

**RESTATED BYLAWS**  
**OF**  
**THE AVENTURA TURNBERRY JEWISH CENTER BETH JACOB**  
**May 9, 2016**

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## **ARTICLE I. NAME**

### **Section 1.01 Aventura Turnberry Jewish Center**

The congregation shall be known as the Aventura Turnberry Jewish Center Beth Jacob (the “Congregation”).

## **ARTICLE II. PURPOSE**

### **Section 2.01 General**

The Congregation is established to build and maintain a *kehillah*, a religious community encompassing roles as *beit knesset* (a place to assemble), *beit midrash* (a place to study), and *beit tefillah* (a place to pray). We shall provide varied opportunities for religious, educational, cultural, social and recreational experiences for the Jews of the community. The Congregation is committed to the principles and values of Conservative Judaism. The synagogue is dedicated to the study of Torah, observance of *mitzvot*, and the State of Israel, the historic homeland of the Jewish people.

The Congregation seeks to transform the lives of Jews through the observance and the teaching of *mitzvot*; refine the moral and ethical behavior of our members; and create a *kehillah* in which to mold our members, children and adults, into responsible citizens of the world.

### **Section 2.02 Affiliation**

The Congregation shall be affiliated with the United Synagogue of Conservative Judaism. The auxiliaries and organizations of the congregation shall also affiliate with the appropriate groups of the Conservative Movement. The congregation shall follow the Standards for Congregational Practice published by the United Synagogue on its web site.

## **ARTICLE III. MEMBERSHIP**

### **Section 3.01 Eligibility**

Jewish households are eligible for membership. Each Member of the household from the age of 18 is eligible to vote.

### **Section 3.02 Types of Membership**

There shall be three types of membership;

- a. Household Membership. This includes up to two (2) Jews and their dependent children who are not old enough to be eligible for their own membership. There is one vote per Member. Each Member of the household shall be entitled to a vote provided the Member is present at the place and time of voting.
- b. Individual Membership. This includes a Jewish individual who either (a) resides alone, or (b) who lives in a home with a household membership but is old enough to be eligible for her/his own membership. The Member shall be entitled to a vote provided the Member is present at the place and time of voting.

- c. Honorary Membership. This includes memberships which may be given to the professional staff of the congregation [e.g. rabbi(s), cantor(s), executive director, director of education, youth director], spouse and children [through college graduation]; and other deserving persons in the community. Honorary Members do not have a vote.

### **Section 3.03 Application for Membership**

Application for membership shall be made in writing to the Membership Committee, which shall report on each application to the Board of Directors for appropriate action.

### **Section 3.04 Election of Members**

A majority vote of the members present at a meeting of the Board of Directors shall be required to elect to membership.

### **Section 3.05 Suspension or Revocation of Membership**

Membership may be suspended or ended by a vote of the Board Directors at any regular or special meeting for conduct which it deems to bring discredit upon Jews, the *kehillah* (congregation) or the Jewish community; or for failure to fulfill congregational obligations, including dues assessment, school tuition, building fund, or any other pledge. With respect to dues, assessments or other fees, a Member may be suspended from membership if, after thirty (30) days-notice to the Member, the Member is in arrears in the payment of any dues, assessments or other fees, including special arrangements as provided herein.

### **Section 3.06 Resignation**

Resignation from membership shall be submitted in writing to the membership committee, which shall review the same with the Rabbi prior to forwarding same to the Board of Directors. Resignations shall be noted in the Board minutes.

### **Section 3.07 Qualification for Membership / Membership Agreement.**

Any person of the Jewish faith or any person desiring to be associated with those upholding the Jewish faith may become a member of the Congregation. To be considered for membership, such person must provide a signed copy of the Membership Application, which Application may from time to time be amended by the Professional Staff or the Board of Directors.

### **Section 3.08 Privileges of Members**

Members in good standing shall enjoy these privileges, among others, subject to *halakha* as interpreted by the *mara d'atra*:

To participate in *tefillah* and Talmud Torah (religious worship and study) conducted or sponsored by the synagogue, subject to rules and regulations which may be established by the Board of Directors, or its designated committee.

To enroll children in the early childhood programs, religious school and youth activities of the congregation, subject to rules and regulations which may be established by the Board of Directors.

To celebrate the Bar/Bat Mitzvah of a child.

