

# **BYLAWS OF TEMPLE SHALOM**

ADOPTED AND APPROVED MARCH 12, 1983, MARCH 10, 1995  
JANUARY 8, 1998, MARCH 12, 1998, APRIL 10, 2003, APRIL 17, 2005, APRIL 26, 2009 and  
APRIL 27, 2021

## **ARTICLE I -- NAME**

Temple Shalom, Inc., of Naples, Florida, a 501(c)(3) IRS tax-exempt corporation, was duly chartered by the Secretary of State of Florida on May 5, 1980. Temple Shalom, Inc. was formerly known as the Jewish Community Center of Collier, Inc., a Florida Corporation, having originally been chartered by the Secretary of State of Florida on September 23, 1966.

## **ARTICLE II -- MISSION**

Temple Shalom is an inclusive Reform Jewish Congregation, where all individuals are equal partners in making our world whole and holy. We are One Family, believing in the sacredness of relationships, fostering connections – one to another, Temple, Israel, Torah and God. We are living Jewish values and nurturing future generations.

## **ARTICLE III – GENERAL DEFINITIONS**

Section 1. Whenever in these Bylaws the term “Congregation” is used, it shall be taken to refer to the corporation or to the general membership of the corporation, as the context requires or otherwise permits.

Section 2. “Members” of the Congregation shall have the meanings set forth in Article VI.

Section 3. A member “in good standing” shall be a member who is not in arrears in the payment of any installment of a membership pledge or fee (including but not limited to an annual membership pledge, fees for religious school, tutoring fees, rental, program and event fees), according to Board policy.

Section 4. The term “Clergy” shall mean and include Rabbis and Invested Cantors who have been engaged by the Board of Directors and are employed by the Congregation in such capacity with the exception of Rabbi(s) Emeritus.

Section 5. Members of the “Senior Staff” shall mean those employees designated as such by the Board of Trustees and shall include Clergy as defined in Article III, Section 4, and Executive Director.

## **ARTICLE IV -- RELIGIOUS PRACTICES**

Section 1. The Congregation shall interpret Judaism in the tradition of the Reform Movement.

Section 2. The official ritual of worship shall conform to the worship practices of the Reform Movement.

Section 3. The Rabbis, the Invested Cantor, the Worship Committee and the interpretations of the Central Conference of American Rabbis (CCAR) shall guide the religious practices of this Congregation.

Section 4. There shall be no designation of seats in the place of worship. However, when necessary on special occasions, the Board of Trustees may reserve a sufficient number of seats to accommodate the membership, with the understanding that there be no specific assignment to individuals.

## ARTICLE V-- NATIONAL AFFILIATION

This Congregation shall be affiliated with The Union for Reform Judaism (URJ)

## ARTICLE VI -- MEMBERSHIP

Section 1. Any person of the Jewish faith, eighteen (18) years of age or over shall become a member upon submission and acceptance of a proper application. A member's spouse of a faith tradition other than Judaism is considered to be a member and is welcome to share in the fellowship of the Congregation. Death or divorce shall not terminate the membership of the surviving or remaining individual.

Section 2. Each adult member in good standing shall have the right to vote on all matters requiring a vote at meetings of the Congregation. Any single person or family to whom the Congregation extends the privilege of membership, shall be, for accounting purposes, a billing unit member household. Good standing shall mean that all financial obligations to the Temple are current, according to Board policy. There can be no more than two voting members per household.

Section 3. The Board of Trustees may establish special membership classifications with such provisions, as it shall deem advisable, subject to limitations provided in Section 1.

Section 4. Members shall be responsible for the financial support of the Congregation. The annual sustaining amount shall be determined by the Board of Trustees.

Section 5. Members of the Congregation shall have all of the privileges and responsibilities of membership, subject to the rules and regulations established by the Board of Trustees.

## ARTICLES VII -- MEETINGS OF THE CONGREGATION

Section 1. The President shall convene the Annual Meeting of the Congregation during the month of April or at such later date, not exceeding 90 days, as the Board of Trustees by a vote of two-thirds of the voting members, shall specify. At this meeting, reports shall be submitted by the

President, the Treasurer, the Senior Staff and by other officers, auxiliaries and committees as may be requested by the President. Every member of the Congregation shall be notified by mail or electronic mail at least twenty-one days prior to the convening of the Annual Meeting or of any adjourned Annual Meeting. Notification of the Annual Meeting shall include the time and place of the meeting, a copy of the proposed budget for the coming fiscal year, as approved by the Board of Trustees, and a proxy to permit voting without attendance at the Annual Meeting. At the Annual Meeting, the Congregation shall vote on the budget and elect officers and trustees. A majority vote of the members represented in person or by proxy shall be required to elect the proposed officers and trustees and for acceptance of the budget.

