

**AMENDED AND RESTATED BYLAWS OF  
CONGREGATION EMANU EL,  
OF HOUSTON, TEXAS  
(effective April 19, 2020)**

**PREAMBLE**

Believing that Judaism is a religion of perpetual growth and development, we hold that while loyal to the fundamental teachings thereof, we are, and by virtue of the genius of Israel, ought to be, free to interpret and restate the teachings of Israel of the past in the light of the present, and that each succeeding generation of Israel is free to reformulate the truths entrusted in the Providence of the God of our ancestors.

Believing further that the power of the Synagogue for good depends, in part, upon the inherent right to freedom of thought and speech of its members and from its pulpit, the membership of Congregation Emanu El resolves that its members shall not be limited in their freedom of thought and its pulpit shall be free for the preaching of truth and righteousness in the democratic spirit and after the pattern of the prophets of Israel.

**Article I  
Name**

This Congregation shall be known as **Congregation Emanu El, of Houston, Texas.**

**Article II  
Purpose**

The purpose of the Congregation is stated in the Congregation's latest Certificate of Formation filed with the Secretary of State of Texas.

The purpose of these Bylaws is to provide for the orderly governance of the Congregation. Subject to any restrictions in the Congregation's Articles of Incorporation, the Congregation may engage in any lawful activity that promotes the purpose of the Congregation, and goodwill and community service, consistent with its tax- exempt status for which corporations may be organized under the laws of Texas for nonprofit corporations.

**Article III  
Membership**

Section 1: Membership Eligibility. The following persons are eligible to become Members of the Congregation: (i) any person eighteen (18) years of age or over who identifies as Jewish either by birth to a Jewish parent, or by conversion and (ii) any person who may be included as a Member pursuant to Article III, Section 3 of these By-Laws.

Section 2: Applications. Such eligible persons desiring membership shall submit a written application to the Membership Committee, which shall evaluate each application. The Membership Committee shall subsequently submit such

application with its recommendation to the Board of Trustees. Membership shall be established upon approval of such application by majority vote of the Board of Trustees at a meeting of the Board of Trustees at which a quorum is present. Membership, once established, shall continue from year to year until such time as said membership is suspended by act of the Board, or is terminated by resignation or death.

Section 3: Membership Inclusive. In the case of a household unit consisting of two married adults or two adults in a committed domestic relationship, both persons may be full voting Members of the Congregation if they so desire. The membership will extend to the family household, consisting of said person(s) and his/her/their dependent children (provided that such children shall not be voting Members of the Congregation). A non-Jewish person in such a household unit who wishes to be a Member of the Congregation will be a full voting Member provided the other person in said household unit is a Member of the Congregation and is Jewish (as defined in Article III, Section 1, subsection(i)). In the event of divorce, dissolution of the household unit, or the resignation, termination of membership, or death of the Jewish Member in an interfaith household unit, the non-Jewish Member and his/her dependent children may continue their membership, provided they maintain the membership in “**Good Standing**” (as defined in Article III, Section 6(b)).

Section 4: Voting. All Members in Good Standing have the right to speak upon all questions and to vote in congregational votes.

Section 5: Ex-Officio Members. Clergy (as defined in Article IX), the Executive Director, and any other staff the Board of Trustees designates, and their respective spouses and household members, shall be ex-officio Members of the Congregation, with no requirement to pay dues and fees. The Board of Trustees may grant ex-officio membership status to such other present or former executive staff members as the Board of Trustees may determine. Ex-officio members shall have full voice and the right to all member benefits except the right to serve as an officer, the right to serve as a Trustee and the right to vote.

Section 6: Dues, Pledges, and Other Financial Obligations.

- (a) All financial obligations of Members to the Congregation shall be approved by the Board of Trustees and shall be due and payable as determined by the Board of Trustees.
- (b) All Members whose financial obligations to the Congregation are current shall be deemed Members in “**Good Standing**” and shall be afforded the privileges and responsibilities applicable to all Members in Good Standing.
- (c) A Member who is not in Good Standing shall not have the right to vote, serve as an Officer, Trustees, or on a committee or task force, or enroll their children in the Religious School of the Congregation.

- (d) Any Member who is not in Good Standing shall be given written notice of the reason therefore and notified that such Member will be suspended if such Member's Dues, Pledges, or other financial obligations to the Congregation remain unpaid within a reasonable time as specified in said notice, unless said Member makes arrangements satisfactory to the Board of Trustees or its designee. No Member shall be given notice hereunder before approval of said notice by the Board of Trustees.
- (e) Any suspended Member's membership shall be eligible for reinstatement by the Board of Trustees or its designee upon such suspended Member's either payment of the amount of arrears due or payment of a compromise sum agreed upon by the Board of Trustees or its designee.

#### **Article IV Meetings of Members**

Section 1: Annual Meeting. The Annual Meeting of the Members of the Congregation shall be held at such time during the month of April as the Board of Trustees shall determine. The Secretary of the Board of Trustees shall give written notice of the Annual Meeting to all Members in Good Standing at least thirty (30) days prior to the date of the Annual Meeting. The notice shall include the slate of Officers and Trustees as presented by the Nominating Committee, a summary of the proposed budget for the following fiscal year and such other matters as the Board of Trustees shall determine relevant so that Members may make informed decisions at the Annual Meeting.

Section 2: Special Meetings. Special Meetings of the Members of the Congregation may only be called as follows:

- (a) The President may, at any time, call a special meeting of the Members of the Congregation by giving at least fifteen (15) days' notice to the Members in Good Standing of the Congregation.
- (b) The President shall call a special meeting of the Members of the Congregation within thirty (30) days after receiving a written request signed by at least two hundred (200) Members of the Congregation in Good Standing. The written request by the Members must state the specific purpose(s) of the special meeting. The President's notice of such special meeting shall set forth the purpose(s) of the meeting as stated in the written request by the Members.
- (c) Only matters set forth in the written notice from the President to the Members of the Congregation may be considered at a special meeting.
- (d) All notices of special meetings required in this Article shall be in writing and shall state the specific purpose(s) of such meeting.

Section 3: Quorum. A quorum for the transaction of business at any meeting of the Congregation shall be one hundred (100) Members entitled to vote.

