



BY-LAWS
OF
TEMPLE SHALOM

As approved by the congregation on May 17, 2009
and amended by the congregation on May 17, 2015
and amended by the congregation on May 21, 2017

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Amended May 21, 2017

ARTICLE I. PURPOSE:

The purpose of this Congregation encompasses the worshipping of God in accordance with the precepts of Judaism; the cultivating of a love and understanding of the Jewish heritage; the stimulating of fellowship in the Jewish community and the strengthening of the bonds of loyalty with our country and with the Jewish people everywhere; the bringing near the Kingdom of God on earth through an emphasis on the principles of Torah; and the promotion of understanding between Jews and other members of the community.

ARTICLE II. MEMBERSHIP:

Section 1. Any Jewish person at least 18 years of age; in the process of conversion to Judaism; in a committed relationship with a Jewish person; or the non-Jewish surviving spouse of a deceased Jewish member (as approved by the Rabbi); may apply for membership in Temple Shalom.

Section 2. There shall be two classes of membership:

- (a) Full Members, who shall consist of all persons described in Section 1 above elected to membership as described herein and who maintain such membership in good standing. Full Members in good standing shall have all privileges and rights of membership.
- (b) Courtesy Members, who shall consist of all persons, together with their spouse, or partner in a committed relationship, otherwise eligible for full membership who:
 - (1) Are, and have been for at least 90 days, full-time employees of Temple Shalom, or
 - (2) Persons retired from employment at Temple Shalom after at least ten years of such employment, or
 - (3) Rabbis and Rabbis Emeritus of Temple Shalom.
- (c) Courtesy Members shall have all the privileges and rights of membership (except for membership on the Board of Directors), but shall not be assessed dues.

Section 3. Persons wishing to become Members shall apply to a person or persons designated by the President. Before applications are presented to the Board of Directors for possible election to membership, the applicant(s) shall have:

- (a) Supplied such relevant information as the Board of Directors shall require,
- (b) Agreed to dues payment in the amount not less than the stated minimum dues, pro rated for the remaining portion of the fiscal year, unless a lesser amount shall have been agreed to by the Budget and Finance Committee.

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No person shall be a Member of Temple Shalom until and unless elected to membership by the Board of Directors.

- Section 4. All Full Members shall be required to pay annual dues as assessed by the Board of Directors. Families, consisting of a single parent or two adults in a committed relationship and their dependents may pay a single assessment. By reason of financial hardship, persons and families may request a partial abatement of dues from the Budget and Finance Committee, which may be granted in whole or in part by that Committee but such abated dues shall not be less than one dollar per year. All applications for abatement of dues and disposition thereof shall be confidential.
- Section 5. In the event of a financial emergency declared by the Board of Directors, the Board of Directors may assess the membership units equally up to 25% of the lesser of the membership unit's abated dues or qualifying membership level without a vote of approval by the membership, but only once within a twelve-month period. For any assessment above that amount or for any additional assessment to be made within a twelve-month period from the time that an assessment has been made, the Board of Directors shall call a Special Congregational Meeting at which it shall recommend a special assessment upon membership units. This proposed assessment must have membership approval by a majority vote of those Members present and voting.
- Section 6. Unless other arrangements satisfactory to the Budget and Finance Committee have been made, to remain in good standing, at least one-twelfth (1/12) of the annual dues pledged shall be paid each month. All Members in arrears for dues for three months or more shall be automatically suspended from membership. Membership shall be automatically revoked, without notice, when dues of any membership unit are in arrears by at least six months. Persons whose membership has been revoked and who wish to regain membership shall be subject to the application process and payment of dues, other applicable fees.
- Section 7. Any Members desiring to resign from Temple Shalom shall give notice of such resignation to the Budget and Finance Committee who shall report the receipt of the notification to the Board of Directors at its next meeting. The resignation, withdrawal, suspension or revocation of membership of any Member shall not relieve the payment of obligations due to Temple Shalom at the date of such action.
- Section 8. Each Full and Courtesy Member shall have one vote.
- Section 9. Members in good standing shall have the privileges and rights to make use of the facilities and resources of the congregation under such terms and conditions as defined by the Board of Directors, and vote upon matters that may come lawfully before the Congregation.

