

## ADMEND AND RESTATED BY-LAWS OF CONGREGATION RODEPH SHOLOM, INC.

Date: April 8th, 2014

### ARTICLE I. NAME

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

### ARTICLE H. OBJECTS

The Purpose of this Congregation shall be the worship of God, the inculcation of loyalty to Torah; strengthening a sense of identification with the Jewish people; furthering the observance of the Sabbath, Festivals, Holy Days and the Mitzvot prescribed by Jewish tradition; the advancement of the cause of Judaism in America and the maintenance of Jewish tradition as the evolving religious civilization of the Jewish people; maintaining the traditional character of the liturgy, with Hebrew as one of the languages of prayer; fostering Jewish religious life in the home as expressed in traditional observance; the establishment of a Jewish religious school, in the curriculum of which the study of the Hebrew language, history, and sacred literature shall be given a prominent place, both as the key to the true understanding of Judaism and as a bond holding together the Jewish people throughout the world.

### ARTICLE III. MEMBERSHIP

Section 1. Any person of the Jewish faith, as defined by the Conservative movement, who professes and affirms Judaism, is a part of a Jewish family, over the age of twenty one, and who subscribes to the objectives of this congregation as set forth in the Articles of Incorporation, may apply for membership.

Section 2. There shall be three types of membership:

- (a) A family membership shall include a single parent along with any unmarried children under the age of twenty one, or a husband and wife or committed partners, and who individually shall have the same rights, privileges and obligations of membership and each shall be entitled to one vote.
- (b) Individual membership may include a single women or single man. This shall also include a married Jewish person whose spouse is not Jewish. Each one shall be entitled to one vote.
- (c) Honorary membership which shall be extended to:
  - (1) The Rabbi, Cantor, Educator and their spouses
  - (2) Dignitaries and other deserving persons, who are not members of the congregation, subject to approval of the Board of Directors.

Section 3. The unmarried children of congregate members not living at home and who are full time students shall have all the rights, privileges and obligations of membership, except they shall not be entitled to vote. This section shall not be applicable to children of honorary members extended membership under Section (C)(2).

Section 4. All applications for membership shall be in writing on a form prescribed by the Board of Directors.

Section 5. The welfare of the congregation requires that all members shall adhere to and abide by the established ethical principles of Judaism.

Section 6. The minimum dues of membership for each fiscal year shall be fixed by the Board of Directors. Dues are payable annually, in advance, or in such other manner as shall be prescribed by the Board of Directors.

Section 7. Only members in good standing shall have the right to vote or hold office. A member in good standing shall be a member whose dues shall not be in arrears.

#### ARTICLE IV. MEETINGS OF MEMBERS

Section 1. Annual Meeting.

The annual meeting of the membership of this congregation shall be held in May of each year, one of the purposes of which will be the election of such officers and members of the Board of Directors as shall be required to be elected at such meetings as provided in these by-laws.

Section 2. Special Meetings.

Special meetings may be held at the call of the President or upon motion of the Board of Directors.

Section 3. Notice.

At least ten days notice in writing of each meeting, whether annual or special, shall be mailed to each member of the congregation at such address as the same appears on the records of the congregation.

Section 4. Order of Business.

The order of business at the annual meeting will include only reports of offices and committees, election of officers and directors, and the transaction of such other business a special meeting will include only the transaction of such business as shall have been mentioned in the notice.

Section 5. Quorum.

The members in attendance at annual or special meeting shall constitute a quorum for the transaction of business.

Section 6. Voting. Every member of the congregation, in good standing, shall have the right and be entitled to one vote in person upon every proposal submitted to vote at any meeting of the congregation.

## ARTICLE V. BOARD OF DIRECTORS

Section 1. The business, property and affairs of the congregation shall be managed by a Board of Directors composed of a maximum of 30 persons who shall be members of the congregation, including the officers, the immediate past president, and the honorary president, except as hereinafter provided, each director shall hold office for the term for which he is elected or designated and until his/or her successor is elected and qualified. The term of office shall begin on the first day of the fiscal year.

Section 2. Classification of Directors.

The members of the Board of Directors, excluding the officers, past presidents and honorary directors, shall be divided into groups of equal size. One group shall be elected at successive annual meeting of the congregation and shall hold office for a term of two years.

