

**CONGREGATION BETH EL**  
**BYLAWS**

**(As Amended and Restated)**

**Effective June 1, 2013**

**Adopted and Approved:**

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**Amended May 14, 2017**

**ARTICLE IX. SPIRITUAL LEADERS**

**Section 2. Duties of Rabbi**

**Amended May 6<sup>th</sup>, 2018**

**ARTICLE V. MEETINGS OF THE CONGREGATION**

**Section 1. Annual Meeting and Fiscal Year**

CONGREGATION BETH EL  
BYLAWS AS AMENDED AND RESTATED

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CONGREGATION BETH EL  
AMENDED AND RESTATED BYLAWS

ARTICLE I.           NAME

The name of this organization is Fort Bend Jewish Congregation, Inc. d/b/a Congregation Beth El (the “Congregation”).

ARTICLE II.           PURPOSE AND PRINCIPLES

The members of the Congregation join together to establish and maintain a Reform synagogue and religious school in order to allow all members to worship as their convictions dictate.

The purpose of the Congregation is to promote the fundamental and enduring principles of Judaism and to ensure the continuity of the Jewish people in Fort Bend County, Texas; to enable its members to develop a relationship with G-d through communal worship, study of the Torah, and assembly; and to apply the principles of Reform Judaism to the values and conduct of the individual, the family, and the society in which we live.

ARTICLE III.           ADMINISTRATION

Section 1.           The Officers and Board of Trustees of the Congregation shall be

A. Eight (8) officers (the “Officers”) who shall be elected by the Congregation, unless otherwise provided herein, shall be responsible for the administration of the Congregation with voting rights on all issues pertaining to the Congregation:

- President
- Vice President of Administration
- Vice President of Education
- Vice President of Member Relations
- Secretary
- Treasurer
- Member-at-Large Position #1
- Member-at-Large Position #2

B. The Chairs of the following Committees who shall be appointed by the President with voting rights on all issues pertaining to the Congregation:

- Chair of the Education Committee
- Chair of the Facilities Committee
- Chair of the Financial Affairs Committee
- Chair of the Fundraising Committee
- Chair of the Membership Committee
- Chair of the Ritual Committee
- Chair of the Personnel Committee

C. The Presidents and/or Advisors of the following Auxiliary Groups who are elected by their members and/or otherwise selected along with the Immediate Past President of the Congregation with voting rights on all issues pertaining to the Congregation:

- President of the Preschool Parent Teacher Organization
- President of the Religious School Parent Teacher Organization
- President of the Brotherhood
- President of the Sisterhood
- President of the Senior Group
- The Advisor to BEFTY
- Immediate Past President of the Congregation

D. The following positions are not members of the Board of Trustees but shall have the privilege of participating in meetings of the Board but shall have no voting rights:

- The Rabbi
- The Cantor
- The Business Director of the Congregation (or its equivalent)
- The Director of the Preschool
- The Director of the Religious School

Except for the Officers, all other members of the Board of Trustees shall not have the privilege of participating in (a) meetings of the Executive Committee and any committee acting as a grievance committee, except as specifically invited by such committee, or (b) that portion of any meeting of the Board for which the Executive Committee has requested that such individuals not be present.

Each member of the Board of Trustees must be a member in good standing of the Congregation.

## Section 2. Functions of the Board of Trustees

The Board shall have control of all congregational property and shall be the supreme administrative authority except when the Congregation itself is in session. Accurate minutes of the proceedings of the Board shall be kept and shall be readily available to any member. The functions of the Board shall include, but not be limited to, the following:

A. To study the congregational constituency and take necessary steps to encourage participation of the members in all activities of the Congregation.

- B. To keep itself informed with the work of all congregational auxiliaries and activity units — Brotherhood, Sisterhood, Senior Group, BEFTY, young families, etc. to assure a full program of appropriate activities.
- C. To familiarize itself with the religious school, preschool and other congregational means of Jewish education for youth and adults and to take measures to insure enrollment in the religious school of all eligible children in the Congregation.
- D. To cooperate with the Rabbi and Cantor in planning the religious, educational and social programs for the Congregation.
- E. To devise ways and means to strengthen the Congregation as the center of Jewish life in Fort Bend County, Texas and to provide opportunities for fellowship in the Congregation.
- F. To set an example by active and frequent participation in religious services and all other phases of congregational life.
- G. To submit a proposed budget (including proposed expenditures and revenues) for the next fiscal year at each annual meeting.
- H. To monitor the fiscal integrity of the Congregation by, if it so chooses, appointing an independent auditor for the Congregation's books and records.

