

**AMENDED BY-LAWS OF
CONGREGATION RODEPH SHOLOM, INC.**

Adopted: [month], [day], 2020

**ARTICLE I.
NAME**

This corporation shall be known as Congregation Rodeph Sholom, Inc., of Tampa, Florida. It shall be organized as a non-profit Florida corporation.

**ARTICLE II.
PURPOSE**

Section 1. Congregation Rodeph Sholom is committed to the principles and values of Conservative Judaism.

Section 2. The Congregation is a welcoming and inclusive sacred community that connects its members to one another, Judaism, and Israel through interactive spiritual, educational, and social experiences.

Section 3. Maintenance of Tax-Exempt Status.

- A. Notwithstanding any other provision of these bylaws, Congregation Rodeph Sholom is formed exclusively for charitable, religious, and/or educational purposes, as specified in Section 501(c)(3) of the Internal Revenue Code, and shall not carry on any other activities not permitted to be carried on by any organization exempt from federal income tax under Section 501(c)(3).
- B. No part of the net earnings of Congregation Rodeph Sholom shall inure to the benefit of, or be distributable to, its members, directors, trustees, officers, or other private persons, except that the Congregation shall be authorized to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the exempt purposes set forth above.
- C. No substantial part of the activities of Congregation Rodeph Sholom shall be carrying on of propaganda or otherwise attempting to influence legislation, and Congregation Rodeph Sholom shall 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.

- D. Upon dissolution of Congregation Rodeph Sholom, its assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future Code.

ARTICLE III MEMBERSHIP

Section 1. Categories of and Eligibility for Membership.

- A. There shall be three categories of membership:
1. Household Membership. This consists of two adults (at least one of whom is Jewish) and their children, if any, of college age or younger, or a single Jewish parent and their children of college age or younger.
 2. Individual Membership. This consists of a single Jewish adult.
 3. Honorary Membership. This consists of memberships that may be given, pursuant to policies adopted by the Board of Directors, to Jewish members of the Professional Staff of the Congregation and other deserving Jewish persons in the community.
- B. For purposes of these Bylaws, a person born of a Jewish mother or who has converted to Judaism according to halakhic requirements is Jewish.
- C. The Board of Directors shall establish policies and procedures to act upon and accept applications for membership.

Section 2. Rights and Responsibilities of Membership. A member in good standing retains all rights and privileges of membership. A member is in good standing when all financial obligations have been paid. Special financial arrangements may be made for those in need upon request.

- A. Household membership includes:
1. Two seats for the High Holy Days.
 2. All privileges of attendance at the Religious Schools of Congregation Rodeph Sholom subject to the conditions prescribed by the Religious Schools and the Board of Directors.

3. One vote at Congregational meetings.
4. Use of the facilities and participation in all of the activities maintained or sponsored by Congregation Rodeph Sholom subject to conditions prescribed by the Board of Directors.
5. Cemetery privileges, if available and in accordance with the rules as adopted by the Board of Directors.

B. Individual Membership includes:

1. One seat for the High Holy Days.
2. All privileges of attendance at the Religious Schools of Congregation Rodeph Sholom subject to the conditions prescribed by the Religious Schools and the Board of Directors.
3. One vote at Congregational meetings.
4. Use of the facilities and participation in all of the activities maintained or sponsored by Congregation Rodeph Sholom subject to conditions prescribed by the Board of Directors.
5. Cemetery privileges, if available and in accordance with the rules as adopted by the Board of Directors.

C. Honorary Membership includes:

1. Up to two seats, for adults residing together as a single-family unit, for the High Holy Days.
2. All privileges of attendance at the Religious Schools of Congregation Rodeph Sholom subject to the conditions prescribed by the Religious Schools and the Board of Directors.
3. Use of the facilities and participation in all of the activities maintained or sponsored by Congregation Rodeph Sholom subject to conditions prescribed by the Board of Directors.
4. Cemetery privileges, if available and in accordance with the rules as adopted by the Board of Directors.

