part, that the “Consolidated corporation **shall permanently maintain rabbinical schools in Cincinnati, Ohio and New York, New York.**” AG Compl. Exhibit 1 (emphasis added).

Over the years, HUC expanded, adding campuses and rabbinical schools in Los Angeles and in Jerusalem. Yet, no revisions were made to the Consolidation Agreement to reflect these additions. The fundamental purpose of HUC remained to maintain rabbinical schools in Cincinnati and New York. But, over time, HUC began questioning the wisdom of maintaining three stateside rabbinical schools, and its administration recommended eliminating one of them. HUC could have honored the “permanently maintain” provision of its corporate charter by closing the rabbinical program in Los Angeles. Instead, its vision turned to the coasts, where it perceived the future of HUC to be. Cincinnati, stuck in the heartland, far away from the coasts, suddenly seemed out of step with where HUC wanted to go.

In April 2022, in contravention of its founding documents, HUC’s Board voted to amend the Consolidation Agreement to delete the sentence in Article 2 requiring it to “permanently maintain” rabbinical schools in Cincinnati and New York. *See* AG Compl. Exhibit 3. HUC’s resolution directed the closing of the Cincinnati rabbinical school by the end of the 2025 academic year. (The school is now closed, with its last students having been ordained on May 9, 2026.) HUC’s resolution also directed the continuation of its North American rabbinical schools in New York and Los Angeles. Then, inasmuch as the graduate program shared the same professors and

classes as the rabbinical school, in October 2023, HUC voted to close its graduate school programs in Cincinnati. In furtherance of these steps, HUC began diverting assets utilized to support the campus in Cincinnati to other endeavors. After generations of supporters had donated their money, time, and effort to ensuring a flourishing community surrounding Cincinnati's rabbinical school, HUC resolved to take those assets and goodwill elsewhere.

The Jewish community in Cincinnati alone has donated millions of dollars to support the rabbinical school and the graduate programs at HUC's Cincinnati campus. This financial support would not have been given, in most cases, without the existence of a rabbinical school in Cincinnati and without the portrayal that these assets would be used to support educational and spiritual goals in Cincinnati. Illustrating the point, in 2005, HUC created a "Master Plan for the Cincinnati Campus: Creation of an Unparalleled Center for Research, Teaching & Learning." *See* AG Compl. Exhibit 5. The Master Plan emphasized, at every turn, how donor gifts would be utilized to further HUC's Cincinnati mission, expressly including enhancing Jewish life in Cincinnati:

p.2. The Master Plan refers to "A **Permanent Address on Clifton Avenue**[".]"

p. 3. "However, the Master Plan will transform more than buildings. Its completion will dramatically expand the College-Institute's ability to innovate and to expand educational opportunities for graduate students **and adult learners alike**. The result will be an unparalleled, dynamic national center for research, teaching, and learning for the Jewish and larger community **located in the heart of Cincinnati**."

p. 3. "The creation of the Master Plan and its adoption by the Governors of Hebrew Union College-Jewish Institute of Religion:

- Express the commitment of the College-Institute to **strengthening the quality and vitality of Jewish life in Cincinnati**, the birthplace of Reform Judaism;
- Provide new opportunities for cooperative programming and learning for religious, educational, and communal institutions and organizations **in Cincinnati** and throughout Ohio's tri-state area.

- Infuse new energy into the intellectual and cultural life **of Cincinnati** and its strategies to expand economic development and tourism on the local and regional levels.”

p. 8. “The expansion and refurbishing of Mayerson Hall as well as the transformation of the Freiberg Gymnasium into a conference center and auditorium, **will support the work of our professional and public education initiatives that already draw tens of thousands to the Cincinnati Campus** and which benefit from partnerships with a variety of local agencies.”

*See* AG Compl. Exhibit 5 (emphases added).

As part of HUC’s 2005 Master Plan for its Cincinnati campus, donors gave millions of dollars to HUC for that project alone. HUC also held regular fundraising dinners—known as Cincinnati Associates Tribute Dinners—from the 1980s until 2019, for the benefit of HUC’s Cincinnati rabbinical school and programs. Hundreds of individuals attended these dinners, which raised substantial funds for HUC. There are numerous other donors who have also provided financial support to HUC due to the existence of a rabbinical school in Cincinnati. Over the years, thanks to the generosity of these donors, HUC amassed substantial assets. Those assets include, without limitation, the land HUC owns at 3101 Clifton Avenue (the “Clifton Avenue Property”), the buildings on that land, the contents of those buildings, and other physical and intangible assets. In addition, HUC holds marketable securities and other investments, estimated to be in the hundreds of millions of dollars. Much of these funds have traditionally been used to support HUC’s programs and school in Cincinnati, or were given specifically because of the existence of a rabbinical school in Cincinnati.

## **II. The College for Contemporary Judaism**

The AG’s suit, brought in the public interest, appropriately focuses on securing, maintaining, and preserving the charitable assets held by HUC and utilized to support an Ohio-based charitable mission, or that were given due to the existence of a rabbinical school in

Cincinnati. But after it succeeds in that effort, the question must turn to the nature of the remedy. While the AG has a general public interest in that remedy, it is unable to operate the rabbinical school following a judgment. That is where CCJ comes in—it is an organization uniquely situated to fulfill HUC’s Cincinnati-based charitable mission. The AG has appropriately brought a series of claims against HUC designed to enforce Ohio charitable trust law, fiduciary requirements, and related legal obligations. The AG is the proper party to enforce those requirements. But, since HUC has now disavowed the core of its Cincinnati-based charitable mission, a new entity must step in to take over those obligations and assets to ensure that they are utilized consistent with their charitable purposes.

CCJ is ideally situated and firmly committed to doing that. Founded in 2022, CCJ arose in response to HUC’s decision to depart from its longstanding commitment to rabbinical education in Cincinnati, thereby eliminating the only liberal rabbinical school to best serve the Midwest, the South, and the Mountain West. CCJ is organized by a committed group of rabbis, scholars, and community leaders with the unwavering desire to support a rabbinical school in Cincinnati. Its president is Rabbi Dr. Gary P. Zola, a renowned rabbi, professor, and author of the American Jewish experience. Rabbi Zola previously served as a professor and administrator at HUC’s rabbinical seminary in Cincinnati. CCJ’s honorary president is Rabbi Sally J. Preisand, a pioneer spiritual leader who was the first woman in North America ordained as a rabbi. Board members include rabbis, lawyers, businesspeople, doctors and other community leaders. Although the Board is comprised largely of Cincinnati community leaders, it also includes representatives from Indiana, Tennessee, Kentucky, and Georgia—in recognition that Cincinnati’s potential loss of a rabbinical school would reverberate throughout Jewish communities in the Midwest, the South, and beyond.