Section 4: Electronic/Remote Voting. The Board of Trustees shall have the power to allow electronic/remote voting in meetings of the Members of the Congregation. If such voting is allowed, the Secretary of the Congregation shall notify the Members in the notice of such meeting. In determining whether to allow such voting, the Board should consider the nature of the matters to be voted upon, the need for full communication to and between Members, confidentiality, security, affordability, and reliability. If, after a notice of a meeting of the Members of the Congregation has been sent, the Executive Committee determines in good faith that a significant event, such as a catastrophe (natural or otherwise), appears likely to prevent a substantial number of Members of the Congregation from attending the meeting in person, then the Secretary of the Congregation will send a revised or supplemental notice of the meeting designating any remote or electronic means of participation and voting at the meeting allowed by the Board of Trustees pursuant to this Section, even if the revised or supplemental notice may be sent less than 30 days before the meeting.

## **Article V Officers**

### Section 1: The Officers.

- (a) The Congregation shall have nine (9) officers: a President, a Senior Vice President, a Vice President of Personnel, two (2) Vice Presidents of Committees and Volunteer Management, a Vice President of Education, a Treasurer, a Secretary, and the Immediate Past President.
- (b) Officers shall be elected at the annual meeting of the Congregation for a term of one (1) Congregational fiscal year. No Officer shall serve for more than two (2) successive terms in the same position.
- (c) Newly elected Officers shall assume office on the first day of the next succeeding fiscal year.
- (d) Each outgoing President shall automatically become the Immediate Past President of the Congregation for the same tenure as the successor President.
- (e) Any vacant Officer position (other than the President and the Immediate Past President) shall be filled by the Board of Trustees as provided in Article VI, Section 8 of these By-Laws.
- (f) No nominee for any office shall be eligible for nomination unless such nominee has served at least two years on the Board of Trustees prior to the nomination for any office.

### Article V, Section 2: Duties of the President.

- (a) The President shall chair the Executive Committee.

- (b) The President shall preside at all meetings and special meetings of the Congregation and Board of Trustees.
- (c) Except as otherwise provided in these By-Laws, the President may sign official documents.
- (d) The President shall report to the Congregation at the annual meeting regarding the status of the affairs of the Congregation.
- (e) The President shall appoint committee chairs.
- (f) The President shall appoint the co-chair who will serve together with the Vice President of Personnel on the Personnel Committee. The President shall approve all committee members on the Personnel Committee in accordance with Article XI, Section 2.
- (g) The President shall call special meetings of the Congregation as provided in Article IV, Section 2.
- (h) The President may appoint one person to the serve on the Board of Trustees for a term not to exceed one year.
- (i) The President shall perform such other duties as may be delegated by the Board of Trustees.

Section 3: Duties of the Senior Vice President. The Senior Vice President shall assist the President; shall serve as the President in the event of a vacancy or the absence of the President and perform such other duties as may be delegated by the President or Board of Trustees.

Section 4: Duties of the Vice President of Personnel. The Vice President of Personnel shall serve as a co-chair on the Personnel Committee, be responsible for ensuring the Personnel Committee performs its functions, serve as a liaison between the Personnel Committee and both the Executive Committee and Board of Trustees and perform such other duties as may be delegated by the President or Board of Trustees.

Section 5: Duties of the Vice Presidents of Committees and Volunteer Management. The two Vice President of Committees and Volunteer Management shall each act as a resource and oversee the committee and volunteer structure as delegated by the President and perform such other duties as may be delegated by the President or Board of Trustees.

Section 6: Duties of the Vice President of Education. The Vice President of

Education shall act as a resource and oversee the Becker Early Childhood Center Committee, the Helfman Religious School Committee, and the Adult Education Committee, and perform such other duties as may be delegated by the President or Board of Trustees.

Section 7: Duties of the Treasurer. The Treasurer shall chair the Budget and Finance Committee and serve as an ex-officio member of the Investment Committee. The Treasurer shall work with the Executive Director to create a well-managed budget and perform such other duties as may be delegated by the President or Board of Trustees.

Section 8: Duties of the Secretary. The Secretary shall record and maintain an accurate and complete record of all meetings of the Congregation and Board of Trustees and serve as a resource regarding communication from the Board of Trustees to the Congregation. The Secretary shall make all minutes and resolutions of the Board and Congregation open to the inspection of Officers, the Board of Trustees, or any other Member of the Congregation in Good Standing. The Secretary shall perform such other duties as may be delegated by the President or Board of Trustees.

Section 9: Duties of the Immediate Past President. The Immediate Past President shall have discrete responsibility for ongoing projects as assigned by the President and shall perform such other duties as may be delegated by the Board of Trustees.

Section 10: Check Signing Authority

- (a) All checks up to and including the amount of \$5,000 shall be signed by the Executive Director, the President or any other Officer without co-signature.
- (b) All checks in excess of \$5,000 shall be signed by any two (2) Officers.
- (c) Payment of employee compensation shall be governed by procedures adopted by the Board of Trustees.

## **Article VI ‘ Board of Trustees**

Section 1: Board of Trustees. The Board of Trustees shall consist of (i) the Officers, (ii) the Trustees who are elected by the Congregation at its Annual Meeting, (iii) certain past Presidents of the Congregation as provided in Section 4 below, (iv) the Chairs/Presidents of the Congregation Emanu El Sisterhood (“Sisterhood”) and the Brotherhood of Congregation Emanu El (“Brotherhood”) and a designated representative of the Congregation’s youth program and (v) such additional Trustees as expressly provided below in these By-Laws.

Section 2: Trustees. The Board of Trustees will include twenty-four (24) elected Trustees who shall be elected at the Annual Meeting of the Congregation as provided in Article VIII of these By-Laws; provided, however, no Trustee’s term shall be reduced while serving as a member of the Board of Trustees. (Note: As

provided in Article VIII, Section 12, during the first years following the adoption of these revised By-Laws, the total number of elected Trustees may exceed twenty-four (24)). Of the 24 Trustees, three shall be elected to one-year terms. The remaining twenty-one shall be elected to serve three-year terms. The terms of the twenty-one (21) Trustees elected to three-year terms shall be staggered, so that seven such positions shall be elected each year. The Board of Trustees may also include one Trustee appointed by the President for a term not to exceed one year.

Section 3: Term Limits for Elected Trustees. No person may serve as an elected Trustee for more than a total of seven (7) consecutive years.