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ARTICLE III. OFFICERS:

- Section 1. The Officers of this Congregation shall consist of a President, a First Vice-President, a Second Vice-President, a Secretary, and a Treasurer elected by ballot of the Congregation for a term of one year, at the annual meeting of the Congregation. The officers shall commence serving July first. The officers shall be Jewish and Members in good standing.
- Section 2. The President shall:
- (a) Preside at all meetings of the Congregation and the Board of Directors.
 - (b) Enforce the By-Laws.
 - (c) Sign or appoint a designee as per written policy, to sign all documents which bind the congregation. The designation of a board member or the Executive Director shall be in writing, as per written policy.
 - (d) Appoint such committees as may from time to time be required, except as otherwise provided.
 - (e) Call a special meeting of the Board of Directors whenever the necessity exists or when required in accordance with these By-Laws.
 - (f) Be responsible for all valuable documents and records of the Congregation, and deliver them to the successor in office at the expiration of the term.
 - (g) Appoint the standing committees at the first meeting of the Board of Directors after the election. The President shall appoint a member of the Board of Directors to each standing and ad hoc committee and to each auxiliary not already represented on the Board. The President is to be an ex-officio member of all committees, with the privilege of voting.
 - (h) Appoint the representatives of the Congregation to all bodies wherein the Congregation may be entitled to representation.
 - (i) Make a report to the Congregation, at its annual and semi-annual meetings, on the status and affairs of the Congregation.
 - (j) Perform all other duties incident to the office.
- Section 3. The First Vice-President shall, in the absence or disability of the President, assume all the duties and responsibilities of the President.
- Section 4. The Second Vice-President shall, in the absence or disability of both the President and the First Vice-President, assume the duties and responsibilities of the President.

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Section 5. The Secretary shall:

- (a) Attend all meetings, read the minutes, reports and communications, and keep a record of the proceedings.
- (b) Issue notice of all meetings of the Congregation and the Board of Directors, conduct the correspondence, and keep a copy of same.
- (c) At the expiration of term of office, deliver to the successor all books, papers, properties and records of the office.
- (d) Receive all petitions from Members and act upon them or forward them to the appropriate bodies as provided elsewhere herein.

Section 6. The Treasurer shall:

- (a) Be responsible for all monies of the Congregation in accordance with the Board-approved financial policies and procedures.
- (b) Make written monthly reports to the Board of Directors of the condition of the Treasury.
- (c) Serve as Chairman of the Budget and Finance Committee
- (d) At the expiration of term of office, the Treasurer shall fully cooperate with any review being conducted of the financial books and records and, at the conclusion of the term of office, deliver all books, records, accounts, money, and other property of the Congregation in custody to his or her successor.
- (e) Present a full exhibit of the Congregation's financial condition at each regular meeting of the Congregation.

ARTICLE IV. BOARD OF DIRECTORS

Section 1. The Board of Directors shall consist of:

- (a) The Officers of the Congregation.
- (b) Six Full Members elected by and from the Congregation at large. Two shall be elected each year for a term of three years at the annual May Congregational meeting. Board Members presently serving shall continue to serve until the expiration of the term for which they were elected. In electing Board Members, Members shall vote for two candidates each and the two candidates receiving the highest number of votes shall be elected.

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- (c) The immediate past President of the Congregation if able and willing to serve.
- (d) One representative from each auxiliary listed below, if active:
 - Sisterhood
 - Men's Club
 - Parent Teacher Organization (PTO)
- (e) All members of the Temple Shalom Board of Directors shall be Jewish and Members in good standing.
- (f) No more than one Member from the same family may serve on the Board of Directors concurrently.

The President, with the approval of the Board of Directors, shall annually appoint a member of the Board of Directors as a liaison with each standing and ad hoc committee and with each auxiliary not already represented on the Board.