CCJ has a direct and specialized interest in preserving the charitable assets that were entrusted to HUC and ensuring that they are utilized for their appropriate and lawful purposes. CCJ's articles attest, among other things, that its purpose is: "To establish and maintain a Jewish educational institution in the liberal spirit, which shall be open to all persons on equal terms, to educate and prepare students to be rabbis, educators, and scholars; to promote the academically rigorous study of the Jewish religion, history, texts, and literature, and otherwise to foster and perpetuate Judaism and to disseminate knowledge thereof; to train persons for the Jewish ministry, research, and community service; to make available to the general public a constructive knowledge of Judaism, its spiritual and social ideals, its history and outlook and its contribution to the world's progress; and to grant and confer such degrees and certificates as comport with the foregoing purposes; once established, the Corporation **shall permanently maintain a rabbinical school in Cincinnati, Ohio.**" (Emphasis added).

### LEGAL STANDARD

Intervention, whether permissive or as a matter of right, is specifically provided for in the Rules of Civil Procedure. Civ.R. 24 delineates the requirements an intervenor must satisfy to prevail on such a motion. Civ.R. 24(A) pertains to intervention of right, and Civ.R. 24(B) pertains to permissive intervention. Civ.R. 24(C) governs the procedure for a motion to intervene and provides as follows: "A person desiring to intervene shall serve a motion to intervene upon the parties as provided in Civ.R. 5. The motion and any supporting memorandum shall state the grounds for intervention and shall be accompanied by a pleading, as defined in Civ.R. 7(A), setting forth the claim or defense for which intervention is sought." Ultimately, "Civil Rule 24 must be construed liberally to allow intervention." *State ex rel. Yost v. E.I. du Pont de Nemours & Co.*, 2025-Ohio-4521, ¶ 15 (4th Dist.). The decision to grant a motion to intervene generally rests in the

discretion of the trial court. *State ex rel. Merrill v. Ohio Dep't of Natural Resources*, 2011-Ohio-4612, ¶ 41.

## ARGUMENT

### I. The Court Should Grant Permissive Intervention

CCJ should be permitted to intervene as a limited participant and potential cy pres recipient focused on the post-liability phase of this action. “As a general rule, equity desires that all materially interested persons be made parties.” *Morris v. Inv. Life Ins. Co. of Am.*, 6 Ohio St.2d 185, 189 (1966) (internal citation omitted). For this reason, intervention has long been permitted even in the absence of statutory authorization. *Id.* at paragraph two of the syllabus (“Although there is no general statutory authorization for intervention, a trial court, in the exercise of its equitable powers, has discretion to permit intervention in an appropriate case.”). This principle is now reflected by Rule 24, which permits intervention when the moving party’s “claim or defense and the main action have a question of law or fact in common.” Civ.R. 24(B).

CCJ’s proposed complaint in intervention (attached to this motion as **Exhibit 1**) demonstrates that there are numerous questions of law and fact that are common amongst the parties, including: (1) whether and which of HUC’s assets are subject to a Cincinnati-purpose charitable trust; (2) whether cy pres or equitable division applies under R.C. 5804.13; and (3) what disposition best serves the general charitable mission and purpose impressed on these assets. Each is presented by the AG’s complaint and relates to CCJ’s interest in the determination of a cy pres recipient. *Compare Merrill*, 2011-Ohio-4612, at ¶ 44 (“The defense and counterclaim asserted by the National Wildlife Federation and the Ohio Environmental Council in this case relate both legally and factually to the claims asserted by the Merrill and Taft plaintiffs; thus, they have satisfied the ‘common question of law or fact’ requirement of Civ.R. 24(B)(2).”).

This motion to intervene is timely, as evidenced by the fact that the above captioned action is in its infancy with no significant progress in discovery apparent from the record. *See Univ. Hosps. of Cleveland v. Lynch*, 2002-Ohio-3748, ¶ 48 (setting forth a five-factor test to determine timeliness, which CCJ plainly satisfies).<sup>1</sup> CCJ’s proposed intervention is also *limited*: it will not need to litigate or duplicate issues related to liability. That will be left to the Attorney General. But the Revised Code provides that “[t]he court may apply cy pres to modify or terminate the trust by directing that the trust property be applied or distributed, in whole or in part, in a manner consistent with the settlor’s charitable purposes.” R.C. 5804.13(A)(3). This is, in essence, the codification of the historic doctrine of cy pres. CCJ seeks limited intervention for the purpose of providing input on a suitable cy pres recipient at the post-liability stage of this action, including by presenting itself for the Court’s consideration. No one is better suited to serve this role. Even if CCJ is not ultimately selected as a cy pres recipient, its input during this litigation will still provide this Court with valuable guidance when exercising its powers to achieve an equitable result.

Such limited intervention is recognized by other courts and will not cause any party to suffer prejudice. *See, e.g., Kayatin v. Petro*, 2007-Ohio-334, ¶ 13 (9th Dist.) (affirming a trial court order that “allowed Lorain YWCA to have full input on how the charitable portion of the proceeds of the sale should be divided”); *In re Trustco Bank*, 33 Misc.3d 745, 754-755 (N.Y.Sur.Ct. 2011) (allowing similar participation from a potential cy pres recipient and finding that, instead of causing prejudice, such limited participation would “expedite the final resolution”).<sup>2</sup> These

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<sup>1</sup> CCJ moves now, rather than after liability has been established, to avoid any timeliness concern under *Lynch*, and to ensure all HUC assets are appropriately considered.

<sup>2</sup> The court in *Trustco Bank* later awarded assets to the intervenor as a cy pres recipient, which was upheld on appeal. *In re Trustco Bank*, 37 Misc.3d 1045, 1057 (N.Y.Sur.Ct. 2012), *aff’d sub nom. In re Lally*, 112 A.D.3d 1099 (N.Y. App. Div. 3d Dep’t 2013).

conclusions flow from the common-sense perspective that the Court should have available cy pres recipients before it as it evaluates what to do with the charitable assets.

