

## BYLAWS OF TEMPLE SHIR TIKVA

### ARTICLE I - NAME

The name of this congregation shall be Temple Shir Tikva ("Congregation").

### ARTICLE II - PURPOSE

The purpose of the Congregation shall be to establish and to maintain a synagogue and a religious school for the instruction of children and advanced scholars in the Town of Wayland, to enrich and encourage the educational, cultural, religious, civic and social life of the Jewish community, and to preserve and foster the ideals of Judaism.

### ARTICLE III - AFFILIATION

The Congregation shall be affiliated with the Union of American Hebrew Congregations.<sup>1</sup>

### ARTICLE IV - RITUALS AND RELIGIOUS PRACTICES

**Section 1. Religious Practices.** The Congregation shall be guided in its religious practices by its Rabbi as well as by the interpretations of the traditions of Judaism consistent with its affiliation, and these Bylaws.

**Section 2. Ritual.** Notwithstanding any decisions as to affiliation, the form of ritual worship shall reflect the needs and desires of the Congregation.

### ARTICLE V - MEMBERSHIP

#### Section 1. Eligibility

**a.** Any person of the Jewish faith, or any person willing to adopt and profess the Jewish faith, shall be eligible to become a member of this Congregation.

**b.** A non-Jewish person is eligible for membership if the person is married to, or otherwise the partner of and living in a committed relationship with, a Jewish adult member. Death, divorce or dissolution of the relationship shall not terminate the membership of the surviving or remaining spouse or partner, if he or she wishes to remain a member.

**c.** In special circumstances membership eligibility shall be determined by the Executive Director and/or President, in consultation with the Senior Rabbi.

#### Section 2. Application for Membership

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<sup>1</sup> Editor's Note: In 2003, the Union of American Hebrew Congregations changed its name to the Union for Reform Judaism.

a. Any such eligible person may apply to become a member of this Congregation by executing and delivering to the Board of Trustees, or such person as the Board of Trustees may designate, an application to become a member and paying such dues, charges and assessments as may be adopted by vote of the Congregation from time to time.

b. Acceptance of the membership application shall be made by the Executive Director and/or President.

### **Section 3. Membership – General Provisions**

a. The “Family Unit” consists of one (1) or two (2) adults, eligible to be members, as defined in Section 1, the two (2) adults residing in the same household as a married couple or otherwise living together in a committed relationship. Their children 25 years or younger shall be considered to be members of that Family Unit, whether or not residing in the household and shall be non-voting members of the Temple.

b. Upon application for membership, and from time to time, a member’s eligibility for a specific membership category shall be confirmed by the Executive Director or by such person as the Board of Trustees may designate.

c. Members in all membership categories, except the Associate Member category, shall be entitled to all membership privileges and will be responsible for full payment of all dues, fees, assessments or charges, from time to time adopted by the Congregation, applicable to the appropriate membership category.

d. Memberships with special financial arrangement may be available in case of financial hardship. This arrangement shall be determined by the procedure approved by the Board of Trustees.

e. The Board of Trustees may establish incentives for membership, including reduced dues rates and reduced and/or deferral for other fees, assessments or charges, for new members, provided that the incentives shall be of limited duration.

**Section 4. Membership Categories**

**a. Family Membership:** In the case of a Family Unit consisting of two adults, with or without children residing in the household, they shall pay the Family Membership Temple dues and the Building Fund fee.

**b. Single Person / Single Parent Membership:** In the case of a Family Unit consisting of one adult, with or without children residing in the household, he or she shall pay half (1/2) of the Family Membership Temple dues and the Building Fund fee.

**c. Senior Membership:** In the case of a Family Unit consisting of two adults, where both adults are 65 years of age or older and have no children under 18 years of age residing in the household, they shall pay half (1/2) of the Family Membership Temple dues, but shall not be required to pay the Building Fund fee.

**d. Single Senior Membership:** In the case of a Family Unit consisting of one adult who is 65 years of age or older and has no children under 18 years of age residing in the household, the member shall pay one third (1/3) of the Family Membership Temple dues but shall not be required to pay the Building Fund fee.