To secure seating for Rosh Hashanah and Yom Kippur.

To participate in the educational, cultural and social programs of the congregation.

To attend meetings of the congregation and to have a voice and a vote at such meetings.

To call on the *klei kodesh* (rabbi(s) and cantor(s)) and professional staff for Jewish needs and Jewish life cycle events.

To secure a location in the synagogue's *Beit Olam* (cemetery).

To hold an office in the congregation, when eligible.

### **Section 3.09 Other Membership Classifications**

The Board of Directors may establish other membership classifications with different rights, privileges and obligations.

### **Section 3.10 Financial Responsibilities of Membership**

- (a) *Financial Support.* Members shall be responsible for the financial support of the Congregation and shall pay all dues, assessments and other fees as determined by the Board of Directors. The amount of such charges shall be fixed by the Board of Directors effective for each fiscal year.
- (b) *Special Assessments.* The Board of Directors may levy special assessments subject to majority approval of the Directors present in person during such vote.
- (c) *Modification of Financial Obligations.* The President and Executive Director in accordance with the Policies and Procedures approved by the Board of Directors may waive, extend or modify any financial obligation due from any Member. Such Members will be considered Members so long as they are current with their agreed upon financial obligation.

## **ARTICLE IV. CONGREGATIONAL MEETINGS**

### **Section 4.01 Annual Meeting**

- (a) *Time of Meeting.* The annual meeting of the Congregation (the "**Annual Meeting**") shall take place between May 1 and June 30 of each year.
- (b) *Purpose of Meeting.* The members of the Board of Directors and the Officers of the Congregation shall be nominated by the Nominating Committee and voted upon by the Members at the Annual Meeting, and the terms for each such person so nominated shall

be stated in writing in the notice of such Annual Meeting. The capital and operating budgets for the next fiscal year shall be presented to the Annual Meeting after approval by the Board of Directors. The Annual Meeting may consider such other business as shall have been included in the notice of Annual Meeting sent to the Congregation prior to the Annual Meeting. Reports shall be submitted to the Annual Meeting by the President, Treasurer, Rabbi and such other officers, staff, affiliates and committees as may be requested to do so by the President.

- (c) *Notice.* Notice of the time and place for the Annual Meeting shall be provided to the Member(s) and/or Membership Unit(s) at least twenty-one (21) days prior to the time of such meeting. The notice of the Annual Meeting shall set forth any business to be considered pursuant to subsection (b) above. Only additional matters related to the business specified in such notice may be transacted at that meeting.

#### **Section 4.02 Special Meetings**

- (a) *Purpose.* The President shall call a special meeting of the Congregation (the “Special Meeting”) in any of the following circumstances:
- In the sole discretion of the President;
  - Upon two thirds (2/3) vote of the Board of Directors; or,
  - Upon written application signed by at least twenty-five (25%) percent of the Members.

- (b) *Notice.* Notice of the time and place for the Special Meeting shall be provided to the Members at least seven (7) days prior to the time of such meeting. The notice of the Special Meeting shall set forth the purpose of the meeting. Only matters related to such purposes specified in such notice may be transacted at that meeting.

#### **Section 4.03 Quorum, Decorum, and Voting**

- (a) *Quorum.* The lesser of fifty (50) Members or 10% of the Congregation shall constitute the minimum quorum for both the Annual Meeting and Special Meetings. Attendance of less than a quorum shall not be empowered to transact any business and shall have only the power to adjourn the meeting to another time not less than twenty-one (21) days from the date of the adjourned meeting. Every Membership Unit shall be notified as soon as practicable but at least seven (7) days prior to the re-scheduled meeting.
- (b) *Decorum.* At all congregational meetings, members shall be required to speak and act with *derekh eretz* (civility; decent respect for others) in order to promote *shalom bayit* (peace in the house). *Lashon hora* (evil words) shall not be permitted. When appropriate, meetings shall otherwise be conducted in accordance with the then current edition of Robert’s Rules of Order.
- (c) *Voting.* Only Members present in person shall be entitled to vote at the Annual Meeting or a Special Meetings. Proxy Votes will not be permitted, except where mandated by law. Voice votes and votes by acclamation shall be accepted. The presiding Officer may, however, direct any vote be taken by secret, written ballot.