Section 3. Ex Officio and Honorary Directors.

All officers shall, ex officio, be members of the Board of Directors during their term of Office. The immediate past president and the honorary president shall be members of the Board of Directors. All past presidents shall be honorary non-voting members of the Board of Directors for their lifetime provided that they maintain continuous membership in the congregation. The immediate past president shall be a voting member of the Board of Directors. The President of the Sisterhood and the President of the Men's Club shall be voting members of the Board of Directors, during their terms of office. The President of the United Synagogue Youth Chapter shall be an honorary non-voting member of the Board of Directors, during his/her term of office.

Section 4. Duties of the Board.

The Board of Directors shall transact all business of the congregation. It shall determine the policies, the fiscal matters, employment of staff and other personnel policies and in general assume responsibility for the guidance of the affairs of the congregation, except as herein set forth.

Section 5. Quorum.

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.

Section 6. Regular Meetings.

The Board of Directors shall meet regularly at the synagogue in the evening of the first Monday of each month. If the regular meeting falls on a secular or religious holiday, the meeting will be moved or cancelled, as deemed appropriate.

#### Section 7. Special Meetings.

Special meetings may be held at the call of the President upon at least ten days notice in writing to each member of the Board of Directors at such address as the same appears on the records of the congregation. Only such business may be considered at special meetings as shall have been included specifically in the notice.

#### Section 8. Vacancies.

Vacancies in the elected Board of Directors shall be filled by appointment of the President. Each person so appointed shall remain a director until his successor has been elected at the next annual meeting of the congregation. The election shall be for the remaining unexpired term of the vacancy, and the person so appointed shall not be precluded from being elected for such unexpired term.

#### Section 9. Failure to Attend Meetings.

Failure to attend three meetings during the course of a year without valid excuse shall constitute cause for the removal of an elected director. Such removal shall be effective upon motion of the Board of Directors.

### ARTICLE VI. OFFICERS

#### Section 1. Officers.

The officers of the congregation shall consist of a President, Vice President-Fundraising, Vice President-Membership, Vice President-Programming and Education, Treasurer, Financial Secretary, Secretary.

#### Section 2. Term of Office.

Each officer shall hold office for a term of one year beginning on the first day of the fiscal year.

#### Section 3. Election of Officers.

Each Officer shall be elected at the annual meeting of the congregation. No person shall be elected to an office who has served less than one year on the Board of Directors.

#### Section 4. President. The President shall:

- (1) preside (or the Chairperson, being the immediate past president) at all meetings of the congregation, the Board of Directors and the Executive Committee;
- (2) make all committee appointments;
- (3) be a member ex officio of all committees;
- (4) be chairman of the Board and the Executive Committee; and
- (5) perform all other duties usually pertaining to the office of President.

Section 5. Vice Presidents.

The Vice Presidents shall be members of the Executive Committee, and shall perform the duties indicated in their respective titles. In the event of a vacancy in the office of President, the Executive Committee shall designate one of the Vice Presidents to serve as Acting President until the next annual meeting of the congregation. One Vice President will be additionally designated President Elect.

Section 6. Treasurer. The Treasurer shall:

- (1) be custodian of all funds and securities of the congregation and collect interest thereon;
- (2) keep a record of the accounts of the congregation and report thereon at each regular meeting of the Board of Directors;
- (3) make a report at the annual meeting and special reports when requested;
- (4) be responsible for the depositing of all moneys of the congregation in the name of Congregation Rodeph Sholom, in a bank or banks designated by the Board of Directors, (Finance Committee) subject to withdrawal for authorized purposes as may be provided by the Board of Directors;
- (5) give bond in such amount as the Board of Directors may require, the congregation to pay the premium for such bond;
- (6) perform such other functions usually incident to the office of Treasurer and as may be designed by the Board of Directors; and
- (7) be a member of the Executive Committee.

Section 7. Financial Secretary. The Financial Secretary shall:

- (1) maintain, under direction of the Board of Directors, and in cooperation with the Treasurer, books of account, papers, records, and other documents pertaining thereto;
- (2) keep a correct account between the congregation and its members, make out and mail all bills for dues and other charges and supervise the collection thereof;
- (3) make a report at each regular meeting of the Board of directors, and special reports when requested;
- (4) perform all other duties usually incident to the office of Financial Secretary; and
- (5) be a member of the Executive Committee.

