

Approved May 30, 2019

**BYLAWS OF
TEMPLE BETH EL OF BOCA RATON, INC.**

1. **INTRODUCTION**

1.1 **Identification.** These are the Bylaws of Temple Beth El of Boca Raton, Inc. (“Congregation”).

1.2 **Purpose.** The Mission of Temple Beth El of Boca Raton is to inspire a passionate commitment to Jewish life, learning, community and spiritual growth.

1.3 **Affiliation.** This Congregation is affiliated with the Union of Reform Judaism.

1.4 **Office.** The Congregation’s office shall be at 333 S.W. 4th Avenue, Boca Raton, Florida.

2. **RELIGIOUS PRACTICES**

2.1 **Faith.** The Congregation shall follow the practices of Reform Judaism as interpreted by the Congregation’s Rabbi with the advice and consent of the Trustees.

2.2 **Services.** Attendance at the Congregation’s services shall be open to all as permitted by law and in accordance with the health, safety and welfare of the Congregation’s members.

2.3 **Seating.** The location of seats in the Congregation’s place of worship services shall be unassigned, except as required for the infirm and as the Trustees determine necessary.

3. **MEMBERSHIP**

3.1 **Composition.** Congregation membership shall be open to all persons who support the Congregation’s purposes and meet the requirements herein. Any adult Jewish person (eighteen years of age or older), or the spouse or partner of a Jewish person or the former spouse or partner of a Jewish person may be elected to membership upon approval of his or her application by the Board of Trustees or its designee. A person who, though not being a member of the Jewish faith,

desires that his/her child(ren) be raised in the Jewish faith and instructed in the Congregation religious school may become a member of the Congregation on such terms and conditions as the Board may from time to time prescribe.

3.2 Classification. Each membership shall be classified as a unit of either:

3.2.1 Individual. One person.

3.2.2 Family. One person, spouse if any, and dependent children. Except as otherwise herein provided, the family unit shall reside in the same household. The family unit shall consist of (1) one or two adults with one or more dependent children or other dependents or just (2) two adults. Unmarried children up to the age of twenty-five shall be included in the family unit (but not for voting purposes) wherever they reside.

3.2.3 Associate. An individual or family which is a paying member in good standing of a Jewish Congregation located outside the State of Florida and who resides in the State of Florida for no more than six months per year.

3.2.4 Special. As determined by the Trustees.

3.2.5 Other. The Board of Trustees may establish and rescind, if necessary, various classifications of membership.

3.3 Voting. Each member in good standing except associate members shall have one vote; however,

3.3.1 Family Memberships. Only the head of the household and spouse, if any, may vote, and each is entitled to a vote.

3.3.2 Special Memberships. Special members may vote only as authorized by the Trustees.

4. **MEMBERS' MEETINGS**

4.1 Annual. The members shall meet annually at a date and time determined by the Trustees, no later than the last day of the fiscal year.

4.2 Special. The President may call special membership meetings. Upon the receipt of a written request from either a majority of the Trustees, or by those holding ten percent of members' votes, the President shall call a special meeting. Action at a special members' meeting is limited to the purpose(s) stated in the meeting's request and notice.

4.3 Notice. Written notice of members' meetings shall be provided by electronic mail or first class pre-paid mail posted at least ten days and no more than forty days prior to a meeting specifying the time, date, and place of the meeting, including an agenda and other items as requested by either the President or Trustees. A meeting adjourned to another date need not be re-noticed. A copy of all meeting notices shall be conspicuously posted in the Congregation's office.

4.4 Agenda. Members' meetings shall be conducted as determined by the Trustees in accordance with law. Upon proper notice, five percent of the family units or 50 members' votes, whichever is less, shall be permitted to request addition of an item to the agenda.

4.5 Quorum. Ten percent of the family units or 75 members' votes, whichever is less, shall constitute a quorum for a members' meeting.

4.6 Voting. The decision of a majority of those casting votes at a meeting shall be binding upon the Congregation, except as otherwise required by the Congregation's Articles of Incorporation and Bylaws.

4.7 Roll. No later than ten days prior to a members' meeting the Secretary shall update and open the Congregation's membership roll for inspection, noting those members in good standing.

4.8 Proxies. Neither proxies nor absentee ballots may be utilized for any purpose.

5. **BOARD OF TRUSTEES**

5.1 Purpose. The Board of Trustees shall establish Temple policy in all matters and are empowered to authorize or undertake any act permitted by law unless prohibited by the Congregation's Articles of Incorporation or these Bylaws. Unless otherwise specifically set forth herein, "Trustee" refers to both officer and non-officer trustees.