In the event of a contest for any elected position, the President shall appoint two (2) inspectors of election who shall collect the secret, written ballots and count the votes. Decisions of the Congregation shall be by majority vote of the Members present and voting and, if required by law, by Members via proxy, unless otherwise specifically set forth in these Bylaws.

## **ARTICLE V. BOARD OF DIRECTORS**

### **Section 5.01 Number and Qualifications of Directors**

The Board of Directors (individually, a “**Director**”, together, the “**Board of Directors**”) shall consist of up to thirty-nine (39) Directors elected from the Congregation of which five (5) shall be the following:

1. President of Sisterhood
2. President of Ya Ya Sisterhood
3. President of Brotherhood
4. President of Tauber Academy PTA
5. Chairperson of Young Professionals

### **Section 5.02 Term of Office**

Directors elected by the Congregation shall serve for a term of two (2) years with two (2) options for renewal at the discretion of the Nominating Committee or Board of Directors for additional two (2) year terms in the same position. The immediate past president shall have the option of serving as a Director for one year after the end of his/her term as President. Directors shall not serve more than three consecutive terms, unless they are Directors by virtue of their position as an Officer. A Director may serve more than six (6) years only if following every six (6) consecutive years of service as a Director such Director takes at least a two (2) year leave from the Board of Directors. In the event a Director fails to complete his or her term, the Board of Directors shall appoint a replacement until the next Annual Meeting or Special Meeting at which time the Congregation will vote to fill any unexpired term. Directors shall be nominated and elected with the general goal that one-third (1/3) of the terms of the Directors will expire each year. Therefore, shorter terms of one (1) year and longer terms of three (3) are permissible for initial terms of Directors elected pursuant to these Bylaws.

### **Section 5.03 Duties and Powers**

The Board of Directors is responsible for:

- individually and collectively being an example to the membership by regularly attending worship services, by actively participating in the life and activities of the Congregation and by being current in their financial obligations to the Congregation;
- establishing goals for the Congregation;
- governing the affairs of the Congregation;
- adopting a budget annually;

- managing the funds, records and property, real and personal, of the Congregation, including the sale of securities, real estate, and investment of funds (excluding the sale of the synagogue land or building which requires approval by a majority vote of the Members of the congregation present at such vote);
- adopting a strategy for determining the best method for collecting sufficient revenue to support the Congregation;
- causing the President to call a Special Meeting of the Congregation and the Officers pursuant to Section 4.02;
- supervising the Executive Director;
- filling all vacancies in the Congregation's clergy, except for the Rabbi, and professional staff, fixing their duties and compensation;
- approving or delegating the approval of all deeds, contracts and other legal documents obligating the Congregation;
- having the authority to borrow up to \$10 million in funds for operations and to pledge for payment thereof Congregational assets other than real estate or specifically restricted gifts;
- approving written policies and procedures for carrying out the obligations set forth in these Bylaws, personnel policies and such other policies and procedures as deemed necessary or advisable for the support of the Congregation (the "Policies and Procedures"). The Policies and Procedures may be amended by the Board of Directors from time to time in its discretion; and,
- taking such other action as shall in its judgment best promote the welfare of the Congregation.

#### **Section 5.04 Board of Directors Meetings**

- (a) *Quorum and Voting.* A majority of the duly elected and actively serving members of the Board of Directors shall constitute a quorum. Unless otherwise specifically set forth in these Bylaws or any legal document relating to the meeting, decisions of the Board of Directors shall be made by a majority vote of those present at a duly noticed and held meeting.
- (b) *President.* The President shall chair meetings of the Board of Directors; the Rabbi and Executive Director may also be present to support the President in his role as chair. The Board of Directors may, by majority vote, choose a Director to serve as chair of any meeting of the Board of Directors, or during any portion of any meeting of the Board of Directors.
- (c) *Regular Meetings.* The Board of Directors shall have regularly scheduled meetings.
- (d) *Special and Emergency Meetings.* A special meeting of the Board of Directors may be called by the President or by petition of at least four (4) of the Directors. Meetings called by the President or by petition shall be upon at least seven (7) days' notice and emergency meetings of the Board of Directors may be called by an Officer on not less than twenty-four (24) hours' notice.