Granting intervention now will not bind the Court or the parties to a particular outcome. By granting intervention, the Court is merely allowing CCJ to participate in the litigation and weigh in on the disposition of HUC assets after liability has been established. Although it is possible the Attorney General will not succeed in the liability portion of this action, any potential uncertainty should not impact CCJ's ability to intervene at this time because "it is not required that [a party's] interest be proven or conclusively determined before the motion [to intervene] is granted." *Blackburn v. Hamoudi*, 29 Ohio App.3d 350, 354 (10th Dist. 1986); *see also In re Trustco Bank*, 33 Misc.3d at 748–750 ("The court will first address the argument advanced by the Attorney General that the issue of Ellis' standing, or that of any potential beneficiary is premature ... until the court first decides that it is necessary to exercise its cy pres power over the trust agreement.... Not only does the Attorney General cite to no authority to support this argument, but this argument is fundamentally flawed.").

In the unlikely event that the Attorney General fails to establish liability, CCJ's status as an intervenor would potentially become moot, still causing no prejudice to any party or the use of any additional resources. *See Merrill*, 2011-Ohio-4612, at ¶ 44 ("Nor did allowing intervention unduly delay or prejudice the adjudication of the rights of the original parties. The court of appeals, therefore, did not abuse its discretion in determining that these organizations met the requirements for permissive intervention."). Accordingly, the Court should permit intervention.

## **II. Alternatively, The Court Should Grant Intervention of Right Under Civ.R. 24(A)**

In the alternative to permissive intervention, the Court could grant limited intervention of right under Civ.R. 24(A). To intervene under Civ.R. 24(A)(2), the moving party "must file a timely

complaint in intervention and show (1) that it claims an interest relating to the property or transaction which is the subject of the action, (2) that it is so situated that the disposition of the action may as a practical matter impair or impede its ability to protect that interest, and (3) that the existing parties do not adequately represent its interest.” *ICSC Partners, L.P. v. Kenwood Plaza L.P.*, 116 Ohio App.3d 278, 281–282 (1st Dist. 1996).

“In general, the basis of the alleged right to intervene is balanced against trial convenience and potential prejudice to the rights of original parties.” *Likover v. City of Cleveland*, 60 Ohio App.2d 154, 158–159 (8th Dist. 1978). “Intervention as of right may be granted at a time in the proceedings when permissive intervention would not. That is, in cases of permissive intervention, greater consideration may be given to undue delay or prejudice in adjudicating the rights of the original parties, whereas in cases of intervention of right, the court may give the greater consideration to possible prejudice to the intervenor in protecting his interest if intervention is not granted.” *Id.* at 159; *accord HER, Inc. v. Parenteau*, 2003-Ohio-4370, ¶ 14 (10th Dist.) (“Where an intervenor has a right to intervene, the scales tip in favor of allowing intervention despite the existence of conditions that might otherwise militate against intervention, including timeliness.”).

Intervention is appropriate in this case because CCJ and the community it serves will suffer prejudice if intervention is denied, whereas HUC and the Attorney General will not suffer prejudice if intervention is granted.

#### **A. CCJ Has an Interest in the Disposition of HUC’s Assets**

CCJ has a substantial, particularized interest in the proper disposition of restricted-purpose charitable assets. “[I]t is enough that [a would-be intervenor’s] interests *might* be compromised by disallowing intervention.” *HER* at ¶ 17 (emphasis added). The prejudice to CCJ and the local Jewish community that it serves is not just possible—it is likely—without CCJ’s participation in

this matter. Courts have found that charitable organizations have an interest in charitable proceeds under these circumstances. *See, e.g., State ex rel. Merrill v. Ohio Dep't. of Natural Resources*, 2009-Ohio-4256, ¶ 110 (11th Dist.) (“Taft alleges NWF and OEC failed to demonstrate a ‘legally protectable’ interest in the real estate boundary in question. We disagree.”). In *Merrill*, the Eleventh District concluded that intervention was required under Civ.R. 24(A) because the intervenors were non-profit organizations with a mission to conserve natural resources, and a lack of intervention would have jeopardized the rights of its members to make recreational use of the local environment. *See id.* at ¶¶ 110-115.<sup>3</sup>

The same logic supports the intervention of CCJ in this case. CCJ was organized for the precise mission the cy pres remedy available under R.C. 5804.13(A)(3) is intended to advance. If intervention is not granted, there will be no party to this action with the experience that is necessary to ensure that a cy pres award is effectively used to maintain a permanent, Cincinnati-based Jewish rabbinical school in the liberal spirit, on which HUC’s donors have based their gifts.

**B. The disposition of the action may impair or impede CCJ’s ability to protect its interest**

Intervention is CCJ’s sole effective or adequate remedy to preserve its rights. The Attorney General has appropriate authority to enforce the charitable trust obligations that bind HUC’s assets to the State of Ohio. *See* R.C. 5804.13; R.C. 109.25. For that reason, CCJ seeks to participate through limited intervention, as opposed to initiating its own enforcement action. *See Dater v. Charles H. Dater Found.*, 2003-Ohio-7148, ¶ 96 (1st Dist.) (“While we agree that only the Ohio

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<sup>3</sup> The Eleventh District’s opinion in *Merrill* was later affirmed in part and reversed in part on other grounds. The Supreme Court did not address the court’s analysis under Civ.R. 24(A) because it found that the entities were already permitted to intervene under Civ.R. 24(B). *Merrill*, 2011-Ohio-4612, at ¶ 44 (“The court of appeals ... did not abuse its discretion in determining that these organizations met the requirements for permissive intervention. Based on this conclusion, we need not analyze intervention as of right.”).

Attorney General and other narrowly defined groups have standing to bring an action to enforce or administer a charitable trust, Mrs. Dater's action did not purport to seek oversight over the Foundation's administration or to enforce the terms of a charitable trust."); *see also Morris*, 6 Ohio St.2d at 187-188 ("[I]ntervention is the sole effective or adequate remedy to preserve the appellee's rights since the Superintendent of Insurance has full and exclusive authority to initiate the conservatorship proceedings which determine the property rights of the interested parties."). As the First District recognized in *Dater*, when a party with interests in charitable assets does not seek to relitigate the AG's claims, it has standing on its own accord. *Dater* at ¶ 96; *see also* R.C. 5804.05(C).