Section 4: Past Presidents. Each past President of the Congregation whose term(s) of office as President commenced prior to January 1, 1991, shall be a member of the Board of Trustees with the right to vote until his or her death or resignation. Each past President whose first term of office as President commenced on or after January 1, 1991, but prior to May 1, 2017, shall be a member of the Board of Trustees with the right to vote only for a period of seven (7) years commencing upon termination of such person's last term of office as President. From and after May 1, 2018, each past President whose first term of office as President commenced on or after May 1, 2018 shall be a member of the Board of Trustees with the right to vote only while such person is the Immediate Past President.

Section 5: Auxiliary Leaders. The Chairs/Presidents of Brotherhood and Sisterhood, and a designated teen representative of the Congregation's youth program shall be Trustees with the right to vote.

Section 6: Honorary Trustees. Each Member of the Congregation who is an officer or board member of the Union for Reform Judaism and each past President whose right to vote has expired under Section 4 above, will be an Honorary Trustee. An Honorary Trustee will have all the rights and privileges of a Trustee except that an Honorary Trustee shall not have the right to vote. Nothing in these By-Laws shall prevent an Honorary Trustee from being elected as an Officer or Trustee, or from serving as an appointed Trustee under Section 8 this Article.

Section 7: Board Meetings.

- (a) The Board of Trustees shall meet regularly, but in no event shall the Board meet less than eight (8) times a year.
- (b) The President may, at any time, call a special meeting of the Board of Trustees with 48 hours written notice.
- (c) The President shall call a special meeting of the Board within fifteen (15) days of receiving a written request stating the purpose of such meeting signed by not less than four (4) members of the Board of Trustees.
- (d) Fifty-one percent (51%) of the number of members of the Board of Trustees (other than the Past Presidents specified in Section 4) then entitled to vote

shall constitute the minimum number of Trustees necessary for a quorum at all meetings of the Board of Trustees.

- (e) Any Trustee absent from three (3) meetings in a twelve (12) month period without justifiable cause, acceptable to the Executive Committee, may, by the vote of the Board of Trustees, be suspended from membership on the Board of Trustees, and such position shall be deemed vacant.
- (f) At the request of any member of the Board of Trustees, any matter requiring a vote shall be taken by record, roll call vote at the Board of Trustees meeting.
- (g) If the President of the Congregation approves such means, the Board of Trustees may hold meetings by telephonic, virtual, or electronic means (including meetings where some members of the Board of Trustees physically attend and others attend through telephonic, virtual, or other electronic means) if all members of the Board of Trustees in attendance have a copy of the meeting materials and are able to communicate with one another through visual, written, audio, or other means.

Section 8: Vacancies. The Board of Trustees shall fill any vacant Officer position with an eligible Member of the Congregation (except for the President, whose office shall be filled by the Senior Vice President as provided for in Article V, Section 3, and the Immediate Past President position) by the affirmative vote of the majority of the Trustees in attendance at a meeting of the Board of Trustees at which a quorum is present. Any vacant elected Trustee position shall be filled with an eligible Member of the Congregation by the affirmative vote of the majority of the Trustees in attendance at a meeting of the Board of Trustees at which a quorum is present. An Officer or Trustee elected by the Board of Trustees to fill a vacancy is elected until the next Annual Meeting of the Congregation.

Section 9: Management of Congregation Affairs. The Board of Trustees shall have the general management of the affairs, funds, records, and property of the Congregation. It shall establish policies, guidelines and direction with respect to matters within its management and control. The Board, or its designees, shall act on all matters of policy. The Board shall annually appoint an independent auditor to conduct an annual audit of the Congregation's financial statements.

Section 10: Monetary Policies. The Board of Trustees shall designate the depositories for deposit of the Congregation's funds and, subject to Article V, Section 10, shall also designate signatories on such accounts. It may authorize the Congregation to borrow money for Congregational purposes and to pledge for payment thereof the Congregation's assets other than funds of the Congregation that are donor-restricted to purposes other than the purpose of the loan. The Board of Trustees, by resolution, shall have the right to borrow for any Congregation purpose, from the Building Funds, without interest.

Section 11: Matters Reserved to Members. The Members of the Congregation hereby reserve the right to approve and/or authorize the actions specified below in this Section 11. The Board of Trustees shall consider such actions when

appropriate and may make a recommendation to the Congregation. The reserved actions to be considered and voted upon at a regular or special meeting of the Members of the Congregation are:

- (a) Appointment and employment of the Senior Rabbi pursuant to Article IX;
- (b) Approval of the annual budget;
- (c) Election of Trustees and Officers of the Congregation, save as provided in Section 8 of this Article;
- (d) Approval of all material and/or fundamental changes in the mode or form of worship; and
- (e) Such other matters as may be referred to the Congregation by the Board of Trustees.

Section 12: Trustee Expectations. Members of the Board of Trustees are expected to attend Board Meetings and Congregational Meetings, fulfill their fiduciary responsibility for the Congregation, and hold sensitive information (especially as to personnel) in confidence.

## **Article VII Executive Committee**

Section 1: Executive Committee Membership. The Congregation shall have an Executive Committee, which consists of the Officers of the Congregation. The President chairs the Executive Committee.

Section 2: Powers. The Executive Committee is bound by the policies of the Congregation and the votes of the Board of Trustees at a meeting of the Board of Trustees at which a quorum is present. The Executive Committee shall advise the President regarding the agenda for regular meetings of the Board of Trustees and regarding any other matters that are brought before the Executive Committee. Subject to these Bylaws, if an emergency or urgent situation arises for which the Board of Trustees would otherwise make a decision or take an action, but such decision must be made or such action must be taken before a meeting of the Board of Trustees is possible or practical, the Executive Committee may, on behalf of the Board of Trustees, make such decision or take such action, but at the next meeting of the Board of Trustees, the Executive Committee shall notify the Board of Trustees of the nature of the situation, of the reason for its urgency, and of the action taken or decision made.

Section 3: Delegation. Except as otherwise provided in these Bylaws, the Board of Trustees may delegate to the Executive Committee its authority to make decisions and act in the following situations:

- (a) when the Congregation is negotiating with contractors, staff, and other vendors, including when a member of the Board of Trustees has a financial

- or other conflict of interest in the matter being negotiated;
- (b) when a sensitive or especially private matter arises with a Member of the Congregation, with a staff member of the Congregation, or in the community at large; or
  - (c) when a time-sensitive matter arises in the regular business of the Congregation.

