

**BYLAWS AND CONSTITUTION OF TEMPLE BETH EL**

**AMENDED AND RESTATED MAY 4, 2009.**

**RECITALS**

WHEREAS, the Constitution of Temple Beth El was entered into on June 14th, 1992, amended on May 16th, 1995, and subsequently amended on May 1, 2005

WHEREAS, the Bylaws of Temple Beth El were entered into on June 14th, 1992, amended August 7th, 1994, and subsequently amended on June 5th, 2006.

WHEREAS, the Board of Directors of Temple Beth El has determined that it is in the best interest of Temple Beth El to enter into this document, the Amended and Restated Bylaws and Constitution of Temple Beth El (hereinafter "Bylaws") which document shall supersede and replace the existing Constitution of Temple Beth El, as amended, and the existing Bylaws of Temple Beth El, as amended.

WHEREAS, The Board of Directors proposed these Bylaws of Temple Beth El to the congregation.

NOW, THEREFORE, the congregation of Temple Beth El, upon approval by the requisite membership, as stated in the current Bylaws and Constitution of Temple Beth El, hereby adopts the following as its Bylaws. These Bylaws shall supplant the Articles of Incorporation of Temple Beth El, entered into on January 19, 1943.

**PREAMBLE**

In all activities of the congregation, we shall be mindful of the following principles:

1. Judaism is a quest for God and a way of life that we seek to pursue in a broad range of human experience - personally and collectively - in our worship, our study, our homes, our livelihoods, and in our community.

2. We seek to enrich and increase the Jewish content of our personal and group existence. In this spirit, we strive to create new forms of worship, observance, and Jewish expression which will aid us in our search for spiritual growth. We shall encourage each other to make creative contributions to this objective.

3. We recognize the universal character of Judaism as a religious civilization. To that end, the congregation shall actively concern itself with the total life of Jewish community, both in Charlotte and around the world, and exercise its influence for the betterment of the Jewish community and the world as a whole. It shall also contribute to the welfare of civic life.

4. The congregation shall actively apply the ethical teachings of Judaism to the issues of our society.

5. Consistent with the principles of Reform Judaism, we place a high value upon inclusion and pluralism and respect for each person's individual belief and the manner in which each person observes his or her religion.

6. We remember, at all times, that the ultimate purpose of this congregation is spiritual, to worship God, to study the Torah, and to encourage members to strive toward an exemplary life.

## **ARTICLE I NAME AND LOCATION**

Section A. Name: This congregation shall be known as Temple Beth El (hereinafter "the Temple"). The Temple shall be organized as a non-profit corporation.

Section B. Location: The Temple shall be located in Mecklenburg County, North Carolina.

## **ARTICLE II STATEMENT OF PURPOSE**

The purpose of this Congregation is to promote the fundamental and enduring principles of Judaism and to ensure the continuity of the Jewish people; to enable its members to develop a relationship with God through communal worship, study of Torah, and assembly; and to apply the principles of Reform Judaism to the values and conduct of the individual, the family, and the society in which we live.

Subject to any restrictions in the Articles of Incorporation, the congregation may engage in any lawful activity consistent with its tax-exempt status for which corporations may be organized under the applicable laws for nonprofit corporations.

## **ARTICLE III MEMBERSHIP IN UNION FOR REFORM JUDAISM**

The Congregation will be a member of the Union for Reform Judaism (the "Union").

*and*

The Congregation will pay dues to the Union.

## **ARTICLE IV GUIDANCE FOR RELIGIOUS PRACTICE**

The Congregation interprets Judaism in the context of Reform Judaism and Reform Jewish prayer books.

## **ARTICLE V MEMBERSHIP**

Section A. Eligibility for Membership: As determined by a member of the clergy any person who is Jewish or on the path to conversion, or any couple or family in which one or both spouses is Jewish or on the path to conversion, or the surviving non-Jewish spouse of a Jewish member, or a non-Jewish parent raising a Jewish child(ren) shall be eligible for membership in the Temple. Any child of a member under 18 years of age (or under 28 years of age and continuing education as a full-time student) shall be deemed members, with such rights and limitations thereon as are set forth in this document.

Section B. Membership Requirements: The Board of Directors shall establish the membership requirements of the Temple, financial and otherwise, and the procedures to be followed by candidates for membership. The Board shall at all times maintain, expressly or otherwise, a policy permitting persons who are otherwise eligible, but cannot meet financial requirements without undue hardship, to be members.

Section C. Approval of Members: When an eligible candidate has met the requirements in Section B of this Article, the candidate's name shall be submitted to the next scheduled meeting of the Board of Directors of the Temple following the date of submission of the completed application. The candidate shall be approved for membership by a simple majority of those present. The Board of Directors reserves the right to designate this responsibility in whole, or in part, to the Executive Director of the Temple. A member in good standing is one who has been approved for membership, and whose membership has not been terminated by resignation or action of the Board of Directors, or suspended or reduced by the Board of Directors pursuant to Article V.

Section D. Nonmembers: At the request of the membership or finance committees, the Board of Directors may extend to nonmembers any privileges it may deem advisable, except that nonmembers shall not have the right to vote, hold office or serve as committee chairs.

Section E. Honorary Members: The Board may, in its discretion, establish and award honorary memberships. Persons receiving honorary memberships shall be entitled to full privileges of membership.

Section F. Associate Members: A member in good standing of another Jewish congregation, may become an associate member of the Temple with a reduction in dues to be established by the Board of Directors. Associate members do not have the full privileges of membership. They do not have the right to vote, hold office, or the right to education as described in Section G below.

Section G. Rights and Privileges of Members: Except as otherwise provided in these Bylaws, all members of the Temple, aged 18 years and older, shall have all of the following rights:

1. The Right To Vote. All members of the Temple shall have the right to vote at congregational meetings.

2. The Right To Hold Office. All Jewish members of the Temple shall be eligible for nomination, and, if elected or appointed, to serve on the Board of Directors or hold any office of the Temple.

3. Right of Petition. All members shall have the right to petition the Board of Directors and officers of the Temple, and further, to present their petition to the Board of Directors.

4. The Right of Participation. Members of all ages shall be eligible to participate in all religious and social activities (age appropriate) held under the auspices of the Temple.

5. The Right of Attendance. All members shall have the right to attend any meeting of the Board of Directors of the Temple, except as may be otherwise provided herein. However, only members of the Board of Directors may vote.

6. The Right to Education. All members shall have the right to have their children receive a religious education and to become Bar or Bat Mitzvah and to be confirmed; provided that the Board may, directly or through the education committee impose requirements and religious school standards and a separate charge to defray the cost of such education may be imposed upon those who, without undue hardship, can bear such charges. We follow the URJ policy whereby children enrolled in formal non-Jewish religious education are not eligible to be enrolled in our Religious School.

Section H. Suspension and Termination of Members: A member may be suspended by a simple majority of Board members in attendance at an official meeting of the Board of Directors for failure to continue to meet the requirements set forth under provisions of Section B of this Article. A member of the congregation may be terminated or suspended based on the good faith determination by the Board of Directors, or a committee authorized by the Board of Directors to make such a determination, that the member has engaged in conduct prejudicial to the congregation's purposes and interests. The member will be given reasonable notice in writing or verifiable electronic means of the proposed suspension or termination and the reasons for the proposed suspension or termination and an opportunity to be heard, either orally or in writing, prior to the effective date of the proposed suspension or termination. If notice is sent to the last known address, it shall be deemed effective, even if not actually received. All rights of membership shall be suspended following a vote to suspend membership. In lieu of suspending a member who could be suspended, the Board may reduce the rights of such member to the same rights as an associate member. Such reduction may occur without prior notice, but not less than ten days before a congregational meeting. Notice of any action taken pursuant to this Section H shall be sent by first class mail or verifiable electronic means to the member affected. Notwithstanding the foregoing or anything else to the contrary contained herein, the Board of Directors may without notice suspend or terminate the membership of a member who has not made payment to, or otherwise communicated in writing with, the Temple for a period of at least twelve (12) months. The decision of the Board of Directors as to whether the member should be suspended, expelled, or sanctioned in any way will be final.