The disposition of assets by this action is the whole ball game—there will not be another cy pres proceeding on the same res. A separate declaratory-judgment action would be ineffective because the cy pres remedy would already be determined by this case. A settlement or judgment ordering disposition without CCJ's participation is, as a practical matter, dispositive of CCJ's interests. Accordingly, limited intervention is necessary because there is no other way for CCJ, its members, or the community it serves to protect their interests. *See Crittenden Court Apt. Assoc. v. Jacobson/Reliance*, 2005-Ohio-1993, ¶¶ 23-26 (8th Dist.) (granting limited intervention under instructive circumstances); *Tomcany v. Range Constr.*, 2004-Ohio-5314, ¶ 35 (11th Dist.).

### **C. The existing parties do not adequately represent CCJ's interests**

"The burden of proving inadequacy of representation is on the party seeking intervention, although this burden is a minimal one." *Fairview Gen. Hosp. v. Fletcher*, 69 Ohio App.3d 827, 835 (10th Dist. 1990) (internal citation omitted). The relevant questions are whether (1) existing parties' interests are sufficiently similar to the intervenor's that legal arguments will be made by them, (2) existing parties are willing and able to make those arguments, and (3) intervention would

add a necessary element not otherwise covered. CCJ can satisfy all three. The Attorney General's prayer seeks distribution *to the Attorney General* rather than to a designated Cincinnati operator (AG Compl. Prayer C, G); the Attorney General has full settlement discretion CCJ does not share; cy pres recipient selection requires evidentiary input on operational characteristics, mission alignment, and stewardship capacity that the Attorney General has no incentive or first-hand basis to develop on CCJ's behalf; and in-kind transfer of the Charitable Assets (as defined in the Complaint in Limited Intervention) is a remedy CCJ would champion that the Attorney General may not.

CCJ is uniquely situated to provide this Court a voice on the appropriate uses of charitable assets, and no existing party to the lawsuit will offer that perspective. It has met its minimal burden under this criteria.

### **CONCLUSION**

For the foregoing reasons, CCJ respectfully requests limited intervention in this action under Civ.R. 24.

Respectfully submitted,

/s/ W.B. Markovits

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Judaism*

**CERTIFICATE OF SERVICE**

I hereby certify that a copy of the foregoing was served on May 28, 2026 by electronic mail upon all counsel who have filed an appearance in this action.

*/s/Pierre H. Bergeron*

# **EXHIBIT**

# **1**

**IN THE COURT OF COMMON PLEAS  
HAMILTON COUNTY, OHIO**

DAVE YOST,  
OHIO ATTORNEY GENERAL  
Charitable Law Section  
30 East Broad Street, 25<sup>th</sup> Floor  
Columbus, OH 45215

Plaintiff,

v.

HEBREW UNION COLLEGE – JEWISH  
INSTITUTE OF RELIGION,  
3101 Clifton Avenue  
Cincinnati, OH 45220

Defendant,

and

THE COLLEGE FOR CONTEMPORARY  
JUDAISM,  
4914 Cooper Road, Unit 42167  
Cincinnati, OH 45242

Proposed Intervenor.

Case No. A 2601978

Judge Christopher A. Wagner

**COMPLAINT IN LIMITED  
INTERVENTION BY THE  
COLLEGE FOR  
CONTEMPORARY JUDAISM**

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The College for Contemporary Judaism (“CCJ”) for its Complaint in limited intervention in this lawsuit, hereby states as follows:

**INTRODUCTION**

1. The Ohio Attorney General (“AG”) initiated this litigation in the midst of a crisis in our community. Defendant Hebrew Union College-Jewish Institute of Religion (“HUC”) has closed its rabbinical school in Cincinnati—the only such accredited rabbinical school in the liberal spirit outside of the coasts. Indeed, generations of residents of Cincinnati, Ohio and beyond have

supported and donated to HUC to further its charitable mission of maintaining a rabbinical school in the liberal spirit in Cincinnati.

2. The AG warned HUC against this course of action in December 2020 and March 2022, as HUC began to explore the prospect of closing its rabbinical school in Cincinnati. See Exs. A and B, attached hereto. In its 2020 letter, the AG emphasized the “great historic significance” of HUC’s Cincinnati school and urged HUC’s leaders to find a solution that did not result in its closure. The AG reiterated its concerns in 2022, emphasizing its role in safeguarding charitable assets (the letter was sent in March 2022 despite the April date).

3. Notwithstanding these warnings, HUC marched forward not only with the closure of its rabbinical school in Cincinnati, but also with diverting assets that have either been donated due to the existence of a rabbinical school in Cincinnati or utilized to support that school and its broader operations. Charitable dollars and assets have been, and are being, sent to support HUC’s operations in New York, Los Angeles, and/or Jerusalem, violating HUC’s charitable mission and fundamental tenets of Ohio law.

4. The AG appropriately seeks to enforce HUC’s charitable trust obligations. CCJ supports that effort and does not seek to relitigate or duplicate it. But once the AG secures a constructive trust or other similar remedy over HUC’s assets, it begs a fundamental question—who will ensure that these assets are used for their intended charitable purpose?

5. CCJ files this Complaint to intervene for the limited purpose of ensuring that these assets are utilized to maintain a rabbinical school in the liberal spirit in Cincinnati in order to keep alive the vision of HUC that traces to 1875. CCJ has the leaders, passion, and commitment to maintain HUC’s (now jettisoned) legacy in Cincinnati and will fulfill that vision. The Court should accordingly consider CCJ as a cy pres recipient of HUC’s assets, and ultimately award that relief.

## **PARTIES AND JURISDICTION**

6. CCJ is a nonprofit corporation headquartered in Hamilton County, Ohio with the charitable mission of maintaining a rabbinical school in the liberal spirit in Cincinnati. It is both a “charitable organization” and “charitable trust,” as defined below, under Ohio law. Many of its board members have previously donated to and supported HUC (and some were, in fact, board members of HUC who resigned in protest after HUC turned its back on Cincinnati).

7. Plaintiff AG is the elected Attorney General of the State of Ohio, charged by statute with maintaining the integrity of charitable trusts and protecting the public interest. *See* Ohio Revised Code Section 109.23 *et seq.*; Ohio Revised Code Chapter 1716.

8. Defendant HUC is an Ohio nonprofit corporation with a principal office at 3101 Clifton Avenue, Cincinnati, Hamilton County, Ohio 45220. HUC is a “charitable organization” as that term is defined in R.C. 1716.01(A) and HUC, as well as its directors, officers, and others who solicit, receive, or expend charitable donations, are considered fiduciaries and have been acting in a fiduciary capacity as contemplated by R.C. 1716.17. HUC is also a “charitable trust” as that term is defined in R.C. 109.23, which similarly subjects it, as well as its directors, officers, and others to fiduciary duties to manage HUC’s assets.

