

BYLAWS OF TEMPLE B'RITH SHALOM

Article I - Name

This corporation (hereinafter referred to as the Congregation or the Temple) B'rith Shalom, Inc., located in Prescott, Arizona, and organized as a non-profit, may operate its religious affairs under the assumed name of "Temple B'rith Shalom." B'rith Shalom, Inc. shall comply with all laws, rules and regulations as may be required to maintain its' non-profit status.

Article II - Purpose of the Congregation

The Congregation is organized with the purpose of providing a means for the study, practice, and support of Judaism for adults and children in the community

Article III – Membership

Section 1. Membership is open to anyone of the Jewish faith. Any family of at least one Jewish spouse or any household with at least one Jewish person may apply for membership.

Membership in the Congregation shall consist of persons in good financial standing who support the purpose of the Congregation. A Congregation membership unit shall consist of single adults, couples and families with their dependent children. If a non-Jewish member is part of a family membership, death, divorce or other termination of the family relationship will not result in termination of the non-Jewish member's right to remain a member of the Temple.

Section 2. The Board of Directors may establish additional membership categories, with provisions, as it shall deem advisable.

Section 3. Each membership unit is entitled to one vote; half votes are permitted.

Section 4. At the Annual Meeting, or any Special Congregational Meeting, a member may vote in person, electronically or by absentee ballot if received three days prior to the meeting. This electronic or absentee ballot can be revocable prior to the voting.

Section 5. Members of the Congregation shall pay the annual pledge of contributions to the Congregation as determined by the schedule authorized by the Board of Directors each year.

Section 6. Members of the Congregation may become subject to special assessments levied by the Board of Directors. These assessments shall become effective upon approval by two thirds (2/3) of the members voting at an Annual or Special Meeting of the Congregation, provided that the notice of such meeting shall contain a statement advising of the proposed assessment.

Section 7. Members may request their financial obligations be modified because of financial hardship. The President shall be responsible for decisions related to modifying financial requirements of a member. All such modifications shall be kept in confidence.

Article IV – Meetings

Section 1. Annual and Special Meetings of the Congregation shall require a quorum consisting of twenty-five percent (25%) of members in good standing attending in person or electronically. Votes may be made in person, written or electronically, or by absentee ballot received three days prior to the meeting. Non-members may be invited by the President and/or Board for informational purposes only.

Section 2. At the Annual Meeting of the Congregation, reports shall be submitted by the President and such other officers and committee officials as may be requested to do so by the Board of Directors. A budget for the coming fiscal year shall be approved or amended by majority vote and such officers and Board members as necessary shall be elected. Every member of the Congregation shall receive written or electronic notice at least fifteen (15) days prior to the Annual Meeting.

Section 3. Special Meetings of the Congregation may be called by the President or shall be called at the request of a majority of the Board of Directors, or on written application of ten percent (10%) of the membership. The call for a special meeting shall set forth the purpose of the meeting, and written notice thereof shall be given electronically or by mail to each member at least five (5) days prior to the meeting. No business shall be transacted at such meeting other than that specified in the call.

Section 4. All meetings, whether Annual, Special or Board of Directors, shall be conducted in accordance with the most recently revised edition of “Robert’s Rules of Order.”

Article V - Religious School

Section 1. A religious school for the children shall be an integral part of the Congregation.

Section 2. Enrollment in religious school shall be open to members only. The Board shall set all fee schedules and review them annually.

Article VI – Officers

Section 1. The officers of this organization shall consist of a President, Vice President, Secretary and Treasurer.

Section 2. The board may determine it is in the best interests of the congregation to add additional officer positions, specifically Second Vice President and/or Assistant Treasurer.

Section 3: The President and Vice President must have been a member in good standing of the Congregation for a minimum of two years prior to the election and served as a member of the Board of Directors for at least a year prior to election as President or Vice President. All other officers and at-large board members must have been members in good standing of the Congregation for at least one year prior to election.