Section 4: Meetings. The Executive Committee may meet at regular intervals and shall meet at the discretion of the President at other times with reasonable notice. A majority of the members of the Executive Committee constitute a quorum. The Executive Committee may hold meetings by telephonic or electronic means (including meetings where some members of the Executive Committee physically attend, and others attend through telephonic, virtual, or other electronic means) if all Executive Committee members in attendance have a copy of the meeting materials and are able to communicate with one another through visual, written, audio, or other means.

## **Article VIII Nominations and Election**

Section 1. Nominations and Leadership Development Committee. The Nominating and Leadership Development Committee shall make nominations of Officers and Trustees. The President shall appoint the members of the Committee with the approval of the Board of Trustees. The Nominating and Leadership Development Committee shall consist of up to twelve members, only 25% of whom may be members of the Board of Trustees. No member of the Nominating and Leadership Development Committee shall be nominated as an Officer or Trustee. The President shall appoint someone other than himself or herself as the Chairperson of the Nominating and Leadership Development Committee.

Section 2. Nominations for Officers and Trustees. The Nominating and Leadership Development Committee shall nominate one candidate for each position to be filled. The Nominating and Leadership Development Committee shall provide in person, by mail or by verifiable electronic means a slate of candidates to the Board of Trustees not less than forty- five (45) days prior to the date of the Annual Meeting. At least twenty (20) days prior to the Annual Meeting, a Member of the Congregation may nominate himself or herself or any other eligible Member of the Congregation for election as a member of the Board of Trustees or as an Officer of the Congregation. With respect to any such nominee, the Congregation shall provide its Members in Good Standing reasonable notice of his or her nomination. Any nominated person must provide written confirmation to the President that he or she is eligible under these Bylaws and is willing to serve in the position for which he or she has been nominated.

Section 3. Notice of Slate. Selections of the Nominating and Leadership Development Committee shall be reported by mail or verifiable electronic means to all Members of the Congregation at least thirty (30) days prior to the annual meeting.

Section 4. Eligibility to be a Trustee. A Person nominated to serve as a Trustee must meet the following requirements:

- (a) such person shall be a Jewish Member in Good Standing of the Congregation and shall have been a Member of the Congregation for at least three (3) consecutive years prior to the Annual Meeting date; and
- (b) such person shall have served for at least one (1) year prior to the Annual Meeting date:
  - (i) on one of the Committees or task forces of the Congregation; or
  - (ii) as a member of the Board of Brotherhood, Sisterhood or Parent-Teachers Association.

Section 5. Eligibility to be an Officer. A person nominated to serve as an Officer must meet the following requirements:

- (a) such person shall be a Jewish Member in Good Standing of the Congregation and shall have been a Member of the Congregation for at least five (5) consecutive years prior to the Annual Meeting date; and
- (b) such person shall have served on the Board of Trustees for at least two (2) consecutive years prior to the Annual Meeting Date (not necessarily the two years immediately prior to said date).

Section 6. Election of Officers. Officer positions, for which only one (1) person has been nominated, may be elected by acclamation of the Members at the Annual Meeting. Officer positions for which two (2) or more persons have been nominated shall be elected by secret ballot. The election process, as provided in Section 11 of this Article, will continue until one (1) person has received a majority of the votes cast. In the event of a tie, the election will be decided by the drawing of lots.

Section 7. Election of Trustees. In the case of election of Trustees, if only one (1) person is nominated for a Trustee position, then such person may be elected by acclamation of the Members at the Annual Meeting. If more than one (1) person is nominated for a Trustee position, then the Trustee for such position will be elected by secret ballot, as provided in Section 11 of this Article. In the event of a tie, the election will be decided by the drawing of lots.

Section 8. Elections Generally. Elections at the Annual Meeting of the Members

shall include elections of all Officers, all new Trustees to be elected, and all other elected Trustees whose office is vacant.

Section 9. Member Votes. Each Member in Good Standing of the Congregation is entitled to one (1) vote on each matter submitted to a vote of the Congregation's Members. A Member may vote in person or remotely/electronically, as may be permitted pursuant to Article V, Section 6 of these By-Laws.

Section 10. No Floor Nominations. All nominations for Officers and Trustees shall be made in accordance with Section 2 of this Article.

Section 11. Order of Voting. In each election described in this Article, each Member shall be entitled to cast one (1) vote each for up to as many different nominees as there are positions to be filled, except for the election of Vice Presidents, cumulative voting is not permitted. Officers and Trustees shall be elected at the Annual Meeting as follows:

- (a) First in order of election shall be the President, who shall be elected by a majority vote. If no candidate receives a majority of the votes on the first ballot cast, a run-off election shall be conducted between the two candidates receiving the highest number of votes.
- (b) Second in order of election shall be the Senior Vice President, who shall be elected by a majority vote. If no candidate receives a majority of the votes on the first ballot cast, a run-off election shall be conducted between the two candidates receiving the highest number of votes.
- (c) Third in order of election shall be the Vice President-Personnel, who shall be elected by majority vote. If no candidate receives a majority of the votes on the first ballot cast, a run-off election shall be conducted between the two candidates receiving the highest number of votes.
- (d) Fourth in order of election shall be the Vice-President-Education, who shall be elected by a majority vote. If no candidate receives a majority of the votes on the first ballot cast, a run-off election shall be conducted between the two candidates receiving the highest number of votes.
- (e) Fifth in order of election shall be the two (2) Vice-Presidents-Committees and Volunteers, who shall be elected by plurality vote. From those nominated, the two (2) persons receiving the highest number of votes shall be elected. To be valid in this Vice-President election, a ballot must contain votes for two different nominees.
- (f) Sixth in order of election shall be the Treasurer, who shall be elected by a majority vote. If no candidate receives a majority of the votes on the first ballot cast, a run-off election shall be conducted between the two candidates receiving the highest number of votes.
- (g) Seventh in order of election shall be the Secretary, who shall be elected by a

majority vote. If no candidate receives a majority of the votes on the first ballot cast, a run-off election shall be conducted between the two candidates receiving the highest number of votes.

