

BYLAWS OF TEMPLE B'NAI SHOLOM

PREAMBLE

WE, the Congregation of Temple B'nai Sholom hereby this 22nd day of December 2019, adopt the following Bylaws, which expressly supersede and repeal all constitutions and bylaws previously approved.

ARTICLE I

NAME

This Congregation shall be known as Temple B'nai Sholom of Huntsville Alabama, Inc.

ARTICLE II

PURPOSE

Section 1. The purpose of this Congregation shall be to worship God in accordance with the faith of Judaism; to cultivate a love and understanding of the Jewish heritage; to stimulate fellowship in the Jewish community and to strengthen the bonds of loyalty with the Jewish people everywhere; to bring us nearer to God through an emphasis of the principles of righteousness and humanity in society at large.

Section 2. In order to advance the cause of Reform Judaism in America and throughout the world, this Congregation shall affiliate itself with the Union for Reform Judaism.

ARTICLE III

PRACTICES

The Congregation shall follow, as a guide, the practices of Reform Judaism as interpreted by the Central Conference of American Rabbis and the Union for Reform Judaism.

ARTICLE IV

MEMBERSHIP

Section 1. Any person who is over the age of nineteen (19) years and of the Jewish faith may, along with their spouse or domestic partner, be admitted to general Membership in the Congregation. The Board of Directors (occasionally referred to hereinafter as "the Board") may establish such review and approval procedures, as it deems necessary. Membership is established by (1) signed acceptance of the new Member's obligation to contribute to the Temple Building Fund in the amount and manner periodically set by the Board and affirmed by the Congregation and (2) by either payment of a one-month financial commitment or the receiving of a Fair Shares waiver of all or part of that amount. Subject to the limitations contained in this Section, the Board may establish special membership classifications with such provisions as it shall deem advisable.

Section 2. Non-resident Memberships are available to families that live more than 100 miles away from the Temple, with reduced financial commitment set by the Board. Non-resident Members will receive all Temple communications and, when in the area, shall have access to the Rabbi and all Temple programs and activities. Non-resident Members are not eligible to vote.

Section 3. For the purposes associated with voting, the unit of Membership shall be the family, or, an individual in the case of unmarried persons, with each family unit being entitled to one vote. Self-supporting Members of the family twenty-one (21) years of age or older, and who are local residents, are not included in the family Membership unit.

Section 4: Each Membership unit shall have one vote.

Section 5. The Board shall ensure that the Membership shall have access to a religious education by an entity approved by the Board.

Section 6. For the purpose of raising revenue necessary for the maintenance of the Congregation, the Board, subject to the approval of the Congregation, shall establish procedures governing the establishment and periodic revision of the financial commitments of members. However, the Budget, Finance and Fair Share Committee shall have the power to adjust individual financial commitments to make it possible for everyone to become a Member according to his/her ability to pay.

Section 7. Financial commitments are due and payable as of the first day of the period to which they apply. A Member in arrears for six (6) months may be subject to suspension from Membership. The six (6) months delinquency period shall commence from the beginning of the first financial commitment period for which payment was not made. The Board, after notification of a Member's financial commitment delinquency, shall vote whether to revoke his/her Membership. If the Board votes to revoke Membership, a notice shall be sent by certified mail to the Member within five (5) days after the action of the Board to the last address on record in the books of the Congregation. A certified letter shall be sent to the delinquent Member warning of the upcoming Board action at least thirty (30) days prior to any vote to revoke Membership to give the Member a final opportunity to rectify his/her delinquency. Upon suspension, all rights and privileges of the suspended Member in the Congregation shall cease.

Section 8. A Member suspended may be reinstated by the Board on payment of all arrears or compliance with any other terms the Board may stipulate.

Section 9. The resignation of any Member shall not relieve him/her from the payment of any obligation due the Congregation at the time of resignation. At the time of application, a Member re-applying shall pay for all arrearages before reinstatement.