ARTICLE IV BOARD OF DIRECTORS

Section 1. Powers. Except as otherwise expressly provided by law or these bylaws, the mission, strategy, management, and administration of Congregation Rodeph Sholom shall be vested in the Board of Directors. The Board of Directors shall, among other things, be responsible for:

- A. Making such rules, regulations, plans and policies — consistent with these bylaws — for the furtherance of the purposes and operation of the Congregation and for the conduct of the Board’s business. The Board shall adopt a conflict of interest policy.
- B. Establishing and overseeing the Congregation’s financial policies and procedures including, but not limited to, approving the Congregation’s annual budget and revenue plans, membership dues, capital financing pledge requirements, and other financial obligations of members.
- C. Managing the organization’s risk, including, but not limited to, regulatory, legal and fiscal compliance.
- D. Receiving and acting upon the recommendations of the Executive Committee with respect to:
 - 1. Hiring members of the Professional Staff; and
 - 2. Discharging members of the Professional Staff, if said discharge is recommended to take effect prior to the expiration of the term of that staff member’s employment contract.
- E. Establishing committees and delegating authority as necessary or desirable to carry out the Congregation’s mission and operations.

Section 2. Number, Composition, and Qualifications.

- A. The Board of Directors shall be composed of the following persons, each of whom shall be entitled to one vote on Board matters unless otherwise indicated:

1. No fewer than 15 and no more than 25 individuals elected as Directors pursuant to Section 3(A) below, which number shall be recommended annually by the Governance Committee and approved by the Board of Directors;
 2. Up to two individuals appointed as Directors by the President pursuant to Section 3(C) below;
 3. The Officers of the Congregation;
 4. The Presidents or Chairs of Sisterhood, Men's Club, and the Young Members' Group;
 5. The Immediate Past President of the Congregation;
 6. Honorary Presidents of the Congregation;
 7. Past Presidents of the Congregation, ex-officio, without vote; and
 8. The Rabbi(s) and Executive Director, ex-officio, without vote.
- B. Members of the Board of Directors must be Jewish as set forth above in Article III, Section 1(B).
- C. Members of the Board of Directors must be members in good standing, as set forth above in Article III, Section 2, for a period of not less than two years.

Section 3. Election, Appointment, and Term of Office.

- A. The members of the Board of Directors shall be elected by the voting members of the Congregation at the Annual Meeting pursuant to Article VIII, below, and their terms shall commence at that time.
- B. Directors shall be elected to two-year terms, and shall be eligible, if nominated, for election to an additional two-year term.
- C. The President also may appoint up to two members of the Board of Directors for one-year terms, which shall commence at the same time Directors are elected at the Annual Meeting.

- D. Directors are limited to four consecutive years of service as Directors (by election or appointment), after which they are ineligible to serve in the capacity of Director for a period of one year, though they may succeed directly to an Officer position.
- E. In order that elections of Directors replace only a portion of the Board at any one time, Directors' two-year terms shall overlap in such a manner that each year the terms of office of roughly half of the Directors shall expire.

Section 4. Meetings, Quorum and Voting.

- A. Regular meetings of the Board of Directors shall be scheduled by the President, shall be held at least six times per year, and are open to the Congregation.
- B. Special meetings of the Board of Directors may be called by the President or at the request of one-third of the members of the Board of Directors. At least ten days' notice must be provided, the notice must state the purpose(s) for the meeting, and the business conducted at the meeting must be limited thereto.
- C. The presence of a majority of the Board of Directors shall constitute a quorum to transact business. The act of a majority of the Directors present shall act as the Board of Directors.
- D. At the discretion of the President or upon a majority vote of those Directors present, the Board of Directors may meet in executive session for any portion of a meeting.
- E. With the prior approval of the President, a member of the Board of Directors may attend a meeting by alternative means (e.g., videoconference, teleconference, or similar means), provided all persons participating in the meeting can hear and speak to one another. In that event, a member of the Board attending a Board meeting by alternative means is deemed present and may vote.
- F. Unless otherwise provided herein, each matter voted on by the Board at a meeting shall be adopted by majority vote of those present. Members of the Board may vote in person only, except as provided above in Section 4(E). Voting by e-mail or proxy is not permitted by those not present at the meeting.
- G. The Board may take action by unanimous written consent without a meeting if written consent to the action is submitted (e.g., by electronic mail or other means) by all of the voting members of the Board.