Section 8. Secretary. The Secretary shall:

- (1) attend all meetings of the Board of Directors and of the congregation, record and preserve records of the same and be custodian thereof;
- (2) keep minutes of the meetings of the Board of Directors and the congregation;
- (3) keep a register of the names of all members of the congregation, including the names of all the children, their ages and dates of birth. The Secretary shall have custody of all deeds, instruments, papers and documents belonging to the congregation, except those which are placed in the custody

of the Treasurer and Financial Secretary, all of which said Secretary shall keep in a safe place as may be designated from time to time by the Board of Directors;

(4) have custody of the corporate seal and affix said seal to all documents requiring attestation;

(5) conduct correspondence on behalf of the Board of Directors, and perform all such other duties as are customarily performed by the Corresponding Secretary;

(6) give written notice of all meetings; and

(7) be a member of the Executive Committee.

#### Section 9. Honorary President.

The Board of Directors may elect, by at least two-thirds vote of the members present, an Honorary President for such term as the board may designate. The Honorary President shall be a member of the Board of Directors.

#### Section 10. Vacancies.

Vacancies in an elected office shall be filled by appointment of the President.

### ARTICLE VII. COMMITTEES

#### Section 1. Nominating Committee.

The President shall appoint, with approval of the Board of Directors, a Nominating Committee, no later than ninety (90) days prior to the end of the fiscal year. The Nominating Committee shall be composed of five to nine members of the congregation as determined by the President, and shall consult with each Committee Chair and Vice-Chair before compiling a list of nominees. The Nominating Committee shall give a report of the committee nominations for the officers and directors to be elected for the ensuing year at the regular meeting of the Board held in March of each year. The report shall identify the specific function to be filled by each director and to designate which Vice President will be President Elect. The Secretary shall within ten (10) days after said March regular meeting, notify the membership of the congregation in writing of the report of the Committee nominations and advise the membership that additional nominations may be received only upon signed petition of at least five (5) members delivered to the chairman of the Nominating Committee on or before March 30. The Committee chairman will thereupon report the final list of nominees to such office at the regular meeting of the Board of Directors in April. The Secretary shall thereafter include the final list of nominees for the various offices to be filled in the written notice of the annual meeting as provided by these by-laws. No member shall be nominated for an office for which he is not qualified as provided by these by-laws, nor shall any member be nominated by the Nominating Committee or by petition without first having his consent in writing for such nomination and for any mandatory service requirements which may have been adopted by the Board for its members. If there is more than one nominee for any position, the Nominating Committee shall prepare a written ballot for use at the annual meeting, and nominations from the floor shall not be permitted.

## Section 2. Executive Committee.

The Executive Committee shall be composed of the officers of the congregation. The Executive Committee shall have full authority to take action in any emergency arising between regular Board of Directors' meetings. The Executive Committee shall review the agenda prior to all regular meetings of the Board of Directors, and make such recommendations as it may deem appropriate. It shall recommend to the Board of Directors the qualifications, selection and employment of staff members and their salaries. It shall study and know the needs of the congregation and prepare the annual budget for approval by the Board.

## Section 3. Standing Committees.

The President, within one month after his/her election, shall obtain the recommendations of the previous year's Nominating Committee and shall make appointments to all appointive committees, except for the Nominating Committee and Executive Committee. The chairman of each such committee may, but need not be from the membership of the Board of Directors. In addition to the standing committees hereinafter established, the president may appoint special committees, as the need arises.

The standing committees shall be as follows:

### (1) Adult Education Committee.

The Adult Education Committee, in cooperation with the Rabbi, shall promote and administer the program of adult Jewish education in the congregation. This program shall include the establishment of adult classes treating all areas of Jewish life, study groups symposia, lectures, ballots, tracts and pamphlets. The Committee shall arrange special education Sabbaths, and shall stimulate and maintain contact with: United Synagogue's National Academy for Adult Jewish Studies, the Jewish Theological Seminary, and all other branches of the Conservative movement.