**e. Associate Member:** Any members or former members in good standing, who no longer reside within 65 miles of the Temple, may, at their request become Associate Members. Associate Members shall pay dues determined by the Executive Director and/or President, in consultation with the Finance Committee, but shall not be required to pay the Building Fund fee. Associate Members shall be entitled to receive regular communications from the Temple and are entitled to purchase High Holy Day tickets at member rates. Associate Members shall not be entitled to other membership privileges; they shall be non-voting members; and they will not be responsible for payment of other fees, assessments or charges, from time to time, adopted by the Congregation.

**f. New Young Family Membership:** New Young Family eligibility criteria and dues shall be determined in consultation with the Finance and Membership Committees, and approved by the Board of Trustees. The guiding principle is to attract and welcome New Young Families.

**g. ELC Family Membership:** In the case of a Family Unit consisting of one or two adults, with one or more children enrolled in Temple Shir Tikva's Early Learning Center ("ELC"), upon acceptance of the membership application in accordance with Section 2 of this Article, Temple membership shall be complimentary on the following terms: During such time as the child or children are enrolled in the ELC, Temple dues are waived and the Building Fund fee may be deferred; any other fees or charges, including religious school fees are not waived. ELC Family Members shall be entitled to all membership privileges.

**Section 5. Membership Privileges.** Members in good standing of the Congregation shall be eligible, in accordance with its rules and regulations, for all of the following privileges (unless otherwise specified in this Article):

**a.** The right to vote on all matters coming before meetings of the Congregation. Each Family Unit shall have one or two votes: In the case of a Family Unit consisting of one adult, the Family Unit shall have one vote; in the case of a Family Unit consisting of two adults residing in the same household as a married couple or otherwise living together in a committed relationship, the Family Unit shall have two votes. Associate Members and children in a Family Unit are non-voting members. Members shall not vote by proxy.

**b.** The right to have their children receive religious education in the religious and Hebrew schools of the Congregation.

**c.** The right to attend all religious observances of the Congregation.

**d.** The right to hold office as an officer or Trustee of the Congregation.

**e.** The right to serve on any committee of the Congregation.

**f.** Such other privileges as may be made available from time to time by the Board of Trustees or the Congregation.

**Section 6. Membership in Good Standing.** Membership in good standing shall mean and include:

**a.** The payment as and when due of all annual dues, religious school registration fees and any other fees, assessments or charges from time to time adopted by the Congregation.

**b.** Observance of all rules and regulations from time to time prescribed by the Board of Trustees or the Congregation.

**Section 7. Dues.** All dues shall be paid in advance on July 1 or at the option of the member, in three equal installments on July 1, September 1, and January 1.

**a.** The dues, fees, charges and assessments shall be in such amounts as determined by the Board of Trustees subject to the approval of the membership at an Annual or Special Meeting.

The notice of said meeting shall include a copy of any proposed change in dues or fees or of any proposed levy.

**b.** Any member who does not pay any dues, fees, charges or assessments within 30 days after their due date may be sent a notice of delinquency at the direction of the Board of Trustees and, unless payment of such delinquency is made in full within 30 days after mailing of such notice, such member loses his status of good standing until such time as all arrearages have been paid in full.

**c. Dues for Special Membership Classifications:** In any one year, the Temple dues for each Membership Category listed in Section 4 may be increased over and above the percentage stated in said section, by an amount not exceeding five (5%) percent of all required Temple dues, by vote of the Board of Trustees, subject to the approval of the membership at an Annual or Special Meeting.

**d. ELC Tuition and Fees:** During such time as the Temple may operate an Early Learning Center or any similar program for children of pre-school age (hereinafter, "ELC"), the tuition, fees and other such charges of the ELC shall not be deemed to be Temple membership dues, fees, charges and assessments and shall not require approval of the Temple membership at an Annual or Special Meeting.

**Section 8. Resignation.** Any member may resign in writing addressed to the Board of Trustees. Resignation shall not relieve any member from payment of any obligation due the Congregation at the time of such resignation.

**Section 9. Reprimands, Suspension or Expulsion.** The Board of Trustees may, by a two-thirds vote of those present and voting, after an open hearing, reprimand, suspend any or all membership privileges of, or expel any member of the Congregation who has been found to be in violation of the Bylaws or rules and regulations prescribed by the Board of Trustees or the Congregation and where such violation has been injurious to the good and welfare of the Congregation; provided that such member has received reasonable notice of such meeting. Any member so reprimanded, suspended or expelled may appeal in writing within 30 days of receipt of notification of any such action to the Board of Trustees for a hearing to reconsider. Any member still aggrieved after a hearing to reconsider may appeal to the membership at a Special Meeting called in accordance with Article VI Section 2 of these Bylaws.