Section 5. Removal and Vacancies.

- A. A Director who fails or is unable to perform their responsibilities as a Director may be removed by a vote of two-thirds of the voting members of the Board of Directors. At least seven days' notice must be provided to all members of the Board of Directors prior to a regular or special meeting of the Board at which there will be a vote on the removal of a Director.
- B. A Director who misses three consecutive meetings of the Board of Directors will be asked to resign from their position as a member of the Board.
- C. In the event of a vacancy on the Board of Directors, the Governance Committee shall nominate a candidate to fill the remainder of the Director's term. The nomination shall be voted on according to the procedures set forth in Article VIII at either (a) the next Annual Meeting of the Congregation or (b) a Special Meeting of the Congregation called by the President pursuant to Article IX for the purpose of voting on the nomination.
- D. In the event that a vacancy on the Board of Directors results in there being fewer than 15 incumbent Directors, the Governance Committee shall nominate a candidate within 7 days of the date of the vacancy to fill the remainder of the Director's term, and a Special Meeting of the Congregation shall be held within 28 days of the date of the vacancy to vote on the nomination.

ARTICLE V OFFICERS

Section 1. Designation. The Officers of the Congregation shall be the President, up to five Vice Presidents, the Secretary, the Treasurer, and (when the office is filled) the President-Elect.

Section 2. Eligibility. In order to be eligible to serve as an Officer, a member shall have served at least two years as a member of the Board of Directors. In order to be eligible to serve as President or President-Elect, a member shall have served as an Officer.

Section 3. Election and Term of Office.

- A. Officers are elected at the Annual Meeting of the Congregation.

- B. The President, Vice Presidents, and Treasurer shall be elected for a term of two years, and shall be eligible, if nominated, to be re-elected for one succeeding two-year term. The term of the President-Elect shall be for only one year. Officers may not serve more than two consecutive terms in the same office.
- C. If a current Officer with an unexpired term is elected President-Elect, that individual shall continue to serve for the duration of his/her unexpired term as an Officer concurrently with his/her one-year term as President-Elect.

Section 4. Duties of Officers.

A. President.

1. The President shall preside at all meetings of the Congregation, the Board of Directors, and the Executive Committee, and shall call special meetings when necessary.
2. The President shall appoint the chairs of all committees.
3. The President shall serve as an ex-officio member of all committees, without vote, except that the President shall not serve on the committee or subcommittee charged with nominating.
4. The President, in accordance with the policies or procedures established by the Board of Directors, shall sign agreements, deeds, and other legal documents on behalf of the Congregation, and shall be amongst the signatories of all checks, vouchers, and notes for the disbursement of monies belonging to the Congregation.
5. The President shall perform all other duties appertaining to the office.
6. In the event of the President's temporary inability to perform their duties, the Secretary shall call a special meeting of the Executive Committee to designate an Officer who will serve as Acting President during the period of said temporary inability.

- B. Vice Presidents. The Vice Presidents shall perform such duties as may be assigned to them by the President or the Board of Directors.

- C. Treasurer. The Treasurer shall be the custodian of all funds of the Congregation, shall cause to be kept accurate and complete financial records of the Congregation, and shall report on the Congregation's finances to the Board of Directors as requested. The Treasurer shall serve on the Finance Committee, and shall perform in general all other duties appertaining to the office of Treasurer and other such duties as may be required by law or as directed by the Board of Directors.
- D. Secretary. The Secretary shall keep, or cause to be kept, accurate minutes of the meetings of the Congregation, the Board of Directors, and the Executive Committee, which shall be maintained in the Congregation's records; shall attest to all legal documents executed on behalf of the Congregation; shall send, or cause to be sent, all notices of meetings of the Congregation and the Board of Directors; and shall perform all other duties incident to the office of Secretary and as may be assigned by the President or the Board of Directors.
- E. President-Elect. The primary responsibility of the President-Elect is to be sufficiently involved with the activities of the President, Executive Committee, Board, and Congregation, to prepare for his/her upcoming term as President. He/she also may be granted by the President a discrete portfolio of regular or ad hoc responsibilities, and shall perform such other duties as may be assigned by the President.