Section 2. The Board of Directors shall have the power to do all legal things including, but not limited to:

- (a) Govern the affairs of the Congregation.
- (b) Take such action as shall in its judgement best promote the welfare of the Congregation.
- (c) After due hearing, suspend or revoke membership for just cause (other than as provided for in Article II, Section 6).
- (d) Determine dues, levy special assessments or recommend special assessments as per Article II, Section 5.
- (e) Submit recommendations pertaining to the Rabbi and Cantor for the Congregation's approval.
- (f) Select employees of the Congregation, upon recommendation of the Personnel Committee, pursuant to Article VII, Section 14 of these By-laws, excluding the Rabbis and Cantors, and fix their duties and salaries.
- (g) Authorize the appropriation of expenditures.
- (h) Order a meeting of the Congregation whenever it may be deemed necessary.
- (i) Suspend any Director or Member of the Congregation for cause by two-thirds vote.

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- (j) Manage the affairs, funds, records, and property of the Congregation, except that no real property may be sold or acquired without approval of two-thirds of the Board of Directors.
- (k) Act on all matters of policy, fill all Board vacancies to serve until the next Congregational meeting, and perform such other duties as the Members in regular or special meetings assembled from time to time prescribe.
- (l) Appoint subsidiary officers to assist those listed above, but without voting rights.
- (m) Select institutions for deposit and withdrawal of funds.

Section 3. The Board of Directors shall meet once per month during at least eleven months of each fiscal year on dates to be established at the beginning of each fiscal year, except when circumstances require a change of date or time of a particular meeting. All meetings of the Board of Directors and of all committees of the Congregation shall be open to all Members of the Congregation provided, however, that meetings or parts of meetings may be closed upon two-thirds vote of the Board of Directors or the members of the committee present, respectively, when personnel matters, legal matters or matters of unusual delicacy are to be discussed.

Section 4. A quorum of the Board of Directors shall be 60% of the members of the Board of Directors.

Section 5. A Special Meeting of the Board of Directors shall be called:

- (a) Upon receipt of a request signed by five members of the Board of Directors.
- (b) Upon receipt of a petition signed by at least 10% of the Members in good standing.
- (c) Whenever the necessity exists.

On the refusal or failure of the President to act within ten days after the receipt of such a request, the First Vice-President, or in his absence or refusal, the Second Vice-President shall call such a meeting. The call for a special meeting shall set forth the purpose of the meeting. No business shall be transacted except as specified in the call.

ARTICLE V. AFFILIATION:

This Congregation shall be affiliated with the Union for Reform Judaism and the United Synagogue of Conservative Judaism; provided that the Board of Directors may suspend both (not either) of such affiliations for periods not to exceed three years.

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ARTICLE VI. RABBI

- Section 1. a) The Rabbi shall attend all meetings of the Board of Directors and of the Congregation, except when requested for some special reason to be absent. The Rabbi shall be ex-officio member of the Board of Directors without vote.
- b) The Rabbi shall be available for consultation to all committees, without privilege of voting. The Rabbi shall have the privilege of attending all committee meetings, except when requested for some special reason to be absent.
- c) The Rabbi shall be the authority concerning Jewish law, practice, and custom.
- Section 2. When appropriate, the consideration of the renewal of rabbinical contracts shall be considered at the Congregational Meetings. A two-thirds vote of the Members present and voting shall be required to select a new rabbi and establish terms of employment. A majority of those Members present and voting shall be required to re-appoint an incumbent rabbi. The contract shall be in writing and for a specific period of time, unless the Rabbi is granted Professional Security. Decisions on the re-appointment of a Rabbi shall be taken at a Congregational Meeting scheduled not less than 150 days before the appointment of that Rabbi is due to expire.
- Section 3. The terms of re-appointment may include a grant of Professional Security. An appointment with Professional Security is a continuing contract subject to termination only by death, retirement, resignation, or dismissal upon two-thirds vote of Members present and voting. In the event that a dismissal is sought by action of the Board of Directors or upon petition signed by no less than 10% of the Members of the Congregation in good standing, a review of and recommendation concerning the relationship between the Rabbi and the Congregation may be sought from the URJ's National Commission on Rabbinical-Congregational Relationships, or the USCJ's Committee on Congregational Standards.