Section 10. A Member in good standing shall be a Member who has timely met (See Section 7 above) any and all financial commitments or has met his/her Fair Share requirements. Only a Member in good standing may:

- a. Attend and vote at Congregational meetings.
- b. Attend Board and Committee meetings.
- c. Have his or her name placed in nomination for election as an officer or Board Member.
- d. Have the right to chair or serve on Temple committees.
- e. Have access to rabbinical services and use of the Temple and Temple related facilities for personal activities and events.

Section 11. All enlisted personnel from any armed force who are assigned to duty in the Huntsville area are entitled to all privileges of general Membership, except voting or holding office, without payment of Temple financial commitments other than special fees associated with specific events for which Members are charged.

Section 12. Endowed Members are those members who have in the past or may in the future met the then designated requirements as determined by the Board to be endowed with the rights and privileges given to the then Endowed Member. Those requirements may change from time to time as deemed necessary by the Board and Congregation but in no circumstances may the rights and privileges previously granted to an Endowed Member be reduced in any manner.

ARTICLE V

FISCAL YEAR

The fiscal year shall begin on July 1.

ARTICLE VI

BOARD OF DIRECTORS

Section 1. The Board shall consist of the officers of the Congregation, eight (8) Members elected by the Congregation, one (1) selected by the Brotherhood, one (1) selected by the Sisterhood, and the immediate past president of the Congregation. Only one (1) individual from any family unit shall be eligible to serve on the Board of Directors during the same term. Members selected by the Brotherhood and Sisterhood must be Temple B'nai Sholom Members in good standing. To be eligible for Board service, a Board Member may not be a Member of the governing body of any other religious Congregation.

Section 2. Each year the Congregation shall elect four (4) Directors at large to serve two years. No Director elected at large by the Congregation may serve more than two (2) successive terms.

Section 3. The Board shall manage the affairs, funds, records, and property of the Congregation. It shall act on all matters of policy, approve all proposed written contracts, fill all vacancies in its personnel until the next Congregational election not herein otherwise provided for, and perform such other duties as the Members in regular or special meetings assembled from time to time may prescribe. The Board may hire a non-congregant CPA or auditor to conduct an annual audit of the Treasurer's books. All powers and duties not otherwise specifically vested by this document in the Congregation itself or any other person or entity shall belong to the Board.

Section 4. Unless otherwise ordered by the Congregation, the Board shall meet once every month, and, in addition, may meet at the call of the President. The President may call special meetings at his/her own discretion. S/he must call special meetings within three days after receipt of a written request signed by three Members of the Board.

Section 5. A majority of the Board shall constitute a quorum.

Section 6. Any Member of the Board who is absent without adequate excuse from three cumulative regular meetings per year may be removed from office by motion and approval by two-thirds vote of the Board Members present.

Section 7. The Board shall be authorized to expend on extra-budgetary project(s)/existing line item(s) a maximum total budget increase of fifteen thousand dollars (\$15,000) in any fiscal year. The Congregation shall approve any appropriation in excess of this amount. An emergency expenditure in excess of this amount may be authorized by a two-thirds majority vote of the Board in order to effect immediate repairs necessary to prevent further damage or deterioration to, or to ensure the use of, the Facility. A report of this expenditure shall be made to the Congregation in the next published newsletter and again at the next

Congregational meeting. The Board shall further be authorized to a) dispose of non-real estate assets having a current value of \$15,000 or less without Congregational approval and b) to amend the annual budget without Congregational approval as long as the total amended fiscal year budget amount does not exceed \$15,000.

Section 8: All Board meetings shall be open to any and all members of the Congregation; provided, that by three-fourths (3/4) vote, the Board may devolve a meeting into executive session.

Section 9: Except where otherwise noted, all motions of the Board must be approved by a majority of those present and voting.

ARTICLE VII

OFFICERS

Section 1. The officers of this Congregation shall consist of a President, a Vice-President, a Secretary, and a Treasurer, each to be elected for a term of two years at an annual meeting of the Congregation or until their successors are elected. The President and Vice-President must be members of the Jewish faith. All officers shall have signatory authority on behalf of the Congregation for all documents approved by the Board.