Section I. Reinstatement Following Suspension: A member whose membership has been suspended or reduced to the status of associate member may be reinstated by a vote of the Board of Directors after evidence is presented that requirements for membership established under Section B of this Article have been met, and the member is then restored to full membership. Failure to act under provisions of this Section within one (1) year following the date on which a suspension vote was taken shall result in automatic termination.

Section J. Resignation: A member may resign by notifying the Secretary or the President of the Temple in writing, of his or her intent to resign.

Section K. Financial Hardship: No person who otherwise meets requirements for membership shall be denied membership upon a showing by such person to the Board of Directors (or to the Executive Director or Director of Membership to whom it may direct such matters) that the person is unable to make a payment due to financial hardship. Any person availing himself or herself of this provision shall make such contribution of services or lesser payments as the Board (or designated committee) may require. In every instance of financial hardship the person claiming hardship shall make an offer of some amount of service or money, even if it be a token or small amount. A person meeting the requirements of this provision shall be deemed to have met in every respect the financial requirement in question.

## **ARTICLE VI MEETINGS AND PROCEDURES**

Section A. Regular Meetings: The membership of the Temple shall meet at least once each fiscal year. Annual meetings shall be held during the month of May.

Section B. Special Meetings: Special meetings of the membership may be called at any time by the President or by a majority vote of Directors at an official meeting, or by a petition signed by at least ten percent (10%) of the membership entitled to vote under Article V herein.

Section C. Notice: At least ten (10) days written notice shall be given of all meetings of the membership. This notice may be by publication or by letter, provided that it shall be mailed not less than thirteen (13) days before the meeting. The Recording Secretary shall certify that said notification was sent to all members entitled to vote under Article V herein.

Section D. Quorum. Provided that the Recording Secretary has certified that proper notice under Section C has been sent and there is no challenge as provided in this Section, a minimum of fifty (50) members entitled to vote shall constitute a quorum to conduct business at the meeting of membership. Proxy votes shall not be counted in determining the existence of a quorum. However, in the event that two hundred (200) or more of the members entitled to vote file a challenge within ten (10) days after the meeting alleging that requisite notice of the meeting was not given, all actions taken at the meeting shall be null and void unless the meeting was actually attended by at least ten percent (10%) of the members entitled to vote at the meeting, excluding proxies. If the actions at an annual meeting that was rescheduled under Section A are declared void, another annual meeting shall be immediately called in a manner consistent with Section C.

Section E. Actions: The election of officers and Directors shall be conducted at Annual Meetings of the Membership. Additionally, all properly called meetings of the membership shall act upon any duly proposed amendment to the Bylaws, upon any question submitted by ten percent (10%) of the number of members entitled to vote at the time of the meeting, upon any question submitted by a majority of the Board of Directors, and upon any motion which a majority of members present at a meeting vote to consider.

Section F. Votes: Unless otherwise specified, a simple majority of those voting at a meeting of the membership shall be required to approve resolutions and other actions. Proxy votes shall not be permitted, except that a member may give a proxy to his or her spouse, who may vote such proxy at the meeting. Additionally, a member who is physically incapacitated may vote by absentee ballot submitted by mail to the Recording Secretary in care of the Temple Office in time to be received prior to the meeting. To be voted, a proxy or absentee ballot must include the signature of the person giving the proxy and the date of the meeting.

Section G. Agenda: Written notice of a Special Meeting shall include a tentative agenda of items proposed for the meeting, and at the minimum, any questions submitted by the Board of Directors or by a petition signed by any person calling the meeting.

Section H. Ballot: All votes at meetings of membership shall be taken by raised hand, unless the President or at least ten per cent (10%) of those present requests a secret ballot. The Recording Secretary of the Temple shall be responsible for tallying ballots, provided that the Recording Secretary may designate tellers to assist in doing so.

## **ARTICLE VII BOARD OF DIRECTORS**

Section A. General Powers: The administration of the affairs of the Temple is entrusted to the Board of Directors. It shall have the general management of the funds, records, property of the Temple, and shall act on all matters of policy in the areas of membership, fiscal affairs, religious and educational affairs, and administration and building, and all other matters of policy that shall come before the Board of Directors. It shall have all other powers given elsewhere in these Bylaws to it, and shall exercise authority in Temple matters where the question is not addressed by these Bylaws.

Section B. Membership: The membership of the Board of Directors shall consist of the seven (7) elected officers of this congregation under provisions of Article VIII, the most recent former president still affiliated with the congregation, all honorary life presidents, one representative designated by each of the Women of Reform Judaism, Brotherhood, Senior Adult Group and Youth Group, up to two (2) persons appointed by the President who are members in good standing of the congregation and fifteen (15) members elected by the congregation. Religious leaders -- the Senior Rabbi, other clergy, Executive Director and others elected by the congregation -- shall be ex officio, non-voting members of the Board of Directors. The make up of the Board of Directors shall endeavor to reflect the diverse demographics of the congregation.

Section C. Terms: The officers of the congregation, and representatives of the Women of Reform Judaism, Brotherhood, Senior Adult Group and Youth Group, shall serve on

the Board of Directors only during their terms of office as such. Board members appointed by the President shall serve for the period determined by the President, but not more than one year. Each of the fifteen congregational representatives on the Board of Directors shall serve three year terms, with five being elected each year. None of the fifteen congregational representatives on the Board of Directors shall serve more than two consecutive three year terms. If a Board member elected as such by the Congregation dies, resigns, or is removed from office, the vacancy shall be filled by an appointment of the President until the next annual meeting occurs, at which time an election shall be held for the then-unexpired portion of the term, if any.

Section D. Removal, Resignation: A Director may resign by submitting his or her resignation in writing to the Board of Directors. A Director may be removed by a two-thirds vote of the entire voting membership of the Board of Directors.

Section E. Indemnification: Except as specified herein below, the Temple shall defend, indemnify, and hold harmless, all elected and appointed officers, board members, committee chairpersons and committee personnel from and against any claims, actions, liabilities, causes of action, threats of action, suit or proceedings, whether civil, criminal, administrative or investigative by reason of the fact of such person's service or by reason of his or her having served at its request as the director or officer of any trust or other enterprise. Such indemnified persons shall also be entitled to indemnification of expenses to be paid in advance of final disposition of an action and to reimbursement of any amounts paid by such persons. The rights of indemnification under this provision shall be construed to provide for, and require, payment of indemnification to the fullest extent, and at the earliest times, permitted under Chapter 55A of the North Carolina General Statutes, as amended, and any further statute governing nonprofit corporations that may be enacted. The Temple shall not be required, under any circumstances, to indemnify, defend and hold harmless any individual when such individual has committed any ultra vires acts or any illegal acts.

Section F. Executive Committee: There shall be an Executive Committee of the Board of Directors which shall only include the officers of the Temple, the immediate past President and the honorary life Presidents and up to two members in good standing of the congregation who are appointed by the President. It shall study all significant matters of policy and administration to make recommendations to the Board of Directors. The Executive Committee may receive prior authorization by majority vote of the Board of Directors to take final action on specific questions and shall be presumed to be authorized to negotiate agreements with and to otherwise manage and review personnel who have been previously hired by the Temple, subject to any constraints expressly placed upon such authority by the Bylaws or the Board of Directors. The President shall serve as chairperson of the Executive Committee. The Clergy and the Executive Director shall be non-voting, ex officio members of the Executive Committee. The Executive Committee may act without prior authorization of the Board of Directors if circumstances do not reasonably permit consultation with the Board of Directors, in which event they shall inform the Board of Directors at its next meeting. The meetings of the Executive Committee shall be closed to all persons not specifically listed herein, except to the extent the Executive Committee determines otherwise. Minutes of the meeting will be kept and maintained by the Executive Director.

