

BY-LAWS
CONGREGATION JEWISH COMMUNITY NORTH
SPRING, TEXAS

I: The Congregation.

1. Name. The Congregation shall be known as “Congregation Jewish Community North” of Spring, Texas (hereinafter referred to as the “Congregation”). These By-Laws (hereinafter referred to as the "By-Laws") govern the affairs of the Congregation, a non-profit corporation, organized under the Texas Non-Profit Corporation Act (hereinafter referred to as the "Act").
2. Mission Statement. The mission of the Congregation is to enrich its members’ lives through worship, education, celebration, and community involvement in accordance with Reform Jewish values and traditions.
3. Purpose. The Congregation shall promote the enduring and fundamental principles of Reform Judaism; ensure the continuity of the Jewish people and the State of Israel; enable its members to develop a relationship with God through communal prayer, study, and assembly; and bring to bear the principles of Reform Judaism on the values and conduct of the individual, family and the society in which we live.

II: The Members.

1. Membership. Any person of the Jewish faith, partner of a Jewish person, or a person who supports the Jewish faith and the mission and purpose of this Congregation is eligible to become a member of the Congregation upon the approval of an application by the Board of Trustees.
2. Classes of Membership. The Congregation shall have four (4) or more classes of members.
 - a. Family Membership. Married persons, with or without children, a single parent with children, or adult person who co-habits with a member of the Congregation in a domestic partner relationship shall be considered a “family” for the purposes of this Article. A family shall be construed to include children who are not self-supporting and who are less than 25 years of age. This membership is called a “Family Membership.”
 - b. Individual Membership. Unmarried persons with no children and who are over the age of eighteen (18) and who are not dependent on a family member or are otherwise emancipated shall be considered to be “individuals” for purposes of this Article. This membership is called an “Individual Membership.”
 - c. Honorary Membership. An Honorary Membership shall be conferred upon the Rabbi, Cantor and his or her spouses and their dependent children, for as long as they serve the Congregation. Honorary members shall have all rights of family or individual membership.
 - d. Associate Membership. Whether eligible for a family or individual membership, persons who have a primary membership at another Congregation and who pay dues which exceed the amount of dues that would be required for membership at CJCJN shall be eligible for an Associate Membership. Associate members have neither the right to vote nor to enroll their children in the Religious School.
 - e. Other Memberships. The Board of Trustees may establish special membership classifications with such provisions as it shall deem advisable.

3. Rights and Responsibilities of Membership.
 - a. The responsibilities of membership include an obligation to support the Congregation by contributing to its capital and by the periodic payment of dues and other charges which are payable and due in advance or at such times and amounts as the Board of Trustees shall determine.
 - b. Members in good standing shall have the right to vote on all matters coming before meetings of the Congregation. The privilege of voting shall be vested in the individual member and in the case of a family, each spouse or each person co-habiting in a domestic partner relationship shall each have one (1) vote.
4. Application for Membership. Members may be admitted by the Board of Trustees or a committee designated by the Board of Trustees to handle such matters. The Board of Trustees or a Board-designated committee may adopt and amend application procedures and qualifications for membership in the Congregation. An affirmative vote of the majority of the Board of Trustees or a Board designated committee voting yea or nay shall be required for the admission of any applicant who meets the membership qualifications then in effect. The member may renew membership annually by paying all required fees and dues.
5. Financial Inability. No individual shall be denied membership in the Congregation solely for reasons of financial inability. No current member of the Congregation shall be denied any of the incidents, rights and privileges of membership, solely for reasons of financial inability if the member who finds himself or herself financially unable to pay his or her required dues, charges, levies or assessments petitions in writing to the Finance Committee, or its delegate, for suspension, reduction or remission of dues. The Finance Committee, or its delegate, may grant the request if an investigation discloses the petition is worthy. The petition and the results of the investigation shall be treated in strictest confidence. If the petition is denied, the member may appeal to the Board of Trustees to grant the request. The Board's decision shall be conclusive, final, and cannot be appealed.
6. Membership Privileges. Members in good standing shall enjoy the following privileges:
 - a. To attend all meetings of the Congregation or any committee thereof, except where there is just and good cause to sit in closed session.
 - b. To be elected and hold office in the Congregation, provided the President, President-Elect, and Vice Presidents must be of the Jewish Faith.
 - c. To participate in divine worship at all religious services in the synagogue, subject to rules and regulations that may be established by the Board of Trustees.
 - d. To use facilities and services for major life-cycle events such as bar and bat mitzvahs, and weddings.
 - e. To enroll their children in the Religious School of the Congregation, subject to rules and regulations that may be established by the Board of Trustees.
7. Good Standing. All members shall be assumed to be "members in good standing" unless otherwise determined as prescribed by these By-Laws. In order to be considered in good standing pursuant to these By-Laws, a member's dues or other financial obligations may not be in arrears for more than ninety (90) days, unless modified or excused there from as provided by these By-Laws, nor may the member's conduct bring discredit upon the Jewish name or that of the Congregation. Members who are not in good standing will no longer be entitled to receive the privileges described in Section 6.

8. Expulsion. For the following reasons, a member may be expelled:
- a. Reasons:
 - 1) Conduct that defeats the purposes of the Congregation; or
 - 2) Members whose dues are more than ninety (90) days in arrears, and who have not petitioned and received approval from the Finance Committee to suspend or reduce their financial obligation.
 - b. Notice:
 - 1) A member may not be expelled unless he or she has been notified of the date, time, and place of a regular or Special Meeting of the Board of Trustees regarding his or her expulsion and shall be allowed to address the Board of Trustees at such meeting prior to a vote by the Board of Trustees on such expulsion. Such notice shall be sent certified mail or by personal delivery. The Board of Trustees shall not vote until 10 days after sending the member notice thereof. Expulsion may occur only upon a two-thirds (2/3) written secret vote of the Board of Trustees present at such regular or Special Meeting of the Board of Trustees. Such deliberations and any related vote shall be held in closed session with only the voting members of the Board of Trustees and the party or parties in question present.
9. Membership Year. The membership year of the Congregation shall be as determined by the Board of Trustees.