- (e) *Meetings by Conference Call or Other Communications.* So long as permitted by statute, Directors may participate in a regular, special or emergency meeting through any means of communication, including conference telephone, electronic screen communication or other communications equipment.
- (f) *Waiver of Notice.* Notice of a meeting need not be given to any Director who waives such notice, whether before or after the meeting, or who attends the meeting without protesting the lack of notice.
- (g) *Action without Meeting.* Any action required or permitted to be taken by the Board of Directors may be taken without a meeting, if all members of the Board of Directors, individually or collectively, consent in writing to the action. Such written consent shall have the same force and effect as a unanimous vote of the Board of Directors taken at a meeting. Such written consent or consents shall be filed with the minutes of the proceedings of the Board of Directors. Written consent may be transmitted by first-class mail, messenger, courier, facsimile, e-mail, text message, social media or any other reasonable method satisfactory to the President.
- (h) *Adjournment.* Any meeting of the Board of Directors, whether or not a quorum is present, may be adjourned to another time and place by the vote of a majority of the Directors then present. Minutes of such action shall be filed with the minutes of the proceedings of the Board of Directors. Notice of the time and place of the adjourned meeting shall be given to absent Directors if said time and place are fixed at the meeting adjourned.
- (i) *Closed Meetings.* Generally, all meetings of the Board of Directors shall be closed to Members. Further, meetings that relate to litigation or potential litigation and personnel matters shall be closed meetings. Further, the Board of Directors, by a two-thirds (2/3) vote of those Directors present, may declare an open meeting for specific items of business. The President shall have the authority to exclude anyone from a portion of a Board of Directors meeting, if that person's presence would compromise the confidentiality of the matter being discussed or raise independence or conflict of interest concerns.

## **Section 5.05 Removal from Office**

Any Director who:

- (1) is not a Member in good standing of the Congregation;
- (2) is not current in membership dues;
- (3) is not a contributing Member to various Congregational fundraising efforts and is not current in any multi-year pledge commitments made by such Member;
- (4) is absent from three (3) consecutive meetings of the Board of Directors, or;
- (5) has been convicted of a felony under either federal or state laws

may be removed from office by a majority vote of the Board of Directors. Any Director may be removed for any or no reason by a two-thirds (2/3) vote of the Board of Directors. Any Director who serves by reason of a position as a president or chairperson of those affiliates listed in Section 5.01 shall be removed without any further action required when and if such person ceases serving in such position.

## **ARTICLE VI. OFFICERS**

### **Section 6.01 Titles, Terms and Qualifications of Officers**

- (a) *Titles.* The officers of the Congregation shall be the President, President-Elect, Vice Presidents, Treasurer, and Secretary (the “Officers”). The President may alter the definitions of the duties and titles of the officers with the consent of the Board of Directors.
- (b) *Term.* The President shall serve for a term of two (2) years with one (1) option for renewal by the Nominating and Placement Committee for an additional two (2) year term in the same office. Officers shall serve for a term of two (2) years with one (1) option for renewal by the Nominating and Placement Committee for an additional two (2) year term in the same office. Officers shall not serve more than two consecutive terms in the same office, provided, however that nothing shall prevent a Member from being nominated for a different office than the one being vacated.
- (c) *Executive Committee / Meetings.* The Executive Committee shall be comprised of the Officers and up to six (6) additional Executive Committee Members-at-Large. The Executive Committee shall meet regularly to discuss overall and day to day management and operations of the Congregation based upon the governance policies and mission objectives established by the Board of Directors. The President shall preside over such meetings. The Rabbi and Executive Director shall always be invited to such meetings.

### **Section 6.02 The President**

The President shall:

- preside at all meetings of the Congregation and Board of Directors;
- decide all questions of order;
- together with the Nominating Committee (as a voting member), determine what non-standing committees should exist from time to time and appoint all committee chairs;
- call special meetings of the Congregation in accordance with Section 4.02;
- call special and emergency meetings of the Board of Directors in accordance with Section 5.04(c);
- the President shall not vote except as necessary to cast the deciding vote in case of a tie of the Board of Directors;
- Be an ex-officio member of all other committees;
- make an annual report of the status of the Congregation at the Annual Meeting; and
- perform any and all other duties incident to the office.

In the event that the President is unable to fulfil his or her term, the President Elect shall assume all duties and responsibilities of the President until the next Annual Meeting or Special Meeting at which time the Congregation will vote to fill any unexpired term.