Section G. Attendance Provision: Attendance at meetings of the Board of Directors is a requirement for officers of the Temple and for all members of the Board of Directors (except Honorary Life Presidents). Excused absences may be granted by the President or Secretary only on grounds of business or professional conflict, previously scheduled vacation travel, for illness either of the Director, or of a member of his or her family, or for a death in the family. Excuse shall not be granted because of social, cultural, sport, or other nonessential activity. If a member of the Board of Directors or an officer shall miss three regularly scheduled meetings without excuse in a twelve-month period he or she may be removed in accordance with the provisions of the Bylaws. If the nominating committee re-nominates any current member of the Board for any office or for re-election to the Board, the attendance record must be published beside the written report of the nomination.

Section H. Duties of the Board of Directors: It shall be the duty of all members of the Board of Directors to set the example for the rest of the congregation, both individually and collectively. Directors elected by the congregation must serve as an active member of at least one committee each year, unless requested otherwise by the Directors and excused by the President.

Section I. Good Standing Clause: All other matters notwithstanding, a member of the Board of Directors, as a chosen lay leader, must maintain his or her membership in good standing in the Temple, at all times. Upon any condition existing which would be grounds for suspension of his or her membership, a Director shall be suspended as a member of the Board of Directors.

Section J. Regular Meeting: The Board of Directors shall meet on the first Monday of each month unless the Board of Directors has designated a different time by formal resolution at a preceding meeting. A postponed monthly meeting shall not be construed as a regular meeting for purpose of attendance. All meetings shall be held at the Temple unless the Board has designated a different place by formal resolution at a preceding meeting. In any event, notices shall be sent to all members of the Board of Directors no less than five days before each regular meeting specifying time and place.

Section K. Special Meeting: Special meetings of the Board of Directors may be called at the request of any officer or any two members of the Board of Directors. At least five days written notice must be given to each Board member of a special meeting, which shall mean that notices must be mailed or emailed eight days prior to the meeting. The reason that a special meeting is being called shall be specified in the notice. However, once convened, the Board of Directors may consider any subject that could be considered at a regular meeting.

Section L. Emergency Meeting: The President may call an emergency meeting of the Board of Directors when a subject of unusual importance has come up. Notice may be by telephone. The President must specify the reason for the meeting, and under no circumstances can any unrelated subject be acted upon. The first order of business at the emergency meeting shall be a formal vote that the subject of the meeting is indeed an emergency, and worthy of immediate consideration.

Section M. Quorum: No action whatsoever may be taken in the absence of a quorum. Seven members of the Board of Directors shall constitute a quorum, and shall be the minimum number for an official meeting and for transaction of business. Once a quorum has been met, it shall extend for the entire meeting.

Section N. Votes: Except as otherwise provided, a simple majority of those present at an official meeting is all that is needed to enact legislation.

Section O. Proxy Votes: No proxy votes shall be allowed at meetings of the Board of Directors. However, in the event of an emergency meeting, a written proxy vote may be counted on the emergency issue and toward a quorum, if two-thirds of the Board members actually present at the meeting voted in the same manner as the person casting the proxy vote and there are no proxy votes cast against the action taken at the meeting.

Section P. Critical Issues: Because a majority of the Board of Directors is not necessary to constitute a quorum, special provision must be made for critical issues. Any resolution dealing with a critical issue shall automatically be tabled and placed on the agenda for the next meeting if one third of those Directors present request that it be designated a critical issue. A critical issue may be tabled only once. However, if an absolute majority of the Board of Directors is present, this provision shall not be applicable, and even a critical issue may be voted upon immediately. For purposes of this provision, a critical issue shall be any proposed action:

1. Proposing an amendment of the Bylaws to the Membership;
2. Terminating or materially changing the terms of employment of any rabbi, other religious professional, administrator, or educator (hereinafter "Professional") employed by the Temple;
3. Entailing the expenditure of an amount in excess of \$10,000;
4. Entailing a recurring change in the Temple's ritual or manner of religious observance.

Section Q. Executive Committee Report on Professional Contracts: At least twice each year the Executive Committee shall inform the Board of Directors as to whether the contracts of any Professional staff members will expire in the succeeding twelve months, and whether negotiations are underway.

Section R. Executive Session: The Board may deliberate in executive session and vote upon matters pertaining to hiring, firing, retention, compensation, and management of personnel, matters relating to the possible expulsion of a member, ongoing or potential legal actions, and matters relating to the purchase and sale of real property or other capital assets. In executive session, the Board shall, except to the extent it determines otherwise, exclude all persons who are not members of the Board, all non-voting members, and all employees of the Temple. The Board shall report any, and include in its minutes, the actions taken in executive session.

## **ARTICLE VIII OFFICERS**

Section A. Positions: The officers of the Temple shall consist of a President, a First Vice President, a Vice President for Finance, a Vice President for Administration, a Vice President for Education, a Vice President for Planning, a Recording Secretary, and a Treasurer.

Section B. Term: The officers shall be elected for terms of one (1) year. Officers may serve consecutive terms if so elected.

Section C. Duties of Officers: The duties of each officer shall be as set forth herein below.

Section D. Constitutional Duties of President: Notwithstanding any provision of the Bylaws, the President shall:

1. at all times have the power to call special meetings of the congregation or the Board of Directors;
2. preside at all meetings of the congregation and Board of Directors, except that he or she may designate another person to preside at such a meeting or any portion thereof;
3. be responsible for adherence to the Bylaws, and shall interpret the meaning of any sections that are disputed to the extent provided below;

All decisions of the President with respect to questions of Parliamentary Procedure shall be final and binding. With respect to the interpretation and application of the Bylaws, an interpretation or application by the President shall be binding until the next meeting of the Executive Committee may review and/or correct the President's decision, provided that if the effect of the decision is that the Temple has made a legally binding commitment to a third party, the decision shall be unaffected to such extent of such commitment. Any such decision of the Executive Committee shall be binding.

Section E. President: The President shall be the principal officer of the Temple and the chairperson of the Board of Directors. He shall perform all duties customarily associated with the office of President and chairperson and Chief Executive Officer of a corporation and such other duties as may be prescribed by the Board of Directors. Among specific powers are:

1. Constitutional Duties. The President shall perform all duties described herein above.
2. Meetings. The President shall have the power to call special meetings of the Board of Directors and of the membership of the Temple.
3. Presiding Officer. The President shall preside at all meetings of the Board of Directors and of the membership of the Temple, except that he or she may designate another chairperson for an entire meeting of the Board of Directors and of the

membership, or a portion thereof. The presiding officer may vote only in the case of a tie.

4. Appointments. The President shall be responsible for making all appointments to committees, unless membership is dictated for that committee by these Bylaws.

5. Creation of Committees. The President may create emergency or ad hoc committees to solve a specific problem, but the committee shall not have an initially anticipated lifespan longer than ninety (90) days, without the approval of the Board of Directors.

6. Supervision of Personnel Committee. The President shall be responsible for direct supervision of the personnel of the Temple; in this regard he or she may, to the extent practicable, act through the Personnel Committee, which shall function under his or her direct authority.