Section 3. Committees of the Board of Trustees

The Board may discharge portions of its functions through the following standing committees and such ad hoc committees as the Board establishes from time to time. The Board may dissolve any ad hoc committee, but not any standing committee. Except as otherwise provided herein, the chairperson of each committee shall be appointed by the President until the next scheduled Annual Meeting and shall be subject to the approval of the Board.

Except as otherwise provided herein, the members of each committee shall be appointed by the chairperson until the next scheduled Annual Meeting. Any member in good standing of the Congregation may serve on at least one standing committee. Each committee shall establish procedures and policies for its operations, maintain minutes of meetings and should maintain a procedures and policies manual to provide to future chairpersons and members of such committee.

The following is a list of standing committees and their duties:

- A. Ritual Committee - This committee shall assist the Rabbi and the Cantor in supervising all religious activities and performing other duties as are necessary to promote the religious welfare of the Congregation. This committee shall recommend to the Board the purchase of religious texts. This committee, together with the Rabbi and the Cantor, shall be responsible for recommending policies, rules and regulations of religious practice activities in accordance with the principles of the Reform movement. This committee shall include on the committee the Rabbi, the Cantor, and the Vice President of Education, who shall serve as vice chairperson.

- B. Education Committee - This committee shall make regulations necessary for the administration of the Religious School and the Preschool, and shall, with the Rabbi and directors of such school, establish and approve the curriculum plan of such schools. This committee shall also be responsible for planning and implementing youth services for the High Holidays. This committee shall include on the committee the Vice President of Education, who shall serve as vice chairperson.
- C. Membership Committee - This committee shall be responsible for the recruitment, involvement and retention of members of the Congregation. This committee shall include on the committee the Vice President of Member Relations, who shall serve as vice chairperson.
- D. Facilities Committee - This committee shall be responsible for keeping the building and property of the Congregation in good order and repair. This Committee shall also be responsible for making recommendations to the Board regarding “house rules” for the use of the Congregation’s building and grounds and the interpretation and enforcement of the house rules. This committee shall include on the committee the Vice President of Administration, who shall serve as vice chairperson.
- E. Financial Affairs Committee - This committee shall make a detailed estimate of the income and current expenses for the ensuing fiscal year, submit to the Board an annual budget for the ensuing fiscal year, and review the accounts for the Congregation. This committee shall meet periodically during each fiscal year to establish the membership dues and other financial obligations of each member for the ensuing fiscal year, to the extent that the amount of such obligations is not expressly provided for in these Bylaws, and to review expenditures periodically during each fiscal year. The membership dues and other financial obligations of each member shall be established in accordance with the policies established by the Board. This committee shall include on the committee the Vice President of Administration, who shall serve as vice chairperson, the Treasurer, and one other Officer.
- F. Nominating Committee - See Article VI, Section 1 below.
- G. Executive Committee - See Article III, Section 5 below.
- H. Fundraising Committee – This Committee shall (i) implement the goal that it is desirable and important to increase the Congregation’s financial resources and its ongoing fiscal stability; (ii) formulate for consideration by the Board a set of standards for fundraising appropriate to the Congregation; (iii) explore the possibility for increasing income from existing and new sources; (iv) present to the Board specific proposals for increasing financial resources; (v) implement proposals when approved by the Board; and (vi) coordinate timing of existing fund raising components

of the Congregation and its auxiliaries. Further, this Committee shall be responsible for establishing and maintaining a long range financial plan for the Congregation. This committee shall include on the committee two Officers, one of which shall be the Vice President of Administration.

Section 4. Committee Budgets

Each committee shall prepare and submit to the Financial Affairs Committee an annual budget at such time as the President or Treasurer shall designate.

Section 5. Executive Committee

In addition to the other standing committees, the Congregation shall have an Executive Committee consisting of the Officers. The President shall be the chairperson of the Executive Committee. The Executive Committee shall keep minutes of all its meetings, and the minutes shall be available to the Board upon request as soon as practicable after each meeting of the Executive Committee.

If, in the discretion of the President, an emergency exists requiring the immediate action of the Board, the President may convene a meeting of the Executive Committee with a minimum of three Officers. In the absence of the President, a Vice President may convene such a session of the Executive Committee. The Executive Committee shall implement decisions of the Board and perform such other functions as may be necessary to address such emergency or delegated to it by the Board, subject to the limitations in these Bylaws. Unless an emergency exists requiring the immediate action of the Board, a majority of the Executive Committee shall constitute a quorum and notice of a meeting of the Executive Committee must be given to each member of such committee at least five days before the date set for meeting.