Section 2. It shall be the duty of the President to act as Chairman at all Congregational and Board meetings; to appoint committees, all of which s/he is to be an ex-officio Member, except the Nominating Committee; to call special meetings and to perform all other duties incident to the office. The President shall vote at Congregational and Board meetings only when required to cast a deciding vote. The voting limitation imposed upon the President shall be binding upon his/her family unit. The President, with the approval of the Board of Directors, shall fill any vacancy of the Board of Directors or any vacant elected office. The term of the filled vacancy is to expire at the time of the next annual Temple B'nai Sholom Congregational meeting.

Section 3. It shall be the duty of the Vice-President to act for the President in his/her absence or disability and to succeed to the Office of President if it should become vacant. The Vice-President shall also act as Parliamentarian at all Board and Congregational meetings.

Section 4. It shall be the duty of the Secretary to take and read minutes at the Congregational and Board meetings. After such minutes have been approved, s/he shall insure that they are transcribed into permanent form. S/he shall insure that all minutes and records are kept securely at the Temple. S/he shall handle official correspondence for the Congregation and the Board, shall maintain all archives, and shall perform all other duties incident to the office. It shall be the duty of the Secretary to act for the President in the absence of the President and Vice-President.

Section 5. The Treasurer shall act as custodian of all funds of the Congregation which are to be deposited in a bank or banks designated by the Board. S/he shall report the financial condition of the Congregation monthly to the Board and to the Congregation at all regular meetings. S/he shall be a voting member of the Budget, Finance and Fair Share Committee and shall perform all other duties incident to the office. Further, it shall be the duty of the Treasurer to prepare and mail-out all bills for financial commitments and other charges and supervise the collection thereof. S/he shall, maintain a correct account between the Congregation and its Members. Where advisable, the Board may appoint an Assistant Treasurer to assist the Treasurer with his/her duties.

ARTICLE VIII

RABBI

Section 1. This Congregation shall abide by the rules and regulations of the Rabbinical Placement Commission, a joint agency of the Central Conference of American Rabbis, the Union for Reform Judaism and the Hebrew Union College-Jewish Institute of Religion.

Section 2. A Rabbi search shall be performed by a Special Pulpit Committee appointed by the President of the Congregation. The Special Pulpit committee shall select a candidate and after negotiation, recommend the salary, terms, and length of contract. The Committee's recommendations shall be presented to the Board of Directors for approval, rejection, or revision. Upon approval the Board's recommendations shall be referred to a meeting of the Congregation where a two-thirds (2/3) vote of those present or voting by proxy or remote electronic means shall be required for the election of the Rabbi. It shall also be the duty of the Pulpit committee to outline the wishes of the Congregation during contract negotiation.

Section 3. Renewal of the Rabbi's contract shall be negotiated by a Special Pulpit committee appointed by the President of the Congregation. The Special Pulpit Committee shall present the Rabbi's requirements, (and recommend reelection) giving salary, terms, and length of contract or report the breakdown of negotiations. (The Committee's recommendations shall be presented). The Board will approve, reject or revise the terms for renewal. The Board's recommendations and the Rabbi's requirements must be submitted to a meeting of the Congregation where the vote of a majority of those present or voting by proxy or remote electronic means shall be required for concurrence.

Section 4. The Rabbi or Congregation may terminate the relationship at the close of a contract period with five (5) months prior written notice. Failure on either part to renew a contract constitutes termination. However, should the Rabbi have already been granted life tenure, termination can be made only by mutual consent of the Rabbi and the Congregation.

Section 5. The Congregation may be a participant in the Rabbinical Pension Plan established by the Union for Reform Judaism and the Central Conference of American Rabbis, and, may, together with the Rabbi, defray the cost of purchasing such pensions.

Section 6. At the completion of fifteen years of service, and with the concurrence of a two-thirds (2/3) vote at a Congregational meeting, the Rabbi may:

- a) Be given the honorary, non-compensated title of Rabbi *emeritus*.
- b) Be elected to life tenure pursuant to a contract to be negotiated at the time of election.

Section 7. The Rabbi shall have the privilege of attending all meetings of the Board, the Executive Committee, all committees and the Congregation, except when requested to be absent for a specified and reasonable cause.