Section F. Vice Presidents. Each of the Vice Presidents of the Temple shall be designated responsibility for a broad area of Temple functions. There shall be one First Vice President, one Vice President for Finance, one Vice President for Administration, one Vice President for Planning, and one Vice President for Religious and Educational Affairs. The primary duty of the First Vice President shall be to assist the President in the performance of his day-to-day duties. The primary duties of the other Vice Presidents shall be to superintend the committees within their responsibility and to assist the President.

1. Vice Presidents As Committee Chairpersons. Vice Presidents may choose to act as chairpersons of a principal committee within their area of responsibility.

2. Functions. Vice Presidents shall coordinate the work of the several committees within their areas of responsibilities. Vice Presidents are expected, when possible, to attend all meetings of committees within their areas of responsibility. Vice Presidents may delegate authority to committee chairpersons under their jurisdiction.

3. Appointment of Committees. The President shall have the final power of appointment of committees. However, Vice Presidents shall propose chairpersons and memberships of the committees under their areas of responsibility.

4. Assignment of Committees. All committees shall be assigned to specific Vice Presidents or to the President, except that the Board may designate some committees that are under joint supervision of two Vice Presidents.

Section G. First Vice President. The First Vice President shall assist the President and shall undertake such duties as the President and/or the Board of Directors may delegate from time to time. The First Vice President shall further be responsible for observing on a regular basis that officers of the Temple are performing the tasks required by their office in a timely manner. In the absence of the President or in the case of the President's resignation, removal, or inability to perform the duties of his or her office, the First Vice President shall exercise the powers and discharge the duties of the President.

Section H. Vice President for Finance. The Vice President for Finance shall be responsible for overseeing the work of the Treasurer of the Temple and shall chair the Finance Committee and shall serve on the Endowment Committee. The Vice President of Finance shall oversee the work of the Temple staff responsible for financial matters and the Ways and Means Committee.

Section I. Vice President of Administration. The Vice President of Administration shall be responsible for overseeing the non-clergy staff of the Temple, and for overseeing the work of the Property and Grounds Committee, the Information Technology Committee, and the Building Committee. He or she shall also oversee the Membership and the Memorial Committees.

Section J. Vice President for Education. The Vice President for Education shall be responsible for overseeing the work of the Religious School Committee, Ritual Committee, Adult Education Committee, Youth Committee, Community Relations Committee, and the Music Committee. In addition, the Vice President for Education or his/her designee shall serve as liaison to the Consolidated Hebrew High School and the Charlotte Jewish Preschool. The Vice President for Education shall have such further responsibility as may be delegated by the Board of Directors and the President.

Section K. Vice President for Planning. The Vice President for Planning shall be responsible for overseeing the Long Range Planning Committee, the Information Technology Committee, the Communications Committee, the Interfaith and Outreach Committee, and the Social Justice and Action Committee.

Section L. Recording Secretary. The Recording Secretary shall keep accurate records of the acts and proceedings of all congregational meetings and meetings of the Board of Directors. Other responsibilities shall include:

1. Notices. The Recording Secretary shall give all notices required by law and by the Bylaws. The Recording Secretary shall distribute the minutes of all Board meetings to all members of the Board of Directors.

2. Records and Archives. The Recording Secretary shall have general charge of the Temple records and the corporate seal, and shall affix the corporate seal to any document requiring it, if the document meets all lawful requirements. The Recording Secretary shall maintain the Temple archives.

3. Constitution, Bylaws, and Board of Directors Actions. The Recording Secretary shall maintain a complete and official set of the Bylaws including all amendments, available for official inspection at the request of any member. The Recording Secretary shall bring this official copy of the Bylaws to all duly-called meetings of the executive committee, Board of Directors, and membership. The Recording Secretary shall maintain a loose-leaf notebook of all Board actions, separate and apart from the minutes, for easy reference, and the notebook shall contain all currently effective Board actions and all Board actions, even those rescinded or superseded, for a period of seven years.

4. Other Duties. The Recording Secretary shall perform all other duties customarily associated with the office of Recording Secretary of a corporation, or as spelled out by the Board.

Section M. Treasurer. The Treasurer shall work with the professional staff who is/are responsible for the records of all funds and securities belonging to the Temple after deposit, and is/are responsible for disbursement of such funds and securities. Duties of the Treasurer include:

1. Accounts. The Treasurer shall work with the professional staff who will keep full and accurate accounts of the finances of the Temple in books especially provided for the purpose.

2. Reports. The Treasurer shall make a monthly report to the Board of Directors and an annual report to the congregation on the financial status of the Temple, including a detailed record of receipts, payments, accounts receivable, investments, and outstanding indebtedness. Each report shall also include an income statement showing income and expenditures in relation to the budget. The Treasurer also shall work with the professional staff responsible for preparing a balance sheet correctly showing the assets and liabilities as of the close of each fiscal year.

3. Investments. No investment in excess of ten thousand dollars (\$10,000.00) shall be made without the prior approval of the Executive Committee.

4. Federal, State, and Local Requirements. The Treasurer shall work with the professional staff who shall prepare and file all reports and returns required by federal, state or local law.

5. Membership Roster. The Treasurer shall maintain the official roster of membership. A complete copy shall be available at the Temple offices. The roster shall show name, address and telephone numbers. The Treasurer shall keep a running total of the number of individuals who are members under Article V of the Bylaws.

6. Hardship Determination. The Treasurer shall be responsible with the President for overseeing the Temple's policy with respect to members who are financially unable to make payments.

7. Other Duties. The Treasurer shall perform all other duties customarily associated with the office of treasurer of a corporation or as contained in the Bylaws.

The Treasurer shall oversee the professional staff responsible for maintaining the records of receipts and payments of the Building Fund. The Treasurer shall assure that no funds of the Temple are co-mingled with those of the Building Fund.

Section N. Resignation, Removal. An officer of the Temple may resign by submitting his resignation in writing to the Board of Directors. The resignation shall be effective upon submission to the Board of Directors. An officer may be removed by a two-thirds vote of the entire membership of the Board of Directors. However, under attendance provisions of

Article II, an officer shall be removed automatically without the requirement of a vote of the Board of Directors.

## **ARTICLE IX COMMITTEES**

Section A. Committees Generally: It is the desire of the congregation and its Board that leadership, management and activities of the Temple be provided as fully as possible through active committees. Standing committees shall be staffed at all times. Additionally, the President may, as provided in these Bylaws, appoint emergency or ad hoc committees as a need may arise.

Section B. Committee Chairpersons: Upon recommendation of the appropriate Vice President, the President shall designate committee chairpersons. These chairpersons need not be a member of the Board of Directors; provided that, unless specifically excused by the President, each Board member (other than officers, honorary life Presidents, and the immediate past President) shall volunteer for and serve, as chairperson of a committee. The committee chairpersons shall be invited to attend regular meetings of the Board of Directors to present reports on their work, and they may fully participate in Board discussions relating to the subject matter of their committee; however, they shall not have a vote on the Board unless otherwise a member of the Board. Committee chairpersons serve for one year but may be reappointed. Committee chairpersons and committee members may be dismissed by the President at any time.

Section C. Supervision of Committee: All committees shall be assigned to the appropriate Vice President, and to the Clergy, Executive Director or Director of Education or staff designee, or they shall be designated a presidential committee.

Section D. Meetings: All committee chairpersons are expected to hold regular meetings of their committees. The appropriate Vice President shall be invited to these committees. In no case shall more than four (4) months pass without a meeting of a standing committee specified in the Bylaws, other than the memorials committee, and the legal and constitutional committee.