ARTICLE VII. PROFESSIONAL STAFF

Section 1. Executive Director

- a) The Executive Director shall attend all meetings of the Board of Directors and Congregation, except when requested for some special reason to be absent. The Executive Director shall be an ex-officio of the Board of Directors without vote.
- b) The Executive Director shall be available for consultation to all committees, without privilege of voting. The Executive Director shall have the privilege of attending all committee meetings, except when requested for some special reason to be absent.
- c) In addition to the foregoing, the Executive Director shall perform all of the duties

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contained in the written job description pertaining to the Executive Director position.

Section 2. Cantor

- a) The Cantor shall attend all meetings of the Board of Directors and Congregation, except when requested for some special reason to be absent. The Cantor shall be an ex-officio of the Board of Directors without vote.
- b) The Cantor shall be available for consultation to all committees, without privilege of voting. The Cantor shall have the privilege of attending all committee meetings, except when requested for some special reason to be absent.

ARTICLE VIII. COMMITTEES:

The following standing committees shall be appointed by the President as stated above.

Section 1. Budget and Finance:

The Treasurer shall be chair of this committee and the membership shall additionally consist of not less than four Members of the Congregation. The committee shall meet monthly to review and approve the financial report to be presented to the Board. The committee is to make a detailed estimate of the income and expenses for the next fiscal year and to submit an annual budget for that year to the Board of Directors no later than the April meeting of the Board of Directors preceding that year. In addition, the committee is to keep a correct account of the dues status of all Members and supervise the collection thereof. The committee must also prepare and certify for each Congregational Meeting a list of Members eligible to vote at the meeting. Finally, the committee must inform the Board of Directors of any arrears, which may cause a Member to be declared not in good standing. Prior to the expiration of the term of the Treasurer, the members of this committee (other than the Treasurer) shall conduct, or shall have conducted by qualified persons acting on their behalf, a rigorous review of the financial books and records of the Congregation in accordance with written guidance pre-approved by the Board of Directors, which review shall occur no later than ninety (90) days after the close of the Congregation's fiscal year, and the committee shall report the results of such review to the Board of Directors as soon as practicable after its completion.

Section 2. Religious Practices:

The Religious Practices Committee, in cooperation with the Rabbi shall consider and make recommendations to the Board of Directors concerning rituals, observances, and arrangements for worship service. It shall also promote such practices for the home, designed to enhance the value of Jewish living.

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Section 3. Membership Committee:

To welcome visitors and un-affiliated residents in their homes, at Services, and at other Congregational functions and to secure the affiliation with the Congregation of all persons eligible to join.

Section 4. Education Committee:

It shall be the duty of the Education Committee to:

- (a) In cooperation with the Rabbi and Director of the school, to make all regulations necessary for the government of the school, including employment of teachers and other employees, expenditures of the religious school funds, and adoption of the course of study within limits described by the Board of Directors.
- (b) In cooperation with the Rabbi, plan and administer a program of adult Jewish learning.

Section 5. Programming Committee:

It shall be the duty of the Programming Committee to coordinate the planning and implementation of Temple events, especially events that encompass a variety of interests.

Section 6. Buildings and Grounds Committee:

To keep the building and property of the Congregation in good order and repair, and to hire such personnel as is necessary for the proper maintenance of the buildings and property. The committee shall have jurisdiction over any additions or changes to the interior or exterior of the building and surrounding property including, but not limited to, infrastructure and physical security, subject to the Board of Directors.

Section 7. Social Action and Welfare Committee:

To study current social problems which might require or be ameliorated by action of the Congregation; and, if in the committee's judgement this is appropriate, suggest action to the Board and its membership. Further, to be concerned with the material welfare of needy congregants and, where necessary, other Jewish persons; and subject to Board approval, draw up policies for dealing with such problems, and to coordinate its activities with other existing welfare agencies.

Section 8. Cemetery Committee:

Subject to the approval of the Board, to draw up and administer policies governing the use and maintenance of the cemetery and governing the disposition of the cemetery funds.