## ARTICLE VI - MEETINGS

**Section 1. Annual Meeting.** The Annual Meeting of the Congregation shall be convened by the President between May 1 and June 10; the specific date to be fixed by the Board of Trustees. At this meeting, reports shall be submitted by the President, Rabbi, and such other officers, officials, auxiliaries and committees as may be requested to do so by the Board of Trustees; a budget for the coming fiscal year shall be approved, and such Trustees and officers as necessary shall be elected and new business shall be transacted. Written notice of the Annual Meeting shall be

mailed to members at least 14 days prior to the holding of the Annual Meeting, at such address as appears on the books of the Congregation.

**Section 2. Special Meetings.** Special Meetings of the Congregation may be called by the President or shall be called at the request of a majority of the Board of Trustees, or on the written application of 25 percent of the membership or by any member pursuant of Article V Section 8. The call for a Special Meeting shall set forth the purpose of the meeting, and written notice thereof shall be mailed to members at least 14 days prior to the time of such meeting. No business shall be transacted at such meeting except that specified in the call.

**Section 3. Quorum.** A quorum at any Annual or Special Meeting of the Congregation shall consist of 20 percent of voting members or 15 voting members, whichever is lesser. Less than a quorum shall have the power to adjourn the meeting to another time.

**Section 4. Agenda.** The agenda for each Annual Meeting shall consist of all items placed on it by the Board of Trustees. In addition, the President shall include in the Agenda all items requested in any application signed by 6 members entitled to vote at the meeting and filed with him at least 14 days before the meeting; in such case, the President shall cause notice of all such items to be mailed to each member at least 7 days before the meeting.

**Section 5. Parliamentarian.** The President may appoint for each meeting a Parliamentarian whose job shall be to advise the Chair of the proper rules of order for the conduct of the meeting.

## ARTICLE VII - OFFICERS

**Section 1. Officers.** The officers of the Congregation shall consist of the following positions:

- a. President
- b. President Elect or Immediate Past President
- c. Treasurer
- d. Assistant Treasurer
- e. Recording Secretary

**Section 2. Election.** The Officers shall be elected at the Annual Meeting of the Congregation to serve for a term of two years or until their successors are elected; except that the President-Elect shall be elected at the Annual Meeting of the Congregation to serve for a term of one year; and, at the end of his or her term, the President shall serve a term of one year as the Immediate Past President.

a. The President shall be elected in even numbered years; the President Elect shall be elected in odd number years. The Treasurer, Assistant Treasurer and Recording Secretary shall be elected on a schedule determined by the Board and set forth in the Temple's Operating Manual.

b. In order to be an officer, the individual must be a member in good standing in the Congregation.

c. In the event that the Nominating Committee cannot agree upon a candidate to fill a particular office, it shall leave such office vacant and may instead nominate an "At Large" member of the Board of Trustees in lieu thereof.

d. Officers shall assume office at the adjournment of the Annual Congregational Meeting or such Special Congregational Meeting at which they are elected.

e. Transition Provisions: At the 2017 Annual Congregational Meeting, the Congregation shall elect the President Elect, Assistant Treasurer and Recording Secretary. The President and Treasurer elected at the 2016 Annual Congregational Meeting shall continue for one year to complete their respective two year terms.

**Section 3. President.** The duties of the President shall be:

a. To call the Annual and Special Meetings of the Congregation; and to preside as chair at all such meetings of the Congregation.

b. To preside as chair of the Board of Trustees.

c. To appoint all non-elected leadership positions, such as committee, task force and event chairpersons. The President may, in his or her discretion, delegate such appointing authority to a Trustee designated by the President as the primary Trustee responsible for such non-elected leadership position.

d. The President shall be an ex-officio member of all committees, task forces and other such Temple groups.

e. To sign all legal documents and perform such other duties as are incident to the office.

**Section 4. President-Elect.** The duties of the President-Elect shall be:

a. To assist the President in the discharge of his or her duties, taking care to become familiar with the duties of the President.

b. To perform such duties as may be assigned by the President.

c. Upon request of the President, the President-Elect shall act for the President in case of his or her absence or disability.

d. It is anticipated, but not required, that at the end of the President-Elect's one-year term, the Nominating Committee will nominate the President-Elect to be the next President of the Congregation.