Section E. Reports: All committee chairpersons shall be expected to report regularly to the Board of Directors. A written report must be submitted at least once every four (4) months by each committee, with the exception of the nominating committee, the memorials committee, and the legal and constitutional committee. The Secretary shall send written notice immediately following the third Consecutive Board meeting without a report. Committee chairpersons need not be present unless a motion is to be offered; the Recording Secretary may read committee reports.

Section F. Committee Membership: Upon recommendation of the Committee chairperson and the appropriate Vice President, the President shall appoint the membership of committees.

Section G. Standing Committees: The following committees are permanent committees of the Temple:

1. Membership. The Membership Committee recruits new members and presents them to the Board of Directors for approval; proposes membership requirements in accordance with Article V of the Bylaws; and prepares materials and takes action necessary to attract and retain members. It reports to the Vice President for Administration.

2. Finance Committee. The Finance Committee is responsible for implementing financial aspects of Articles II and for budgeting and recommending actions which will preserve or protect the financial integrity of the Temple. The Finance Committee assists the Vice President for Finance and Treasurer and recommends members for suspension or expulsion for financial reasons. The President shall designate either the Vice President for Finance or the Treasurer as the chairperson of this committee. The Finance Committee shall maintain a sub-committee on dues that shall annually produce a written report with recommendation (that shall include the language of proposed resolution) for changes, if any, that are necessary or desirable in the Temple's dues structure. The report shall be edited by the Finance Committee and presented to the Board prior to the May congregational meeting. The Finance Committee reports to the Vice President for Finance.

3. Building, Property and Grounds Committee. The Building, Property and Grounds Committee is responsible for raising funds separate from the general fund for major capital purchases and other uses related to construction or enhancement of the structure in which the Temple's sanctuary is, or shall be, located and the related amenities; and for making recommendations with respect to the Temple's interest in properties for the Board of Directors and for the congregation. The Building, Property and Grounds Committee shall work with the staff responsible for maintaining the properties owned by the Temple or operated by the Temple. The responsible staff will maintain insurance; recommend necessary repairs, and oversee completion of repairs; supervise work of the custodial staff; and oversee use of the building and grounds both by members and by non-member groups. This committee shall be authorized to spend up to \$500.00 per budget year without prior approval of the President for emergency repairs. It shall report to the Vice President for Administration.

4. Ritual Committee. The Ritual Committee shall be responsible for overseeing religious services of the Temple. The chair and all voting members of this committee shall be Jewish. All religious Professionals of the Temple are automatically members and they shall each have one vote. The Ritual Committee shall recommend changes in ritual to the Board, and shall implement overall Board policies on ritual. The Ritual Committee may authorize experimental services, and it shall be responsible for the provision of music and for recommending music staff members to be hired. The Ritual Committee shall report to the Vice President for Education.

5. Legal and Constitutional Committee. The Legal and Constitutional Committee shall be responsible for recommending changes to the Bylaws and shall consider other legal questions as requested by the President or the Board of Directors. It shall report to the President.

6. Memorials Committee. The Memorials Committee shall be responsible for the annual memorial fund, including solicitation of the pledges; for publication of the Yiskor directory; for maintenance and sale of memorial plaques and the memorial boards; and for maintaining an accurate Yahrzeit list. It shall report to the Vice President for Administration.

7. Community Relations Committee. The Community Relations Committee shall be responsible for explaining Judaism to the non-Jewish community and for liaison work with churches and with schools, preparing of explanatory guides, and greeting of non-Jewish visitors to the Temple. It shall report to the Vice President for Education.

8. Ways and Means Committee. The Ways and Means Committee is responsible for recommending to the Board of Directors, planning, and carrying out extra-curricular fund raising activities for the Temple. It shall report to the Vice President for Finance.

9. Adult Education Committee. The Adult Education Committee shall be responsible for planning and coordinating activities to promote programs designed to further the knowledge of the adult members of the congregation in Jewish tradition as well as in both current and historical local and national affairs. The Rabbi shall be a member of this committee. The adult education committee will report to the Vice President for Education.

10. Youth Committee. The Youth Committee shall promote the welfare of the Congregation's young people by supporting the Temple's various youth groups and the College Connection Program, in partnership with the professional staff. It shall, at times, recommend to the Temple Board policy relevant to the Youth Program. The committee shall consist of persons appointed by the President at the recommendation of the Vice President for Education and the youth committee chairperson(s). The committee shall include the Youth Director, Associate Rabbi, and President of the Senior Youth Group. The Youth Committee reports to the Vice President for Education.

11. Caring Community Committee. The Caring Community Committee shall be responsible for visitation of long-term shut-ins, hospitalized congregants, for bereavement services, and service to any other members of the Temple as determined by the Rabbi. The committee serves as an extension of rabbinic pastoral services. The caring community committee shall report to the Rabbi and to the President.

12. Personnel Committee. The Personnel Committee shall be responsible for drafting and recommending to the Board of Directors written descriptions of each employment position of the Temple, and for the continued updating of such descriptions. It shall also recommend a procedure for the evaluation of employees by the Temple. The Personnel Committee may also act as a mediator for minor disputes between employees of the Temple and officers or other Temple personnel, and as an ombudsman for employees of the Temple. The Personnel Committee shall report to the President.

13. Endowment Committee. The Endowment Committee shall prepare and propose a program for the creation and enhancement of funds and endowments from sources other than dues and ways and means activities. Subject to Board approval, the endowment committee shall manage and implement such programs. The Endowment Committee shall report to the Vice President for Finance.

14. Social Justice and Action Committee. The Social Justice and Action Committee shall undertake projects that serve the good and welfare of the community on behalf of the Temple. The Social Justice and Action Committee shall report to the Vice President for Planning.

15. Interfaith and Outreach Committee. The Interfaith and Outreach Committee shall be responsible for organizing projects and educational programs for the purpose of creating an inclusive community for interfaith members of the Temple community and for educating and creating bonds with the non-Jewish community. The Interfaith and Outreach Committee shall report to the Vice President for Planning.

16. Information Technology Committee. Temple Beth-El's Information Technology (IT) Committee is charged with leveraging technology to help manage information and electronic communication required to help operate the organization in an efficient and low cost manner. The Information Technology Committee shall report to the Vice President for Planning

17. Communications Committee. The Communications Committee is working to make internal and external communications more effective, so that the Temple may better serve the congregation and other important constituents. The Communications Committee shall report to the Vice President for Planning.

18. Religious School Committee. The Religious School Committee, in partnership with the professional educator, shall recommend to the Temple Board, policy relevant to the Religious School. It shall plan and implement fundraisers and programs that benefit and support the Religious School. All other administrative duties will be the responsibility of the professional educator hired for such purposes. The Vice President of Education shall oversee the work of the Religious School Committee and the Senior Rabbi shall oversee the work of the professional educator. Prior to the commencement of the academic year and no later than the Board's regularly scheduled August meeting, the Religious School Committee shall be responsible for submitting a report to the Board regarding the activities and results of the prior school year along with any proposed changes to the school curriculum, policies, or programs for the coming year. Additionally, policy, including curriculum, of the Religious School shall be periodically evaluated as determined by the Temple Board, in its discretion.

The Religious School Committee shall consist of nine (9) at-large members appointed by the President and based on recommendations of the Vice President of Education, each serving for a term of three (3) years, no more than two (2) consecutive terms with the terms of three (3) members expiring each year. To accomplish such a rotation in office of the initial nine (9) members, three (3) shall be appointed for a term of

one (1) year, three (3) shall be appointed for a term of two (2) years and three (3) shall be appointed for three (3) years. All at-large members of the Religious School Committee shall be voting members. In order to maintain one's membership on the Committee, one must attend 75% of the regularly scheduled meetings unless excused by the Chairperson. The Vice President of Education shall serve as the tenth (10th) member of the Religious School Committee and shall have the responsibility of recommending Chairperson(s) to the President for appointment. A majority of Religious School Committee voting members shall be Jewish.