The Executive Committee may not terminate or modify the employment contracts or terms of employment of the Senior Professional Staff of the Congregation [i.e., the Rabbi, the Cantor, the Business Director (or its equivalent) and the directors of the Religious School or Preschool], or perform any function or make any decision that is reserved in these Bylaws to the membership of the Congregation or the Board.

Section 6. Personnel Committee

The President shall appoint a member from the congregation to be the Chairperson of the Personnel Committee. The President will also appoint at least one member from the Executive Committee to serve on this committee who shall also serve as vice chairperson. The Chairperson shall be a voting member of the Board of Trustees and shall report directly to the President.

This committee shall be responsible for the establishing of personnel practices and procedures relating to conditions of work, salaries and grievances. This committee will in turn be responsible for the annual performance reviews of all paid temple staff,

including the senior professional staff, which will be submitted to the Executive Committee for appropriate action.

## ARTICLE IV. MEMBERSHIP

### Section 1. Regular Membership

Any person who professes to be of the Jewish faith, who has attained the age of eighteen years or older, and his/her immediate family and/or dependents, who affirms his or her agreement with the principles of the Congregation, as outlined in these Bylaws, shall be eligible for membership.

### Section 2. Application for Membership

Application for membership shall be made in writing. Applicants for membership shall be accepted only after approval by the chairperson of the Membership Committee and either the Vice President of Member Relations or the Treasurer.

### Section 3. Members in Good Standing

A member is in good standing if he or she is current on all financial obligations to the Congregation in advance of a date specified by the Board.

The President, together with the Vice President of Member Relations and the Treasurer, is empowered to make exceptions to the foregoing provisions of this Section 3 when special circumstances exist making it in the best interest of the Congregation to grant such exceptions, including, but not limited to, accommodating any member in financial hardship. All discussions regarding hardship shall be handled on a confidential basis.

### Section 4. Rights of Membership

Privileges and services, as the Congregation and Board shall determine, shall be available only to members in good standing.

Each member in good standing is entitled to one vote when the general membership is in session. For the purposes of this section, a member is a “family unit” determined by the paying status to the Congregation with the family unit entitled to only one vote.

Death or divorce shall not terminate the rights of membership of the remaining family member(s).

### Section 5. Resignation

Resignations from membership in the Congregation must be made in writing addressed to the President, the Vice President of Member Relations, or the Treasurer. Any resignation shall be effective at the end of the calendar month in which the written notification is

received. Each member is responsible for paying all financial obligations through the effective date of the resignation in full at the time of the resignation.

Section 6.      Categories of Members

The Board may, from time to time, establish additional categories of members, including but not limited to student members, associate (young couple) members, senior adult members and singles members, and define the rights and obligations of the special categories of members to the extent that members in those categories do not have the full rights and obligations of regular members.

ARTICLE V.      MEETINGS OF THE CONGREGATION

Section 1.      Annual Meeting and Fiscal Year

An annual meeting of the entire membership of the Congregation shall be **held in April** (amended from held in May on May 6, 2018 ) of each year (the “Annual Meeting”) at a time and place to be selected by the President, with the approval of the Board. At least fourteen (14) days before the meeting, written notice (electronic or otherwise) shall be sent by mail (electronic or otherwise) to all members. The fiscal year of the Congregation shall commence on June 1 of a calendar year and end on May 31 of the following calendar year.

Section 2.      Business at Annual Meeting

The following shall be the order of business at such annual meetings:

- A.      Opening Prayer.
- B.      Summary of minutes of the meetings of the membership during the preceding year.
- C.      Pertinent annual reports from Officers and committees.
- D.      Nominations of Officers.
- E.      Election of Officers.
- F.      Reading of proposed budget for ensuing year and action thereon.
- G.      Old Business.
- H.      New Business.
- I.      Good and welfare.
- J.      Closing Prayer.

### Section 3. Special Meetings

The President shall call a special meeting of the membership:

- A. When he or she deems it necessary;
- B. If requested to do so by a majority of the Board present and voting at a regular or special meeting of the Board; or
- C. If requested to do so by written petition of members in good standing signed by not less than fifteen percent of the members in good standing. The petition shall state the reasons for which the meeting has been requested and the matters to be considered at the meeting. The entire petition and the names of petitioners shall be read or otherwise distributed to those attending the special meeting if any member requests that this be done.