- (h) Eighth in order of election shall be seven (7) Trustees for a three-year term. From those nominated, the seven (7) receiving the highest number of votes shall be elected.
- (i) Ninth in order of election shall be such number, if any, needed to fill the unexpired term of any vacant Trustee position of a Trustee who had been elected under Section 6 (h) under these By-Laws (whether for two or one year of the unexpired term). The unexpired term of any vacant Trustee who was elected under the prior By-Laws shall not be filled. From those nominated, the number receiving the highest number of votes shall be elected.
- (j) Tenth in order of election shall be the three Trustees elected to one-year terms. From those nominated, the three (3) receiving the highest number of votes shall be elected.
- (k) Last in order of election shall be the number of elected Trustees needed, taking into account those Trustees elected under these By-Laws (whether the Trustee is elected to a new three year term under Section 6(h), or such Trustee is serving a continuing term by being elected in a prior election under Section 6(h), or such Trustee is elected to fill an unexpired term under Section 6(i)) to bring the total Trustees elected under these By-Laws to twenty-four (24). Such Trustees shall serve for a one (1) year term. From those nominated, those receiving the highest number of votes shall be elected.

Section 12. Transition of Board Size. During the first years following the adoption of these revised By-Laws, when the total number of elected Trustees is being transitioned from thirty (as provided in the prior By-Laws) to twenty-four (as provided in these By- Laws), the term of any Trustee elected prior to the date of adoption of these revised By-Laws shall not be reduced by reason of the adoption of these revised By-Laws.

## **Article IX Clergy**

Section 1: Clergy. The Congregation shall employ a Senior Rabbi, and such Associate Rabbi(s), Assistant Rabbi(s), a Cantor and/or other clergy, including a Rabbi Emeritus (if any) (together and individually the "**Clergy**") as the Board of Trustees, in consultation with the Senior Rabbi, may determine from time to time.

Section 2: Employment. The Congregation, acting by and through the Board of Trustees, shall employ all Clergy of the Congregation, with the exception of the initial appointment of the Senior Rabbi, which shall be accomplished as set forth in Section 3 of this Article. The terms and conditions of employment of the Senior Rabbi shall be defined in a written employment agreement between the Senior Rabbi and the Congregation. The employment of other members of the Clergy

shall not require a written employment agreement. Each employment agreement shall include typical termination provisions including termination “for cause” and “not for cause” to be defined in each such agreement. During the term of any employment agreement, the termination of a Clergy “for cause” or “not for cause” shall be made by the Board of Trustees (the Board of Trustees should first consult with the Senior Rabbi with respect to Clergy other than the Senior Rabbi). The Board of Trustees shall promptly advise the Members of the Congregation of any termination.

Section 3: Senior Rabbi.

- (a) With respect to the initial appointment of a Senior Rabbi, such person shall be nominated by a minimum two-thirds (2/3) secret ballot vote of all of the members the Board of Trustees and appointed by a minimum two-thirds (2/3) secret ballot vote of the Members of the Congregation in Good Standing who are present at an Annual or Special Meeting called for that purpose. The length of such initial appointment shall be as approved by said votes.
- (b) With respect to the employment of the Senior Rabbi following the expiration of his/her initial appointment term, as described in Subsection 3(a) of this Article, the following procedure shall be followed. First, the Board of Trustees shall hear a recommendation from the Personnel Committee. Second, the Board shall carefully consider and discuss the recommendation. Finally, the Board of Trustees shall vote. The Board of Trustees by a minimum two-thirds (2/3) secret ballot vote of all of the members the Board of Trustees shall have the right and power to renew/extend such employment agreement on such terms and conditions as determined by said vote. If the motion for renewal/extension does not receive such minimum Board vote, the Senior Rabbi’s employment shall be deemed terminated as of the expiration of his/her current contract. In either event, the Board of Trustees shall promptly notify the Members of the Congregation. The Board, in the Board’s discretion, may reconsider this decision at any time and must reconsidered the decision if so instructed by a vote of the Members as provided in Subsection 3(c) below. At any Board reconsideration, a renewal/extension shall still require the previously mentioned minimum two-thirds (2/3) secret ballot vote of all of the members the Board of Trustees. No new employment contract with the Senior Rabbi may be signed until the Congregation is given the notice set out in Subsection 3(c) of this Article and an opportunity to ask the Board to reconsider its decision.
- (c) With respect to either a “not for cause” termination, or the renewal/extension (or not), of the Senior Rabbi’s contract, the Members of the Congregation have the right to require that the Board of Trustees reconsider its decision in the following manner. Any Member of the Congregation, in Good Standing, may submit a proposed request that the Board reconsider said decision within thirty (30) days following the date of notification of said decision, by filing a petition with the Secretary of the Congregation, signed by not less than two hundred (200) Members of the Congregation in Good Standing. Upon receipt of such petition the President shall call a Special Meeting of the Members of the Congregation to be held within thirty (30) days. The Congregation shall

give no less than fifteen (15) days written notice of such Special Meeting to all Members of the Congregation. At the Special Meeting, a minimum two-thirds (2/3) secret ballot vote of the Members in Good Standing who are present at said Special Meeting will require that the Board promptly reconsider its decision. This provision shall not apply to the outcome following the Board's reconsideration of such matter.

Section 4: Ceremonies. One or more Clergy shall perform all reasonable and appropriate religious ceremonies pertaining to each Clergy's office which is held at the Congregation's facilities or at another reasonably convenient and appropriate location. When requested by a Member of the Congregation or a Member's family, and subject to reasonable scheduling, one or more Clergy shall officiate at the funeral of a Member of the Congregation or such Member's immediate family which is held at the Congregation's facilities or at another reasonably convenient and appropriate location.

Section 5: Records. Each Clergy shall create and maintain a written record of births, namings, marriages, deaths, conversions, and other life cycle events performed by such Clergy, which records shall be the permanent property of the Congregation.

Section 6: Senior Rabbi Discretion. The duties of the Clergy shall be divided in a manner as determined by the Senior Rabbi and satisfactory to the Board of Trustees.

## **Article X Professional Staff**

The Congregation shall employ an Executive Director and such other senior and professional staff as the Board of Trustees may determine from time to time.