III: Officers and their Duties

1. Qualifications of Officers
- a. The Officers of the Congregation shall consist of a President, a President - Elect, a Vice President – Education, a Vice President – Membership, a Vice President -Facilities, a Secretary, a Treasurer, and such other officers as the Board of Trustees may determine are necessary.
 - b. Officers shall serve until the start of the fiscal year immediately following the election of their successors are duly elected.
 - c. With the exception of Treasurer, as a prerequisite for being an Officer, a member must have served on the Board of Trustees for at least 24 months at any time prior to his or her election.
2. Roles of Officers of the Congregation
- a. President. The President shall preside at all meetings of the Congregation and of the Board of Trustees (of which he or she shall be Chairman) and act as the principal Executive Officer of the Congregation, performing all duties and having full power incident to that office. The President shall have the power to sign all agreements, contracts, deeds and other documents for the Congregation, pursuant to appropriate resolutions by the Congregation or the Board of Trustees and to appoint with the approval of the Board all Committee Chairpersons. The President shall be an ex-officio member of all committees, without the right to vote, and a member of the Board of Trustees with the right to vote.
 - b. President-Elect. The President-Elect shall perform such duties pertaining to Administration and the Financial and Budgetary Affairs of the Congregation as may be assigned by the President or the Board of Trustees. The President – Elect shall be a member of the Standing Committees of Budget and Finance, and ad hoc Committees including, but not limited to, Fundraising, and Grants, if and when established by the Board of Trustees. When the President is absent, or unable to act, the President -Elect shall serve in his or her stead with all powers and duties of that office.

- c. Vice President - Membership. The Vice President – Membership shall perform such duties as may be assigned by the President or by the Board of Trustees. When the President and President - Elect are absent or unable to act, the Vice President – Membership shall serve in his or her stead with all powers and duties of that office.
- d. Vice President – Education. The Vice President – Education shall perform such duties as may be assigned by the President or by the Board of Trustees. When the President, President-Elect, and the Vice President – Membership are absent, or unable to act, the Vice President – Education shall serve in his or her stead with all powers and duties of that office.
- e. Vice President - Facilities. The Vice President - Facilities shall perform such duties as may be assigned by the President or by the Board of Trustees. When the President, President - Elect, Vice President – Membership, and the Vice President - Education are absent, or unable to act, the Vice President - Facilities shall serve in his or her stead with all powers and duties of that office.
- f. Secretary. The Secretary shall be responsible for keeping the records of all minutes of the Congregation and the Board of Trustees, sending notices of all meetings, carrying out all correspondence of the Board of Trustees, and signing such instruments and documents as may be necessary to effectuate the proper directions of the Congregation or the Board of Trustees. The Secretary shall maintain a current list of all members and furnish the Treasurer with the names of all persons who have become members of the Congregation. The Secretary shall be charged with drafting all ballots, absentee ballots and proxies for the ensuing elections and Congregational meetings.
- g. Treasurer. The Treasurer shall be responsible for the supervision of the maintenance of the Congregation's financial records, supervision of the collection of Congregational revenues, and disbursement of Congregational funds within the limits approved by the Board of Trustees. The Treasurer shall be a member of the Finance Committee. With the approval of the Board of Trustees, the Treasurer may select one or more Assistant Treasurers, who is not an officer but who may review all Congregational records and assist the Treasurer in fulfilling his or her duties.

1) Duties.

- a) Moneys. The Treasurer shall receive all moneys which shall from time to time be payable to the Congregation, and cause the same to be deposited or invested in the Congregation's name, as directed by the Board of Trustees
- b) Disbursements. The Treasurer shall make withdrawals, by check or voucher, signed by the Treasurer, or signed according to the provisions set forth in Section 4 below.
- c) Financial Records and Annual Records. The Treasurer shall maintain current true financial records with full and proper entries made with respect to all financial transactions of the Congregation.
 - (i) Annual Report. Based on these records, the Treasurer shall annually prepare a report of the financial activity of the Congregation for the preceding year for approval by the Board of Trustees. The report must include a statement of support, revenue, and expenses and changes in fund balances, a statement of functional expenses, and balance sheets for all funds. It shall also include a listing of all pending litigation.
 - (ii) The Annual Report of the Treasurer shall be inspected prior to submission to the Board of Trustees. The inspection procedures, the party or parties who shall conduct this inspection and the detail of any report to be issued by the inspectors shall be determined by the Board of Trustees. The report on this inspection shall be included in the Annual Report. Any costs that might be incurred in the

performance of this inspection shall be borne by the Congregation.

(iii) Retention. All records, books, and annual reports of the financial activity of the Congregation shall be kept at the principal office of the Congregation for at least three years after the closing of each fiscal year and shall be available for inspection and copying there during normal business hours. The Congregation may charge for the reasonable expense of preparing a copy of a record or report.

- 2) Inspection of Records. Upon presentation of a written request stating the purpose of the request and the specific records required, at any reasonable time, for any proper purpose, at the member's expense, a member in good standing has the right to examine and copy, in person or by agent, accountant, or attorney, the books and records of the Congregation relevant to that specific purpose, other than personal financial records of members and compensation records for CJCJN personnel.
- 3) Treasurer's Report. The Treasurer shall render a written report of the finances of the Congregation at all meetings of the Board of Trustees, at the Annual Meeting of the Congregation, and at such other meetings or occasions as he or she may be directed to do so by the Congregation or by the Board of Trustees. Such report shall be affixed to the minutes of the meeting at which the same is presented.
- 4) Check Signing.
 - a) The Treasurer shall have the authority to sign checks without co-signature up to an amount to be determined by the Board of Trustees. If approved by the Board, the Assistant Treasurer may sign checks without co-signature up to the amount so specified by the Board of Trustees.
 - b) When not signed by the Treasurer as in 4) a) above, checks shall be signed by at least two (2) of the authorized signatories as set forth in the bank resolution approved by the Board of Trustees.