5.2.1 Number. The Board of Trustees shall be composed of no fewer than fifteen elected members and no more than nineteen elected members including the officers set forth in section 7. The total number of Trustees that will compose the Board of Trustees for a particular year shall be determined by a majority vote of the Board of Trustees at least seventy-five days prior to the annual meeting at which the Congregation will consider the election of officers and Trustees for that particular year and prior to the annual establishment of a Nominating Committee in accordance with these Bylaws. The total number of Trustees in any year shall not exceed nineteen, except as provided for in Section 5.2.3.

5.2.2 Additional Interim Trustees. Under special circumstances, as determined by the Trustees, which may include, as an example, the determination that one or more Trustees is/are unable to perform his or her obligations as an officer or Trustee due to illness or absence from the community (without such Trustee having tendered a resignation) and the additional determination that the Temple would benefit from the addition to the Board of Trustees of one or more members (but in no event would the number of total Trustees exceed nineteen, as set forth in Article 5.2.1, hereof), the Trustees may upon the President's nomination of a member(s), approve the addition of such member(s) to the Board of Trustees, on a temporary interim basis. Such approval shall be made by majority vote of the Trustees at the next Trustees' meeting or by unanimous written consent as provided for in Section 6.10. Such additional Trustee(s) shall serve as a Trustee in this interim capacity only until the next election of Trustees as provided in Section 5.2.1, hereof. Any service in an interim capacity shall not be considered service for a term under Section 5.4 hereof.

5.2.3 Immediate Past President. The Immediate Past President shall serve as a Trustee until the expiration of the term of the succeeding President. To the extent that the succeeding President is unable to serve his/her entire term due to material unanticipated adverse health, family or personal reasons (similar to illness), the Board will expand to have two Immediate Past Presidents and the Immediate Past President who was Immediate Past President at the time of the President's resignation shall continue as an Immediate Past President until the end of his/her previously anticipated term. As a result of this provision,

the Board of Trustees may have more than one Immediate Past President when the cause of such resignation(s) is material, adverse and unanticipated and may exceed the number of Trustees, as set forth in Article 5.2.1, hereof. Such Trustee shall be considered an elected member of the Board of Trustees for the purposes of the number of Trustees limitation set forth in Section 5.2.1 hereof. Notwithstanding the foregoing, in the event of the resignation or the removal from office of a President, then, and in such event, the former President who was removed from office or resigned shall not serve as a Trustee (unless such resignation or removal is as a result of material, adverse and unanticipated health, family or personal reasons). To the extent that there is any question about interpretation of this provision, the Senior Rabbi will determine how this provision is to be interpreted and applied.

5.3 Eligibility. Only members of the Jewish faith who are in good standing are entitled to be officers of the Congregation. No member of the Congregation will be eligible to serve on the Board of Trustees if he/she or his/her spouse, domestic partner, or immediate family member is a member of the Board of Trustees or employed by the Congregation as a full-time employee.

5.4 Term. A Trustee shall serve for a term of two years. Other than Trustees who serve as officers, Trustees shall serve staggered terms so that one half of the Trustees are elected in any one year. Unless serving as an officer, no Trustee shall serve as a Trustee for more than three consecutive terms.

5.5 Leadership. As the Congregation's lay leaders, the Trustees shall individually and collectively set a proper example to the membership by the Trustees' conduct, including regular attendance at worship services, meaningful financial support and active participation in the life and activities of the Congregation. Trustees must be actively involved in, and attend the meetings of, at least one Congregation committee.

5.6 Standing Committees. The Board of Trustees may establish standing committees to assist the officers and the professional staff in the conduct of the Congregation's activities. A "standing committee" shall be defined as any committee charged to make general recommendations on Temple policies and programs and established without a specified termination date. The standing committees shall advise the officers and the Board of Trustees on

Temple operations and programming in the areas of concern designated for the standing committee by the Board of Trustees.

5.6.1 Establishing Standing Committees. The Board of Trustees shall determine by majority vote the standing committees to be established for the coming year at least seventy-five days prior to the annual meeting at which the Congregation will consider the election of officers and Trustees for that particular year and prior to the annual establishment of a Governance Committee in accordance with Section 8.4 of these Bylaws. In its deliberations on the slate of nominees for the positions of officers and Board of Trustees to be presented to the Congregation for election in any particular year, the Governance Committee shall consider the qualifications of the proposed Trustees to serve as chairpersons of the standing committees established as described above.