### (2) Dues Reduction Committee.

No one shall be denied membership because of a genuine inability to pay full dues. Members who need assistance with reduced dues or religious school fees may apply to the Dues Reduction Committee (DRC) through a Financial Application and request a lower level of contribution. The DRC shall be an anonymous and confidential committee of five people who are given the exclusive authority to provide relief of dues for members. Applications may be submitted at any time during a fiscal year, and are handled and reviewed in the strictest confidence.

### (3) Cemetery Committee.

The Cemetery Committee supervises the operation of the Rodeph Sholom Cemetery and designates plot areas. It should prepare for consideration of the Board of Directors the cemetery policy.

(4) Charter and By-Laws Committee.

The Charter and By-Laws Committee considers all suggested amendments to the charter or the by-laws and prepares them for appropriate action in the manner fixed by the charter and by-laws. This Committee should meet periodically to evaluate the effectiveness of the charter and by-laws. The President may designate a member of this Committee to act as Parliamentarian at meetings of the Board of Directors or Congregation.

(5) Education Committee.

The Education Committee supervises the Religious School. It outlines school policy and regulations subject to the final approval of the Board of Directors. It shall recommend the employment and salary of the Educator, subject to approval to the Board of Directors. It shall maintain liaison with other committees to integrate the Religious School into the total program of the Congregation. It shall assist the Educator and staff by supporting the programs of the Religious School.

(6) House Committee.

The House Committee supervises the regular maintenance and upkeep of the Synagogue building and grounds; obtains and presents to the Board of Directors estimates for any repairs and improvements in Synagogue property, and upon approval of the Board of Directors, lets contracts for and oversees the execution of such work; prepares and, after approval of the Board of Directors, enforces a set of rules and regulations for use of the physical facilities of the Synagogue; maintains an up-to-date inventory of all Synagogue property; interviews applicants for custodial staff, and makes recommendations to the Board of Directors for the filling of such positions.

(7) Membership Committee.

The Membership Committee develops programs to increase synagogue membership, seeking and encouraging the affiliation of new residents and of other residents who are not members of any other synagogue; plans a membership orientation program; advises the President and the Board of Directors of the special aptitudes or interests of members that they may serve on committees which fit their interests; seeks means of involving members who do not participate in congregational activities; receives applications for membership and letters of resignation and presents them to the Board of Directors; takes note, in an appropriate manner, of the departure of members from the community; and promotes an atmosphere of cordiality and hospitality within the Synagogue community.

(8) Ritual Committee.

The Ritual Committee shall, under direction of the Rabbi, arrange for regular adult worship services appropriate to the needs of the Congregation for weekday, Sabbaths, holidays and special occasions. In consultation with the Rabbi, the Ritual Committee shall consider and present to the Board of Directors all proposals for major changes in Synagogue ritual.



(9) Fund Raising Committee.

The Fund Raising Committee formulates for consideration by the Board of Directors a set of standards for fund raising appropriate to a synagogue; explores the possibilities for increasing income from old and new sources; presents to the Board of Directors specific proposals for increasing income; and implements such proposals when approved by the Board of Directors.

(10) Welfare and Visitation Committee.

The Welfare and Visitation Committee, in cooperation with the Rabbi, shall represent the Congregation on occasions of joy, sorrow and illness among its members and shall concern itself with duties that shall create a closer friendship and harmony among the membership. It shall establish standards for visitation or other expressions that shall be appropriate to all categories of circumstances that may affect members of the Congregation. It shall convey to members and their families appropriate expressions of the Congregation on occasions of joy, sorrow and illness.

(11) Youth Activities Committee.

The Youth Activities Committee operates as the policy making, coordinating and supervisory agency for all the Congregation's youth activities; maintains liaison with the national and regional youth commissions and departments; fosters Kadima, USY and ATID programs, obtains necessary funds for the effective functioning of the local chapters and provides for convention attendance at regional and national sponsored activities, conferences, encampments, and other summer activities, and interviews, supervises and recommends to the Board of Directors for employment of a suitable youth director.

All standing committees shall adopt a Charter, which shall be approved by the Executive Committee, which shall contain the rules and procedures to which they shall operate.

In addition to the standing committees established herein, the President shall have the authority to create any ad hoc committee as may be needed.