If a special meeting has been requested by action of the Board or by petition of the membership, the President is required to announce the meeting within fourteen days after the meeting has been requested.

Regardless of the procedures by which the special meeting is being called, written notice (electronic or otherwise) shall be mailed (via electronically or otherwise) to all members of the Congregation not less than 10 days before the date of the special meeting. The notice shall state the place, day and hour of the meeting and the purpose or purposes for which the meeting is being called and the matters to be considered at the meeting. The meeting shall be held no later than 30 days after the proper request for such special meeting has been presented to the President.

At all special meetings only matters, which are pertinent to the reasons given for calling the meeting, may be discussed and acted upon. At any special meeting each matter (including each motion and each amendment to each motion) shall require the approval of sixty percent of those present and voting to pass, except as otherwise provided.

### Section 4. Quorum

Twenty percent of the membership in good standing shall constitute a quorum for annual and special meetings of the Congregation.

### Section 5. Rules of Procedure

Meetings of the Congregation shall be conducted according to Robert's Rules of Order. If these conflict with articles of these Bylaws, then these Bylaws shall prevail. *The* President may appoint a parliamentarian at all meetings of the Board and of the Congregation.

### Section 6. Reversal of Board Decisions

Any action taken at the annual meeting or at a special meeting of the membership to reverse a decision of the Board shall require the approval a majority of those members present and voting to pass; provided, however, approval by a two-thirds majority of those members present and voting at a meeting of the membership shall be required of any matter for which another provision of these Bylaws requires such two-thirds approval.

Section 7. Voting by Proxy Prohibited

Voting by proxy is not allowed. A member must be present at a meeting in order for his or her vote to be counted.

ARTICLE VI. ELECTION OF OFFICERS OF THE CONGREGATION AND BOARD OF TRUSTEES

Section 1. Nominating Committee

A nominating committee shall be appointed by the President and approved by the Board at the first regularly scheduled meeting of the Board held after the Annual Meeting. The term of office for each member of the Nominating Committee shall commence immediately following the meeting at which each was approved by the Board and shall end at the next Annual Meeting. The Nominating Committee shall consist of a past president of the Congregation, who shall be the chairperson, two Officers, and two members of the Congregation who are not members of the Board.

The Nominating Committee shall present to the Annual Meeting at least one nomination for each of the Officers provided for in Article III, Section 1. A. A copy of the report of the Nominating Committee is to be mailed (via electronically or otherwise) to each member of the Congregation, together with a notice of the Annual Meeting, at least fourteen days prior to the meeting.

Nominations may be made from the floor at the Annual Meeting; provided, however, the person receiving such nomination is present at the Annual Meeting to accept it.

The Nominating Committee shall submit nominations for vacancies under provisions of Article VI, Section 5. Vacancy.

Section 2. Election

Officers shall be elected by a vote of the members in good standing present and voting at the Annual Meeting.

Section 3. Terms of Office

The Officers shall be divided into two classes. The President, Vice President of Education, Secretary, Member-at-Large Position #1 shall be assigned to Class A and the Vice President of Administration, Vice President of Member Relations, Treasurer, and Member-at-Large Position #2 shall serve as Class B. Each Officer shall hold office for a term of two years, except that for the Officers elected at the Congregational meeting in 2014 shall

hold office as follows: Officers in Class A shall have their term expire in 2015 (and every two years thereafter); and Officers in Class B shall have their term expire in 2016 (and every two years thereafter).

Except as provided in the immediately preceding paragraph, (i) the term of office for Officers shall be two years and (ii) no Board member shall ever serve longer than four consecutive years in a single office, except that a person who has not served in a particular office for at least four years is again eligible to serve in that office. A Board member serving eight consecutive months or longer shall be considered to have served a term.

The term of office for Officers elected at the Annual Meeting shall commence immediately following the completion of the annual meeting at which they are elected. The term of office for a chairperson of a standing committee shall commence immediately following the meeting at which he or she was approved by the Board and shall end at the next Annual Meeting.

#### Section 4.      Removal from Office

An Officer may be removed from office by a vote of two-thirds of the members present and voting at a special membership meeting of the Congregation called for the purpose of considering this action. A non-Officer Board member may be removed from office by a vote of two-thirds of the members present and voting at a meeting of the Board called for the purpose of considering this action.