**Section 5. Treasurer.** The duties of the Treasurer shall be:

- a. To be the custodian of all funds of the Congregation and shall be the disbursing agent of the Congregation as authorized by the Board of Trustees.
- b. To oversee receipt, recording and deposit of all monies of the Congregation.
- c. To present financial reports to meetings of the Board of Trustees and Congregation.
- d. The Treasurer shall be a member of all committees, task forces and other such Temple groups directly involving financial matters of the Congregation. The Treasurer may, in his or her discretion, delegate such committee participation to the Assistant Treasurer or other suitable member of the finance committee or other similar committee, task force or Temple group.
- e. To present a detailed financial statement to the Congregation at all Annual Meetings, including a full balance sheet (including assets, liabilities and present financial condition) and an operating statement of revenues and expenditures for the most recent year and interim period, along with the proposed budget for the succeeding fiscal year. The Treasurer will be expected to follow acceptable accounting practice in rendering such reports.

**Section 6. Assistant Treasurer.** The duties of the Assistant Treasurer shall be:

- a. To assist the Treasurer in the discharge of his or her duties.
- b. Upon request of the Treasurer, to act for the Treasurer in the case of his or her absence or disability.
- c. To perform such duties as may be assigned by the Treasurer or the Board of Trustees.

**Section 7. Recording Secretary.** The duties of the Recording Secretary shall be:

- a. To serve as Secretary and Clerk of the Congregation, and the Board of Trustees and to keep the minutes of those bodies.
- b. To maintain and keep the By-Laws current and, from time to time, recommend to the Board of Trustees such changes, amendments, modifications or corrections to the By-Laws as may be appropriate.
- c. To maintain and keep the corporate records of the Congregation.
- d. To maintain and keep the Operating Manual and other such compilation of policies and procedures as may be approved by the Board; provided that these responsibilities may be delegated to another Trustee by vote of the Board.
- e. To perform such other duties as are incident to the office and/or assigned by the Board of Trustees.

**Section 8. Vacancy.**

a. In the case of disability or absence of the President, the duties of the President shall be performed by the President-Elect, or if there is no President-Elect or if the President-Elect should decline, then by a Trustee designated by vote of the Board of Trustees.

b. In the case of disability or absence of the Treasurer, the duties of the Treasurer shall be performed by the Assistant Treasurer, or if there is no Assistant Treasurer or if the Assistant Treasurer should decline, then by a Trustee designated by vote of the Board of Trustees.

c. In event of a vacancy in any other office, the duties of that office shall be performed by a member of the congregation, appointed to fill such vacancy by vote of the Board of Trustees, until the next Annual or Special Congregational Meeting. The member so appointed need not be a member of the Board of Trustees prior to appointment.

**ARTICLE VIII - BOARD OF TRUSTEES****Section 1. Composition of the Board of Trustees.**

a. The Board of Trustees shall consist of the following voting members:

- i. President
- ii. President Elect or Immediate Past President
- iii. Treasurer
- iv. Assistant Treasurer
- v. Recording Secretary
- vi. Fifteen (15) Trustees elected by the Congregation

b. The Board of Trustees shall include the following non-voting members:

- i. Senior Rabbi
- ii. Cantor
- iii. Executive Director or if there is no Executive Director, then such similar administrative personnel, as determined by and at the discretion of the President.

c. The President may, at his or her discretion, appoint a Counsel to the Board, if and when needed, who shall be an appropriately qualified member of the Congregation, appointed for such period of time as the President shall determine. Such position shall be non-voting.

**Section 2. Election of Trustees.**

a. All Trustees shall be elected by the Congregation for a term of two years.

b. All Trustees shall serve for the term specified or until their successors are elected.

c. In event of a vacancy in the office of a Trustee, the position shall be filled by a member of the congregation, appointed to fill such vacancy by vote of the Board of Trustees, until the next Annual or Special Congregational Meeting.

d. Transition Provisions: At the 2017 Annual Meeting, the Congregation shall elect all of the Trustees, with approximately seven (7) of the Trustees having one-year terms and eight (8) of the Trustees having two-year terms.

e. At subsequent Annual Meetings of the Congregation, Trustees shall be elected to staggered two-year terms with approximately half of the Trustees elected in each year.