ARTICLE IX

COMMITTEES

Section 1. To facilitate the efficient operation of the Congregation, a committee system is hereby established.

Section 2. The committee system shall function through mandatory and non-mandatory committees. Mandatory committees shall be established to deal with specifically designated long-term or recurring matters. Non-mandatory committees may be established as either long-term for ongoing or recurring matter, or short term for temporary matters.

Section 3. The existence and composition of mandatory committees shall be established and governed by the Bylaws. With the exception of those non-mandatory committees dealing with rabbinic searches and contracts, as described in Article VIII of the Bylaws, non-mandatory committees may be established by the President or the Board.

Section 4. The identities of the chairpersons and Members of all mandatory and non-mandatory committees shall be made generally available to all Members of the Congregation in a timely manner.

Section 5. Mandatory committees and their composition and duties, are as follows:

- a. Executive Committee—The Executive Committee shall be comprised of the current President, Vice President, Secretary and Treasurer. It shall be responsible for maintaining governance of the Congregation between meetings of the Board.
- b. Nominating Committee—The Nominating Committee shall be comprised of the four (4) Directors whose terms do not expire at the next ensuing election and three Members of the Congregation at large appointed by the President. It shall be responsible for recommending the slate of officers and directors to be considered at the next Congregational meeting following its appointment.
- c. Rabbinic Liaison Committee---The Rabbinic Liaison Committee shall be comprised of three (3) Members, one (1) each selected by the President, the Board and the Rabbi. It shall be responsible for the Rabbi's annual review and other matters as set forth in the rabbinic contract.
- d. The Development and Endowment Committee shall be composed of at least three (3) Members of the Congregation, including at least one (1) current Board Member. It shall be responsible for managing the Congregational endowment in a fiscally prudent manner that promotes the long-term development of the Congregation.
- e. The Budget, Finance and Fair Share Committee shall be composed of at least three (3) Members of the Congregation, including at least one (1) current Board Member. It shall be responsible for budgetary planning and managing the Fair Share requests of Members. In connection with the latter, it shall review at least annually with each Fair Share Member the level of his or her financial contribution.
- f. Buildings, Grounds and Security—The Buildings, Grounds and Security Committee shall be composed of at least three (3) Members of the Congregation, including at least one (1) current Board Member. It shall be responsible for all aspects of the physical plant and property of the Temple, including its security.
- g. Ritual, Music and Jewish Life—The Ritual, Music and Jewish Life Committee shall be composed of at least three (3) Members of the Congregation, including at least one (1) current Board Member. It shall be responsible, along with the Rabbi, for the development and richness of the Jewish experience of the Congregation.

ARTICLE X

CONGREGATIONAL MEETINGS

Section 1. Unless otherwise ordered by the Congregation, the annual meeting of the Congregation shall be held the second Sunday of June. At this meeting reports shall be submitted by the President and Rabbi and any committees and auxiliaries from whom the President requests reports. A budget for the coming year shall be approved. Four (4) Directors shall be elected, along with all Congregational Officers where the current Officers' terms have expired.

Section 2. The President may call special meetings at his/her own discretion. S/he must call special meetings to be held within twenty (20) days after motion by the Board of Directors or receipt of written petition signed by twenty (20) percent of the Membership. The call for a special meeting shall set forth the purpose of the meeting and its proposed agenda.

Section 3. Every Member of the Congregation shall be notified by mail or electronically at least ten (10) days prior to the holding of all Congregational meetings.

Section 4. Twenty (20) percent of the eligible voting Members of the Congregation shall constitute a quorum.

Section 5. The Treasurer shall certify all attendees as to their eligibility to vote and shall record attendance at the time of the vote.

Section 6. Except where otherwise noted, all Congregational motions must be approved by a majority of those present and voting.

Section 7. All contested Congregational elections, all contractual matters requiring Congregational vote and all matters involving expenditures of \$15,000.00 or more, which require approval of the Congregation at regular or special meetings, shall be by secret ballot.