#### Section 5.      Vacancy

When a vacancy occurs among the Officers sixty days or less prior to the Annual Meeting of the general membership, the vacancy shall be filled at the Annual Meeting in accordance with Section 2 of this Article. However, if a vacancy occurs in the office of President during this sixty-day period, the vacancy shall be filled by the Vice President of Administration (or Vice President of Education or Vice President of Member Relations, in order, if the Vice President of Administration is unable to serve).

When a vacancy occurs among the Officers occurs more than sixty days but less than six months prior to the Annual Meeting of the general membership, the replacement shall be selected by the President subject to approval of the Board at the next regular meeting of the Board

In the event of any vacancies not addressed by the preceding provisions of this Section 5, replacements shall be elected by a majority vote of the Board present and voting utilizing the following procedure: Written notice (electronic or otherwise) of the existence of a vacancy and the person nominated by the Nominating Committee to fill the vacancy shall be sent by mail (electronic or otherwise) to all members of the Board at least five days prior to the meeting at which the replacement is to be elected. At such a meeting, nominations will be accepted from the floor and the election held. The term of office for an Officer elected to fill a vacancy shall commence immediately following the meeting at which he or she was elected.

Section 6.      Ballots

Election of Officers shall be by secret ballot and the candidate receiving a majority of votes shall be declared elected. The presiding officer shall designate two inspectors, and they shall canvass the ballots cast and report results to the meeting.

ARTICLE VII.      DUTIES OF THE BOARD OF TRUSTEES

Section 1.      Meetings

The President of the Congregation shall call a regular monthly meeting of the Board during at least nine months of each fiscal year. The President when he or she deems it necessary may call a special board meeting or when ten members of the Board request in writing to the President that a meeting be called. Meetings will be conducted according to Robert's Rules of Order except to the extent that they conflict with these Bylaws. A quorum of the Board shall consist of a majority of the currently active Board.

Notice of a meeting must be given to each member of the Board at least five days before the date set for meeting. All Board meetings shall be open to any member in good standing. He or she shall have no voice or vote. A member may converse with the Board at the discretion of the Board.

Section 2.      Duties

In addition to the duties enumerated herein, the Board shall have the general management of all affairs of the Congregation, and shall adopt and enforce appropriate rules and resolution therefore.

The Board shall have the right to engage and discharge all personnel of the Congregation, and to fix the compensation and tenure of office of such personnel, in accordance with ARTICLE III Section 6. Personnel Committee, except as herein otherwise provided.

The position of any member of the Board shall automatically terminate if such Board member is absent from four consecutive regular monthly meetings of the Board, unless the Board affirmatively approves the reinstatement of the absent Board member. In addition, a Board member's position on the Board shall be terminated at the end of the first year that he or she is elected to the Board if he or she does not attend at least 50% of the meetings of the Board during that year. After a Board member has been absent from three consecutive regular monthly meetings, the Secretary of the Board shall give written notice (electronic or otherwise) advising the absent member of the three consecutive absences and the provisions of this paragraph.

Each Officer shall serve on at least one standing committee or ad hoc committee pursuant to his or her responsibilities under these Bylaws or otherwise.

ARTICLE VIII. DUTIES AND POWERS OF THE OFFICERS OF THE CONGREGATION

- A. In addition to the duties herein enumerated, it shall be duty of the President to preside at all meetings of the membership and Board; be an ex-officio member of all committees except the Nominating Committee and perform other duties as may pertain to his or her office.
- B. It shall be the duty of the Vice President of Administration to manage the financial and administrative functions of the Congregation.
- C. It shall be the duty of the Vice President of Education to supervise all religious activities of the Congregation and perform other duties as are necessary to promote the religious welfare of the Congregation, including, but not limited to, managing the religious, ritual, family, adult, religious and preschool educational functions of the Congregation.
- D. It shall be the duty of the Vice President of Member Relations to administer and facilitate the recruitment, involvement and retention of members of the Congregation. The Vice President of Member Relations shall be the Board's liaison to all auxiliary groups within the Congregation, including, but not limited to, the Brotherhood, Sisterhood, BEFTY, and Senior Group.
- E. It shall be the duty of the Secretary to: (1) maintain permanent records of all minutes required by these Bylaws; (2) maintain a register of all the members of the Congregation, committee chairpersons and committee members and such data as may be of value to the Congregation; (3) attend meetings of the Congregation and of the Board, read the minutes, reports and communications and keep an accurate record of the proceedings of such meetings; (4) read at each meeting the minutes of the previous meeting, which, if approved by a majority of the members present, shall be signed by the Secretary and by the President, and placed in the Congregation's minute book; (5) send out proper notices of all meetings of the Congregation and the Board; (6) administer all votes at meetings of the Board and the Congregation; (7) all materials prepared and maintained by the Secretary, or his or her designee, shall be located at the office of the Congregation; and (8) perform such other duties as are incident to the office.
- F. It shall be the duty of the Treasurer to be: (1) custodian of all funds of the Congregation; (2) disbursing agent of the Congregation as authorized by the Board and these Bylaws; (3) present written reports monthly to the Board; and (4) present a financial report to the Congregation at all regular meetings.
- G. The Members at Large shall have no regular duties, but shall carry out special assignments at the request of the President or by a majority vote of the Board. These assignments may include, but are not limited to, chairing certain ad hoc committees or task forces.