### **Section 3. Trustees Areas of Responsibilities.**

a. Of the fifteen Trustees elected by the congregation, four (4) Trustees shall be “At Large Trustees” and eleven (11) Trustees shall be “Designated Trustees” with assigned areas of responsibilities.

b. The areas of responsibilities for Designated Trustees shall be determined by the Board and set forth in the Temple’s Operating Manual. The areas of responsibilities for Designated Trustees may be changed from time to time by vote of the Board.

c. Transition Provisions. The 2016-2017 Board of Trustees shall approve the initial assignment of areas of responsibilities for the Board of Trustees to be elected at the June 2017 Annual Meeting.

**Section 4. Duties.** Except as otherwise provided herein, the Board of Trustees (“the Board”) shall govern and have general management of the affairs, funds, records and property of the Congregation, and shall take such action as, in its judgment, best promotes the welfare of the Congregation, including, without limitation executing the decisions made by the Congregation at Annual and Special Meetings. Without limiting the generality of the above the Board shall:

- a. act on all matters of policy;
- b. approve the goals and objectives of the Congregation, its professional staff and its programs, and assess their effectiveness;
- c. present a budget for the next fiscal year and recommend dues and fees to be billed.
- d. perform such other duties as the Congregation may prescribe.

**Section 5. Discretionary Expenditures.** Without approval of the Congregation, the Board of Trustees may authorize and make additional expenditures in any one year, not exceeding for any one item 2 percent of such year's total budgeted expenditures, and for all items in the aggregate not exceeding the greater of unbudgeted additional income or 5 percent of such year's budget.

**Section 6. Spending from Restricted Funds.** Spending from restricted funds of the congregation shall be by vote of the Board and/or in accordance with policies and practices voted by the Board.

**Section 7. Disbursements.** Persons authorized to sign checks for the disbursement of Congregational funds shall be the President, the Treasurer, the Assistant Treasurer and one member of the Board of Trustees appointed by the President and approved by two-thirds vote of the Board of Trustees.

**Section 8. Borrowing.** Without the approval of the Congregation, the Board of Trustees may borrow up to 20 percent of the last year's annual budget or one thousand dollars (\$1,000), whichever is the greater. Any such borrowing shall be authorized by affirmative vote of two-thirds of the Board of Trustees present and voting and shall be subject to the limitations on expenditures set forth in Article VIII, Section 5.

**Section 9. Meetings.**

a. The Board of Trustees shall hold regular meetings on such schedule as may be determined by the President. The Board may meet at additional times upon the call of the President or at the request of three (3) members of the Board of Trustees. In the absence of the President, a meeting of the Board may be called by any of the officers of the congregation.

b. A majority of the Board of Trustees shall constitute a quorum.

c. All actions of the Board of Trustees shall be deemed to be adopted or approved if said action has received an affirmative vote of a majority of those in attendance or participation and voting at a meeting of the Board of Trustees, except as otherwise provided herein.

d. Between regular meetings of the Board, the Board may conduct its business by alternate methods such as voice, video and/or other such conferencing, and/or other alternative means such as email or other digital communications. The Board may take votes by alternate means such as email or other such digital communications; provided however that Trustees may not vote by proxy.

e. No notice need be given for regular meetings of the Board of Trustees. However, with respect to any special meeting of the Board of Trustees, notice shall be given to each Trustee a reasonable time prior to such meeting.

f. All Board of Trustees meetings are open to all members of the Congregation in good standing except when the Board elects to meet in executive session.

**Section 10. Absence.** The office of a Trustee who is absent without excuse from 3 successive regular meetings of the Board of Trustees may be declared vacant by the Board.

**Section 11. Professional Staff.** The Board of Trustees shall have the authority, in consultation with the Senior Rabbi, to engage professional staff and other employees and to fix their duties and compensation.

**Section 12. Removal.** The Congregation may remove any Trustee, with or without cause, by the affirmative vote of two-thirds of the members present and voting at an Annual or Special Congregational Meeting. At any such meeting, such Trustee shall have the opportunity to be heard.