Section 8. Proxy voting at Congregational meetings is allowed as follows: If a Member in good standing is unable to attend a Congregational meeting due to personal or family illness, infirmity, or due to employment and/or military obligation or due to being more than 100 miles from the Temple on the day of the meeting, the Member may designate another Member in good standing to cast his or her vote by proxy. All proxies shall be in writing and shall contain a signed statement attesting to one of the above reasons for absence and naming the Member in good standing who will cast the proxy votes.

Section 9. The Board is authorized to adopt procedures to allow Members to attend and, when eligible, to vote at all Congregational meetings through live remote access.

ARTICLE XI

NOMINATIONS AND ELECTIONS

Section 1. Once a Nominating Committee has been constituted, it shall meet to propose a slate of nominees for Board positions, which will become vacant on July 1 following the next annual Congregational meeting.

Section 2. A majority of the Nominating Committee must be present at any meeting at which a slate of nominees is approved.

Section 3. Nominations of the Nominating Committee shall be reported to the Board and notice of said nominations shall be mailed to the Congregation at least one month prior to the election.

Section 4. Nominations for officers and Directors may be received from the floor at the annual Congregational Meeting.

Section 5. A nominee is elected upon receiving a majority vote of all Members present and voting. If no nominee receives such majority vote, the two top nominees will enter into an immediate run-off election.

Section 6. All elected officers and Directors shall assume office upon their installation or no later than the beginning of the fiscal year.

ARTICLE XII

REMOVAL OF ELECTED OFFICERS AND DIRECTORS

Section 1. An elected Board Member is considered impeached upon submission of a petition to the Secretary of the Board specifying the reasons therefore and signed by thirty-five (35) percent of the Members of the Congregation.

Section 2. In the event of impeachment proceedings, the President shall appoint a committee of ten (10) non-Board Members of the Congregation, to review and report to the Congregation. This committee shall be appointed within five (5) days after receipt of the petition. If the President is the subject of the impeachment, the Vice President shall appoint the above referenced committee.

Section 3. A special meeting of the Congregation shall be held within thirty (30) days after the receipt of the impeaching petition. The meeting shall be held on such day that the impeached Board Member can attend. Removal of an elected Board Member will require a vote of fifty (50) percent plus 1 of the eligible voting Membership of the Congregation.

ARTICLE XIII

AUXILIARY ASSOCIATIONS

Section 1. Auxiliary associations of the Congregation may be formed with the approval of the Board.

Section 2. The Sisterhood, Brotherhood, and Youth Group are the recognized auxiliary associations of this Congregation.

Section 3. The Board is authorized to recognize other auxiliary associations and approve them as either voting or non-voting Members of the Board, subject to the numerical limitation of voting Member Board size in as set forth in the Articles of Incorporation; provided, however, that to be considered for voting Board Member representation, an auxiliary association must be comprised solely of Members who are part of a voting unit of the Congregation.

ARTICLE XIV

REAL ESTATE, RENOVATION AND BORROWING TRANSACTIONS

Before any contract shall be entered into for the sale, purchase or rental of real estate or buildings, renovations or overhaul of existing facilities costing more than \$15,000, or the mortgaging or borrowing of money by or for the Congregation, the Board of shall ascertain all of the relevant material facts and submit them to the Congregation at a regular or special meeting. It shall require an affirmative vote of two-thirds (2/3) of Members present or voting by proxy or by live remote access to approve the above-mentioned actions.

ARTICLE XV

RULES OF ORDER

The rules of procedure at all Board, Committee, and Congregational meetings shall be determined by Robert's Rules of Order latest revised edition unless inconsistent with these bylaws.

ARTICLE XVI

AMENDMENTS

Amendments to this Constitution and Bylaws shall be in writing. They may be proposed to the Congregation either by the Board itself or by a written petition filed with the Secretary and containing the signature of at least ten (10%) per cent of the family units of the Congregation whose Members are in good standing. Such amendments may be acted on at any regular or special meeting of the Congregation. Copies of the proposed amendments shall be mailed to each Member along with the notice of the meeting at least (10) days prior thereto. An affirmative vote of two-thirds (2/3) of the Members present and voting shall be necessary to adopt any amendment.