Section 2. Special meetings of the Congregation may be called by the President or shall be called at the written request of a majority of the Board of Trustees or of one hundred (100) of the voting members of the Congregation. The call for a special meeting shall set forth the purpose of the meeting and written notice thereof shall be sent by mail or electronic mail to members at least fourteen (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. A quorum consists of ten percent (10%) of the voting members of the Congregation, represented in person or by proxy submitted to the Recording Secretary. Numbers are to be based on those members of record as of the beginning of the month preceding that month in which a meeting is held.

## ARTICLE VIII – OFFICERS

Section 1. The officers of this Congregation shall consist of a President; 1<sup>st</sup>, 2<sup>nd</sup> and 3<sup>rd</sup> Vice Presidents, a Financial Secretary; a Recording Secretary; and a Treasurer, all to be elected at an annual meeting of the Congregation for a term of two years. These officers shall assume office immediately following the annual meeting at which they were elected. In order to be an officer, the individual must be of the Jewish faith and have been a member in good standing in the Congregation for at least two (2) years.

Section 2. The President shall act as Chair of all Congregational and Board meetings at which she or he is present, and cause all members of the Board of Trustees to be given notice of all Board of Trustees meetings, chair the Executive Committee, appoint Board Committee chairs, and serve as an ex officio member of all committees. The President may create ad hoc committees. The committee chairs, in consultation with the President, shall select committee members. The President shall call special meetings, sign all legal documents which have been approved by the Board, and perform such other duties as are incumbent to the office.

Section 3. The Vice Presidents will be assigned the responsibility of chairing a committee or of overseeing one or more committees.

Section 4. The 1<sup>st</sup> Vice President will work very closely with the President. The 1<sup>st</sup> Vice President shall have the first option to succeed to the office of president in case of vacancy and shall act for the President in case of absence or disability.

Section 5. The First Vice President shall preside over the Personnel Practices Committee, defined in Article XII Section 8.

Section 6. The 2<sup>nd</sup> Vice President shall have the first option to succeed to the office of 1<sup>st</sup> Vice President or President, in case of vacancy or vacancies and shall act for the 1<sup>st</sup> Vice President or President in case of absence or disability.

Section 7. The Treasurer is responsible for the implementation of financial policies as set forth by the Board for the Temple. Working with the Executive Director, the Treasurer shall be the financial agent of the Congregation as authorized by the Board of Trustees. The Treasurer shall present written financial reports at all regular meetings of the Board of Trustees and submit an Annual Report of the financial standing of the Congregation at the Annual Meeting. He or she shall serve on the Finance Committee. A review of the Temple Financial Statements, including its auxiliary organizations, shall be performed periodically as recommended by the Finance Committee.

Section 8. The Recording Secretary shall keep the minutes of official action of meetings of the Congregation, the Executive Committee, and the Board of Trustees, publish such records in a timely fashion and shall perform such other duties as are incident to the office. He or she shall have the duty, exclusively, to hold all proxies submitted by members. Only the Recording Secretary shall open, approve or reject, count and record said proxies and provide results to the Congregation. In his or her absence, the proxies shall be opened, approved or rejected, and counted and the results reported by an officer appointed by the President.

Section 9. The Financial Secretary shall chair the Finance Committee. In that role, he or she shall oversee the preparation of the annual operating budget for the Congregation and recommend appropriate financial policies and procedures to the Board of Trustees. After consultation with the Financial Committee and the Investment Sub-Committee, the Financial Secretary will invest and separately account for all available funds of the Temple in accordance with the currently effective Financial Policy Guidelines.

Section 10. Ten percent (10%) of member households in good standing may initiate a proceeding to remove any officer or member of the Board of Trustees by presentation of charges in writing either by mail or by electronic mail five days prior to a regularly scheduled meeting of the Board of Trustees. Personal delivery to the Recording Secretary shall be deemed a presentation as of the date of delivery; sending said charges electronically to the Temple, attention Recording Secretary, shall be deemed delivery on the date of sending; sending said charges by mail shall be deemed delivery five business days after the date of postmark. In the event the Recording Secretary is charged, presentation shall be made to the President. Any officer or Trustee charged may be removed by the recommendation of a majority of the Board of Trustees.