5.6.2 Standing Committees and Committee Chairpersons. The following standing committees shall be established on the effective date of these Bylaws:

Development Committee

Finance Committee

Facilities and Technology Committee

Education Committee

Investment Committee

Membership Committee

Engagement Committee

Religious Activities Committee

Mausoleum Committee

Leadership Development/Governance Committee

Social Action Committee

In its deliberations on the slate of nominees for the positions of officers and Board of Trustees to be presented to the Congregation for election, the Governance Committee shall consider the qualifications of the proposed Trustees and shall designate a Vice President to be appointed as chairpersons of the standing committees established as described above. The chairperson of these standing committees shall advise the officers and Board of Trustees on Temple operations and programming in the areas of concern designated for their respective standing committees. To the extent in any given year the Board and/or related Vice President does not believe, in good faith, that such applicable committee is needed or advisable, unless otherwise directed by the President or the Board, it is not a violation of these Bylaws for such applicable committee to not meet, or be convened, in any given year.

6. **TRUSTEES' MEETINGS**

6.1 Location. Trustees' meetings shall be at the Congregation's offices or other mutually agreed location in Palm Beach or Broward County, Florida.

6.2 Regular. The President shall convene no less than seven Board of Trustees meetings per year.

6.3 Special. The President may call special Trustees' meetings. Upon the receipt of a written request for specific purpose(s) by twenty-five percent of the Trustees the President shall call a special meeting within five days. Action at a special meeting is limited to the purpose(s) stated in the meeting's notice.

6.4 Notice. Notices specifying the time, date, and place of a Trustees' meeting shall be provided at least five days prior to a meeting to each Trustee by electronic mail, first class mail, telephone or personal delivery, and shall be posted in The Chronicle for the members' benefit. A meeting adjourned to another date need not be re-noticed.

6.5 Agenda. Trustees' meetings shall be conducted as determined by the Trustees in accordance with law. The President of the Board of Trustees and Executive Director shall have responsibility for developing each meeting agenda. Upon proper notice, one third of Board of Trustees members shall be permitted to add an item to the agenda.

6.6 Quorum. A majority of the Trustees shall constitute a quorum for a Trustees' meeting. Any member of the Board of Trustees may participate in a meeting of the Board by means of a conference telephone or other communications equipment by which all Trustees participating may simultaneously hear each other during the meeting, and participation in this manner constitutes presence in person at the meeting.

6.7 Voting. The decision of a majority of the Trustees present at a Trustees' meeting at which a quorum is present shall constitute the official acts of the Board of Trustees, except as otherwise required by the Congregation's Articles of Incorporation and Bylaws.

6.8 Attendance. Trustees' meetings shall be open to all members. Non-Trustee members shall be provided an opportunity to comment during a public comment period at the meeting. The Trustees may exclude from a meeting any person who cannot provide sufficient proof that the person is a member, unless the person was specifically invited by a Trustee.

6.9 Ex. Officio. The Senior Rabbi and the Congregation's Executive Director and such other professional staff as designated by the Trustees shall be ex officio members of the Board of Trustees without voting rights.

6.10 Action Without Meeting. Unless the articles of incorporation or bylaws provide otherwise, any action permitted to be taken at a Board of Trustees' meeting may be taken without a meeting if the action is taken by all members of the Board of Trustees. The action must be evidenced by one or more written consents describing the action taken and signed by each Trustee (for the purposes of this section, electronic/email consent qualifies as written consent signed by the relevant Trustee or member). Action taken under this section is effective when the last Trustee signs the consent, unless the consent specifies a different effective date. A consent signed under this section has the effect of a meeting vote. Such unanimous consent shall be reflected in the minutes of the next scheduled meeting.

Any action permitted to be taken at a committee meeting may be taken without a meeting if the action is taken by a majority of committee members. The action must be evidenced by one or more written consents describing the action taken and signed by a majority of committee members. Action taken under this section is effective when the last committee member signs the

consent, unless the consent specifies a different effective date. A consent signed under this section has the effect of a meeting vote.

7. **OFFICERS**

7.1 **Term.** The term of each officer shall be two years and no officer shall serve more than two consecutive terms. Notwithstanding the foregoing, the Vice President of Facilities and Technology shall be allowed to serve a third consecutive term beginning July 2018 and expiring July 2020, and the Vice President of Finance/Treasurer shall be allowed to serve a third consecutive term beginning May 2019 and expiring May 2021. These are one-time exceptions to the two-year term limit rule set forth herein and shall not apply to future Vice Presidents.

7.2 **Officers.** The Congregation's officers are:

7.2.1 **President.** The President shall be the Congregation's Chair of the Board of Trustees, shall act as the principal liaison between the Congregation, the Board of Trustees and the senior professional staff, and shall be an ex officio non-voting member of all committees. Without limitation, the President's duties include presiding at all members', Trustees' and service committee meetings, calling special meetings, executing legal documents on behalf of the Congregation subject to the limitations of these Bylaws, establishing special committees and appointing their members and chairpersons, and assigning other officers such duties as the President deems appropriate. At the expiration of the President's term, the President shall serve as Immediate Past President during the term of the then current President.