Section 4. The duties of the PRESIDENT shall be:

1. To act as chair of all congregational and board meetings. The President, in consultation with the Executive Committee of the Board, shall appoint chairs of all Standing Committees and Ad Hoc Committees (see Article X, Section 1).
2. To call Special Meetings and to sign all legal documents. The President shall be an ex-officio member of all committees with the exception of the Nominating Committee.
3. To be custodian of all official documents except as noted elsewhere in these bylaws. The records shall be housed in the Temple.
4. To perform such other duties as are incident to the office.
5. The President shall not vote on any matter before the Board of Directors except in the case of a deadlocked vote.

Section 5. The duties of the VICE PRESIDENT shall be:

1. To automatically succeed to the office of President in case of vacancy.
2. To act in place of the President in case of absence or disability.

Section 6. The duties of the SECRETARY shall be:

1. To serve as secretary of the Congregation and Board of Directors.
2. To be responsible for recording and preserving the minutes of board meetings and congregational meetings.
3. To oversee official correspondence, meeting notes, and to maintain and update the policy and procedure manual.

Section 7. The duties of the TREASURER shall be:

1. To act as the primary custodian of all funds of the Congregation, including the Religious School.
2. Prepare in consultation with the staff and Finance Committee an annual budget.
3. Present monthly to the Board a budget to actual financial statement.

4. Present to the Congregation a written report on the financial status of the organization at the annual meeting and at other times as appropriate.

Article VII – Executive Committee of the Board of Directors

Section 1. The Executive Committee of the Board of Directors shall consist of the elected officers: President, Vice President, Secretary, Treasurer and Immediate Past President, unless the immediate past president was removed or asked to resign. A quorum of members of the Executive Committee shall consist of a majority.

Section 2. The Committee will meet when necessary and may execute all powers and perform all functions of the Board of Directors when required on an urgent basis and shall advise the Board of Directors of said action at its next meeting for ratification and inclusion in its records.

Meetings of the Executive Committee are held in closed executive session, although others may be invited, as necessary. If action is taken at an Executive Committee, it must be brought to the Board of Directors for ratification at the next board meeting.

Section 3. Should the President's position be vacant, and the Vice President is unable to serve as President, the Temple's Executive Committee will divide and implement the duties and responsibilities of the President until the position is filled.

Article VIII - The Board of Directors

Section 1. The Board of Directors shall consist of the elected officers, and no less than three and up to five elected Members at Large and the immediate Past President, all of whom are either chairs of or liaisons to the standing committees. A quorum at the Board of Directors shall consist of a majority.

Section 2. All members of the Board of Directors must be members in good standing of the Congregation.

Section 3. The term of office for members of the Board of Directors will be two years and shall start on July 1 and continue until June 30, with the exception of the 2021-2022 year so that staggered terms can be achieved. Directors are to be elected by the membership of the Congregation at its annual meeting. If there is more than one nominee for any position, then the person receiving the most votes for that office will be considered the winner. The President can serve a maximum of two consecutive terms, while the remaining officers and at large members may serve an unlimited number of two-year successive terms as long as the Nominating Committee determines is in the best interest of the organization. Any vacancy of an officer or member of the board of directors due to resignation or inability to complete the term of office

may be filled at any time by the Board of Directors. Such replacement shall serve in said position until the next annual meeting of the congregation.

Section 4. Absence without adequate excuse from three regular meetings of the Board of Directors in a fiscal year shall be cause for removal of an elected or appointed member or officer of the Board from the Board of Directors. Written notice of pending action shall be sent fifteen (15) days prior to declaration of vacancy. The member has the right of appeal by advising the President within fifteen (15) days thereafter.

Should an officer or director engage in behavior that interferes with the board's governance responsibilities or the operations of the Temple, the board shall have the authority to remove said officer or director by two-thirds vote of the Board Members present and such officer or director shall not be able to serve in any board or committee position for the remainder of the two-year term. The officer or director will be informed in writing within 15 days and the removal shall not be subject to appeal.

Section 5. Meetings of the Board shall be held at least ten (10) times during the year and in addition the Board of Directors may meet at the call of the President or by the petition of three (3) members of the Board. All Board of Directors meetings shall be open to all members of the Congregation who are in good standing. Members may request to speak to a specific issue if the President is notified in advance and the issue is placed on the agenda or if invited by the President to speak.