9. This Court has subject matter jurisdiction in this case pursuant to R.C. 109.24 and 2305.01. Venue is proper in Hamilton County as that is where HUC owns real property that is the subject of this suit and from where HUC has diverted charitable assets.

## **FACTUAL BACKGROUND**

### **HUC’s Historical Cincinnati Roots and Cincinnati-Based Mission**

10. Cincinnati occupies a significant place in the history of Jewish thought in this country, as it is the cradle of “Reform” Judaism. In 1875, Cincinnati Rabbi Isaac Mayer Wise

founded Hebrew Union College as a rabbinical school in Cincinnati, Ohio, the first permanent rabbinical seminary in North America.

11. Beginning in 1875, HUC in Cincinnati has continually operated its rabbinical school and associated library and programs in the public interest in Ohio and the greater Midwest and South, as well as nationally and internationally. It has educated generations of rabbis and built the Klau Library, the American Jewish Archives, and the Skirball Museum into internationally renowned repositories of Jewish American, European, Middle Eastern and Asian literature, history, and culture – open to the public.

12. In the 1940s, Hebrew Union College began exploring a possible consolidation with the Jewish Institute of Religion in New York, which maintained a rabbinical school in New York. Both organizations saw the value in collaboration and consolidation, but were concerned that one might take over the other. The leaders of both Hebrew Union College and the Jewish Institute of Religion accordingly took pains to ensure that both entities would remain ongoing in perpetuity in Cincinnati and New York.

13. Accordingly, in 1948, when Hebrew Union College and the Jewish Institute of Religion announced their proposed consolidation, the announcement included a statement that “the united institution shall continue to maintain schools in Cincinnati and New York.” They wanted to ensure their constituencies (and their donors) that both schools would remain vibrant institutions in their cities and that the consolidation would enhance both programs, rather than lead one to usurp the other.

14. In 1950, the Articles of Incorporation of Hebrew Union College were amended by the terms of the Consolidation Agreement between Hebrew Union College and the Jewish Institute of Religion that states, in relevant part:

Consolidated corporation shall be deemed incorporated and existing under the laws of the State of Ohio, with a principal place of business at 3101 Clifton Avenue, Cincinnati, County of Hamilton, State of Ohio. Consolidated corporation shall maintain a place of business in the City and State of New York and may transact business and conduct activities in other states, territories or possessions of the United States or anywhere else in the world. Consolidated corporation *shall permanently maintain rabbinical schools in Cincinnati, Ohio and New York, New York.*

See AG Compl. Exhibit 1 (emphasis added). This language memorialized the commitment of both organizations and served as the critical glue that would hold the merger together. Without this assurance of a permanent rabbinical school in Cincinnati, Hebrew Union College would not have entered into this merger.

15. Shortly before the 1950 consolidation, Hebrew Union College founded a secular Ph.D. program in Cincinnati. As part of this program, Ph.D. candidate students completed their doctoral coursework with rabbinical students. Many of the program's Ph.D. graduates would go on to serve as ministers, pastors, and professors in seminaries and universities. HUC has also offered a Master's program to graduate students in Cincinnati.

16. In the 1950s and 1960s, HUC expanded further, adding campuses and rabbinical schools in Los Angeles and in Jerusalem. No revisions were made to the Consolidation Agreement to reflect these additions. The fundamental purpose of HUC remained to maintain rabbinical schools in Cincinnati and New York.

17. But, over time, HUC began questioning the wisdom of maintaining three stateside rabbinical schools, and its administration recommended eliminating one of these schools. HUC could have honored the "permanently maintain" provision of its corporate charter by closing the rabbinical program in Los Angeles. Instead, its vision turned to the coasts, where it perceived the future of HUC to be. Cincinnati, stuck in the heartland, far away from the coasts, suddenly seemed out of step with where HUC wanted to go.

18. In April 2022, in contravention of its governing documents, HUC's Board voted to amend the Consolidation Agreement to delete the sentence in Article 2 requiring it to "permanently maintain" rabbinical schools in Cincinnati and New York. See AG Compl. Exhibit 3.

19. HUC's resolution directed the closing of the Cincinnati rabbinical school by the end of the 2025 academic year (i.e., May 2026). The Cincinnati rabbinical school closed by the ordination of its last students on May 9, 2026.

20. HUC's resolution also directed the continuation of its North American rabbinical schools in New York and Los Angeles.

21. In furtherance of these steps, HUC began diverting assets utilized to support the campus in Cincinnati to other endeavors. After generations of supporters had donated their money, time, and effort to ensuring a flourishing community surrounding Cincinnati's rabbinical school, HUC resolved to take those assets and goodwill elsewhere.

22. Indeed, in 2024, the AG filed suit against HUC and secured a TRO and preliminary injunction to prevent HUC from selling items from the Rare Book Collection of the Klau Library. *See State of Ohio ex rel. David Yost, Ohio Attorney General v. Hebrew Union College-Jewish Institute of Religion*, Case No. A2402430 (Hamilton County).

23. Even before the April 2022 Board vote approving the resolution to close the Cincinnati rabbinical school, HUC had taken steps to wind down the Cincinnati campus, including eliminating a full-time recruiter from only Cincinnati, while full-time recruiters remained in New York and Los Angeles. It also took other measures to shift focus (and students) away from Cincinnati, essentially creating conditions that made it easier to purportedly explain closing the rabbinical school there (even though that decision was both unnecessary and unwarranted).

24. After HUC directed the closing of the Cincinnati rabbinical school, the graduate programs could not be continued in Cincinnati either, inasmuch as the graduate programs shared the same professors and classes as the rabbinical school. In October 2023, HUC voted to close the graduate programs in Cincinnati.

25. Historically since its founding, and continuing through the present, HUC has placed significant reliance on charitable donations from members of the public and from foundations for its funding and support.

26. Some of the charitable donations received by HUC were made with restrictions. The types of restrictions that sometimes accompany charitable donations to HUC have included campus-specific restrictions (geography), program restrictions, and amounts restricted by purpose.

27. As one example, the Jewish community in Cincinnati alone has donated millions of dollars to support the rabbinical school and the graduate programs at HUC's Cincinnati campus. This financial support would not have been given, in most cases, without the existence of a rabbinical school in Cincinnati and without the portrayal that these assets would be used to support educational and spiritual goals in Cincinnati.