## **Article XI Committees**

Section 1: General Policies. The standing committees are listed in this Article. New standing committees may be formed by either the Board of Trustees or by amendment to these By-Laws. Sub-committees and task forces may be created as needed. Every standing committee, subcommittee and task force shall have a description and stated purpose. Chairpersons of all standing committees shall be Jewish Members in Good Standing and shall be appointed by the President, unless otherwise specified. All committee members shall be Members of the Congregation in Good Standing. All standing committee shall have 7 – 10 members unless otherwise expressly provided. Unless otherwise expressly provided, the Chair of a committee shall serve in that position no more than five consecutive years. All standing committees are required to carry out the charge of the Board of Trustees. Standing committee chairpersons must have served on that particular committee prior to becoming a chairperson. Every standing committee is required to provide written reports/minutes to its Board/Executive Committee liaison. Every standing committee must have either an Executive

Committee member or member of the Board of Trustees serving as liaison. The provisions of this Article do not apply to the Executive Committee, whose membership and duties are addressed in Article VII of these By-Laws.

Section 2: The Personnel Committee.

- (a) This Committee shall consist of eight (8) members: two (2) co-chairs, and six (6) members. Its purpose is to manage personnel matters as directed by the President or Board of Trustees, or as requested by the Senior Rabbi; conduct annual reviews of the Senior Rabbi and Executive Director; and carry out any other charges directed by the President of the Congregation or Board of Trustees.
- (b) One co-chair shall be the Board of Trustees Vice President of Personnel; the President of the Board of Trustees shall appoint the other co-chair. The co-chairs shall appoint the remaining six (6) members, with the approval of the President of the Board of Trustees. Terms shall be staggered so that as three members term out and are replaced, three other members remain. Any vacancies on the Personnel Committee shall be replaced by the President of the Board of Trustees.
- (c) Each member of the Personnel Committee shall serve a three (3) year term and can serve up to two (2) terms.
- (d) As a co-chair of the Personnel Committee, the Vice President of Personnel shall be limited in the length of his/her term by the term limits dictated for the Executive Committee. The other co-chair shall serve his/her full time.
- (e) The Personnel Committee shall keep the President and Executive Committee informed of any issues that may result in disciplinary or legal action.

Section 3: The Budget and Finance Committee. The Treasurer of the Congregation shall chair this committee. The Executive Director shall serve as an ex-officio member without a vote. The purpose of the Budget and Finance Committee is to create and recommend the annual budget, including setting any minimum dues requirement. The Committee's proposed budget shall be approved by the Board of Trustees and then submitted to the Congregation at the Annual Meeting. The Committee shall also manage the Development and Insurance Task Forces, if they exist, and carry out any other charges directed by the President of the Congregation or Board of Trustees.

Section 4: The Investment Committee. This committee shall establish investment policies for the funds of the Congregation which shall be approved by the Board of Trustees. The Committee shall also authorize the investment of such fund balances and monitor the implementation of the policies and performance of the investments. The Committee shall report to the Board of Trustees the status of the Congregation's various investment assets on a quarterly basis and carry out any other charges directed by the President of the Congregation or Board of Trustees. One of the members of the Committee shall be the Treasurer of the Congregation and the Executive Director shall serve as an ex-officio member

without a vote.

Section 5: The Audit Committee. The Audit Committee shall strive to consist of three (3) to five (5) members, at least one (1) of whom shall be an accountant. Neither the Treasurer of the Congregation nor the Executive Director shall serve as members of the Audit Committee. No member may serve on the Committee longer than 5 consecutive years. The purpose of the Audit Committee is to ensure an appropriate audit is carried out of all the Congregation's finances. In this regard, the Audit Committee shall participate in setting the Congregation's internal controls for important financial and operating topics, oversee development of audit-related policies and the implementation of any changes, meet with the auditor in advance of the annual audit to discuss the audit plan, review the results of the audit and report those results to the Board of Trustees. The Audit Committee shall recommend an auditor to the Board of Trustees for approval and act as a point of contact for reporting any financial whistle-blowing issues, and, if necessary, initiate special investigations. The Committee shall also carry out any other charges directed by the President of the Congregation or Board of Trustees.

Section 6: The Facility, Grounds and Security Committee. This Committee is responsible for oversight of the Congregation's physical facilities, including art, archives, and the library, and ensuring the Congregation's buildings and properties are secure, in good operation and repair, and in safe condition. The Committee shall also carry out any other charges directed by the President of the Congregation or Board of Trustees. One member of the Committee shall also be a member of the Board of Trustees and it is strongly recommended that at least two of the ten members have expertise in architecture, art, construction, security and/or landscaping.

Section 7: The Social Action Committee. This Committee shall be unlimited in its number of members. The purpose of the Committee shall be to select and, after Board approval, implement social action projects for the Congregation, and to oversee the social action activities of the Congregation. The Committee may be structured to include subcommittees and discrete task forces, which may manage ongoing social action projects throughout the year. The Committee shall also carry out any other charges directed by the President of the Congregation or Board of Trustees.

Section 8: The Membership Committee. This committee shall be responsible for promoting new membership and retention, creating a welcoming atmosphere in the synagogue, encouraging and enhancing our member's engagement with the congregation and its programs, and facilitating relationships among members. The Committee shall also carry out any other charges directed by the President of the Congregation or Board of Trustees.

Section 9: The Becker Early Childhood Center Committee. This Committee shall be responsible for setting goals for the Center, monitoring the Center's accomplishments, serving as a resource for the Center's Director, overseeing the Parent Teacher Organization and helping to integrate the Becker community

within the broader Emanu El community. The Committee shall report periodically to the Board and shall also carry out any other charges directed by the President of the Congregation or Board of Trustees. The Becker Education Director and one rabbi designated by the Senior Rabbi shall serve as an ex-officio member of the Committee without a vote.

Section 10: The Helfman Religious School Committee. This Committee shall be responsible for setting goals for the School, monitoring the School's accomplishments, serving as a resource for the School's Director, overseeing the Parent Teacher Organization and helping to integrate the Helfman community within the broader Emanu El community. The Committee shall report periodically to the Board and shall also carry out any other charges directed by the President of the Congregation or Board of Trustees. The Director of the Helfman Religious School and one rabbi designated by the Senior Rabbi shall serve as an ex-officio member of the Committee without a vote

Section 11: The Adult Education Committee. This Committee shall be unlimited in number of members. One (1) member shall be a member of the Board of Trustees with direct responsibility to report to the Board regarding the work of the Committee. The purpose of the Committee is to develop and promote educational programming for adults. In doing so the committee shall work in partnership with the clergy. The committee shall also carry out any other charges assigned to it by the President of the Congregation or Board of Trustees.