IV: Board of Trustees.

1. Members of the Board of Trustees.

- a. The management and administration of the affairs of the Congregation shall be vested in a Board of Trustees of ten (10) elected members (except as provided in subsection (b) below). In addition, the President of the Congregation, President-Elect, Vice President(s), Secretary, Treasurer, immediately preceding President, and respective President of CJCJN Men's Club and CJCJN Sisterhood shall be members of the Board of Trustees each with the right to vote.
 - b. When the immediately preceding President is unable to serve on the Board of Trustees or shall resign his or her voting position by written communication to the Secretary, the next immediately preceding President shall serve in his or her stead, with the right to vote, and so forth.
 - c. The Board of Trustees may also elect other persons as Honorary Members of the Board of Trustees without the right to vote.
2. Duties of Trustees. Trustees shall exercise ordinary business judgment in managing the affairs of the Congregation. Trustees shall act as fiduciaries with respect to the interests of the Congregation. In acting in their official capacity as Trustees of this Congregation, Trustees shall act in good faith and take actions they reasonably believe to be in the best interests of the Congregation and that are not unlawful. A Trustee shall not be liable if, in the exercise of ordinary care, the Trustee acts in good faith relying on written financial and legal statements provided by an accountant or an attorney.

3. Powers and Duties of the Board of Trustees. The Board of Trustees shall have charge of the affairs of the Congregation.
 - a. Affairs of the Congregation.
 - 1) The Board of Trustees shall have full power and authority to establish necessary rules, regulations, and procedures for the discharge of its functions, the conduct of its operations, and the use of the facilities of the Congregation. The Board of Trustees shall have authority and power to establish all dues, charges, levies and assessments.
 - 2) The Board of Trustees shall have authority to select, appoint, or employ such persons, as they deem necessary to conduct the affairs of the Congregation.
 - 3) The Board of Trustees shall be charged with and assume control of all of the property of the Congregation, shall designate the bank or banks wherein the funds of the Congregation shall be deposited, shall be responsible for all expenditures and disposal of Congregational funds and property, in a prudent manner.
4. Meetings of Board of Trustees.
 - a. Meetings. The Board of Trustees shall hold regular meetings at least once a month on such date as is fixed by the President or by a resolution of the Board of Trustees unless such meeting is suspended by the Board of Trustees. Special Meetings of the Board of Trustees may be called by the President, and shall be called by the President on the request of three (3) members of the Board of Trustees. The Secretary shall give reasonable notice of such meeting to each Trustee stating the purpose for which such meeting is called.
 - b. Quorum. At all meetings of the Board of Trustees, the presence of ten (10) voting members of the Board of Trustees shall be necessary and sufficient to constitute a quorum for the transaction of business. The acts of a majority of the Board of Trustees present at any meeting at which there is a quorum shall be the act of the Board of Trustees, except as may be otherwise specifically provided by law or these By-Laws. If a quorum shall not be present at any meeting of the Board of Trustees, the members present must recess or adjourn the meeting, without notice other than announcement at the meeting, until a quorum shall be present.
 - c. Action of Board of Trustees Without Meeting. Any action required or permitted to be taken at any meeting of the Board of Trustees or any committee thereof may be taken without a meeting if a written consent thereto is signed by all members of the Board or of the committee, and such written consent is filed with the minutes of proceedings of the Board of Trustees or the Committee. A vote by electronic means and/or phone is permitted.
 - d. Absence from Board Meetings. Any officer or other member of the Board of Trustees who fails to attend three (3) successive regular meetings of the Board of Trustees or fifty percent (50%) or more of regular meetings of the Board of Trustees in a period of six (6) consecutive months may be removed from office upon a determination of the Board of Trustees that such absences are without justifiable cause.
 - e. Conduct of Meetings. The Board of Trustees shall make such rules and regulations consistent with these By-Laws as they may deem advisable for the proper conduct of their meetings and for the furtherance of the general purposes of the Congregation.
 - f. Consensus. The Board of Trustees shall try to act by consensus. However, the vote of a majority of Trustees present and voting yea or nay at a meeting at which a quorum is present shall be sufficient to constitute the act of the Board of Trustees unless the act of a greater number is required by law or these By-Laws.

5. Annual Report. The Board of Trustees shall render a written report to the Congregation of the affairs, activities, fiscal operations and the condition of the Congregation. Once each year a copy thereof shall be distributed to each member of the Congregation present at the Annual Meeting and a copy thereof shall be mailed by the Secretary to such members who are absent from the Annual Meeting and have submitted a written request therefore to the Secretary.

V: Removal of Officers and Trustees.

1. Any officer or member of the Board of Trustees may be removed from his or her office for cause by a two-thirds (2/3) majority written secret vote of the members of the Congregation present in person and entitled to vote at a Special Meeting called for such purpose and further provided that such vote constitutes a majority of all members who are in good standing and eligible to vote whether they attend the Special Meeting or not. "For cause" as used herein shall mean conviction of any felony, conduct involving moral turpitude, breach of fiduciary duty, gross neglect and/or mismanagement of the affairs of his or her office. Such Special Meeting may be called by one of the following methods:
 - a. By adoption of a Resolution by a two-thirds (2/3) vote of the Board of Trustees recommending removal; or
 - b. Upon a written petition signed by not less than fifty (50%) percent of the members of the Congregation in good standing.