28. Illustrating the point, in 2005, HUC created a "Master Plan for the Cincinnati Campus: Creation of an Unparalleled Center for Research, Teaching & Learning." A true and correct copy of a presentation relating to the Master Plan is attached as Exhibit 5 to the AG's Complaint.

29. The Master Plan emphasized, at every turn, how donor gifts would be utilized to further HUC's Cincinnati mission, expressly including enhancing Jewish life in Cincinnati:

p.2. The Master Plan refers to "A *Permanent Address on Clifton Avenue*[.]"

p. 3. "However, the Master Plan will transform more than buildings. Its completion will dramatically expand the College-Institute's ability to innovate and to expand educational

opportunities for graduate students **and adult learners alike**. The result will be an unparalleled, dynamic national center for research, teaching, and learning for the Jewish and larger community *located in the heart of Cincinnati.*”

p. 3. “The creation of the Master Plan and its adoption by the Governors of Hebrew Union College-Jewish Institute of Religion:

- Express the commitment of the College-Institute to *strengthening the quality and vitality of Jewish life in Cincinnati*, the birthplace of Reform Judaism;
- Provide new opportunities for cooperative programming and learning for religious, educational, and communal institutions and organizations *in Cincinnati* and throughout Ohio’s tri-state area.
- Infuse new energy into the intellectual and cultural life *of Cincinnati* and its strategies to expand economic development and tourism on the local and regional levels.”

p. 8. “The expansion and refurbishing of Mayerson Hall as well as the transformation of the Freiberg Gymnasium into a conference center and auditorium, **will support the work of our professional and public education initiatives that already draw tens of thousands to the Cincinnati Campus** and which benefit from partnerships with a variety of local agencies.”

See AG Compl. Exhibit 5 (emphases added).

30. As part of HUC’s 2025 Master Plan for its Cincinnati campus, donors gave millions of dollars to HUC for that project alone.

31. HUC also held fundraising dinners known as Cincinnati Associates Tribute Dinners approximately annually from the 1980s until 2019, for the benefit of HUC’s Cincinnati rabbinical school and related programs. Hundreds of individuals attended these dinners, which raised substantial funds for HUC.

32. There are numerous other donors who have provided financial support to HUC due to the existence of a rabbinical school in Cincinnati.

33. Over the years, thanks to the generosity of donors, HUC amassed substantial assets. Those assets include, without limitation, the land that it owns at 3101 Clifton Avenue, the buildings

on that land, the contents of the buildings on HUC's Cincinnati campus, and other physical and intangible assets.

34. In addition to the above-described assets of HUC, it has significant marketable securities and other investments, estimated to be in the hundreds of millions of dollars. Much of these funds have traditionally been used to support HUC's programs and school in Cincinnati or were given due to the existence of the rabbinical school in Cincinnati.

### **HUC's Dissipation of Assets**

35. The crown physical jewel of HUC's assets is its Cincinnati campus located at 3101 Clifton Avenue ("Clifton Avenue Property"). This property not only houses the buildings used for its rabbinical school, but also facilities like the Klau Library, the American Jewish Archives, and the Skirball Museum that preserve timeless works of Jewish art, heritage, and scholarship.

36. The Clifton Avenue Property is impressed with a charitable trust to be used for a rabbinical school and related purposes, exactly as HUC has done since its founding in 1875. Generations of Cincinnati residents and visitors have studied and attended events at the Clifton Avenue Property. It has cultivated a cultural crossroads at the core of the liberal Jewish tradition, and donors have donated to preserve, expand, and grow the campus located at the Clifton Avenue Property.

37. Now, in an affront to the countless supporters who have contributed to HUC's charitable mission across decades, on information and belief, HUC is endeavoring to sell the historic Clifton Avenue Property. The AG appropriately filed its suit to prevent the sale of that property.

38. And yet HUC's efforts go well beyond the Clifton Avenue Property. Since HUC's decision to close the Cincinnati rabbinical school by the end of the 2025-26 academic year, and its

decision to close the Cincinnati-based graduate school programs, HUC has redirected Cincinnati-related assets outside of Cincinnati and outside of the State of Ohio to benefit the College's New York, Los Angeles and/or Jerusalem campuses. These redirected assets include assets that were donated due to the existence of a rabbinical school on the Cincinnati campus of HUC.

39. As a charitable trust, HUC does not have the right to divert or redirect assets that were donated due to the existence of a Cincinnati rabbinical school or for Cincinnati-related programs.

40. Unless this Court intervenes as requested by the AG, HUC will continue to misappropriate charitable assets away from Ohio and Cincinnati.

41. The AG's suit, brought in the public interest, appropriately focuses on securing, maintaining, and preserving the charitable assets held by HUC and utilized to support an Ohio-based charitable mission or were donated due to the existence of a rabbinical school in Cincinnati. But after it succeeds in that effort, the question must turn to the nature of the remedy. While the AG has a general public interest in that remedy, CCJ—as an organization situated to ultimately fulfill HUC's Cincinnati-based charitable mission—sits in a unique and special position to address that remedial question.

#### **CCJ Is Ready to Assume HUC's Cincinnati-Based Charitable Mission**

42. The AG has appropriately brought a series of claims against HUC designed to enforce Ohio charitable trust law, fiduciary requirements, and related legal obligations. The AG is the proper party to enforce those requirements.

43. But, since HUC has now disavowed the core of its Cincinnati-based charitable mission, a new entity must step in to take over those obligations and assets to ensure that they are utilized consistent with their charitable purposes.

44. CCJ is ideally situated, and firmly committed, to do just that. Founded in 2022, CCJ arose in response to HUC's decision to depart from its longstanding commitment to rabbinical education in Cincinnati, thereby eliminating the only liberal rabbinical school to best serve the Midwest, the South, and the Mountain West. It should accordingly be considered by the Court at the remedial stage as a cy pres recipient of the constructive trust sought to be imposed by the AG.

45. CCJ is organized by a committed group of rabbis, scholars, and community leaders with the unwavering desire to support a rabbinical school in Cincinnati. *See* <https://ccjudaism.org/>. Its president is Rabbi Dr. Gary P. Zola, a renowned rabbi, professor, and author of the American Jewish experience. Rabbi Zola previously served as an administrator and professor at HUC's rabbinical seminary in Cincinnati. CCJ's honorary president is Rabbi Sally J. Preisand, a pioneer spiritual leader who was the first woman in North America ordained as a rabbi. Board members include rabbis, lawyers, businesspeople, doctors and other community leaders. Although the Board is comprised largely of Cincinnati community leaders, it also includes representatives from Indiana, Kentucky, Tennessee and Georgia—in recognition that Cincinnati's potential loss of a rabbinical school would reverberate throughout Jewish communities in the Midwest, the South, and beyond.