Section 12: The Ritual and Music Committee. The Ritual and Music Committee shall be co-chaired by the Senior Rabbi, who shall have a vote on this Committee, and a lay member of the Congregation appointed by the President. One (1) member of the Committee shall be a member of the Board of Trustees. The committee shall have up to eleven (11) other members. Members of the clergy may serve as ex-officio members of the committee without a vote. The purpose of the Ritual and Music Committee shall be to oversee the form of worship followed, and the music performed, at the Congregation, solicit and bring forth ideas from the Congregation regarding the ritual and music policies and practices at Emanu El, serve as a sounding board for the clergy and provide feedback to the Personnel Committee when it conducts evaluations of the clergy. The Committee shall recommend ritual policy and music changes to the Board of Trustees, which shall have ultimate responsibility for approving any changes to the Congregation's ritual practices, save as reserved to the Congregation in Article VI, Section 11. The committee shall also carry out any other charges assigned to it by the President of the Congregation or Board of Trustees.

Section 13: The Cemetery Committee. This Committee shall consist of at least 7 members. One (1) member shall also be a member of the Board of Trustees. The Executive Director shall serve as an ex-officio member without a vote. The Cemetery Committee shall carry out the charge of the Board of Trustees and shall have the power and authority specified in Article XII of these By-Laws, including recommending cemetery policies and procedures, oversight of the maintenance and development of the cemetery and promoting cemetery services. The committee shall also carry out any other charges assigned to it by

the President of the Congregation or Board of Trustees.

Section 14: The Nomination and Leadership Development Committee. This Committee shall identify potential leaders of the Congregation and design a program to recruit, train and develop leaders. The Committee shall find opportunities for potential leaders to gain experience within Emanu El. The Committee shall also nominate appropriate persons to serve as officers and members of the Board of Trustees of the Congregation, in accordance with Article VIII of these By-Laws. At the President's discretion the committee may consist of up to twelve (12) members. The Senior Rabbi shall serve as an ex-officio member without a vote. At least one (1) member, but not more than 25% of the committee, shall be members of the Board of Trustees. The committee shall also carry out any other charges assigned to it by the President of the Congregation or Board of Trustees.

Section 15: The Israel Committee. This Committee shall promote our founders' love of the State of Israel, work to strengthen the bonds between Israel and Diaspora Jewry, enhance US-Israeli relations and educate members of the Congregation to become dedicated advocates of the State of Israel. The Committee shall develop Israel related programming and provide oversight of the Shirley Barish Memorial Israel Experience for the teenagers of the Congregation. The Committee shall also carry out all charges given it by either the President or Board of Trustees.

## **Article XII Cemetery**

Section 1: Ownership. The Congregation may own land for use as a cemetery.

Section 2: Name. The cemetery, known as **Emanu El Memorial Park**, located at 8341 Bissonnet, Houston, Texas ("**EEMP**"), shall be owned exclusively by the Congregation, and no portion thereof shall ever be sold, given or leased to any person or association whereby the Congregation would lose complete control of interment therein. Legal title to the cemetery shall at all times be vested in the Congregation, subject only to such rights of interment as may be granted by the Congregation.

Section 3: Management. The management of the cemetery is delegated to the Cemetery Committee, whose rules, regulations and policies are subject to the approval of the Board. The Cemetery Committee shall promulgate rules and regulations for interment and burial, the operation of the cemetery, set charges for burial space, issue permits for burial, and arrange for maintenance and perpetual care, establish regulations for the landscaping of plots and other spaces in the cemetery and for headstones. All activities that are subject to the control or supervision of the cemetery shall comply with any applicable law.

Section 4: Restriction on Use of Profits. All benefits and profits accruing from the cemetery shall be restricted to the use of improvements, care and maintenance of the cemetery;

- (a) Care for special cases;
- (b) Reduction of cemetery costs to Members; and
- (c) Creation of a Perpetual Care Fund to be funded and used as provided in Section 5 below.
- (d) Profits from the cemetery shall not be used to defray general operating expenses of the Congregation, however profits from the cemetery may be used to reimburse the Congregation for that portion of the Congregation's paid administrative staff which is used for cemetery purposes.

Section 5: Perpetual Care Fund. Since EEMP's inception in 1945, 20% of the sales price of plots has been dedicated to a Perpetual Care Fund ("**PCF**"). The Board of Trustees reserves the right to change such percentage as it deems prudent. The PCF shall be held in an investment account managed by the Investment Committee. The primary purpose for the funding and maintenance of the PCF is to provide assurance that in the long-term future EEMP will have the resources to be maintained and operated even if the Congregation is not an available resource. Additionally, the PCF may be used for keeping EEMP as a viable ongoing cemetery.

Section 6. Improvements. On an ongoing basis EEMP may need to make improvements that could include capital improvements such as roads, paths, structures, infrastructure, and other improvements to maintain the long-term viability, beauty and operation for EEMP. When the Cemetery Committee determines that capital or long-term improvements should be made to EEMP, the Cemetery Committee shall make a recommendation to the Board of Trustees for approval, which recommendation will include methods and sources of funding for such improvements. The priority for funding of improvements to the cemetery will be as follows:

- (a) Funds from annual operating budget from plot sales
- (b) Special or dedicated gifts or fund-raising campaign for the benefit of EEMP. Subject to the limit in subsection (e) below, borrowing from the PCF, with the requirement that any borrowed funds from the PCF will be repaid to the PCF over a reasonable term, together with reasonable prevailing interest.
- (c) At such time when the PCF eventually achieves sufficient size ("**Stabilization**") that the income from the PCF is sufficient to provide the needed operation and maintenance of EEMP, any surplus funds in the PCF may be used for improvements (without being borrowed).
- (d) In the event borrowing from the PCF is needed for improvements at EEMP, the maximum outstanding borrowed amount at any point in time from the PCF is limited to 50% of the available investment income, but in no event may corpus be utilized until the PCF has achieved Stabilization. Sources of funding for repayment of monies borrowed from the PCF shall be: Continued

solicitation of donations and gifts which are dedicated to improvements at EEMP, and profits from EEMP's operations.