VI: Congregational Meetings and Elections.

1. Meetings.

- a. Annual Meeting. The Annual Meeting of the Congregation shall be held during the month of April or May at such time as the Board of Trustees designates. Elections of officers and members of the Board of Trustees shall be held at the Annual Meeting as will any other business deemed necessary by the Board of Trustees or petitioned by 10% of the membership in good standing. If and when a vote on by-law revisions is to be made said vote will occur prior to the election of officers and the Board of Trustees.
- b. Congregational Meetings. The Board of Trustees may establish any dates during the fiscal year for the holding of regular Congregational Meetings. Upon the written request of 10% of the members of the Congregation in good standing, the Secretary shall include items so requested by such members on the agenda.
- c. Special Meetings. Special Meetings of the Congregation may be called by the President in his or her own discretion whenever he or she deems it necessary, and shall be called by the President on the written request of twenty-five (25) members of the Congregation in good standing, or by a majority of the members of the Board of Trustees. No business shall be transacted at a Special Meeting except for the purpose stated in the notice.
- d. Quorums. At Annual, Congregational and Special Meetings of the Congregation, a quorum for the transaction of business shall consist of the lesser of 25% of the members in good standing and entitled to one vote, or fifty members in good standing and entitled to vote and present at the meeting, but a lesser number may adjourn the meeting to some future time, not less than six (6) nor more than twenty (20) days from the date thereof. By mail and/or email and/or by any generally accepted means to transmit data, the Secretary shall give at least three (3) days' notice of such adjourned meeting to all members who are absent from such meeting. Proxies and absentee ballots will be counted toward the quorum requirements.
- e. Notices of Meetings. The Secretary of the Congregation shall send written notice of meetings by regular mail and/or email and/or by any generally accepted means to transmit information to the addresses of the members as they appear on the books of the Congregation. For an Annual Meeting, the notice shall be sent at least 30 days prior to such meeting and shall include a proxy statement. For Congregational and Special Meetings, the notice shall be sent

at least 10 days prior to such meeting and shall include an agenda and a proxy statement.

2. Nominating Committee.

a. Selection of Committee Members.

- 1) The committee shall be comprised of nine (9) members of the congregation selected by the Board of Trustees.
- 2) No two (2) members of the same family shall serve on the committee at the same time.
- 3) No member shall serve on the committee if any other member of his or her family intends to stand for office.
- 4) One (1) member of the committee shall be a Past President of the Congregation.
- 5) Two (2) members of the committee shall be current members of the Board of Trustees in good standing chosen and approved by the Board of Trustees.
- 6) Three (3) members of the committee shall be from a list of members who currently or within the prior 5 years have chaired a committee of the Congregation, and shall be approved by the Board.
- 7) Three (3) members of the committee shall be members of the Congregation in good standing randomly chosen from the Secretary's current membership list.

b. Nominating Committee Procedure.

- 1) The Nominating Committee shall nominate one person for each position subject to election, except for the position of President, which shall be the President-Elect unless he or she declines to accept the position.
- 2) No person may be nominated for more than one position in a given election.
- 3) In all nominating meetings, five (5) members shall constitute a quorum and majority vote shall control.

c. Restrictions. The Nominating Committee may not nominate any of its members to fill an elected position of the Congregation.

d. Report of the Committee. Not later than forty-five (45) days prior to the scheduled vote, the Nominating Committee shall submit in writing to the Board of Trustees its slate of nominees for all officers and members of the Board of Trustees to be elected by the Congregation. If the committee's report is approved by the Board of Trustees the slate shall then be mailed to each member of the Congregation.

e. Additional Nominations. Additional nominations for such officers and members of the Board of Trustees may be submitted by a written communication signed by twenty-five (25) of the members of the Congregation in good standing and received by the Secretary at least fifteen (15) days prior to the scheduled vote. The Secretary shall send to the members of the Congregation the additional nominations within five (5) days of such receipt. No further nominations may be considered at the Annual Meeting.

- 1) Those candidates for officers and members of the Board who comply with the procedures of Section VI.2.e. shall designate on the face of their written communication directed to the Secretary the specific Officer position to which they aspire and are seeking election, provided they are otherwise eligible and qualified to serve in the Officer capacity so designated, or, in the alternative, they shall indicate therein that they are running for a Trustee at large position.

3. Elections.

a. Election Procedure.

1) Limitations on Eligibility.

- a) No person may hold two (2) elected offices at the same time.
- b) No two (2) members of any family (as defined herein in Art. II, Sec. 2(a) shall ever serve in the capacity of an officer and/or voting member of the Board of Trustees at the same time.
- c) No member shall serve in the capacity of an officer and/or voting member of the Board of Trustees at the same time as such individual or his or her spouse or domestic partner is serving as a full time paid employee. The Board of Trustees shall determine when an employee is a "full time paid employee".
- d) Members may be elected any number of times. However, neither officers nor trustees may serve more than two (2) full terms consecutively in the same position. Time spent filling a vacancy shall not count towards this restriction.

2) Vacancies.

- a) At times other than described above, members elected to fill a vacancy, whether as Officer or Trustee, shall serve until the term of the position they are filling would normally expire.
- b) In the event of a vacancy in any Officer's position, the nominating and election procedures pursuant to these By-Laws shall be followed. In the event of a vacancy in a Trustee's position, the Board of Trustees shall direct the Nominating Committee to recommend a Successor Trustee. By majority vote of the Board of Trustees, the Successor Trustee shall be elected to complete the remaining term of the vacant Trustee position.

3) Elections.