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Section 9. Fund Raising and Endowment Committee:

It shall be the duty of the Fund Raising and Endowment Committee to:

- (a) To provide for such functions as may from time to time be required to raise needed funds which have not been raised through dues or other revenue;
- (b) To coordinate and conduct the solicitations of funds for the physical needs of the Congregation;
- (c) To establish and promote programs to obtain funds for endowments by all suitable means, including planned giving, and to supervise, manage, and allow for the disbursement of endowment funds in accordance with the financial policies approved by the Board of Directors.

The Fund Raising and Endowment Committee shall consist of at least five members, to include the Treasurer, although the Treasurer may not chair this committee while serving as Treasurer. If willing and able, the outgoing Treasurer shall serve as the chair of this committee during the following fiscal year

Section 10. Youth Activities Parents Committee:

To draw up, subject to Board approval, policies for all aspects of the Congregation's youth program, and to administer that program.

Section 11. Rabbinic and Cantorial Search Committee:

To recommend to the Board and the Congregation candidates to fill permanent rabbi and cantors vacancies in existence or anticipated. The committee shall consist of no less than five (5) or more than nine (9) members, including the four most recent past Presidents willing and able to serve, appointed by the President with consent of the Board of Directors.

Section 12. Public Relations Committee:

To keep the general public informed via the media of important activities within the Temple and the Jewish community. Further, to provide adequate publicity for events sponsored by the Congregation.

Section 13. Nominating Committee:

Shall be composed of not less than five (5) nor more than nine (9) members appointed by the President with the consent of the Board of Directors. The appointment process shall be completed not later than sixty (60) days prior to the Annual Meeting of the

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Congregation. The Nominating Committee shall be charged with the following responsibilities:

- (a) Determine the number of directorships open for election,
- (b) Structure the ballot,
- (c) Nominate no less than one candidate for each Director and Officer to be elected (with possible additional nomination by petition as specified in Article IX, Section 3(b) hereof,
- (d) Recommend its nominees for the Annual Meeting of the Congregation, and
- (e) Supervise and administer the elections.

Section 14. Personnel Committee:

The Personnel Committee shall be responsible for interviewing, and making recommendations concerning hiring and dismissal of all personnel other than rabbis and cantors, subject to approval of the Board of Directors. It shall review the performance of personnel including the Rabbi(s) and Cantor(s) at least annually and report to the Board of Directors.

Section 15. By-Laws Committee:

The By-Laws Committee shall be responsible for receiving suggestions for By-Laws revisions from Members or from the Board of Directors, shall attend to the proper wording of proposed amendments, shall from time to time propose changes designed to clarify the By-Laws, and shall bring such proposed changes before the Board of Directors for its consideration and possible recommendation to the Congregation in accordance with Article XVII of these By-Laws.

Section 16. Information Technology Committee:

The IT Committee shall support the technology needs of Temple Shalom. The scope of the IT Committee includes, but is not limited to, technology needs of the temple staff, board, and committees. The IT committee will review and recommend technology purchases.

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ARTICLE IX. RELIGIOUS CUSTOMS AND PRACTICES:

- Section 1. Generally, for Shabbat and holy days, evening services shall be in the Reform tradition and morning services for Shabbat and holy days shall be in the Conservative tradition. All worship services shall be held as specified by the Religious Practices Committee and approved by the Board of Directors. In these services all Jews who so desire shall be accorded full and equal rights. Further, insofar as the facilities and resources of the Congregation permit, the Board may allow alternative Jewish worship.
- Section 2. On Sabbath and Yom Kippur, there shall be no smoking on Congregational premises. The lighting of candles will be permitted at Friday night services but not on the rest of Sabbath or Yom Kippur.
- Section 3. Jewish dietary laws, as defined by the Rabbi and a committee of the Sisterhood, shall be observed on the Congregational premises.
- Section 4. Cantorial Soloists and choirs shall be of the Jewish faith.