### **Section 6.03 Vice Presidents**

Vice Presidents shall assist the President, shall act at the President's discretion and shall have responsibility as directed by the President. Each Vice President shall be supported by the Executive Director or another member of the professional staff. Vice Presidents shall also perform the following functions under the direction of the President:

- Finance & Administration.* To oversee all areas of congregational finance, administration and operations including budget, banking, investments, insurance, contracts, personnel, membership dues and scholarships, IT and Telecommunications
- Development.* To oversee all aspects of congregational fundraising and development efforts including Annual Fund Campaign, Legacy Endowment Fund Campaign, Capital Campaign, special appeals and events of a development nature; as well as donor relations and recognition.
- Membership Relations & Engagement.* To oversee all aspects of Membership recruitment, retention, stewardship and satisfaction; as well as all elements of effective marketing, promotion and member relations. Serve as liaison to affiliate groups including Sisterhood, Ya Ya Sisterhood, Brotherhood, Young Professionals and others. Oversee general congregation programming, events and activities.
- Facilities.* To oversee all aspects of facility management, security, maintenance, capital repairs and general housekeeping, improvements and design.
- Education & Youth Services.* To oversee all aspects of formal and informal Jewish education for children, youth and adults.

### **Section 6.04 The Treasurer**

(a) *Treasurer.* The Treasurer shall:

- supervise all funds of the Congregation and be the disbursing agent of the Congregation as authorized by the Board of Directors;
- report regularly at each board meeting to the Board of Directors;
- review internal audits and controls for the Congregation's financial systems;
- present a financial report to the Congregation at all Annual Meetings and provide such periodic reports during the year, in such form and in such manner as the Board of Directors shall request;
- serve on the Finance and Administration Committee or on any other committee established to oversee the investment or disbursement of Congregational funds (including any endowment or restricted funds) and perform such other duties as the office requires;
- oversee any other financial committee(s) as may exist from time to time; and
- perform such other duties as the office requires.

(b) In the event that the Treasurer is unable to fulfil his or her term, the Vice President of Finance and Administration shall assume all duties and responsibilities of the Treasurer or the President shall nominate a new Treasurer and the Board of Directors shall vote to confirm the nomination.

### **Section 6.05 The Secretary**

The Secretary shall:

- take and re-distribute minutes of the Congregational meetings and the meetings of the Board of Directors;
- provide such committee reports as directed by the Board of Directors;
- issue all notices of meetings, conduct all correspondence; and,
- perform such other duties as the office requires.

### **Section 6.06 Vacancies**

In the event of vacancy in any office other than President or Treasurer, the President, with the consent of the Board of Directors, shall appoint a successor to fill the vacancy until the next annual election. At the next annual election, the Congregation shall vote to fill the vacancy for the unexpired term only.

### **Section 6.07 Disbursements of Congregational Funds**

Disbursements up to \$10,000 of Congregational funds shall require the written or electronic approval of the Executive Director and either the President, Treasurer, or Vice President of Finance and Administration. Disbursements over \$10,000 require the signature of the Executive Director and either the President, Treasurer, or Vice President of Finance and Administration or any one of three other Officers designated by the President. Disbursements over \$50,000 require a majority vote by the Board of Directors.

## **ARTICLE VII. NOMINATIONS OF OFFICERS AND DIRECTORS**

### **Section 7.01 Nominations by a Nominating Committee**

- (a) *Composition of Committee.* Nominations of all Officers and Directors shall be made by the President and Nominating Committee which shall consist of at least three (3) Directors whose term of office does not expire at the next ensuing election (but may include the President whose term is expiring) and two (2) non-Director Members who shall be appointed by the President with the consent of the Board of Directors.
- (b) *Nominations.* The Nominating and Placement Committee shall nominate one candidate for each position to be filled. Nominations proposed by the Nominating Committee must be filed and read at a meeting of the Board of Directors at least twenty-one (21) days prior to the election. Notice of such nominations must be provided to each Member and/or Membership Unit simultaneously with the notice of the Annual Meeting.

### **Section 7.02 Nominations by Petition**

Nominations for any Officer or Director may also be made by petition subscribed to by at least fifty (50) Members of the Congregation. Such petition shall be filed with the Secretary at least ten (10) days prior to the Annual Meeting or Special Meeting. Notice of such nominations must be provided to the Congregation at least seven (7) days prior to such election.