- a) All elected positions shall be conducted by written ballot from the slate provided by the Nominating Committee allowing additional nominations pursuant to Article VI (2)(e) to be voted on.
- b) Members of the Board of Trustees and Officers shall be elected by a majority of votes cast at the Annual Meeting of the Congregation, or at such other time as may be required.
- c) Trustees in even numbered positions 2 – 10 and the President – Elect, and Treasurer shall normally be elected in even numbered years and shall serve until the start of the fiscal year immediately following the next Annual Meeting held in an even numbered year. In the case of the President – Elect at the completion of his or her term, the individual will assume the responsibilities of the President. Trustees in odd numbered positions 1 – 9, Vice President – Education, Vice President – Membership, Vice President – Facilities, and Secretary shall normally be elected in odd numbered years and shall serve until the next Annual Meeting held in an odd numbered year. Terms will begin with the start of the fiscal year, immediately following the election.
- d) The elections for President - Elect, Vice President - Membership, Vice President - Education, Vice President - Facilities, Secretary, Treasurer, and members of the Board of Trustees shall be separate and shall be held in the order herein above specified. The results of each election shall be announced before the next election

shall be held.

- e) Whenever more than one Trustee position is to be filled, the member receiving the highest number of votes shall be elected to the position having the longest term. The position having the next longest term shall be filled by the member receiving the next highest number of votes, and so on, until all positions are filled.
- f) In the event that no officer candidate receives a majority of votes for a particular position, a run-off election will be held immediately thereafter among the 2 candidates receiving the highest number of votes. In the event that the runoff election ends in a tie, the Secretary shall select the winner by a blind drawing of one of the two candidates.

b. Voting and Proxies.

- 1) Each member shall be entitled to one vote on each matter submitted to a vote of the membership.
- 2) Notwithstanding any other provision in these By-Laws, a Family Membership shall be restricted to no more than a total of "two votes."
- 3) The vote of the majority of the voting members in good standing, present and entitled to vote at a meeting at which a quorum is present shall be sufficient to constitute an act of the membership unless the vote of a greater number is required by law or these By-Laws.
- 4) A member entitled to vote may vote by proxy executed in writing by the member. No proxy shall be valid after one month from the date of its execution, unless otherwise provided in the proxy. All proxies shall be dated and signed by the member or his or her attorney in fact and shall be delivered to the Secretary for registration at any time prior to the call for the vote to be taken. Proxies shall enumerate a fair representation of the matters to be voted on.
- 5) The Board of Trustees may authorize members to vote by regular mail on the election of Trustees and Officers or on any other matter that may be voted on by the members. All mail-in ballots shall be received by the Secretary at least one (1) day prior to the vote if the voting of record is to be held at a regularly called meeting, or within the prescribed time limit as established by the Board of Trustees.
- 6) Elections to fill any vacancy shall be held within 60 days of the vacancy. Where such elections shall be by mail-in ballot, members shall have no longer than 30 days to cast their vote.
- 7) Ballots shall include the names of nominees for all positions to be filled. In the event of one or more Additional Nominations arising from self-petition as defined under Section VI.2.e.1), the Ballot shall reflect the name(s) of the candidate(s) for individual Officer positions, and the names of all candidates for at-large Trustee positions. The candidate or candidates elected shall be selected by majority vote as defined under Section VI.3.a.3).

If more than one candidate appears on the official ballot running for an Officer position, then the candidate receiving the most votes shall be elected to the contested Officer position. If more candidates appear on the official ballot running for an At-Large Trustee position than there are positions available for election, then the candidate receiving the highest number of votes shall be elected for the longest term of office available, and candidates receiving fewer votes shall be elected to the same or lesser length of term positions available in descending order from highest vote totals to lowest votes totals until the shortest term of office available is filled, with excess candidate(s) receiving fewer or the fewest votes not being elected.

VII: Budget.

1. The Board of Trustees shall present to the Congregation at the Annual or Special Meeting a budget for the ensuing fiscal year, and a copy of such budget shall be included with the call of the meeting. The Board of Trustees may authorize expenditures not provided for in the annual budget.
2. Although recommended, the Board of Trustees shall not be required to approve and submit a balanced budget to the Congregation. Whenever a deficit budget is approved, the Board of Trustees shall be required to provide the Congregation with an explanation as to why a deficit budget was approved and, if appropriate, what steps are being recommended to eliminate the deficit in the future.

VIII: Committees.

1. General. There shall be appointed such Standing Committees as provided in Section 2 hereof. In addition to such Standing Committees, upon recommendation of the President or otherwise, the Board of Trustees may establish such other committees which it deems necessary for the conduct of the affairs of the Congregation. The Chairperson of any Committee may be removed by the Board of Trustees at any time. Each Committee Chairperson shall appoint the members of the Congregation in good standing to such Committee, and shall establish the size of such Committee subject to the provisions of Section 2 hereof. Notwithstanding the above, the members of the Nominating Committee shall be selected in the manner described in Article VI, Section 4a above.
2. Standing Committees. The following Standing Committees shall be appointed in accordance with Section 1 of this Article. The Chairpersons of such Standing Committees shall be selected by the President with the approval of the Board of Trustees.
 - a. Executive Committee. This Committee shall consist of the Officers of the Congregation and is chaired by the President. It may exercise only those powers specifically authorized by the Board of Trustees. The Executive Committee shall meet at the discretion of the President, upon reasonable notice and such meetings are open to members of the Board of Trustees. A majority of the members of the Executive Committee shall constitute a quorum. Executive Committee meetings may be conducted by telephonic conference call and/or by electronic means, in whole or in part, provided that each participant has copies of all materials necessary for full participation in the meeting.
 - b. Budget Committee. This Committee shall consist of not less than three (3) members of the Congregation. The President – Elect, Treasurer, and Assistant Treasurer, if any, shall be members of this Committee. This Committee shall make periodic reviews of the financial operations of the Congregation and shall report its findings to the Congregation at the Annual Meeting and from time to time at meetings of the Board of Trustees. The Committee shall prepare a budget relating to both capital and operating expenditures for approval by the Congregation. The budget as approved shall be available for inspection by any member of the Congregation.
 - c. Ritual Committee. This Committee shall consist of not less than three (3) members of the Congregation and shall coordinate all matters pertaining to worship. With the Rabbi, the Committee shall formulate rules and regulations for all ritual practices, subject to the approval of the Board of Trustees. It shall also offer to the Rabbi and Cantor or Cantorial Soloist such advice and guidance as may be required regarding the character and mode of the various services.
 - 1) In the event of any disagreement between the Ritual Committee and the Rabbi, Cantor, or Cantorial Soloist, such disagreement shall be submitted to the Board of Trustees for final resolution. The Ritual Committee, the Rabbi, the Cantor and/or the Cantorial Soloist must abide by the ruling of the majority of the Board of Trustees.
 - d. Nominating Committee. This Committee shall consist of nine (9) members of the Congregation, who shall be selected in the manner described in Article VI, Section 2 above.