ARTICLE X. CONGREGATIONAL MEETINGS AND ELECTIONS:

- Section 1. An Annual Meeting of the Congregation shall be held at the Temple at such place and on such date in the month of May as shall be designated by the Board of Directors. At this meeting, the Nominating Committee shall submit its report and Officers and Board Members shall be elected. Written reports shall be submitted by the President, Treasurer, Rabbi, other Officers, and standing committees and auxiliaries.
- Section 2. The Semi-Annual Meeting of this Congregation shall be held at the Temple or at such place and on such date in the month of November as shall be designated by the Board of Directors. Consideration of the renewal of rabbinical contracts shall be considered at this meeting.
- Section 3.
- (a) No voting shall be by proxy, mail, or absentee ballots.
 - (b) Persons may be nominated for any office upon petition signed by twenty-five or more Members of the Congregation, submitted with an agreement to serve from the nominee, to the Secretary not less than fifteen days prior to the Annual Meeting of the Congregation. Nomination from the floor of the Annual Meeting shall not be permitted.
- Section 4. A quorum shall consist of 10 percent of the Members of the Congregation.

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Section 5. Notice of an Annual, Semi-Annual or Special Meeting shall be mailed not later than ten (10) days prior to such meeting. Such notice shall contain the texts of proposed amendments to the By-Laws, if any were proposed, the slate of persons nominated for election, if any are to be elected, and any other agenda. In issuing a call for any Congregational Meeting, a notice mailed to one Member of a family shall be deemed sufficient notice to all Members of the family residing at the same address.

Section 6. A Special Meeting of the Congregation shall be called when the requirements set forth for a special meeting of the Board of Directors are satisfied.

ARTICLE XI. Auxiliary Organizations:

Section 1. Auxiliary Organizations

The Temple shall have such auxiliary organizations as shall from time to time be authorized and constituted by the Board. The activities of all auxiliary organizations of the Temple shall always be conducted in such manner as will advance the best interest of Temple Shalom.

Section 2. Active Auxiliary

An active auxiliary is one that holds elections and operates according to its constitution, and operates under Temple Shalom's 501(c)(3) tax-exempt status.

Section 3. Constitution and By-Laws

The constitution, By-Laws, and other regulations of all auxiliary organizations shall be consistent with the By-Laws and policies of Temple Shalom.

ARTICLE XII. CEMETERY:

The Sons of Israel Cemetery, a facility of the Jewish community, shall be governed by the Cemetery Committee subject to the following provisions:

- (a) The real property and the assets of the Cemetery, generally known as the Cemetery Fund, shall be separate from the Temple Account and shall only be used for the benefit of the Cemetery, and
- (b) Burial in the Cemetery shall be available only to Jews.

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ARTICLE XIII. FINANCIAL YEAR:

The Congregation shall run on a fiscal year from July 1 through June 30.

ARTICLE XIV. CONFLICT OF INTEREST:

The Board shall establish a Conflict of Interest policy, intended to protect the Congregation's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Congregation. Any officer, director, or member of a committee who has a direct or indirect financial interest, as defined in the Conflict of Interest policy, is an interested person. The Conflict of Interest policy is intended to supplement, but not replace, any applicable state laws governing conflicts of interest applicable to nonprofit and charitable organizations.

ARTICLE XV. INDEMNIFICATION:

In the event legal action is brought against any Member of the Board for any reason related to the position as Officer or Director, the corporation shall defend said person, pay the cost of such defense, and pay any judgment against said person so long as the judgment is not derived from an act of moral turpitude or gross negligence to the full extent permitted by Colorado law.

ARTICLE XVI. DISSOLUTION AND LIQUIDATION:

In the event of liquidation or dissolution of this corporation, none of the assets shall be conveyed to any Member. The assets shall be conveyed to a corporation of similar purpose, which would qualify under the Internal Revenue Code.

ARTICLE XVII. AMENDMENTS:

Proposed amendments to these By-Laws shall be mailed to each Member of the Congregation if they are proposed by

- (a) A majority of the Board, or
- (b) 10% of the Congregation and approved by the Board, or
- (c) 20% of the Congregation.

An affirmative vote of two-thirds of those present at a Congregational meeting and voting shall be necessary to adopt any amendment.

ARTICLE XVIII. PARLIAMENTARY AUTHORITY:

The rules contained in the current edition of Roberts' Rules of Order Newly Revised shall govern this organization in all cases to which they are applicable and when not inconsistent with these By-Laws.