The following people shall serve in an ex-officio capacity: Senior Rabbi, Religious School Director, and a K-7 Faculty representative. The Faculty Representative, who is a member in good standing of the Temple, will be selected by his/her peers.

The authority of the Religious School Committee is a delegated authority of the Board of Directors of the Temple. The Religious School Committee shall be responsible only to the Temple Board of Directors, which shall set policy.

## **ARTICLE X AUXILIARY ORGANIZATIONS/AFFILIATES**

Section A. Temple Women of Reform Judaism (formerly Sisterhood): The Temple shall have a women's organization to be known as the Temple Beth El Women of Reform Judaism ("WRJ"), which shall be authorized to elect its own officers and adopt its own constitution and bylaws. The WRJ shall have one (1) automatic seat on the Temple Board of Directors, and though that seat shall ordinarily be held by the WRJ President, the WRJ board may vote to send a substitute for an entire term. The WRJ shall be subject to the authority of the Board of Directors and shall submit a financial report annually, to the Board of Directors.

Section B. Temple Brotherhood (formerly Men's Club): The Temple shall have a men's organization to be known as the Temple Beth El Brotherhood, which shall be authorized to elect its own officers and adopt its own constitution and bylaws. The Brotherhood shall have one (1) automatic seat on the Temple Board of Directors, and though that seat shall ordinarily be held by the Brotherhood President, the Brotherhood board may vote to send a substitute for an entire term. The Brotherhood shall be subject to the authority of the Board of Directors and shall submit a financial report annually, to the Board of Directors.

Section C. Temple Beth El Senior Youth Group: The Temple shall have an organization for young people in ninth through twelfth grade, to be known as the Temple Beth El Senior Youth Group, which shall be authorized to elect its own officers and adopt its own constitution and bylaws. The Senior Youth Group shall have one (1) automatic seat on the Temple Board of Directors, and though that seat shall ordinarily be held by the Senior Youth Group President, the Senior Youth Group may vote to delegate a substitute for an entire term. The Senior Youth Group shall be subject to the authority of the Board of Directors, and shall work with the Youth Director (who shall serve as its advisor) and the Associate Rabbi, and be overseen and supported by the Youth Committee.

When it becomes necessary, the Temple shall create other youth groups for children below ninth grade. Advisors shall be hired and/or appointed in consultation with the Youth Director and Associate Rabbi. All Temple Beth El Youth Groups shall have the purpose of promoting activities that contribute to children's knowledge of and connection to Jewish tradition and their interest in performing mitzvot, and encouraging participation in wholesome social activities with other Jewish youth.

Section D. Temple Beth El Senior Adult Group: The Temple shall have a social and educational organization comprised of seniors which shall be authorized to elect its own officers. The Senior Adult Group shall have one (1) automatic seat on the Temple Board of Directors, and though that seat shall ordinarily be held by the Senior Adult Group Chair, the Senior Adult Group board may vote to send a substitute for an entire term. The Senior Adult Group shall be subject to the authority of the Board of Directors.

## **ARTICLE XI CLERGY**

Section A. Duties: A Senior Rabbi shall be elected as the spiritual leader of this congregation and as such shall be responsible for the conduct of all religious services and activities and for life cycle functions as well as for other rabbinical duties. He or she shall perform other duties as directed by vote of the Board of Directors. (Any Rabbi hired by the Temple at a time when it employs no other Rabbi shall, for purposes of this Article XI, be deemed the Senior Rabbi unless and until another Rabbi is formally given such title).

In the event of resignation, termination, non-renewal of a contract or death of the rabbi, the President shall appoint a special search committee to locate and propose a rabbi to fill the vacancy. The special search committee shall include the President, at least two Board members, and at least two members of the congregation who are not on the Board and hold no office. A candidate for the position of Senior Rabbi of Temple Beth El shall be considered formally nominated when, after recommendation of the special search committee, he/she receives a majority vote of those members of the Board of Directors present at the meeting to which the search committee reports. The congregation shall elect the Senior Rabbi at a congregational meeting of the membership (either at the annual meeting or a special meeting) by a majority vote of those present; notwithstanding the foregoing a rabbi that is currently employed may be designated Senior Rabbi by a vote of the Board pursuant to the Bylaws of Temple Beth El.

Section B. Membership: The Senior Rabbi and his or her family shall be considered members of the congregation, with all rights as such. He or she is a member of the Board of Directors without a vote. He or she is an automatic member of the ritual committee, the adult education committee, and the Religious School Committee.

Section C. Religious Professionals and other Senior Professionals other than the Senior Rabbi: A need may arise for other professionals, such as an assistant Rabbi, a cantor, an educator, an executive director, a youth director, or a combination of these offices. The Board of Directors may employ persons in such capacities upon a majority vote of those present at two consecutive regular meetings of the Board of Directors. These professionals and their families shall be considered members of the congregation, with all rights as such.

Section D. Termination of Professionals: To the extent not inconsistent with any valid and enforceable contract the Temple may have entered, the Board of Directors may terminate the employment of Professionals, or allow employment to end by refusing to renew or otherwise extend an employment contract or relationship. The final decision regarding whether to hire, rehire, renew, terminate, refuse to renew, decline to negotiate a new contract upon an expiration, or otherwise end the employment of Professionals shall be made by the Board of Directors. However, in all such events the President and/or the Executive Committee shall have the responsibility for negotiating and proposing to the Board of Directors the terms of agreements to be entered into with Professionals or informing the Board of Directors that such negotiations or proposals are not forthcoming. In the event that the President or the Executive Committee has failed or refused to conduct negotiations with any Professional, the Board of Directors may direct the President and/or the Executive Committee to use their best efforts to negotiate an agreement with the Professional upon terms which the President and/or the Executive Committee in good faith believe are reasonable, which negotiated agreement would then be proposed to the Board for its consideration. In the event a motion to terminate employment, a motion to refuse to renew a contract, or a motion to otherwise end the employment of a Professional is made at a meeting of the Board of Directors, after debate, such motion shall be subject to being tabled as a critical issue pursuant to Article VII (and provided that in a matter involving termination or non-renewal of a contract with the Senior Rabbi, the matter shall be tabled as a critical issue upon the request of any three (3) board members, regardless of whether a majority of the Board of Directors is present). If so tabled, the motion shall be considered as old business at the next meeting of the Board of Directors conducted after expiration of the thirty-day period, which shall give the Rabbi or religious Professional in question an opportunity to address the Board. It shall also give any member of the congregation wishing to speak an opportunity to address the Board for two minutes (provided that each such member shall have contacted the Temple office at least twenty-four hours prior to the meeting and requested a speaking time). In the event that more than thirty members of the congregation request an opportunity to speak, the first thirty shall be allowed (provided that no more than one member of each immediate family shall receive an opportunity to speak if other members of the congregation are otherwise precluded from doing so). Upon request of any three Board members present, a roll call vote shall be taken upon the motion. For purposes of Article VII, Section L, a submission to the Board of a matter designated in this provision shall, if time constraints reasonably require a decision to be made promptly, constitute an “emergency.”

## **ARTICLE XII OTHER PROFESSIONALS AND STAFF**

Section A. Other Professionals and Staff: The Board of Directors shall give authority to the Executive Director to determine the need to employ or authorize the employment of other professionals and staff members, such as an office manager, organist, paid musicians and artists, teachers, office secretaries, clerical staff, kitchen and service personnel and custodians. The Executive Director, in cooperation with the Clergy or appropriate Temple staff member, may select such persons and determine their duties, compensation, benefits, and supervision, and may, in his/her discretion, dismiss such persons if he/she deems such dismissal appropriate. However, such decisions should be consistent with the budget established by the Board of Directors. Such decisions should be reported to the Board of Directors at its next regularly scheduled meeting.