The Nominating Committee will make nominations for officers and members of the Board of Trustees in accordance with the procedure set forth in Article VI.

- e. Finance Committee. This Committee shall consist of the President – Elect, Treasurer, and not less than two (2) members of the Congregation. The Finance Committee shall:
 - 1) Approve each member's financial obligation to the Congregation as part of the membership process.
 - 2) Have the authority to recommend modification or special dispensation in regard to the amount of and/or payment schedule of dues, charges, levies, or assessments in individual cases. The Finance Committee will recommend to the Board of Trustees action to be taken on those cases where financial obligations have not been met.
3. Committee Rules. All Committees may formulate necessary rules and regulations consistent with these By-Laws and policies of the Board of Trustees for the orderly conduct of affairs of such Committees within their scope of operation and shall keep accurate accounts and records of all proceedings.
4. Monthly Committee Reports. All Committees shall furnish reports to the Board of Trustees as requested. If required by the Board of Trustees, Committees shall furnish a written report of their activities at the Annual Meeting of the Congregation. The Board of Trustees may require any Committee to furnish such additional information as the Board in its discretion shall determine is necessary or proper.
5. Term of Committee Appointments. Unless otherwise determined by the Board of Trustees, or by prior resignation or removal of a member of a committee, all committee appointments shall expire on the date of the first regularly or specially called meeting of the Board of Trustees following the Annual Meeting.

IX: Rabbi, Cantor or Cantorial Soloist, and Director of Education.

1. New to the Congregation. The Board of Trustees shall elect any new Rabbi, Cantor, Cantorial Soloist, or Director of Education in the following manner:
 - a. Search Committee. The President shall appoint a Search Committee of at least five (5) members of the Congregation, who shall recommend individuals for vacant positions to the Board of Trustees.
 - b. Search Committee Report and Negotiating Committee. The Board of Trustees shall consider the report of the Search Committee. If a majority of the Board of Trustees voting yea or nay vote in favor of such recommended Applicant, then a Negotiating Committee of no less than three (3) members of the Congregation including a member of the Executive Committee, a member of the Board of Trustees, and a member of the Congregation, shall be established to enter into negotiations with the applicant. This Negotiating Committee shall be provided guidance as to terms and conditions by the Board of Trustees prior to entering into negotiations. The Negotiating Committee shall report the status of the negotiations to the Board of Trustees at their monthly meetings.
 - c. Vote. Upon completion of the negotiations with the applicant, the Negotiating Committee will report to the Board of Trustees of their success or failure to reach agreement. If successful, the Board of Trustees will then vote by written secret ballot on acceptance or rejection of the contract terms. A majority vote of the members voting yea or nay to hire such Rabbi, Cantor, Cantorial Soloist, or Director of Education on the terms and conditions negotiated by the Committee is required to enter into a contract. If the Negotiating Committee is unsuccessful or the Board of Trustees does not agree with the negotiated terms and conditions, the Board of Trustees can decide by majority vote to either re-enter negotiations or establish a new Search Committee as described above. If the Board decides to re-enter into negotiations it may establish a new Negotiating Committee, which will provided

additional guidance as to terms and conditions.