Section 5. Removal of Officer. An Officer who fails or is unable to perform the responsibilities of his or her office may be removed by a vote of two-thirds of the voting members of the Board of Directors. At least seven days' notice must be provided to all members of the Board of Directors prior to a regular or special meeting of the Board at which there will be a vote on the removal of an Officer.

Section 6. Officer Vacancies.

- A. In the event of the death, resignation, removal, or incapacity of any Officer, the Governance Committee, in consultation with the President, shall nominate a replacement, subject to the approval of the Board of Directors, to serve until the next Annual Meeting. Said nomination to fill a vacancy shall not count towards the term limit set forth above in Article V, Section 3(B).
- B. In the event a vacancy is filled pursuant to the procedure set forth above in Section 6(A) (or in the event an Officer vacates his or her office effective as of an Annual Meeting), the Governance Committee will nominate a candidate for

election at the next Annual Meeting for a full two-year term pursuant to the procedures set forth below in Article VIII.

- C. In the event of the death, resignation, removal, or incapacity of the President when there is a President-Elect serving, then the forgoing procedure shall not apply and, instead, the President-Elect shall serve for the remainder of the President's unexpired term. Such time shall not count towards the term limit set forth above in Article V, Section 3(B).

ARTICLE VI EXECUTIVE COMMITTEE

Section 1. Composition. There shall be an Executive Committee consisting of the:

- A. Officers of the Congregation;
- B. Immediate Past President of the Congregation;
- C. Up to one member appointed by the President to serve during the President's term, ex officio, without vote; and
- D. The Senior Rabbi and the Executive Director, ex officio, without vote.

Section 2. Duties. The Executive Committee shall be responsible for the following:

- A. Exercising such powers and duties as may be delegated to it by the Board of Directors. In addition, the Executive Committee may, in the absence of other direction from the Board of Directors, assign or delegate specific duties to an Officer or Officers.
- B. Acting, when not practicable for the Board of Directors to meet in regular or special session, for the Board of Directors in the conduct and management of the business or operations of the Congregation. Such action shall be subject to the approval of the Board of Directors at the next meeting thereof.
- C. Advising the President and assisting in the development of agenda items for the Board's consideration.
- D. In connection with personnel:

1. Recommending for approval of the Board of Directors the employment or termination of employment of members of the Professional Staff; and
2. Renewing, or determining not to renew, the employment contracts of the Professional Staff, and establishing and adjusting the salaries and benefits thereof.

Section 3. Meetings.

- A. The Executive Committee shall meet at the discretion of the President. A majority of the voting members, but no less than three voting members, of the Executive Committee shall constitute a quorum.
- B. At the discretion of the President, the Executive Committee may meet, in whole or in part, via videoconference or teleconference, or other electronic means, and those participating may vote on business addressed during the meeting.
- C. The Secretary (or someone designated in his/her stead) shall be responsible for keeping accurate and complete minutes of the meetings of the Executive Committee, which shall be maintained in the Congregation's records. At each regular meeting of the Board of Directors, the President shall report on any business undertaken by the Executive Committee since the last regular meeting of the Board. If or when appropriate, the President may report that certain matters of a confidential or sensitive nature were discussed and are not being shared with the Board of Directors.

ARTICLE VII COMMITTEES

Section 1. Standing Committees.

- A. The following shall be the standing committees of the Board of Directors:
 1. Governance;
 2. Finance;
 3. Membership (of which standing subcommittees shall be the Caring and Fundraising Subcommittees);

4. Ritual;
5. Personnel;
6. Committee(s) pertaining to education as recommended by the President, and approved by the Board of Directors.