Section 6. The duties of the Board of Directors shall be to have responsibility for the general management of the affairs, funds, records and property of the Congregation; to establish and act on all matters of policy; to perform such other duties as members of the Congregation in regular and special meetings may prescribe.

Section 7. The Board of Directors shall have the authority to engage a professional staff and other employees or contractors and to determine their duties and compensation. The Board of Directors may delegate organizational functions to either a paid staff member, contractor or volunteer as it deems necessary and prudent.

Section 8. The Board of Directors shall review the budget prepared by the Budget and Finance Committee for the fiscal year. It may make changes as necessary and shall recommend the budget to the membership at the Annual Meeting.

Section 9. The President shall preside at all meetings of the Board of Directors. A quorum at meetings of the Board of Directors shall consist of a majority.

Section 10. Temple B'rith Shalom will indemnify, defend, and hold harmless its current and former Board Members, Officers, Directors, committee chairs, committee members and employees from and against all liability, loss which arise out of their employment and/or duties

and which they reasonably believe to be within the scope of their duties, costs or expenses including attorney's fees by reason of liability imposed upon Temple B'rith Shalom of their authority when they act on behalf of the congregation. The Congregation will maintain insurance at its expense to protect itself and any such persons against any such liability, cost, or expense.

Article IX – Ritual and Religious Practices

Section 1. Temple B'rith Shalom is an egalitarian congregation that welcomes Jews from the full spectrum of Jewish practice and belief, and everyone interested in Judaism, regardless of race or sexual orientation. Interfaith families and LBGTQ members are welcome. The Temple promotes growth spiritually, ritually, educationally, and socially while serving the greater Quad-City Area surrounding Prescott, Arizona. Temple conducts services and is guided by the religious practices most generally used by Reform congregations.

Section 2. Ritual and religious practices are determined by the rabbi in consultation with the Board of Directors.

Article X - Standing Committees

Section 1. The Standing Committee chairs are appointed by the President in consultation with the Board members. Chairpersons may attend Board meetings as necessary but are not eligible to vote when in attendance. If a chairperson resigns a good faith effort should be made for replacement.

Section 2. All committee chairs shall comply with the bylaws and with the Policy and Procedures documents and shall maintain a file of accurate records of the work of the committee. The file shall be transferred to the incoming chair no later than the July Board meeting.

Section 3. The Board member liaisons for or chairpersons of the Standing Committees shall report on activities of the committee at each Board meeting (except where no activity has occurred since the prior report).

Section 4. The Board may appoint or suspend other standing or temporary committees as it deems necessary. All committee members shall be members of the congregation.

Section 5. The Standing Committees shall be:

- Adult Education
- Finance
- Building and Grounds
- Fund Raising
- Membership Recruitment
- Religious Practices
- Men's Club
- Women's Club
- Cemetery
- Religious School
- Social Justice

Article XI - Nominations

Section 1. The nomination of officers and no fewer than three and no more than five at-large Board members shall be made by a Nominating Committee appointed by the President with the consent of the Board of Directors. The Nominating Committee shall consist of five (5) members of the Congregation, at least one of whom shall be a Board member, but limited to no more than two (2) members of the Board. The President shall designate the Board Member who is to serve as chair. The Committee shall be appointed no later than the March Board meeting. Serving as a member of the Nominating Committee shall not preclude nomination for office.

Section 2. The slate of such nominees shall consist of at least one nomination for each position and will be submitted to the Board no later than its May meeting.

Section 3. Selections of the Nominating Committee shall be reported to the Board of Directors. Members in good standing shall be notified of the nominations at least fifteen (15) days prior to the Annual Meeting. Additional nominations for one or more of the elected officers or directors shall be included with this notification if a petition signed by at least fifteen (15) members or 10% of the membership, whichever is greater, is submitted to the secretary at least twenty-five (25) days prior to the annual meeting. This petition must also have the signature of each candidate being proposed.

Section 4. Additional nominations for any elective office may be made from the floor, provided the nominee is present and agrees to serve.

Article XII - Fiscal Year

The fiscal year shall begin annually on the first day of July.

Article XIII - Membership Year:

The membership year shall begin annually on the first day of July.