## ARTICLE VIII. STAFF

### Section 1. The Rabbi.

The Rabbi may only be initially employed by a majority vote of the Congregation, based upon the recommendation of a majority vote of the Board of Directors present at a meeting called for such purpose. The Rabbi may only have his or her contract renewed or non-renew, by a two-thirds vote of the Board of Directors present at a meeting where such a proposal is specifically included in the notice calling said meeting. This notice shall be sent to the membership of the Congregation who shall be afforded the opportunity to speak at the meeting prior to the Board's vote. If two-thirds vote cannot be achieved, the matter shall be brought up at the next regularly scheduled meeting of the Board of Directors. If at that time a two-thirds vote cannot be achieved, the Rabbi shall be offered a one-year contract under the same terms and conditions as the preceding year.

The Rabbi's contract may only be terminated prior to its expiration by a two-thirds vote (in the event there is a conflict with the contract and these Bylaws, the terms contained in the Bylaws shall prevail) of those members of the Board of Directors present at a meeting where such proposed action has been specifically included in the notice calling said meeting. This notice shall be sent to the membership of the Congregation, who shall be afforded the opportunity to speak at the meeting prior to the Board's vote.

The Rabbi must be a member of the Rabbinical Assembly. He is both the congregation's spiritual leader and the head of the synagogue's staff. All other professionals in the synagogue are responsible to him. The Rabbi shall seek the advice and guidance from the Board. A special committee may be set up for the purpose of determining the view of the Congregation in guiding an effective way of discharging his duties and leadership. There should be no area of the synagogue life which is not ultimately the Rabbi's concern. He shall be the recognized authority on Jewish law and practice. The Rabbi shall at all times enjoy the freedom of his pulpit. Reasonable opportunity shall be afforded by the congregation to the Rabbi to serve the interests of the larger community, both Jewish and civic, whenever and wherever such interests shall not interfere with performances of his congregational duties.

#### Section 2. The Cantor.

The Cantor shall be the guide and consultant of the congregation in all matters affecting the Jewish musical activities and, in consultation with and the approval of the Rabbi and the appropriate committee or committees, shall decide upon all Jewish musical programs of the congregation. He shall participate in all religious rites and services for the synagogue under the supervision of the Rabbi. He shall perform such other professional duties as may be prescribed in his agreement with the congregation.

#### Section 3. Professional Hebrew Teachers.

The Professional Hebrew Teachers shall be under the supervision of the Rabbi, in cooperation with the Education Committee, in their activities as Hebrew teachers in the daily classes of the Religious School of the congregation. They shall perform such other professional duties as may be prescribed in their agreement with the congregation.

#### Section 4. Administrative Staff.

The Board of Directors may authorize such administrative staff as it shall deem necessary.

#### Section 5. Custodial Staff.

The Custodial Staff shall work under the direction of the House Committee in proper maintenance of the synagogue buildings and grounds.

#### Section 6. Compensation.

Compensation for all members of the synagogue staff shall be determined by the Executive Committee subject to the approval of the Board of Directors.

#### ARTICLE IX. UNITED SYNAGOGUE OF AMERICA

Congregation Rodeph Sholom shall be affiliated with the United Synagogue of America.

#### ARTICLE X. APPENDANT ORGANIZATIONS

The appending organizations of this congregation shall be Rodeph Sholom Sisterhood, the Rodeph Sholom Men's Club and a local chapter of the United Synagogue Youth. Such appending organizations shall at all times maintain their policies and conduct their activities in such a manner as will foster and promote welfare and policy of the congregation, subject always to such rules and regulations as may be provided by the Board of Directors.

#### ARTICLE XI. FISCAL YEAR

The fiscal-Year of the congregation shall be from the first day of June through the thirty-first day of May.

#### ARTICLE XII. RULES OF ORDER

"Robert's Rules of Order" shall be the parliamentary authority for all matters of procedures not specifically covered by their by-laws.

#### ARTICLE XIII. AMENDMENTS

Under proper notice the by-laws may be amended by a two-thirds vote of those members of the Board of Directors present at any regular meeting or any special meeting called for that purpose; provided that a copy of the by-laws to be amended, if any, together with a copy of the proposed amendment shall be included in the notice calling said meeting.

Amended 4/1/1998 and 11/1/2000 and 3/5/2007