B. The purposes, composition, responsibilities, rules, and procedures of the standing committees shall be specified in written Committee Charters, and approved by the Board of Directors.

Section 2. The Board of Directors or the President shall establish such other committees and task forces as may be deemed necessary or desirable.

Section 3. The chairs of all committees must be Jewish as set forth above in Article III, Section 1(B).

ARTICLE VIII NOMINATIONS AND ELECTIONS

Section 1. Nominations.

- A. The number of Director seats to be filled by election shall be established pursuant to Article IV, Section 2(A) (1), above.
- B. The Governance Committee shall develop policies, procedures, and guidelines for the nominating process, which shall be presented to the Board of Directors for its approval.
- C. The Governance Committee (or relevant subcommittee, if the policies or procedures adopted by the Board of Directors has designated a subcommittee to be charged with making nominations) shall nominate candidates to fill the positions of Directors and Officers for terms expiring at the next Annual Meeting of the Congregation. One candidate shall be nominated for each Director and Officer position to be filled.
- D. President-Elect shall be nominated for election at the Annual Meeting half-way through the two-year term of the President, if the sitting President is not to be nominated for a successive two-year term. A nominee for President-Elect must

meet the eligibility requirements set forth above in Article V, Section 2, and may or may not be a current Officer.

- E. The Governance Committee (or relevant subcommittee, if the policies or procedures adopted by the Board of Directors has designated a subcommittee to be charged with making nominations) may not nominate one of its members as a Director or Officer.
- F. The Governance Committee's slate of nominees shall be provided to the Secretary no later than 60 days prior to the Annual Meeting.

Section 2. Notice to Congregation. No later than 45 days prior to the Annual Meeting, the Secretary shall cause notice of the nominees for Directors and Officers to be provided to the Congregation.

Section 3. Nomination by Petition. Nominations for Directors and Officers may be made by petition, signed by at least 30 voting member units of the Congregation and presented to the Secretary no later than 20 days prior to the Annual Meeting. Such petitions must have the endorsement of the candidate. The Secretary shall cause notice of any nominations by petition to be sent to the Congregation at least 10 days prior to the Annual Meeting.

Section 4. Nominations from the floor at the Annual Meeting are not permitted.

Section 5. Elections.

- A. Uncontested positions: In the event that the Secretary has received no nominations by petition for an office, no quorum or voting is necessary and the nominated Directors and Officers shall be installed at the Annual Meeting and take office immediately.
- B. Contested positions: In the event of a contested position for which one or more individuals has been nominated by petition, a quorum is necessary to proceed with an election and candidates shall be elected by a majority vote of the voting member units present at the Annual Meeting. Those elected shall be installed and take office immediately.
- C. In the event there is a nomination by petition for a Director, the election shall be organized such that those member units present shall be able to vote for the

number of Director seats that are open, and those nominees with the most votes shall be elected to fill the open seats.

ARTICLE IX CONGREGATIONAL MEETINGS

Section 1. Annual Meeting.

- A. The Congregation shall hold its Annual Meeting at a time and place established by the Board of Directors within 60 days prior to the commencement of the Congregation's fiscal year.
- B. The agenda for the Annual Meeting shall include:
 - 1. Election and Installation of Directors and Officers; and
 - 2. Receipt of reports and action on any other business presented.

Section 2. Special Meetings. Special meetings of the Congregation shall be held:

- A. At the discretion of the President; or
- B. Upon written request of 20% of the voting member units of the Congregation, submitted to the Vice President/Secretary.

Section 3. Notification. The membership shall be given at least 21 days' notice of any meeting of the Congregation.

Section 4. Quorum and Proxies.

- A. A quorum shall consist of at least 10% of the voting member units of the Congregation, including at least one Officer.
- B. Written proxies for Congregational Meetings are permitted and shall be counted and included as part of the quorum. Proxies must be submitted prior to the start of the meeting.