2. Retention of Incumbent. Upon a majority written secret vote of the Board of Trustees voting yea or nay, a Negotiating Committee of no less than three (3) members of the Congregation including a member of the Executive Committee, a member of the Board of Trustees, and a member of the Congregation, shall be established to negotiate terms of the contract renewal. At the time of establishing this committee the Board of Trustees will provide guidance as to terms and conditions for the contract. The Negotiating Committee shall report the status of the negotiations to the Board of Trustees at their monthly meetings. Upon completion of the negotiations with the applicant, the Negotiating Committee will report to the Board of Trustees of their success or failure to reach agreement. If successful, the Board of Trustees will then vote by written secret ballot on acceptance or rejection of the contract terms. A majority vote of the members voting yea or nay is required to accept the new contract. If the Negotiating Committee is unsuccessful or the Board does not approve the negotiated agreement, the Board of Trustees can decide to either re-enter negotiations or establish a Search Committee as described above. If the Board decides to re-enter into negotiations it may establish a new Negotiating Committee, which will be provided additional guidance as to terms and conditions.
3. Duties.
 - a. Rabbi. The Rabbi of the Congregation shall be duly ordained. At the request of the Board of Trustees he or she shall supervise and teach in the Religious School and supervise other educational activities of the Congregation. He or she shall perform other duties as pertain to the office of the Rabbi. He or she shall be present at every religious service at the proper time, except where there is justifiable cause for such absence. He or she shall be responsible for all religious ceremonies pertaining to his or her office, shall superintend the religious welfare of the Congregation and its families when requested to do so, and shall keep a record of births, marriages and deaths in a special book provided for such purpose, which record shall be the property of the Congregation.
 - b. Cantor or Cantorial Soloist. At the request of the Board of Trustees, the Cantor or Cantorial Soloist of the Congregation shall teach in the Religious School and assist in conducting other educational activities of the Congregation. Except where there is justifiable cause for such absence, he or she shall attend all religious services and chant the services on all religious occasions, and shall perform such other duties as pertain to the office of Cantor or Cantorial Soloist.
 - c. Director of Education. The Director of Education is responsible for the management of the Religious School and the Early Learning Center. These responsibilities shall include the hiring and evaluation of the staff and the development of the curricula for both the Religious School and the Early Learning Center.
4. Multiple Rabbis. In the event there is more than one Rabbi, the duties pertaining to the office shall be divided by them in a manner which they and the Board of Trustees agree.
5. Emeritus Status. The Board of Directors may by written secret ballot grant emeritus status to a Rabbi for exemplary service to the congregation and community. Granting of this honor will require a two-thirds affirmative vote of those voting yea or nay
6. Freedom of the Pulpit. The Rabbi shall enjoy freedom of the pulpit. At the same time, he or she shall seek the advice and guidance of the Board of Trustees and of the Ritual Committee and any other special committee or committees which may be set up for this purpose to determine the views of the Congregation and the most effective way of discharging his or her duties.
7. Ex-Officio Membership. The Rabbi shall be an ex-officio member of the Board of Trustees without the right to vote.
8. Review. Each year the Rabbi, Cantor or Cantorial Soloist, and Director of Education shall receive a written review no less than once per year, with periodic informal review by an assigned member

or members of the Board of Trustees, decided by the President with the approval of the Board of Trustees. This process exists with the understanding that the function of an annual review is to make the expectations of the Congregation clear, acknowledge accomplishments, provide feedback for personnel to encourage their ongoing professional development and continually increase the effectiveness with which they may perform their responsibilities.

X: Insurance and Indemnification.

1. Insurance. The Congregation shall purchase and maintain indemnity insurance to indemnify any person who is serving or who has served as a Trustee, Officer, or Committee Member of the Congregation.
2. When Required, Permitted and Prohibited.
 - a. Exclusion of Double Indemnity. If insurance provides indemnity in full, then the following provisions do not apply. In no event shall there be double indemnity.
 - b. Mandatory Indemnification.
 - 1) When a Party or Potential Party to a Suit. The Congregation shall indemnify a trustee, officer, committee member, employee or agent of the Congregation who was, is, or may be named defendant or respondent in any proceeding as a result of his or her actions or omissions within the scope of his or her official capacity in the Congregation. However, the Congregation shall indemnify a person only if he or she acted in good faith and reasonably believed that the conduct he or she engaged in was in the Congregation's best interests. In a case of criminal proceeding, the person may be indemnified only if he or she had no reasonable cause to believe that the conduct was unlawful.
 - 2) Witness. The Congregation shall pay or reimburse expenses incurred by a trustee, officer, member, committee member, employee, or agent of the Congregation in connection with the person's appearance as a witness or other participation in a proceeding involving or affecting the Congregation where the person is not a named defendant or respondent in the proceeding.
 - c. Permissive Indemnification.
 - 1) As Allowed by Law. In addition to the situations otherwise described in this paragraph, the Congregation may indemnify a trustee, officer, member, committee member, employee, or an agent of the Congregation to the extent permitted by law. However, the Congregation shall not indemnify any person in any situation in which indemnification is prohibited by the terms of sub-paragraph b(1) above or d below.
 - 2) Conclusion of Legal Proceedings. The termination of a proceeding by Judgment order, settlement, and conviction or on a plea of nolo contendere or its equivalent does not necessarily preclude indemnification by the Congregation.
 - d. Prohibited Indemnification. The Congregation shall not indemnify a person who is found liable to the Congregation or who is found liable to another on the basis of improperly receiving a personal benefit. A person is conclusively considered to have been found liable in relation to any claim, issue, or matter if the person has been adjudged liable by an arbitrator or by a court of competent jurisdiction after all appeals have been exhausted.
3. Timing of Indemnification. Before the final disposition of a proceeding, the Congregation may pay indemnification expenses permitted by the By-Laws and authorized by the Congregation. However, the Congregation shall not pay indemnification expenses to a person before the final disposition of a proceeding if: 1) the person is a named defendant or respondent in any proceeding brought by the Congregation or one or more members; or 2) if the person is alleged to have improperly received a personal benefit or committed other willful or intentional misconduct.