## ARTICLE IX-- BOARD OF TRUSTEES

Section 1. The Board of Trustees shall consist of the officers of the Congregation and ten (10) elected Trustees. The immediate Past President of the Congregation shall serve on the Board with voting power for two (2) years. In addition, the presidents, or a designated officer of the Sisterhood, and the Men's Club, as well as a representative of any other officially sanctioned auxiliary group approved by the Board, shall serve as Trustees with the right to vote. Members of the Clergy and other Senior Staff shall be ex officio members of the Board. The Historian, who is

appointed by the President and is responsible for maintaining and updating the historical records of the Congregation, shall be an ex officio member of the Board unless elected as a Trustee.

Section 2. The term of office for the elected officers and the elected Trustees shall be two years. To maintain continuity, overlapping terms are provided for the ten (10) Trustees, five (5) to be elected each year for a two-year term. No elected Board Member may serve in the same position for more than two (2) consecutive two-year terms. In order to be an Elected Trustee, the individual must be of the Jewish faith and have been a member in good standing for at least two (2) years.

Section 3. The Board of Trustees shall be responsible for the general management of the affairs, funds, records, and property of the Congregation. It shall determine, delegate, and/or implement all matters of policy and perform such other duties as the members of the Congregation in regular or special meetings may prescribe. The President shall recommend for the approval of the Board, members to fill any Board vacancies until the next Congregational election. Any Trustee so appointed shall have the same voting rights as the Board member he or she replaces.

Section 4. The Board of Trustees shall meet once a month from September to June, at the call of the President in July and August, and other times during the year as requested by the President or by petition of a majority of the members of the Board of Trustees. All board meetings shall be open to members of the Congregation in good standing. Only board members and committee chairs may participate in discussions at Board meetings. Others may participate at the invitation of the President, by advance written request to and approval by the President, or by majority of the Board to suspend the rules.

Section 5. Nine (9) voting members of the Board of Trustees shall constitute a quorum.

Section 6. Removal from office can occur for cause. Cause includes excessive absence from meetings. Removal from office requires a two-thirds (2/3) vote of the Board.

Section 7. The Board of Trustees shall have the authority to engage Clergy and other members of the Senior Staff and determine their duties and compensation. The Executive Director shall be empowered to engage all staff other than those indicated above. Selection of the Senior Rabbi shall be governed by Article X.

Section 8. The Board of Trustees shall have the authority to designate financial institutions in which Congregational funds shall be held. Such designation shall take into consideration any recommendation of the Finance Committee. The Board shall have the authority to borrow money for operational necessities only up to a limit of ten percent (10%) of the annual budget. A pledge of assets of the Congregation shall be submitted to the membership for approval, if the pledge is made to secure a loan in excess of ten percent (10%) of the annual budget.

Section 9. The Board shall be empowered to lease its real or personal property to others and to lease real or personal property from others, for use of the Congregation, for a term not to exceed one year.

## ARTICLE X -- CLERGY

### A. The Rabbis

Section 1. The Senior Rabbi is the Congregation's chosen spiritual leader. He or she, with additional clergy who are employed by the Congregation, is called to minister to the religious, educational, pastoral and communal needs of the membership.

Section 2. In the selection of Rabbis, the Congregation shall be guided by, but not limited to, the rules and regulations of the Union for Reform Judaism the Central Conference of American Rabbis and the Hebrew Union College-Jewish Institute of Religion.

Section 3. A Senior Rabbi shall be selected by a special Rabbi Search Committee appointed by the President of the Congregation with the approval of the Board of Trustees. This committee shall recommend to the Board of Trustees a Senior Rabbi to be elected. Upon approval of the Board of Trustees, this recommendation shall be presented to the Congregation at a regular or special meeting. A two-thirds (2/3) vote of the members present or represented by proxy shall be required for the initial election of a Senior Rabbi.

Section 4. No later than nine months before the completion of the term of a Rabbi's contract, including any options contained therein, the Board shall make a determination as to his or her retention. In reference to tenure, retirement or termination of services, as well as Rabbi-Congregation relationship, the Congregation Board shall be guided by, but not limited to, the procedures recommended by the CCAR and the URJ.

Section 5. The Senior Rabbi reports to the President, is an ex officio member of all committees and shall attend all meetings of the Executive Committee, Board of Trustees, and the Congregation, except when requested by the President, for some special reason to be absent.

Section 6. If the Board desires to hire additional Rabbis, such shall be recommended to the Board of Trustees by a Rabbi Search Committee, the Senior Rabbi, the Personnel Practices Committee, and voted upon by the Board of Trustees. The Senior Rabbi, Rabbi Search Committee, Personnel Practices Committee and the Board of Trustees shall determine the duties of additional Rabbis. In reference to tenure, retirement or termination of service, as well as the Rabbi-Congregation relationship, the Board shall be guided by, but not limited to, the procedures recommended by the CCAR and the URJ.