ARTICLE X AMENDMENTS

Section 1. Proposal of Amendments. Amendments to these Bylaws may be proposed (a) in writing signed by at least 30 voting member units of the Congregation or (b) by resolution adopted by the Board of Directors. In the case of an amendment proposed by members of the Congregation, once a sufficient number of signatures is obtained, the proposed amendment shall be delivered to the Secretary.

Section 2. Adoption of Amendments. The Congregation shall vote upon proposed amendments at the Annual Meeting or a special meeting called for that purpose, at which a quorum, as described above in Article IX, Section 4, shall be necessary. Notice of the meeting along with a copy of the proposed amendment(s) shall be provided to members of the Congregation at least 21 days prior to that meeting. The proposed amendment shall be adopted if approved by two-thirds of the votes cast.

Section 3. Amendment by Board of Directors. These Bylaws also may be amended by a two-thirds affirmative vote of the Board of Directors, provided a copy of the proposed amendment is delivered to each member of the Board of Directors at least three days prior to the meeting of the Board at which a vote on the amendment is scheduled to occur. Any amendment so adopted shall be valid until submitted for ratification to the members of the Congregation at the next Annual Meeting of the Congregation or at a special meeting which must be called for that purpose if the Annual Meeting is anticipated to be held in excess of 90 days from the date of adoption by the Board.

ARTICLE XI INDEMNIFICATION

Section 1. Right to Indemnification. The Congregation shall, to the fullest extent now or hereafter permitted by law, indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative, by reason of the fact that such person is or was a Director or Officer of the Congregation against expenses (including reasonable attorneys' fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit, or proceeding if (i) such person acted in good faith, (ii) such action, suit, or proceeding was not the result of active and deliberate dishonesty of such person, (iii) such person did not receive an improper personal benefit in money, property, or services, and (iv) in the case of any criminal action, suit, or proceeding, such person did not have reasonable cause to believe that the act or omission was unlawful. The provisions of this section shall apply whether or not the indemnified liability arises or arose from any threatened, pending, or completed action by or in the right of the Congregation.

Section 2. Procedure for Determining Permissibility. The determination of whether the applicable standards in any applicable statute have been met to permit indemnification under this Article shall be made (i) by the Board of Directors by a majority vote of a quorum consisting of voting members of the Board of Directors not parties to the action, suit, or proceeding or (ii) by independent legal counsel if such quorum is not obtainable or if a majority vote of such quorum so directs. The reasonable expenses of any Director or Officer in prosecuting a successful claim for indemnification, and the fees and expenses of any independent legal counsel engaged to determine permissibility of indemnification or advance of expenses, shall be borne by the Congregation.

Section 3. Insurance, Security, and Other Indemnification. The Board of Directors shall have the power to (i) authorize the Congregation to purchase and maintain, at the Congregation's expense, insurance on behalf of the Congregation and others to the extent that power to do so has not been prohibited by applicable law, (ii) create any fund of any nature, whether or not under the control of a trustee, or otherwise secure any of its indemnification obligations and (iii) give other indemnification to the extent not prohibited by statute.

ARTICLE XII MISCELLANEOUS

Section 1. The business and management of Congregation Rodeph Sholom shall be governed by these Bylaws and policies adopted by the Board of Directors. All other items shall be governed by Robert's Rules of Order.

Section 2. Annual financial review. A financial review of all Congregational books shall be conducted annually by an independent accounting firm.

Section 3. Notice. Whenever under the provisions of these Bylaws notice is required to be given to members of the Congregation or the Board of Directors, such notice shall be given in writing by any reasonable method of delivery (including but not limited to U.S. mail or electronic mail) to the then-current contact information in the Congregation's records, and will be deemed given when sent.

Section 4. Definitions.

A. Unless otherwise noted herein, "days" shall be calendar days.

- B. As used herein, “Professional Staff” shall include the Rabbi(s), Cantor, Executive Director, Educational Director, and any other positions so designated by the Board of Directors.