**Section 13. Resignation.** Any Trustee may resign in writing addressed to the Board of Trustees.

### ARTICLE VIII - LEADERSHIP KALLAH

**Section 1: Participants.** The Leadership Kallah shall consist of the following persons:

- a. Officers
- b. Trustees
- c. Chairs of committee, task forces and other such Temple groups
- d. Past Presidents
- e. Such other members of the congregation as determined or invited by the President and/or the Board of Trustees

**Section 2. Purpose.** The Leadership Kallah shall serve as a broad forum for the sharing of information, for the discussion of ideas, issues and goals, and for meaningful engagement, among the Officers, Board, other lay leaders, Clergy and professional senior staff of the Congregation. Except as the Board may authorize, at its discretion, the Leadership Kallah shall have no authority or responsibility for the operation or governance of the Temple but may provide consultation and/or advice, at the request of the President and/or Board, on matters upon which the President and/or Board has sought such consultation and/or advice.

**Section 3. Meetings.** Meetings of the Leadership Kallah shall be held at such times as determined by the Board. The Agenda for meetings of the Leadership Kallah shall be set by the Board. The Board may delegate the responsibility for setting the agenda to an appropriate Trustee.

### ARTICLE IX - RABBI

**Section 1. Election.** The Rabbi shall be selected by a special Pulpit Committee appointed by the President at the direction of the Congregation. This committee shall recommend to the Board of Trustees a Rabbi to be elected. Upon approval of the Board of Trustees, this recommendation shall be presented to the Congregation at an Annual or Special Meeting, and affirmative vote by the majority of the members present and voting shall be required for the election of a Rabbi.

**Section 2. Contract.** The terms under which the Rabbi shall be elected shall be determined by the Board of Trustees subject to the approval of a majority of members present and voting at an Annual or Special Meeting.

**Section 3. Duties.** The Rabbi shall have the overall responsibility of implementing the spiritual aims and objectives of the Congregation. He shall enjoy the unqualified freedom of the Pulpit. At the same time, he shall seek the advice and guidance of the Board of Trustees or of any special committee(s) which may be set up for this purpose to determine the view of the Congregation and the most effective way of discharging his duties. The Rabbi shall have the right to attend all meetings of the Board of Trustees and the Congregation, except when requested for some special reason to absent himself. He shall be an ex-officio member of all committees, without the right to vote.

## **ARTICLE X - COMMITTEES, TASK FORCES AND OTHER GROUPS**

**Section 1.** Committees of the congregation shall be determined by the Board and may be changed from time to time by vote of the Board. The Board shall maintain a current list of committees in Temple's Operating Manual.

**a.** Committee chairs shall be appointed by the President. The President may, in his or her discretion, delegate such appointing authority to a Trustee designated by the President as the primary Trustee responsible for such non-elected leadership position.

**b.** The President may appoint task forces and other such Temple groups at his or her discretion, with notice to the Board.

**c.** All actions voted by committees, task forces and other such groups will be subject to oversight by and, where necessary or appropriate, approval of the Board of Trustees.

**d.** Meetings of such committees, task forces and other such Temple groups shall be open to all members of the Congregation except for meetings of the Nominating Committee, and except when the committee elects to meet in executive session.

## **ARTICLE XI - NOMINATIONS**

**Section 1. Duties.** The Nominating Committee shall make one nomination for each elected officer and Trustee whose position is to be filled at the next meeting of the Congregation.

**Section 2. Composition.** The Nominating Committee shall be composed of at least seven (7) members appointed by the President, including both Trustees and non-Trustees. All members of the Committee shall be members of the congregation in good standing. The President shall be an ex-officio member of the Committee. Meetings of the Nominating Committee shall not be considered open meetings.

**Section 3. Additional Nominations.** Additional nominations may be made from the floor at the time of the Annual or Special Meeting.

**Section 4. Notification.** Notice of nominations for any elected office will be sent to all members of the Congregation before the election.

## ARTICLE XII - AUXILIARY ORGANIZATIONS

The Congregation shall have such auxiliary organizations as shall, from time to time, be authorized and constituted by the Board of Trustees. No organization may use the name of the Congregation in its title or be in any other manner connected with the Congregation without the approval of the Board of Trustees. The activities of all auxiliary organizations of the Congregation shall always be conducted in such a manner as will advance the best interest of the Congregation. The Bylaws and other regulations of all auxiliary organizations shall be consistent with these Bylaws and policies of the Congregation and be subject to review by the Rules Committee. The Board of Trustees shall receive full reports, from time to time, of purposes and activities of such auxiliary organizations. The Board of Trustees shall establish such procedures as it deems necessary to maintain jurisdiction over and provide guidance for auxiliary organizations.