46. CCJ has a direct and specialized interest in preserving the charitable assets that were entrusted to HUC and ensuring that they are utilized for their appropriate and lawful purposes. CCJ accordingly also has a special interest in the charitable assets under R.C. 5804.05(C), for the reasons explained herein.

47. CCJ's articles attest, among other things, that its purpose is: "To establish and maintain a Jewish educational institution in the liberal spirit, which shall be open to all persons on equal terms, to educate and prepare students to be rabbis, educators, and scholars; to promote the

academically rigorous study of the Jewish religion, history, texts, and literature, and otherwise to foster and perpetuate Judaism and to disseminate knowledge thereof; to train persons for the Jewish ministry, research, and community service; to make available to the general public a constructive knowledge of Judaism, its spiritual and social ideals, its history and outlook and its contribution to the world's progress; and to grant and confer such degrees and certificates as comport with the foregoing purposes; once established, **the Corporation shall permanently maintain a rabbinical school in Cincinnati, Ohio.**" (Emphasis added).

**COUNT ONE: Declaratory Judgment Pursuant to R.C. 2721.01 et seq.**

48. CCJ incorporates by reference the foregoing allegations of its Complaint in Intervention.

49. A real and genuine dispute exists between CCJ and HUC regarding whether CCJ should serve as a cy pres recipient of the charitable assets currently maintained by HUC in order to operate a rabbinical school in Cincinnati.

50. This dispute between the parties is justiciable. This Court, upon adjudicating the AG's claims against HUC, will be required to analyze remedial options. This Court has the ability and mandate under the charitable trust statutes cited by the AG as well as R.C. 5804.13 to determine an appropriate cy pres remedy.

51. There is an urgent need for this Court to determine the relief attendant with the cy pres remedy. This dispute impacts the fundamental question of whether a rabbinical school in the liberal spirit will continue to be operated in Cincinnati and whether charitable assets donated and devoted to that mission will be appropriately utilized.

52. As an organization devoted to upholding the mission of maintaining and growing a rabbinical school in the liberal spirit in Cincinnati, CCJ possesses standing to pursue this relief. The Court should determine that CCJ is a qualified cy pres candidate.

53. Pursuant to its statutory declaratory judgment power, this Court should ultimately declare that CCJ is an appropriate cy pres recipient of the assets previously utilized to support the broad operations of HUC's rabbinical school in Cincinnati, funds donated due to the existence of the rabbinical school in Cincinnati, and assets into which such funds have been converted, including, without limitation, the Clifton Avenue Property, the personal property located at the Clifton Avenue Property, marketable securities and other investments held by HUC, and all other real and personal property, tangible and intangible, that was historically utilized to support the work of HUC in Cincinnati (collectively, the "Charitable Assets").

**COUNT TWO: R.C. 5804.13**

54. CCJ incorporates by reference the foregoing allegations of its Complaint in Intervention.

55. In the event that the Court rules, on the merits, in favor of the AG, it will need to determine a cy pres recipient for the Charitable Assets.

56. The AG and the general public have an interest in preserving charitable assets and ensuring that they are not wrongfully taken from the State of Ohio and used inconsistently with their purposes. But CCJ has a unique interest in ensuring that these assets are used consistently with their charitable mission, and indeed it has been formed for precisely this reason.

57. Under the doctrines of cy pres and deviation, this Court has the ability to reform a charitable trust to ensure the continuity, as closely as possible, of trust assets being utilized

consistently with donative intent. CCJ will operate, restore, and grow the rabbinical school in Cincinnati that HUC has now abandoned.

58. HUC has determined that it is impracticable to continue to operate a rabbinical school in the liberal spirit in Cincinnati. R.C. 5804.13(A).

59. However, the trust does not fail in whole or in part, R.C. 5804.13(A)(1), because the charitable mission can still be fulfilled by CCJ, as explained more fully herein.

60. Moreover, the trust property does not revert to the settlors or their successors in interest, because there is no mechanism to return these funds to the original settlors of HUC in 1875. R.C. 5804.13(A)(2).

61. Finally, the Court has the authority to, and indeed must under these circumstances, modify the trust accordingly in a manner that is consistent with its charitable purpose and mission. R.C. 5804.13(A)(3).

62. Because HUC has disavowed its core purpose of operating a rabbinical school in Cincinnati, this Court is empowered by R.C. 5804.13 to effectuate, as closely as practicable, the terms of the charitable trust.

63. Pursuant to R.C. 5804.13, this Court should consider CCJ as a cy pres candidate at the remedial stage and ultimately declare that CCJ is the appropriate cy pres recipient of all Charitable Assets.

64. The Court should, through the statutory doctrine of cy pres, award the Charitable Assets in trust to CCJ to further its charitable mission.

#### **PRAYER FOR RELIEF**

For all of the foregoing reasons, the Court should:

A. Rule in favor of the AG on its causes of action;

- B. Upon ruling in favor of the AG on its causes of action, consider and rule in favor of CCJ on its causes of action;
- C. Determine that CCJ has a special interest under R.C. 5804.05(C);
- D. Apply the doctrine of cy pres in accordance with R.C. 5804.13 and recognize CCJ as the appropriate cy pres recipient of all Charitable Assets held by HUC;
- E. Award the Charitable Assets in charitable trust to CCJ in order to maintain a rabbinical school in the liberal spirit in Cincinnati and to further its charitable mission;
- F. Award all such further relief, including attorney's fees, that the Court deems equitable and just.

Dated: May 28, 2026

Respectfully submitted,

/s/ W.B. Markovits

W.B. Markovits (0018514)

Pierre H. Bergeron (0071402)

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**CERTIFICATE OF SERVICE**

I hereby certify that a copy of the foregoing was served on May 28, 2026 by electronic mail upon all counsel who have filed an appearance in this action.