Section 7. Additional Rabbis shall attend all meeting of the Executive Committee, Board of Trustees and the Congregation, at the discretion of the President except when requested by the President, for some special reason to be absent.

Section 8. A retired Rabbi of Temple Shalom may be designated Rabbi Emeritus by the Board of Trustees.

### B. The Invested Cantor

Section 1. In the selection of an Invested Cantor, the Congregation shall be guided by, but not limited to the rules and regulations of the Joint Cantorial Placement Commission of American Conference of Cantors (ACC), the URJ, and the Hebrew Union College-Jewish Institute of Religion School of Sacred Music.

Section 2. The Invested Cantor shall be recommended to the Board of Trustees by an Invested Cantor Search Committee, the Senior Rabbi, the Personnel Practices Committee and voted upon by the Board of Trustees. The Invested Cantor Search Committee, Personnel Practices Committee, and Senior Rabbi shall determine the duties of the Invested Cantor with approval by the Board of Trustees.

Section 3. No less than nine months before the completion of the term of a Invested Cantor's contract, including any options contained therein, the Personnel Practices Committee shall make a recommendation to the Board which shall make a determination as to his or her retention. In reference to tenure, retirement or termination of services, as well as the Cantor-Congregation relationship, the Congregation Board shall be guided by, but not limited to, the procedures recommended by the ACC and the URJ.

Section 4. The Invested Cantor shall attend all meetings of the Executive Committee, Board of Trustees and the Congregation, except when requested for some special reason to be absent.

#### ARTICLE XI – SENIOR STAFF

The Board of Trustees may create and fill such Senior Staff positions as deemed necessary for purposes of religious practices and administration of the Temple.

Section 1. The Executive Director shall be responsible for the operational management of the Temple and implementation of the policies of the Board of Trustees. The Executive Director shall report to the President. The Executive Director shall be an ex officio member of the Executive Committee, the Board of Trustees, and all other committees. The Executive Director shall work closely with the Senior Rabbi and other Clergy.

Section 2. The Religious School Director, who may be a member of the clergy, shall be responsible for the management and curriculum of the Religious School of the Congregation, with programming and curricular oversight by the Senior Rabbi and administrative oversight by the Executive Director.

Section 3. The Preschool Director, who may be a member of the clergy, shall be responsible for the management and curriculum of the Preschool with administrative oversight by the Executive Director.

#### ARTICLE XII – COMMITTEES

Section 1. Elected Officers and elected Trustees shall chair or co-chair Board committees mentioned below. All committees shall report to the Board. It is the responsibility of committee chairs to provide periodic written reports to the Board of Directors.

Section 2. Except as otherwise directed by these Bylaws or by a resolution of the Board of Trustees, organizations shall operate only within their charge, shall have no authority to contractually bind the Congregation, and shall have no authority to commit or expend its funds except as provided in this Article.

Section 3. Chairs of each committee shall be Jewish and shall be members in good standing of the Congregation during their term.

Section 4. These committees shall not exercise authority reserved to the Board by the Bylaws or by the applicable laws of the State of Florida. The Board shall establish committee annual goals and objectives in consultation with the committee chairs.

Section 5. The principal function of the committees is to assist the Board of Trustees and Senior Staff in providing effective governance and leadership. All committees report to the Board.

Section 6. There shall be the following standing Committees: Executive Committee, Finance Committee and Investment Subcommittee, Development Committee and Endowment Subcommittee, Governance Committee, Personnel Practices Committee, Membership Committee, Building and Grounds Committee, Preschool Committee, Religious School Committee; Adult Education Committee, Worship Committee and Tikkun Olam Council.

Section 7. The President may appoint ad-hoc committees as needed including, but not limited to the following ad hoc committees: Bylaws Committee, Nominations Committee and Strategic Planning Committee

Section 8. The Senior Rabbi and Executive Director shall be ex officio members of all committees.

Section 9. The President shall be an ex officio member of all committees except the Nominations Committee.

Section 10. The Executive Committee shall be composed of the President, 1<sup>st</sup>, 2<sup>nd</sup> and 3<sup>rd</sup> Vice Presidents, Treasurer, Financial Secretary, and the Recording Secretary. The Senior Rabbi, Cantor Executive Director and other full-time members of the Clergy are ex officio members. The President is empowered to invite any person he or she deems appropriate to attend Executive Committee meetings. The Executive Committee shall meet once a month from August to May and at other times as requested by the President. A majority of the members of the Executive Committee shall constitute a quorum. Only in case of an emergency shall the Executive Committee act in lieu of the Board of Trustees.