4. What Must Be Indemnified. If the Congregation indemnifies a person under the By-Laws, the person may be indemnified against judgments, penalties, including excise and similar taxes, fines, settlements, and reasonable expenses (including attorney's fees) actually incurred and not otherwise paid by insurance coverage in connection with the proceeding. However, if the proceeding was brought by or on behalf of the Congregation, the indemnification is limited to reasonable expenses actually incurred by the person in connection with the proceeding and not otherwise paid by insurance coverage.
5. Procedures Relating to Indemnification Payments.
 - a. Determination of Whether Permissible. Before the Congregation may pay any indemnification expenses (including attorney's fees) the Congregation shall specifically determine that indemnification is permissible, authorize indemnification, and determine that expenses to be reimbursed are reasonable, except as provided below. The Congregation may make these determinations and decisions by any one of the following procedures to be attempted in the following order:
 - 1) Quorum of Trustees. By majority vote of a quorum of trustees, who are not named defendants or respondents in the proceeding at the time of the vote.
 - 2) Committee. If a quorum cannot be obtained, then by majority vote of a committee appointed to act in the matter by a majority of the Board of Trustees. The committee shall consist solely of two or more trustees who are not named defendants or respondents in the proceeding at the time of the vote.
 - 3) Legal Counsel. If such quorum cannot be obtained and such committee cannot be established, or such committee cannot be agreed by a majority vote, then a special legal counsel selected and approved by the Board of Trustees shall determine the issue.
 - b. Authority of Congregation. The Congregation shall authorize indemnification and determination that expenses to be reimbursed are reasonable in the same manner that it determines whether indemnification is permissible. If a determination that indemnification is permissible is made by special legal counsel, authorization of indemnification and determination of reasonableness of expenses shall be made in the matter specified by paragraph a.3) above, governing the selection of special legal counsel. A provision contained in the Articles of Incorporation, the By-Laws, or a resolution of the members of the Board of Trustees that requires the indemnification permitted by section 1 above constitutes sufficient authorization of indemnification even though the provision may not have been adopted or authorized in the same manner as the determination that indemnification is permissible.
 - c. When Paid. The Congregation shall pay indemnification expenses before final disposition of a proceeding only:
 - 1) after the Congregation determines that the facts then known would not preclude indemnification; and
 - 2) the Congregation receives a written affirmation and undertaking from the person to be indemnified. The person's written affirmation shall state that he or she has met the standard of conduct necessary for indemnification under the By-Laws. The written undertaking shall provide for repayment of the amount paid or reimbursed by the Congregation if it is ultimately determined that the person has not met the requirements for indemnification. The undertaking shall be an unlimited general obligation of the person, but it need not be secured and it may be accepted without reference to financial ability to make repayment.
 - d. Written Report of Indemnification to Congregation. Any indemnification or advance of expenses shall be reported in writing to the members of the Congregation. The report shall be made with or before the notice or waiver of notice of the next Congregational meeting or with

or before the next submission to members of a consent to action without a meeting. In any case, the report shall be sent within a six-month period immediately following the date of indemnification or advance.

XI: Auxiliary Associations.

1. Formation, Operation and Reporting Requirements. Auxiliary associations to the Congregation may be formed. Such associations shall report full details of their scope and activities to the Board of Trustees at each Board of Trustee's meeting and at the Annual Meeting of the Congregation. The Board of Trustees shall record its approval thereof. Such organizations and their activities shall be conducted in accord with congregational practices and policies.
2. Financial Reporting. Within 45 days of the close of the Congregation's fiscal year, each auxiliary association shall submit to the Treasurer of the Congregation a financial report for the prior year. The Treasurer shall review the information and report to the Board of Trustees a summary of the financial information within 60 days of receipt of the information.

XII: Parliamentary Procedure.

1. Rules for Meetings. The rules of procedure at Congregation, Board, and Committee meetings shall be determined by Robert's Rule of Order, latest revised edition, except where these By-Laws state otherwise.
2. Parliamentarian. A parliamentarian shall be appointed by the President or presiding officer for all Board of Trustee and Congregation meetings. The parliamentarian will assist the presiding officer in insuring that the meeting is conducted according to the standing rules.

XIII: Adoption of By-Laws and Amendments Thereof.

1. Amendment. These By-Laws may be amended in any of the following ways:
 - a. At Annual or Special Meeting. At any Annual Meeting or Special Meeting of the Congregation called for that purpose, when such proposed amendment is passed by a majority of those present in person or by proxy and entitled to vote so long as a quorum is present.
 - b. By Special Vote Authorized by Board of Trustees. In a special vote conducted by mail by all members of the Congregation in good standing and entitled to vote, when such proposed amendment is passed by a majority of those voting and at least one-half of those entitled to vote do vote; provided, however, a vote by mail shall only be conducted when authorized by a majority vote of the Board of Trustees. The time required for the return of the ballots shall be established by the Board of Trustees.
2. Notice of Amendments. Such proposed amendment shall be included in the notice of all such meetings or with the ballot for such vote by mail, whichever is applicable.
3. Initiation of Amendments. Amendments may be initiated by any one of the following methods:
 - a. Board of Trustees. The Board of Trustees may submit such amendments as it deems advisable in its discretion. Any member of the Congregation in good standing may submit a copy of a proposed amendment to the Board of Trustees for its consideration.
 - b. Members. Any member of the Congregation in good standing may submit a proposed amendment. The member must file the petition signed by not less than twenty-five (25) members of the Congregation in good standing with the Secretary of the Congregation requesting submission thereof at least forty-five days prior to the date of the Annual Meeting of the Congregation.
4. Approval. A proposed amendment may be adopted by a majority vote of the members of the Congregation conducted during the Annual Congregational Meeting, or during a Special Meeting

called for the purpose of voting on the proposed amendment, or by special vote authorized by law or by the Board of Trustees. These alternative methods of approval of proposed Amendments are not mutually exclusive.

5. Rejection. A proposed amendment which has been rejected by the Congregation may not be resubmitted for the consideration of the Congregation or the Board of Trustees until the next fiscal year.
6. Non-Substantive Amendments. Without the consent or approval of the membership, the Board of Trustees, may make certain technical changes limited to:
 - a. Correction of the numbering of any part of these By-Laws;
 - b. Spelling corrections;
 - c. Capitalization corrections; and
 - d. Gender inconsistencies.

XIV: Savings Clause

1. By-Laws to be Upheld. Should any provision of these By-Laws be determined to be invalid, illegal or otherwise legally unenforceable, the validity of these By-Laws shall be upheld except for such provision which shall be stricken.

XV: Implementation of Revised By-Laws

1. Implementation. With the acceptance of these revised By-Laws by the Congregation, the Vice President of Administration will become the President-Elect. In addition, all current standing committees, committee chairmanships, and committee appointments will remain in effect until the Board of Trustees and the President act to modify them, as will the policies and procedures of the Board of Trustees.