- (e) In the event borrowing from the PCF is needed for improvements at EEMP, the maximum outstanding borrowed amount at any point in time from the PCF is limited to 50% of the available investment income, but in no event may the corpus be utilized until the PCF has achieved stabilization. Sources of funding for repayment of monies borrowed from the PCF shall be: continued solicitation of donations and gifts dedicated to improvements at EEMP and profits from EEMP's operations.

### **Article XIII Contracts and Legal Documents in General**

Except as otherwise provided in these Bylaws, no material deed, contract, or other legal document obligating the Congregation may be executed unless the Board of Trustees approves such instrument. Nothing in this Article, however, prohibits the Board of Trustees from granting a particular Officer, agent, or employee limited discretion to approve an instrument. Unless the Board of Trustees authorizes other Officers, employees, or agents to sign on behalf of the Congregation, the President shall sign all instruments on behalf of the Congregation.

### **Article XIV Fiscal Year**

The fiscal year of the Congregation shall begin on the first day of May of each calendar year, and end on the 30th day of April of the following calendar year.

### **Article XV Amendments**

Section 1: Amendments. These By-Laws may be amended at any Annual Meeting or at a Special Meeting of the Members of the Congregation called for that specific purpose, when such amendment is passed by two-thirds (2/3) of those Members present and entitled to vote. Such proposed amendment(s) shall be included in the notice of any such meeting, which notice shall be mailed to each Member at least thirty (30) days prior to the date of such meeting. In addition, the proposed amendment(s) and meeting notice shall be sent via email to each Member who has generally requested email communication from the Congregation, and such proposed amendment(s) and meeting notice shall be posted on the Member portal of the Congregation's website.

Section 2: Initiation of Amendments. Proposed Amendment(s) to these By-Laws may be initiated by any one of the following methods:

- (a) The Board of Trustees by a majority vote may submit such amendment(s) as it deems advisable;

- (b) Any Member of the Congregation, in good standing, may submit a copy of proposed amendments to the Board of Trustees for its consideration;
- (c) Any Member of the Congregation, in good standing, may submit a proposed amendment by filing a petition requesting the submission thereof, signed by not less than seventy-five (75) Members of the Congregation in good standing. Such petition must be filed with the Secretary of the Congregation at least sixty (60) days prior to the date of the Annual Meeting of the Congregation.

## **Article XVI Parliamentary Authority**

The rules of procedure at Congregation, Board, and Committee meetings shall be determined by Robert's Rules of Order, latest revised edition, except where these Bylaws state otherwise.

## **Article XVII Prohibited Activities**

Section 1: No Right to Distributions. The Congregation may not distribute or pay, and no Member of the Congregation may receive or realize, any earnings, gain, return, or pecuniary profit from the assets or operations of the Congregation. However, the Congregation may pay to a Member a reasonable salary or other compensation for services rendered and compensation for the reasonable value at retail for goods sold to or for the Congregation in carrying out any of its tax-exempt purposes.

Section 2: Limitations on Activities. Notwithstanding any other provision of these Bylaws, no Officer, Trustee, Member, employee, or agent of the Congregation may take any action or carry on any activity by or on behalf of the Congregation not permitted to be taken or carried on by an organization exempt under section 501(c)(3) of the Internal Revenue Code (defined below), by an organization to which contributions are deductible under section 170(c)(2) of the Internal Revenue Code, or by a non-profit corporation under the Texas Business Organizations Code. Without limiting the foregoing, the Congregation may not participate or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office, or otherwise attempt to influence legislation.

Section 3: Definition. "Internal Revenue Code" means the Internal Revenue Code of 1986 (as now amended and existing, or hereafter amended or succeeded), together with all regulations thereunder, as they now exist or as they are hereafter amended.

## **Article XVIII Indemnification**

Section 1: Duty to Indemnify. To the maximum extent permitted by applicable law (including the mandatory and permissive indemnification provisions of

Chapter 8 of the Texas Business Organizations Code), the Congregation shall indemnify, defend, and hold harmless each current and former Trustee, Officer, employee, or agent against all liabilities, judgments, and reasonable expenses incurred by the person in connection with a proceeding (including a threatened proceeding) in which the person is a respondent because the person served in such capacity or held such office.

Section 2: Payment of Defense. The Congregation's duty to defend in this Article includes the payment of reasonable attorney's fees, reasonable expenses, and other reasonable costs, whether they are treated as an advancement, payment, or reimbursement.

Section 3: Non-Exclusivity of Rights. The right to indemnification and to advancement and payment of reasonable attorney's fees and other litigation expenses in this Article is not exclusive of any other right that a person has under any law, any contract, any provision of the Formation Document of the Congregation, or otherwise.

Section 4: Applicability. An indemnified person's rights in this Article:

- (a) apply whether a proceeding is decided on its merits, decided on procedural grounds, settled, compromised, voluntarily dismissed, or otherwise, whether or not fault is designated;
- (b) include the right to prohibit the Congregation from admitting fault on behalf of the indemnified person for any part of the proceedings, judgments, or liabilities, unless the indemnified person consents; and
- (c) apply if the claims or allegations in a proceeding or underlying any liabilities appear to pertain to the matters for which indemnification is provided in this Article, regardless of how groundless, defective, untrue, or legally unsound such allegations or claims appear.

Section 5: Insurance. The Congregation may purchase and maintain insurance, at its expense, to protect itself and any indemnified person against proceedings, judgments, and liabilities for which the Congregation is required to indemnify such indemnified person, whether or not under this Article.

Section 6: Repeal. The rights of an indemnified person in this Article constitute a contract between the Congregation and each indemnified person. Any repeal or modification of this Article is prospective only and does not adversely affect any limitation on the liability of a trustee of the Congregation existing at the time of such repeal or modification.

## **Article XIX Miscellaneous**

Section 1. No seats in the sanctuary or chapel shall be assigned or reserved in advance except to accommodate special needs or as a courtesy to members of the immediate family of the Clergy.

Section 2. Endowment Funds of Congregation Emanu El, Houston, Texas. The President of the Congregation shall be authorized to appoint the Congregation Emanu El Directors for the Foundation and to designate which member of the board of directors of the Foundation shall serve as the President of the Board of Directors of the Foundation.

Section 3. Auxiliary Associations. Associations, auxiliary to the Temple, may be formed and, upon their organization, full details of their scope shall be imparted to the Board of Trustees in writing. Said organizations and their activities shall thereafter be at all times subject to such restrictions and control as the Board of Trustees may determine to execute.