## **ARTICLE XIII NOMINATIONS**

Section A. Nominating Committee: By February first of each year the President of the Temple shall appoint a nominating committee consisting of the President, the five (5) Vice Presidents, and at least two (2) members of the Board of Directors, three (3) members of the Temple who are not members of the Board, and the immediate past President. After the committee is formed it shall choose a chairperson. The nominating committee shall be responsible for providing one candidate for each office specified and for each vacancy on the Board of Directors. No person shall be nominated unless he or she indicates a willingness to serve.

Section B. Notification: The chairperson of the nominating committee shall notify the membership in writing of all candidates nominated by the committee not less than ten (10) days before the date set for the annual congregational meeting.

Section C. Restrictions: The nominating committee may propose any member under Article V of the Bylaws for membership on the Board of Directors or for Temple office, subject to restrictions specified in these Bylaws. Members of the nominating committee may be nominated for office.

Section D. Other Candidates: Any member of the congregation may nominate candidates for any office by submitting these names in writing to the chairperson of the nominating committee at least twenty-four (24) hours before the annual congregational meeting (or to the President or presiding officer for that meeting if the nominating committee chairperson is not available). Such names shall be placed on the ballot if seconded at the congregational meeting. The chairperson of the nominating committee shall notify any candidates so nominated, and endeavor to obtain, in writing, the candidate's willingness to serve in the office for which the candidate was nominated. If a candidate so nominated (and informed of his or her nomination) fails to provide a written statement of his willingness to serve before the start of the annual meeting, the nomination shall be considered null and void.

Section E. Election: Elections shall take place at the annual meeting. Voting for offices for which more than one name is proposed shall be by secret ballot and the Recording Secretary shall tabulate the results. The Recording Secretary may appoint tellers to assist in this process. Voting for officers of the Temple shall be done for each specific office, including separate votes for each vice presidency. However, election of the congregational representatives to the Board of Directors may be accomplished in one vote with the persons receiving the most votes being elected for the three-year terms and persons receiving next higher numbers of votes being elected to fill unexpired terms. If there is more than one unexpired term, the candidate receiving the fourth highest total shall fill the vacancy with the longest unexpired term. Directors may be elected with a plurality of votes less than a majority. A candidate for office other than Director shall be deemed elected if he obtains a majority vote of those present and voting at the annual meeting of membership. If no one shall get a majority vote on the first ballot, then those receiving at least twenty percent (20%) of the votes on the first ballot shall be resubmitted on a second ballot. Thereafter, if no candidate has a majority of the votes, the two top finishers on the second ballot shall be submitted on a third ballot. If the third ballot ends in a

tie, the presiding officer shall decide the question by the toss of a coin. For any office for which a candidate, or class of candidates, runs unopposed, a comprehensive motion may be proposed to elect such persons, and voting shall not be by secret ballot.

## **ARTICLE XIV FISCAL AFFAIRS**

Section A. Fiscal Year: The fiscal year of the Temple shall begin on July 1. The terms of all officers and Directors shall begin on that day.

Section B. Contracts, Loans, and Deposits:

1. Contracts. The Board of Directors may authorize any officer or officers to enter into any contract or execute and deliver any instrument on behalf of the congregation.

2. Checks and Withdrawals. All checks and withdrawals for the payment of money issued in the name of the congregation shall be signed by such officer or officers of the congregation and the Executive Director in such manner as shall be determined by the Board. Two signatures authorized under this provision shall be required for any check or withdrawal in excess of \$500.00, except for certain routine checks. All checks shall be numbered and recorded by check number, amount, purpose, and payee in the books of the Temple.

3. Deposits. All funds of the congregation not otherwise employed shall be deposited from time to time to the credit of the congregation in such depositories as the Board of Directors shall direct. The Treasurer of the congregation shall be required to maintain or may designate that the member of the Temple staff responsible for financial matters shall maintain a current listing of location and amount of all such deposits by the Board of Directors, by the auxiliary organizations, or by committees. The treasurer shall have that listing available for public inspection at each Board of Directors meeting.

4. Financial Policies. The Finance Committee shall develop and maintain financial policies seeking to provide appropriate safeguards for the deposit relationships used to maintain the operating accounts, funds, and endowments contributed to Temple Beth El. These policies shall seek to take maximum advantage of currently available insurance protection for deposit relationships and provide for the appropriate due diligence when making decisions regarding the investment of funds and endowments. Additionally, all investments shall be prudent and well diversified. The financial policies shall be subject to review and/or approval by the Board of Directors, in their discretion.

## **ARTICLE XV FUNDS AND ENDOWMENTS**

Section A. Establishment of Funds and Endowments: In the event that monies are donated to the Temple to establish a fund or endowment for a particular purpose, a fund or endowment shall not be established unless and until:

1. the purpose specified by the donor is recorded in a writing from the donor or in a letter to the donor from the President acknowledging establishment of the fund and its purpose, and such purpose is recorded in a register of funds and endowments maintained by the Treasurer or his/her designee;
2. the fund or endowment is given a name which includes a word or phrase denoting its purpose;
3. the Treasurer or his/her designee records the donor's name and address and the name and address of a person designated by the donor who is under 45 years of age, or attempts to obtain and record the name and address of two persons within two degrees of kinship of the donor and under 45 years of age in the register of funds and endowments;
4. the Board of Directors, by majority vote of those in attendance confirms establishment of the fund or endowment;
5. the amount contributed to establish the fund equals or exceeds \$2,500.00 or a greater amount determined by the Board of Directors.

Section B. Handling of Monies Contributed for Funds and Endowments: The treasurer or his/her designee shall separately record and account for all contributions to and expenditures from each fund and endowment. Fund and endowment balances shall be maintained in accordance with the financial policies developed by the Finance Committee, pursuant to Article XIV, Section B(4) hereinabove.

Section C. Expenditures from Funds and Endowments: No monies of a fund or endowment may be expended, loaned, or pledged except by a majority vote of the Board of Directors, except as provided in Section D of this Article XV. Such monies may be spent only in furtherance of the stated purpose of the fund or endowment for which the monies were contributed.

Section D. Termination of Funds or Endowments: In the event that the stated purpose of a fund or endowment becomes obsolete, or if there are no contributions to, or expenditures from, a fund or endowment for a period of three years, the Board of Directors may, in its discretion, terminate the fund or endowment. Prior to termination, the Recording Secretary shall contact the donor or a person recorded in the registry in connection with the fund ("the contact person") and request that the contact person suggest an alternate purpose or disposition of the monies in the endowment or fund. The Recording Secretary shall relay any alternate purpose or disposition proposed by the Board of Directors. After communicating with the contact person, the Recording Secretary shall report the alternate purpose or disposition suggested or approved by the contact person to the Board of Directors, and the Board shall thereafter use its best efforts to either implement the purpose or disposition suggested or approved by the contact person or select an alternate purpose or disposition which it believes is similar to the original purpose. If no contact person can be located, the Board of Directors shall select an alternate purpose or disposition which it believes best effects the intentions of the donor who established the fund.

Section E. Combination of Funds or Endowments: At any time in which it appears that two or more funds or endowments have been established for the same purpose, the Board of Directors may combine them provided the successor fund shall include in its name any proper nouns that were included in the names of the funds or endowments that were combined. This provision may be waived by the donor, personal representative of a deceased donor, or contact person of a fund or endowment, a name of which is not included in the name of the combined fund.