## ARTICLE IX.        SPIRITUAL LEADERS

### Section 1.        Initial Election

The Rabbi and Cantor (each, a “Spiritual Leader”) shall be elected by a vote of the general membership according to the following procedure:

- A.     The President shall appoint a special committee (and its chairperson) of seven to nine members who shall make recommendations to engage Spiritual Leaders for the Congregation, and report its recommendations to the Board. The special committee shall include a representative of the Membership Committee, a representative of the Education Committee and a representative of the Ritual Committee. Each person appointed to this special committee shall be subject to approval of the Board. The special committee, acting together with the Vice President of Administration, shall also make recommendations concerning terms of the contracts with the Spiritual Leaders, and report the material terms of the proposed contracts to the Board.
- B.     The Board shall consider the report of the special committee at a special meeting called for the purpose of discussing the report. If sixty percent of the Board present at the special meeting vote in favor of presenting said applicant or applicants to the membership, then such applicant or applicants shall be presented to the membership for approval or disapproval.
- C.     The Spiritual Leaders shall be elected by the Congregation on such terms and conditions as it deems advisable, and at such meeting, two-thirds of those present and voting must vote in favor of the election of such Spiritual Leaders. Five days notice shall be given prior to such meeting.
- D.     A written contract shall be entered into with the Spiritual Leaders elected based on the terms and conditions approved by the Congregation.

### Section 2.        Duties

- A.     The Rabbi is charged with the responsibility to foster individual and group religious activity and to arrange for proper religious services and observances in the Congregation in conformity with the Reform Movement. He or she shall supervise and teach in the religious school and supervise other education activities of the Congregation. He or she shall perform such other duties as pertain to the position of the Rabbi.

He or she must abide by the Bylaws of the Congregation, a copy of which shall be made available to him or her.

Except as provided in this paragraph, the Rabbi shall have the privilege of participating, without vote, in **meetings of the Executive Committee**, (amended May 14, 2017 from **the Rabbi shall not have the privilege of participating in (a)**

**meetings of the Executive Committee)** the Board and all standing committees. However, the Rabbi shall not have the privilege of participating in (a) meetings of the Nominating Committee, any committee acting as a grievance committee, or any committee for the initial election or re-election of a Spiritual Leader, except as specifically invited by such committee, (b) that portion of any meeting of the Board dealing with the initial election or re-election of a Spiritual Leader, except as specifically invited by the President, or (c) that portion of any meeting of the Board for which the Executive Committee has requested that the Rabbi not be present

- B. The Cantor of the Congregation shall attend religious services and chant the service on religious occasions, and shall perform such other duties as pertain to the position of Cantor.

He or she must abide by the Bylaws of the Congregation, a copy of which shall be made available to him or her.

Except as provided in this paragraph, the Cantor shall have the privilege of participating, without vote, in meetings of the Board and all standing committees. However, the Cantor shall not have the privilege of participating in (a) meetings of the Executive Committee, the Nominating Committee, any committee acting as a grievance committee, or any committee for the initial election or re-election of a Spiritual Leader, except as specifically invited by such committee, (b) that portion of any meeting of the Board dealing with the initial election or re-election of a Spiritual Leader, except as specifically invited by the President, or (c) that portion of any meeting of the Board for which the Executive Committee has requested that the Cantor not be present.

In the event of a disagreement between any committee and the Rabbi or the Cantor, same shall be submitted to the Board; the Committee, the Rabbi and the Cantor must abide by the rulings of the majority of the Board.