### **Section 7.03 No Nominations from the Floor**

No nominations shall be permitted from the floor at the Annual Meeting or any Special Meeting.

## **ARTICLE VIII. ADVISORY BOARD OF TRUSTEES**

### **Section 8.01 Number, Qualifications, and Appointments of Advisory Trustees**

The Advisory Board of Trustees (individually, a “**Advisory Trustee**”, together, the “**Advisory Board of Trustees**”) shall consist of Past Presidents and major donors to the congregation. Advisory Trustees shall be appointed by the President and approved by a majority vote of the Board of Directors present at such vote.

### **Section 8.02 Term of Office**

Advisory Trustees appointed shall serve for as long as the Advisory Trustees remain Members of the Congregation in good standing. The Founding Chair of the Board of Directors, William W. Landa (whose name shall remain on the campus in perpetuity) shall serve as Chair of the Advisory Board of Trustees for life or until the Founding Chair submits his resignation. Subsequent Chairs of the Advisory Board of Trustees shall be appointed by the President, with preference given to living Past Presidents, and approved by a majority vote of the Board of Directors present at such vote. Subsequent Chairs of the Advisory Board of Trustees may serve as Chair for a period of up to three (terms) for a total of up to six (6) years. Subsequent Chairs of the Advisory Board of Trustees may serve as Chair for more than six (6) years only if following every six (6) consecutive years as Chair such Chair takes at least a two (2) year leave from the Chairmanship of the Advisory Board of Trustees.

### **Section 8.03 Duties and Powers**

The Advisory Board of Trustees is responsible for providing counsel and advice to the Board of Directors. The Advisory Board of Trustees will individually and collectively strive to serve as an example to the membership by regularly attending worship services, by actively participating in the life and activities of the Congregation and by being current in their financial obligations to the Congregation.

### **Section 8.04 Advisory Board of Trustees Meetings**

- (a) *Meetings.* The Advisory Board of Trustees shall meet periodically throughout the year.
- (b) *Chair.* Meetings shall be chaired by the Chairman of the Advisory Board of Trustees.
- (c) *Content of Meetings.* The Agenda shall be created in consultation with the President and/or Executive Director and may include reports from the President and/or Officers of the Board of Directors, Chairs of Congregational Committees, Executive Director,

Clergy, other Members of the Congregation and/or other members of the professional staff.

- (d) *Meetings by Conference Call or Other Communications.* So long as permitted by statute, Advisory Trustees may participate in meetings through any means of communication, including conference telephone, electronic screen communication or other communications equipment.
- (e) *Waiver of Notice.* Notice of a meeting need not be given to any Advisory Trustee who waives such notice, whether before or after the meeting, or who attends the meeting without protesting the lack of notice.
- (f) *Closed Meetings.* Generally, all meetings of the Advisory Board of Trustees shall be closed to Members. The President or Chair of the Advisory Board of Trustees shall have the authority to exclude anyone from a portion of an Advisory Board of Trustees meeting, if that person's presence would compromise the confidentiality of the matter being discussed or raise independence or conflict of interest concerns.

## **Section 8.05 Removal from Office**

Any Advisory Trustee who:

- (1) is not a Member in good standing of the Congregation;
- (2) is not current in membership dues;
- (3) has been convicted of a felony under either federal or state laws

may be removed from office by a majority vote of the Board of Directors. Any Advisory Trustee may be removed for any or no reason by a two-thirds (2/3) vote of the Board of Directors.

## **ARTICLE IX. THE RABBI**

- (a) The pulpit shall be occupied by an ordained rabbi. Candidates for election as rabbi shall be solicited in accordance with the rules of the Joint Commission on Rabbinic Placement of the Rabbinical Assembly and The United Synagogue of Conservative Judaism.
- (b) The rabbi shall be elected by the Board of Directors at a meeting called for that purpose, and the congregation shall use, as a guide, the United Synagogue of Conservative Judaism Guide to Contractual Relations and Standards for Congregational Practice Standard I - The Rabbi, adopted by The United Synagogue of Conservative Judaism and available on its web site.
- (c) The rabbi shall have the responsibility of teacher and preacher of the congregation. The rabbi shall enjoy the freedom of the pulpit. The rabbi shall seek the advice and guidance of the board of Directors. The rabbi, as *mara d'atra*, shall be the halakhic authority of the congregation. In exercising this authority, the rabbi shall give due consideration to the *minhag* (traditions) of the congregation, and the views of the lay leadership and membership, as expressed through direct communications, meetings, or polls of the membership. If the rabbi is not a member of the Rabbinical Assembly, the Rabbi shall

be expected, nonetheless, to adhere to the standards expected of members of the Rabbinical Assembly. The rabbi shall be an ex-officio member, without vote, of all committees.