/s/Pierre H. Bergeron

# **EXHIBIT**

**A**



# DAVE YOST

OHIO ATTORNEY GENERAL

Charitable Law Section  
Office 614-466-3181  
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December 07, 2020

Via Email Only

Hebrew Union College Board of Governors

In care of:

Sue Neuman Hochberg, Chair: [ssn@aol.com](mailto:ssn@aol.com)

Andrew Rehfeld, President: [arehfeld@huc.edu](mailto:arehfeld@huc.edu)

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David Edelson, Vice Chair: [dbedelson@loews.com](mailto:dbedelson@loews.com)

*Re: Cincinnati Campus Closure*

Dear Board of Governors:

It has come to our attention that Hebrew Union College Institute of Religion's Board of Governors may be considering closing the college's Cincinnati Campus.

As you are aware, the Cincinnati campus is of great historic significance. The Cincinnati campus was the original site of the Hebrew Union College in 1875, and was home to North America's first permanent Jewish institution of higher learning. The campus is also home to the Klau Library and the Jacob Rader Marcus Center of The American Jewish Archives, one of the largest collections of Jewish manuscripts, photographs, and media in the world. The Cincinnati campus is an important Ohio institution and resource.

It is our hope that you will find other means of meeting your institutional goals, without closing the Cincinnati Campus. Should you continue to consider closure, please be advised of the following roles of the Attorney General in relation to the Hebrew Union College, which is a 501c3 public charity.

The Attorney General is charged, both at common law and by the Ohio Charitable Trust Act, with the enforcement of trusts and gifts for charitable purposes in the State of Ohio, in order that the interests of charitable beneficiaries will be protected and preserved. R.C. 109.23, *et seq.* The intent of benefactors and the interests of beneficiaries are paramount in charitable gifts, and the Attorney General is responsible for ensuring that charities meet those basic requirements.

To that end, the Attorney General is the party charged with enforcing the Ohio Charitable Organizations Act and may authorize an investigation to be conducted by the Charitable Law Section of the charitable activities of organization.

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Broadly speaking, the Office's investigatory authority encompasses whether, under Ohio Revised Code Section 109.24 and common law principles, the property held by the organization has been and/or is being properly administered in accordance with fiduciary principles and whether the organization has complied with the requirements of Ohio Revised Code Chapter 1716 concerning charitable contributions.

Investigations may include compelling individuals with relevant knowledge to appear and testify under oath pursuant to Ohio Revised Code 1716.15(A) and, if necessary, civil litigation for injunctive relief, civil penalties, and/or damages.

Charitable service represents the best of Ohio. The Office is committed to honoring the important role of charities throughout the state. The Office is also tasked with making sure that charities comply with applicable state law and that charitable donations are used for charitable purposes. We thank you for your contribution to Ohio's charitable community, and hope that you will consider our concerns for the Cincinnati campus accordingly.

Very respectfully yours,

Dave Yost  
Ohio Attorney General



Daniel Fausey  
Section Chief, Charitable Law Section  
Ohio Attorney General's Office  
Charitable Law Section  
150 E. Gay St., 23<sup>rd</sup> Floor  
Columbus, OH 43215-3130

# **EXHIBIT**

## **B**



# DAVE YOST

OHIO ATTORNEY GENERAL

Charitable Law Section  
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April 23, 2022

**Via Email Only**

Hebrew Union College-Jewish Institute of Religion Board of Governors

c/o Sue Neuman Hochberg, Chair: [ssneuman@aol.com](mailto:ssneuman@aol.com)

David Edelson, Chair-Elect: [dedelson@loews.com](mailto:dedelson@loews.com)

Andrew Rehfeld, President: [arehfeld@huc.edu](mailto:arehfeld@huc.edu)

Laurence Tarica, Vice Chair: [larry.tarica@gmail.com](mailto:larry.tarica@gmail.com)

RE: Cincinnati Campus Rabbinical School

Dear Board of Governors:

In December 2020, I wrote to encourage the Board to consider meeting the institutional goals of the College without closing the Cincinnati campus. Although complete closure seems to have been averted, the Office understands that you will consider closing the rabbinical school residential program in Cincinnati at the Board's next meeting.

In 1875, the College was launched in Cincinnati "as the first permanent Jewish institution of higher learning in the New World." <http://huc.edu/welcome-and-history>. In 1950, permanence was assured under a merger agreement with The Jewish Institute of Religion requiring that "the combined corporation shall permanently maintain rabbinical schools in Cincinnati, Ohio and New York, New York." [https://bizimage.ohiosos.gov/api/image/pdf/A402\\_0823](https://bizimage.ohiosos.gov/api/image/pdf/A402_0823).

In myriad ways, the College also promotes student presence and proximity as good for the students, good for the College, and good for the nearby Jewish and wider communities. <http://huc.edu/academics/become-rabbi/clinical-education>; <http://huc.edu/about/huc-jir-glance>; <http://huc.edu/about/our-campuses>.

The Attorney General is responsible for ensuring that charities honor the intent of benefactors and serve the interests of intended beneficiaries. For example, the Attorney General is charged, both at common law and by the Ohio Charitable Trust Act, with the enforcement of trusts and gifts for charitable purposes in the State of Ohio, in order that the interests of charitable beneficiaries will be protected and preserved. R.C. 109.23, *et seq.*; R.C. Chapter 5804.

The Attorney General is also charged with enforcement of the Ohio Charitable Organizations Act, which imposes fiduciary and other obligations on charity leaders concerning charitable solicitations as well as expenditure of charitable donations. R.C. Chapter 1716.

And, under Ohio's Uniform Prudent Management of Institutional Funds Act, the Attorney General frequently plays a necessary role in determining whether a donor's restriction, such as

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geographic location, on institutional funds held for charitable purposes may be released or modified. R.C. 1715.51-.59.

The Attorney General may investigate these matters on his own initiative or in response to a complaint. Broadly speaking, the Office's investigatory authority encompasses whether property held by the organization has been and/or is being properly administered in accordance with fiduciary principles and whether the organization has complied with the requirements of Ohio Revised Code Chapter 1716 concerning charitable contributions.

The Office appreciates and honors the important role of charities throughout the state. The Office is also tasked with making sure that charities comply with applicable state law and that charitable donations are used for intended charitable purposes.

“The Cincinnati campus is a vital center for higher Jewish learning, scholarly research, and community engagement.” <http://huc.edu/campus-life/cincinnati>. And, “no great Jewish community in history has lasted unless, at its center, there stands a vibrant and vital center of learning and teaching.” <http://huc.edu/donate>.

Very respectfully yours,

DAVE YOST  
ATTORNEY GENERAL



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Daniel W. Fausey  
Section Chief  
Ohio Attorney General's Office  
Charitable Law Section  
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