### Section 3. Retention of Spiritual Leader

- A. At least twelve months prior to the end of the current term or mutually agreed date for renegotiation of each Spiritual Leader's contract, the President shall appoint a special committee (and its chairperson) of seven to nine members who shall meet with each Spiritual Leader and make recommendations concerning retention and terms of the contract with the Spiritual Leader. Five of the members of this special committee shall be (a) the chairperson of the Ritual Committee, (b) the chairperson of the Education Committee, (c) the chairperson of the Membership Committee, (d) Immediate Past President of the Congregation, and (e) a member who is not on the Board. The members of this committee (other than the chairpersons of the Ritual, Membership and Education Committees) shall be subject to approval of the Board. The committee shall report its recommendation at a special meeting of the Board of Trustees called for the purpose of discussing the report, with the meeting to be held at least eight months prior to the end of the current term of each Spiritual Leader's contract. The President shall notify the members of the Congregation of

the formation of the special committee and its members, shall urge the membership to provide to the special committee, in writing, their favorable, unfavorable, neutral and/or other impressions of and experiences with the Spiritual Leader, and shall stress to the membership the importance of this communication. The special committee shall establish such other procedures for receiving input from the membership as it deems fair and appropriate.

- B. At the special meeting called for such purposes, the Board shall consider the special committee's report and vote on whether to renew the contract of the Spiritual Leader. The contract of a Spiritual Leader shall be renewed only if renewal of the contract and all the material terms of the contract are approved by at least sixty percent of those Board members present at the special meeting. Notice shall be given to members of the Congregation no less than ten days prior to such meeting specifying the purpose for the meeting and setting forth the special committee's recommendation. The President shall promptly give written notice (electronic or otherwise) to all members of the Congregation of the results of the vote taken by the Board.
- C. The action of the Board shall be final unless a special meeting of the membership is requested within fourteen days after the membership is notified of the Board's action.
- D. A written contract shall be entered into with the Spiritual Leader retained based on the material terms approved by the Board.

#### ARTICLE X. FINANCIAL OBLIGATIONS

The financial obligations of each membership shall consist of the following:

- A. Membership dues established in accordance with the policy established by the Board.
- B. Special assessments approved by the Board, either for operating, capital or other expenditures.
- C. Tuition for children in the religious school or preschool in accordance with Article XIII.

#### ARTICLE XI. EXPULSION

- A. A member of the Congregation may be expelled if guilty of an offense involving moral turpitude, or for gross misconduct as determined by the Board.
- B. A report of such misconduct or act involving moral turpitude shall be considered by the Board, who shall hear both the person making the charge and the member against whom the charge is made, if the latter wishes to appear, after reasonable notice has been given.

- C. Four-fifths of the Board present and voting shall be required to expel such member.

ARTICLE XII. AMENDMENT OF BYLAWS

These Bylaws may be amended in the following manner:

Amendments may be submitted as (1) a written petition signed by 25% of the members of the Congregation in good standing, or (2) a recommendation of a bylaws revisions committee of the Board which has had the approval of a majority of those present and voting at a Board meeting. The proposed amendments must then be presented to the general membership at the next regular or special meeting of the membership. Proposed amendments must be presented in writing to the Secretary at least one week prior to the required dates for mailing notices as specified in Article V Meeting of the Congregation.

The Secretary shall send out notice of such meeting, and include therein a copy of the proposed amendment. Two-thirds of the members present and voting must vote favorably in order to adopt such proposed amendment. The membership shall vote on amendments as presented. No revisions or changes are permitted at the meeting when the amendments are being considered

ARTICLE XIII. RELIGIOUS SCHOOL AND PRESCHOOL TUITION

Tuition schedules shall be recommended by the Education Committee and approved by the Board.

ARTICLE XIV. DIRECTORS OF RELIGIOUS SCHOOL AND PRESCHOOL

Section 1. Initial Selection

Each of the directors of the Religious School and the Preschool (if applicable) shall be selected by a vote of the Board according to the following procedure:

- A. The President shall appoint a special committee (and its chairperson) of seven to nine members who shall make recommendations for the position of each of the directors of the Religious School and the Preschool, and report its recommendations to the Board. The majority of the members of the special committee shall be members of the Education Committee and all of the members of the special committee shall be subject to the approval of the Board.
- B. The Board shall consider the report of the special committee at a regular or special meeting. The Congregation shall employ the applicant if the recommendation of the special committee, including the materials terms of the contract, is approved by sixty percent of the Board members present at such meeting. If the report is considered at a regular meeting of the Board,

no less than five days advance notice shall be given to the Board that this item will be on the agenda for the Board meeting.

- C. A written contract shall be entered into with each of the directors of the Religious School and the Preschool based on the material terms approved by the Board.