Article XIV - Bylaws

Bylaws and amendments thereto shall be presented in writing or via email and shall be initiated by the Board of Directors or by at least 10 of the voting members of the Congregation and shall be filed with the Recording Secretary. Such bylaws and amendments shall be acted upon at the next Annual Meeting or at a Special Meeting called for that purpose, which Special Meeting shall take place as soon as is practicable determined by the President of the Temple and in any event prior to the next Annual Meeting. Copies of the proposed bylaws or amendments shall be available to each member on the Temple website. Written notice of the meeting shall be given at least fifteen (15) days prior thereto. An affirmative vote of two-thirds (2/3) of the members

present, participating electronically or represented by written ballot, shall be necessary to adopt any bylaws or amendments. A Bylaws Committee whose chair is appointed by the President shall review the bylaws within five (5) years of the previous review.

Article XV – Dissolution

If the Congregation deems it necessary to dissolve, the same shall be by two-thirds vote of the members present or represented by written ballot at a special meeting called for that purpose. There shall be no electronic or proxy voting in the matter of dissolution. The assets of the Congregation, after payment of its outstanding obligations, shall be distributed for one or more exempt purposes within the meaning of Section 501(c) (3) of the Internal Revenue Code of 1986, as amended, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Subject to the restrictions on distributions set forth in this Article, the assets shall be distributed as determined at a special meeting of the Board of Directors and approved by a majority of those board members in attendance at such meeting.

Article XVI – Rabbi's and Cantors.

Section 1 – Selection

A special committee for Rabbi or Cantor selection shall be appointed by the President with Board approval. Makeup of this committee shall consist of not more than three Board members and be as widely representative of the congregation as possible. This committee will make its final selection and report its findings to the Board of Directors at a special or regular meeting. The Board shall approve or reject this recommendation without amendment by a two-thirds vote of the board members present. If rejected, the entire selection process shall be restarted.

Section 2 – Terms and Compensation

The Executive Committee, with advice from the selection committee, is empowered to set the amount of compensation, terms and conditions of employment, subject to final approval by two-thirds of the board members present at a subsequent special meeting of the Board of Directors. The proposed contract must be available at least one week prior to the Board's special meeting for confidential review by the Board members at the Temple office.

Section 3 – Re-employment

The Executive Committee may negotiate the re-employment of the current Rabbi or Cantor and submit its recommendation to the Board of Directors. A two-thirds vote of those board members present at the Board's meeting is required for final approval of the proposed renewal contract. If not approved, the President may set in motion a new search as spelled out in Section 1. Guidance in reference to future tenure, retirement or termination of service shall consider the

recommendations of an appropriate Rabbinic organization.

Section 4 – Affiliation and Duties

The Rabbi shall be an ex-officio member of the congregation without voting privilege and may attend all regular meetings of the Board of Directors. The Rabbi shall be the spiritual leader of the congregation and perform all duties in accordance with the custom and tradition of an appropriate Rabbinic organization.

Section 5 – Change of Status

A Rabbi or Cantor may be removed or retired upon the secret ballot of a majority of the members of the congregation present at a special meeting held for this purpose or at its annual meeting and be consistent with terms of the contract. Members may not vote by proxy or electronically.

Article XVII – Real Estate

Before any contract shall be entered into for the purchase, sale, transfer, encumbrance or lease of real estate by or for the congregation, the Board of Directors shall ascertain all of the relevant material facts and submit them to the congregation at a regular or special meeting to be called for that purpose. It shall require a vote of 2/3 of the members of the congregation present and voting to authorize any such action with respect to real estate.

Article XVIII – Contracts and Legal Documents in General

Deeds, contracts and other legal documents obligating the congregation shall require the approval of the Board of Directors and if approved, must be signed by the President of the congregation or by the members of the Executive Board in the absence of a President. All such legal documents shall be approved as to form, completion, and tax-exempt status impact, if any, by legal **counsel** to the congregation.

IN WITNESS WHEREOF, the Corporation has executed this revised bylaw document effective as of the date last written above.

B’RITH SHALOM, INC.

By _____, President

Approved by the Congregation, June 28, 2015

Amended June 2020

Amended and approved by the Congregation, April 10, 2021