- (d) The renewal or termination of the contract with the rabbi shall be upon the recommendation of the Board or a committee and voted upon by the Board of Directors.
- (e) The Board of Directors may engage an Associate or Assistant Rabbi. The Rabbi and a committee appointed by the President shall recommend an Associate or Assistant Rabbi to the Board of Directors. Approval of the recommendation of an Associate or Assistant Rabbi shall require a majority vote of the Board of Directors.

## **ARTICLE X. THE CANTOR**

- (a) The pulpit shall be occupied by a qualified *hazzan*. Candidates for election as cantor shall be solicited in accordance with the rules of the Commission on Cantorial Placement (of the Cantors Assembly and The United Synagogue of Conservative Judaism).
- (b) The *hazzan* shall be elected by the Board of Directors at a meeting called for that purpose. The Congregation shall use, as a guide, the United Synagogue of Conservative Judaism Guide to Contractual Relations and Standards for Congregational Practice adopted by The United Synagogue of Conservative Judaism and available on its web site.
- (c) The *hazzan* shall act as the *ba'al nusach* [religious musical expert] and principal *shaliach tzibbur* of the congregation, in consultation with the rabbi and ritual committee, and with due deference to the rabbi's authority as *mara d'atra* of the congregation. The *hazzan* shall also consult with the responsible program directors and committees regarding all programs and activities of the congregation involving liturgical or Jewish music.
- (d) The renewal or termination of the contract with the *hazzan* shall be upon the recommendation of a committee and voted upon by the Board of Directors.

## **ARTICLE XI. PROFESSIONAL STAFF**

In cooperation with the Rabbi, the President and the Board of Directors may create and fill the positions of Temple Administrator and/or Executive Director ("Executive Director"), Director of Congregational Learning and such other professional staff as they may deem necessary or advisable from time to time in accordance with the Policies and Procedures. Each of the professional staff may hire and discharge employees in cooperation with the Rabbi, the President and the Board of Directors and within the annual budgetary and position guidelines set by the Board of Directors.

## **ARTICLE XII. INDEMNIFICATION AND LIABILITY INSURANCE**

### **Section 12.01 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 a Director, Officer, employee, member of the clergy, member of the professional staff or agent of the Congregation against expenses (including reasonable attorney's fees), judgments, fines and amounts paid in settlement (if approved by the Board of Directors in advance) actually and reasonably incurred in connection with such action, suit or proceeding, if such person reasonably believed his or her conduct to be in the best interests of the Congregation and within her/his reasonable expectations as to the position which such person occupies on behalf of the Congregation, with respect to any criminal action or proceeding, had no reasonable cause to believe such conduct was unlawful. Any indemnification shall be made only as authorized in the specific case upon a determination that indemnification is proper under the circumstances because the person indemnified has met the applicable standard of conduct set forth herein. Such determination shall be made by the Board of Directors by a majority vote of a quorum consisting of Directors who were not parties to such action, suit or proceeding; or, if no quorum can be reached, by the affirmative vote of a majority of the Members of the Congregation, excluding parties to the action, suit or proceeding, at a duly constituted meeting.

### **Section 12.02 Expenses**

Expenses incurred in defending a civil or criminal action, suit or proceeding shall be paid by the Congregation in advance of the final disposition upon receipt of an undertaking (secured, if deemed necessary) by or on behalf of the indemnified person to repay such if ultimately it shall be determined that such person is not entitled to be indemnified by the Congregation.

### **Section 12.03 Insurance**

All Officers and Directors shall be covered by a fidelity bond, fiduciary bond or Directors and Officers liability insurance, the cost of which shall be borne by the Congregation. All persons who are indemnified hereunder shall be covered by a fidelity bond, fiduciary bond or Directors and Officers liability insurance, if possible. The cost of such insurance shall be borne by the Congregation. The Administrator or Executive Director shall obtain such other coverage or insurance as shall be deemed prudent from time to time by the Board of Directors, the President, Treasurer or Vice President of Finance and Administration in addition to the fidelity, fiduciary bond or Directors and Officers liability insurance described above.