Section 2. Contract Renewal

- A. The President shall appoint a special committee (and its chairperson) to meet with each of the directors of the Religious School and the Preschool and make recommendations concerning renewal and terms of contract. The committee shall consist of seven to nine members, the majority of whom shall be members of the Education Committee. All of the members of this special committee shall be subject to approval of the Board. The committee shall report its recommendations to the Board at a regular or special meeting at least four months prior to the end of the current term of each director's contract. If the recommendation of the re-election committee is to be made at a regular meeting of the Board, notice that this issue will be presented to the Board shall be given to the Board no less than ten days in advance of the regular meeting.
- B. At the meeting, the Board shall consider the committee's report. The contract of each of the directors of the Religious School and the Preschool shall be renewed if renewal and the material terms of the contract are approved by at least sixty percent of those members of the Board present and voting.
- C. A written renewal contract shall be entered into with the educational director based on the material terms approved by the Board.

Section 3. Duties

- A. Each of the directors of the Religious School and the Preschool shall be in charge of the religious and preschool school, respectively, including the development of curriculum and the selection and replacement of teachers, subject to the supervision of the chairperson of the Education Committee.
- B. Each of the directors of the Religious School and the Preschool shall assist the Education Committee and the Rabbi in the preparation and implementation of educational programs for the Congregation. Each of the directors of the Religious School and the Preschool will prepare and implement educational programs for the Congregation, under the supervision of the Rabbi and with the assistance of the Education Committee. Each of the directors of the Religious School and the Preschool must abide by the Bylaws of the Congregation, a copy of which shall be furnished to each of them.

- C. Each of the directors of the Religious School and the Preschool shall prepare and submit to the Financial Affairs Committee an annual budget at such time as the President or Treasurer shall designate.

ARTICLE XV. BYLAWS

These Bylaws constitute the Bylaws of the Congregation for purposes of the Texas Non-Profit Corporation Act.

ARTICLE XVI. INDEMNIFICATION

The Congregation shall indemnify any person who is, or who is threatened to be made, a party to any legal proceeding, because he or she was an officer, employee, professional staff, Rabbi, Cantor, or agent of the Congregation, against expenses (including attorney's fees), judgments, fines, and amounts paid in settlement (if approved by the Board in advance) actually and reasonably incurred by him/her in connection with such action, suit, or proceeding, if he/she reasonably believed to be in or not opposed to the best interests of the congregation and with respect to any criminal action or proceeding, had no reasonable cause to believe his/her conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in a manner which he/she reasonably believed to be in or not opposed to the best interests of the congregation and, with respect to any criminal action or proceeding, has reasonable cause to believe that his/her conduct was unlawful.

Any indemnification under this Article (unless ordered by a court) shall be made by the Congregation only as authorized in the specific case, upon the determination that indemnification of the person is proper in the circumstances because he/she has met the applicable standard of conduct set forth in this Article. Such determination shall be made: (1) by the Board by a majority vote of a quorum consisting of trustees who were not parties to such action, suit or proceeding; or, if no quorum can be reached, (2) by the affirmative vote of a majority of the members of the congregation, excluding those who are parties to the action, at a duly constituted meeting.

Expenses incurred in defending a civil or criminal action, suit or proceeding shall be paid by the congregation in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking (with sufficient security, if required) by or on behalf of the indemnified person to repay such if it shall ultimately be determined that he/she is not entitled to be indemnified by the congregation as authorized in this bylaw provision. The Congregation shall attempt to purchase and maintain insurance on behalf of any person who is indemnified by this Article.

ARTICLE XVII. PROHIBITED ACTIVITIES AND DISTRIBUTION OF ASSETS

No member of the Congregation shall receive any of the earnings or pecuniary profit from the operations of the Congregation, except the payment to any such person of reasonable compensation for services rendered to or for the Congregation in carrying out any of its tax-exempt purposes.

Notwithstanding any other provision of these Bylaws, no officer, employee, or representative of the synagogue shall take any action or carry on any activity by or on behalf of the synagogue not permitted to be taken or carried on by an organization exempt under section 501(c)(3) of the IRS and regulations promulgated thereunder.

Upon the dissolution, discontinuance or liquidation of the Congregation, its assets remaining after the payment of its liabilities and obligations shall be distributed only for tax exempt purposes to an educational, religious, charitable or other similar organization that is exempt under Section 501(c)(3) of the Internal Revenue Code of 1986 (as amended) (or any successor statute), as the Board and the members shall determine in accordance with these bylaws and the provisions of the Texas Non-Profit Corporation Act (or any successor statute).