Section 11. The Executive Committee shall constitute the membership of the Personnel Practices Committee.

Section 12. Additional committees, including ad hoc committees, must be recommended by the President and approved by the Board. Additional committees shall report progress and results to the President and Board of Trustees.



### ARTICLE XIII – AUXILIARY ORGANIZATIONS

Section 1. The Sisterhood and Men's Club shall abide by all of the regulations and policies of Temple Shalom.

Section 2. Each Auxiliary will elect its own officers. The officers shall include, at a minimum, a president and treasurer. To be elected an officer of an Auxiliary, an individual shall be a member in good standing of the Congregation and shall be Jewish.

### ARTICLE XIV – NOMINATIONS

Section 1. Nominations of officers and trustees shall be made by a Nominating Committee appointed by the President, with the consent of a majority of the Board of Trustees. The Nominating Committee shall consist of three (3) members of the Board of Trustees and four (4) members of the Congregation at large. Every effort should be made to select nominees who are in good standing and (who) are not members of the Nominating Committee.

Section 2. The slate of nominees shall consist of one nominee for each office and one nominee for each vacant Trustee position. Nominations shall be limited to only those positions listed in these Bylaws. The chair of the committee shall inform each prospective nominee that if he or she accepts the nomination to the office of 1<sup>st</sup> or 2<sup>nd</sup> Vice-President, that , he or she may be asked to advance through the foregoing offices to the position of President, provided the Nominating Committee decides that the advancement is in the best interests of Temple Shalom.

Section 3. The report of the Nominating Committee shall be submitted to the Board of Trustees and notice of said nominations shall be sent by mail or electronic mail to the Congregation at least 45 days prior to the annual meeting.

Section 4. Additional nominations for any elective office may be made by petition of twenty-five (25) member households of the Congregation, who are in good standing, said nominations to be delivered to the Temple in the care of the Recording Secretary at least thirty (30) days prior to the annual meeting.

Section 5. A proxy ballot including all nominees and a copy of the proposed budget shall be sent by mail or electronic mail to all members of the Congregation at least twenty-one days prior to the election.

Section 6. There shall be no nominations from the floor at the annual meeting.

### ARTICLE XV -- CEMETERY

The Congregation may lease or own land or make other appropriate arrangements for a Jewish cemetery. The maintenance of such property shall be the responsibility of the Board of Trustees.

## ARTICLE XVI-- REAL ESTATE

Before any contract shall be entered into for the acquisition or disposition 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 a regular or special meeting to be called for that purpose. It shall require an affirmative vote of two-thirds (2/3) of the members present and voting to authorize any acquisition or disposition of real estate.

## ARTICLE XVII -- FISCAL YEAR.

The fiscal year shall begin annually on July 1.

## ARTICLE XVIII -- AMENDMENTS

Amendments to the Bylaws may be initiated either by an ad hoc Bylaws Committee appointed by the President or by petition of at least fifteen percent of the members in good standing of the Congregation, having submitted a written request by mail or electronic mail with the Recording Secretary. All proposed amendments shall be presented to the Board of Trustees for approval. Copies of the proposed amendments, if approved by the Board of Trustees, shall be sent by mail or electronic mail to each member with a notice stating the time and place of the meeting for their approval. Such notice shall be sent at least fourteen days before the meeting. An affirmative vote of two-thirds of the voting members present and voting shall be necessary to adopt any amendment.

## ARTICLE XIX -- RULES OF ORDER AND NOTICE

Section 1. Roberts Rules of Order, latest revised edition, shall inform the rules of procedure at meetings.

Section 2. Where written notice is required by these Bylaws, either notification by US mail or electronic mail to an email address provided by a member for communications from Temple Shalom will constitute written notice.

## ARTICLE XX – INDEMNIFICATION

Temple Shalom shall indemnify any Officer, Trustee, or Board member, and any Member serving on a committee or performing duties at the request or direction of a duly elected or appointed officer of Temple Shalom, who was or is a party to any proceeding (other than an action in the right of Temple Shalom) by reason of the fact that the person is or was acting in the interests of Temple Shalom, against liability incurred in connection with such proceeding and any appeal thereof, including all costs, reasonable expenses and counsel fees, to the maximum extent permitted by the Statutes of the State of Florida, but only to the extent that the status of Temple Shalom under

Section 501(c)(3) of the Internal Revenue Code is not affected, and except for an act, error, or omission that caused bodily injury or was dishonest, criminal, or malicious.

#### ARTICLE XXI -- EFFECTIVE DATE OF REVISIONS

These revised Bylaws were approved on April 27, 2021 and shall become effective immediately.