Section F. Building Fund: It is acknowledged that funds have been raised from various members and other sources for construction of a building to provide a sanctuary for Reform Jewish worship and space for the conduct of religious functions, and that such funds were raised with the express understanding that they would be applied only for such purpose. The Board of Directors shall be authorized to approve expenditures from the Building Fund for purposes related to this construction of a building and for its ongoing maintenance.

Section G. Permanent Endowment Trust: As used in this Article XV, the term “Endowment” shall not refer to a “Permanent Endowment Trust” for the benefit of the Temple except that funds may be directed or contributed to such a “Permanent Endowment Trust.”

## **ARTICLE XVI PROCEDURE**

Section A. Parliamentary Procedure: Except as otherwise provided, all meetings held under the auspices of the Temple, including the Board of Directors, its Executive Committee, all other committees, and affiliated organizations, shall be guided by the latest edition of “Roberts Rules of Order.”

Section B. Parliamentarian: The President of the Temple may appoint a member of the Board of Directors to serve as a parliamentarian to advise him or her on questions of parliamentary procedure. However, the decision of the presiding officer shall be final and binding upon any question of parliamentary procedure.

Section C. Procedure at Board Meetings:

1. D’var Torah. The Clergy or a lay leader shall give a brief teaching on Torah. In the event the Rabbi is not present, the President shall designate a person to give the D’var Torah.

2. Congregational Concerns. The Board shall allow up to thirty minutes (unless a greater time is required under these Bylaws) for members of the congregation to address the Board. This shall not be a period of debate, and Board members and other present shall not address the speakers, except that members of the Board may ask non-argumentative questions. No member may speak for longer than fifteen minutes, and the President may, in his discretion limit speakers to any shorter period of time. Members desiring to speak during the congregational concerns period shall sign up before or during the meeting on the list to be maintained by the Recording Secretary, and shall speak in the order that their names appear.

3. Committee Reports. The Board shall hear reports of committee chairpersons whom the President has asked to orally report to the Board. Each oral committee report shall not exceed ten minutes. Each oral committee report shall be accompanied by a written report, unless a written report is excused by a majority vote of the members of the Board in attendance. Members of the Board may ask questions, but there shall be no discussion of matters raised in committee reports during the committee report business.

4. Old Business. Following committee reports, the Board shall consider old business. Each issue shall be introduced in the form of a motion. Upon a motion being made and seconded, the matter shall be debated by the Board until the question is resolved in accordance with parliamentary procedure.

5. New Business. Upon the conclusion of old business, the Board shall consider new business. The procedure shall be the same as for old business. The period for new business shall continue until no motion is on the floor or offered or the meeting is adjourned.

6. Announcements and Open Discussion. Following new business (unless new business is terminated by adjournment), the President shall recognize Board members and others for announcements and open discussion. The President may, in his discretion, limit the length of any person's speech. No motions shall be entertained and no action shall be taken unless the Board, by a majority vote of those in attendance, first decides to return to new business.

7. Adjournment.

## **ARTICLE XVII AMENDMENTS, TRANSITION, BYLAWS, AND EFFECTIVE DATE**

Section A. Ratification: This document shall be ratified as an Amendment of the Whole under the provisions of the preceding Bylaws and Constitution and shall take effect immediately upon ratification. If this document is approved prior to elections at the annual meeting of the congregation, then elections shall be held under the provisions of these Bylaws.

Section B. Amendments: Amendments to the following sections of this document shall require Congregational approval: Article II (Statement of Purpose); Article IV (Guidance For Religious Practice); Article V (Membership); Article VI (Meetings and Procedures); Article VII (Board of Directors); Article VIII (Officers) Section D. (Constitutional Duties of President) and Section E(1); Article XI (Clergy), Section A., last sentence; Article XIII (Nominations); Article XIV (Fiscal Affairs), Section 3; Article XVII (Amendments, Transition, Bylaws and Effective Date); Article XX (Prohibited Activities); Article XXI (Dissolution Or Merger). Amendments to the aforementioned sections requiring Congregational approval may be made if the below steps are followed:

1. The amendment must be in writing, in the precise language proposed for adoption. Any member of the congregation eligible to vote may propose an amendment.

2. The amendment must be read or circulated in writing to each Board member at a meeting of the Board of Directors. Though the Board of Directors may vote to recommend approval or disapproval of the amendment, no amendment shall take effect until approved by the membership of the Congregation as provided for in this Section B.

3. No less than 30 days prior to a Regular or Special meeting of the membership at which the proposed amendment is to be voted upon, notice of the proposed amendment shall be posted to the Temple website, e mailed to each member of the congregation for whom there is an e mail address, or mailed to each member of the Congregation. The notice shall be effective if prominently included in the Temple bulletin or separately mailed. The notice shall also indicate that the amendment is to be posted prominently at the Temple's office or outside its sanctuary, and copies of the amendment shall be mailed to any member so requesting one.

4. An amendment shall take effect if approved by two-thirds of the membership present and voting at a meeting of the membership or by a majority of the total membership of the congregation eligible to vote, whichever is less.

Amendments to any portion of the Bylaws not specifically listed hereinabove in this Article XVII, Section B, may be made by the Board of Directors without Congregational approval. Such amendment shall be proposed at the next regularly scheduled meeting of the Board of Directors and voted on at the following regularly scheduled meeting of the Board of Directors, in accordance with all voting procedures outlined in Article VII herein.

Section C. Transition Clause: All officers and Directors serving under the provisions of the preceding Constitution and Bylaws shall be eligible to complete their terms. Commencing with the first election after ratification, Directors and officers shall be elected as provided for in this document, with persons whose terms are unexpired simply continuing to serve as well.

In the event that persons elected by the membership resign from the Board of Directors prior to expiration of their term, the position shall not be filled if the aggregate number of persons on the Board elected by the Congregation will equal or exceed fifteen without the vacancy being filled. In transition, the number of Board members elected by the Congregation shall be determined by subtracting the total remaining in office from fifteen. The five persons receiving the most votes shall serve three year terms. The five persons receiving the next most votes shall serve two years, and the remaining persons elected shall serve three years. Thereafter, the terms of all Board members elected by the Congregation shall be determined in accordance with the provisions of this document.

## **ARTICLE XVIII CEMETERY**

All matters relating to the cemetery with which Temple Beth El is affiliated shall be governed by the community Hebrew Cemetery Association, of which Temple Beth El is a member.

**ARTICLE XIX  
CONTRACTS AND LEGAL DOCUMENTS**

Deeds, contracts and other legal documents shall require the approval of the Board of Directors and, if approved, must be signed by the President of the Congregation. Legal counsel shall be consulted when necessary, as determined by the Board of Directors.

**ARTICLE XX  
PROHIBITED ACTIVITIES**

No member of Temple Beth El shall take any action which would in any way compromise the tax-exempt status of Temple Beth El.

**ARTICLE XXI  
DISSOLUTION OR MERGER**

In the event of the dissolution or merger of the Congregation, no Officer, Trustee, clergy member, professional staff member, director, employee, agent, or representative of the Congregation shall be entitled to any distribution or division of its remaining property, assets, or proceeds. The balance of all money and other assets or property owned, held, or received by the Congregation from any source, after the payment of all debts and obligations of the Congregation, shall be used exclusively for exempt purposes within the intention and purposes of the Internal Revenue Code as it now exists or may be amended from time to time, or it shall be distributed to an organization or organizations exempt under said sections of the Internal Revenue Code. Moreover, any such use or distribution of the money or property of the Congregation shall, to the extent possible, be in accordance with the Congregation's Statement of Purpose as set forth hereinabove and, to the extent possible, shall promote similar or related purposes.

Adopted by the congregation of Temple Beth El, this 4<sup>th</sup> day of May 2009.

---

Recording Secretary