## **ARTICLE XIII. CONGREGATIONAL COMMITTEES**

Committees, other than Board of Director Committees, as well as any task forces or teams as deemed to be necessary ("Congregational Committees"), shall be established by the President in consultation with the Board of Directors and the Nominating Committee. In general, Congregational Committees shall be overseen by Officers and Directors in the areas of education, finance, personnel, communications, worship, social action, planning, community engagement and such other matters as shall be determined by the President and the Board of Directors to be necessary for the running and benefit of the Congregation. Each committee shall be governed by the rules set forth in the Policies and Procedures and shall provide periodic reports to the Board of Directors. The Congregational Committees may be renamed from time to time, and Congregational Committees may be added or deleted at the discretion of the President and their respective chairpersons shall be appointed by the President and shall serve at the President's discretion.

The following committees are among the Committees of the Congregation:

- *Finance & Administration*: Oversee all aspects of congregational management and financial expenditures, including budget, investments, insurance, personnel and contracts.
- *Development*: Oversee all aspects of financial resource development and fundraising for the congregation's Annual Fund, Legacy Giving/Endowment Fund, and other special campaigns such as fundraising events and capital campaigns.
- *Membership Relations & Engagement*: Oversee recruitment, retention, member engagement and satisfaction, marketing, advertising and promotion, web site and social media outlets
- *Programming*: Oversee all aspects of congregational programming for Shabbat and holidays as well as cultural and special programs of interest to congregation.
- *Facilities*: Oversee all aspects of maintenance, repair, renovations and replacement of the congregational facility as well as campus safety and security.
- *Education and Youth*: Oversee all aspects of Jewish education including Tauber Academy, Religious School, B'nai Mitzvah instruction and Adult Jewish Education; as well as congregation youth and teen programming, Jewish camping and Israel experiences such as March of the Living and congregational and community Israel missions.
- *Chesed/TLC*: Oversee all aspects of outreach and care to members in need, including shut-ins, hospital and or care facility visitations, bereavement and other instances of need; as well as congregational Community Service projects.
- *Ritual*
- *Nominating*
- *Strategic Planning*

## **ARTICLE XIV. MISCELLANEOUS**

### **Section 14.01 Amendments and Revisions**

Amendments or revisions of these Bylaws shall be initiated by the Board of Directors. Proposed amendments or revisions shall be submitted in writing to the Secretary. Such amendments or revisions shall be acted on at a Special Meeting of the Board of Directors called for that purpose. A copy of the proposed amendments or revisions shall be sent to each Member of the Board of Directors at least five (5) days prior to the meeting together with the notice of the meeting. An affirmative vote of two thirds (2/3) of the Board of Directors present and voting shall be required to adopt any amendment or revision.

### **Section 14.02 Rules of Procedure**

The rules of procedure at Congregational, Board of Directors and committee meetings shall be determined by the Board of Directors as part of the Policies and Procedures; provided that such Policies and Procedures are not inconsistent with these Bylaws or with any provisions of law applicable to the Congregation.

### **Section 14.03 Fiscal Year**

The fiscal year of the Congregation shall be July 1 through June 30 unless otherwise established by the Board of Directors.

### **Section 14.04 Endowment Funds**

Any endowment funds maintained by the Board of Directors (together, the “**Endowment Funds**”), shall be governed by the terms set forth in such Endowment Funds.

### **Section 14.05 Notices**

Any notice required to be given under these Bylaws may be given by (i) first-class mail, postage paid, (ii) telephone, including a voice messaging system or other system or technology designed to record and communicate messages, or (iii) electronic mail (e-mail) or other means of electronic transmission if the recipient has consented to accept notices in this manner. All such notices shall be given or sent to the address, phone number or e-mail address as shown on the Congregations’ records. Notice of regular meeting may be given in the form of a calendar or schedule that sets forth the date, time and place of more than one regular meeting.

### **Section 14.06 Effective Date**

These Bylaws shall be effective immediately upon the approval of the Congregation at an Annual or Special Meeting.

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