## ARTICLE XIII - INSPECTION OF BOOKS AND RECORDS

Books, accounts, documents, Bylaws, records and reports of the Congregation, except records relating to dues, assessment and charges of any other member, shall be made available for inspection by any member at reasonable times upon request.

## ARTICLE XIV - INDEMNIFICATION

**Section 1. Officers and Trustees.** Without limiting the generality of any indemnification provisions contained within the Articles of Incorporation, the Congregation shall indemnify, save and hold harmless each of its Trustees and officers against all liabilities and expenses (including reasonable attorney fees) of whatever kind and nature arising directly or indirectly by reason of such individual being a Trustee or officer, except with respect to any matter as to which he shall have been adjudicated not to have acted in good faith in the reasonable belief that his action was in the best interest of the Congregation.

**Section 2. Bond.** Before assuming office, all officers shall be covered by a blanket position fidelity bond, the cost of which shall be born by the Congregation.

**Section 3. Insurance.** The Congregation may purchase and maintain insurance on behalf of any person who holds or has held any position in the Congregation against any liability which may be incurred by him in any such position, or arising out of his status as an officer or Trustee of the Congregation, whether or not the Congregation would have the power to indemnify him against any such liability; or the Congregation may reimburse any such person of the reasonable and necessary costs of obtaining and maintaining such personal insurance.

## ARTICLE XV - REAL ESTATE

Before any contract shall be entered into for the purchase, leasing, sale, or alienation of real estate by or for the Congregation, the Board of Trustees shall ascertain all of the relevant material facts and submit them to the Congregation at an Annual or Special Meeting to be called

for that purpose. It shall require a vote of two-thirds of the members present and voting to authorize any purchase, lease, sale or alienation of real estate.

#### **ARTICLE XVI - FISCAL YEAR**

The fiscal year shall be from July 1 to June 30 of such year.

#### **ARTICLE XVII - AMENDMENTS**

Amendments to the Bylaws shall be in writing and shall be initiated by the Board of Trustees or by at least 25 percent of the members of the Congregation and shall be filed with the Secretary. Such amendments may be acted on at an Annual Meeting of the Congregation or any Special Meeting called for that purpose. Copies of the proposed amendments, with arguments for and against them, shall be mailed to each member along with a notice of the meeting at least 14 days prior thereto. An affirmative vote of two-thirds of the members present and voting shall be necessary to adopt any amendment.

#### **ARTICLE XVIII - MISCELLANEOUS**

**Section 1. Membership Actions.** All actions voted on at an Annual or Special Meeting of the Congregation shall be deemed to be adopted or approved if said action has received an affirmative vote of the majority of the members present and voting at such meeting except where two-thirds affirmative vote is specifically required pursuant to the Bylaws.

**Section 2. Construction.** The use of the masculine form in these Bylaws shall be deemed to include the feminine as well.

#### **Section 3. Use of Electronic Notices to the Congregation and Board of Trustees.**

**a.** For the purpose of those provisions of the By Laws, where notice is required to be given to all members of the congregation, to all members of the Board of Trustees, the use of electronic communication such as "email", in lieu of written notice, shall be permitted, but not required, for the purpose of giving such notice, provided that the member entitled to receive notice has authorized the use of such electronic communication.

**b.** The provisions of this section shall not apply to provisions of these By Laws that require specific notice be given to an individual member of the congregation, such as notice of delinquency under Article V (Membership), Section 6 (Dues) Paragraph (b), and notice of a meeting for the purposes of reprimand, suspension or expulsion under Article V (Membership), Section 8 (Reprimands, Suspension or Expulsion).

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10 Elul 5738

Amended:

- December 11, 1978
- May 26, 1981
- May 20, 1985
- May 19, 1986
- May 31, 1988
- May 28, 1992
- June 7, 1993
- June 5, 1995
- June 10, 1998
- June 5, 2002
- June 7, 2006
- June 5, 2008
- June 3, 2010
- February 11, 2013
- June 1, 2015
- June 5, 2017