7.2.2 **Executive Vice-President.** The Executive Vice President shall serve as the President's advisor, assistant, and as an ex officio non-voting member of all committees. Should the office of President become vacant, the Executive Vice President shall automatically assume the office of the President to complete the remainder of the President's term.

7.2.3 **Vice President of Finance/Treasurer.** The Vice President of Finance/Treasurer shall advise the Board of Trustees and advise and consult with the Congregation's professional staff on the administration and management of the Temple's

finances and budget; on the maintenance of the records of the Congregation's financial transactions, the preparation of financial statements, and the production of timely reports of the Congregation's financial condition; on the maintenance and keeping of all funds of the Congregation as authorized by the Board of Trustees; on the periodic examinations of the financial statements and other financial records of all auxiliary associations and all other Temple groups. The Vice President of Finance/Treasurer shall serve as Chair of the Finance Committee, consult with the chair and members of standing and other advisory committees in the area of finance established in accordance with these Bylaws, and shall authorize the establishment of and the appointment of members of the Finance Committee and any advisory groups thereof as deemed necessary and appropriate. For the purposes and requirements of the Congregation's Articles of Incorporation and the requirements of State, Federal, and other applicable law, the Vice President of Finance/Treasurer shall be considered the custodian of all funds of the Congregation. If the office or the offices of the President and the Executive Vice-President are vacant, the Vice President of Finance/Treasurer shall assume the duties of the President.

7.2.4 Vice President of Facilities and Technology. The Vice President of Facilities and Technology shall advise the Board of Trustees and advise and consult with the Congregation's professional staff on the administration and management of the Temple's general administration, operations, technology and physical facilities. The Vice President of Facilities and Technology shall serve as Chair of the Facilities and Technology Committee and shall consult with the chair and members of standing and other advisory committees in the areas of administration and operations established in accordance with these Bylaws, and shall authorize the establishment of and the appointment of members of the Facilities and Technology Committee and any advisory groups thereof as deemed necessary and appropriate.

7.2.5 Vice President of Religious Activities. The Vice President of Religious Activities shall advise the Board of Trustees and shall advise and consult with the Congregation's professional staff on the administration and realization of the Congregation's religious activities, including interfaith relations, Holocaust awareness, and Israeli affairs. The Vice President of Religious Activities shall serve as Chair of the

Religious Activities Committee, consult with the chair and members of standing and other advisory committees in the areas of Religious Activities established in accordance with these Bylaws, and shall authorize the establishment of and the appointment of members of the Religious Activities Committee and any advisory groups thereof as deemed necessary and appropriate.

7.2.6 Vice President of Education. The Vice President of Education shall advise the Board of Trustees and shall advise and consult with the Congregation's professional staff on the administration and management of the Congregation's religious school, youth activities, and its continuing education programming and activities. The Vice President of Education shall serve as Chair of the Education Committee, consult with the chair and members of standing and other advisory committees in the areas of religious education, religious school youth programs, and continuing education established in accordance with these Bylaws, and shall authorize the establishment of and the appointment of members of the Education Committee and any advisory groups thereof as deemed necessary and appropriate.

7.2.7 Vice President of Membership. The Vice President of Membership shall advise the Board of Trustees and advise and consult with the Congregation's professional staff on the administration and realization of the Congregation's membership recruitment and retention activities including, but not limited to, congregational and community outreach and programming. The Vice President of Membership shall serve as Chair of the Membership Committee, consult with the chair and members of standing and other advisory committees in the areas of membership, engagement, and programming established in accordance with these Bylaws, and shall authorize the establishment of and the appointment of members of the Membership Committee and advisory groups as deemed necessary and appropriate.

7.2.8 Vice President of Development. The Vice President of Development shall advise the Board of Trustees and advise and consult with the Congregation's professional staff on the maintenance and management of the Congregation's campaign, endowment, development programs and related activities. The Vice President of Development shall

serve as Chair of the Development Committee, consult with the chair and members of standing and other advisory committees in the areas of membership and programming established in accordance with these Bylaws, and shall authorize the establishment of and the appointment of members of the Development Committee and any advisory groups thereof as deemed necessary and appropriate.

7.2.9 Vice President of Mausoleum. The Vice President of Mausoleum shall advise the Board of Trustees and advise and consult with the Congregation's professional staff on the maintenance and management of the Congregation's Mausoleum. The Vice President of Mausoleum shall serve as Chair of the Mausoleum Committee, consult with the chair and members of standing and other advisory committees in the areas related to the Mausoleum established in accordance with these Bylaws, and shall authorize the establishment of and the appointment of members of the Mausoleum Committee and any advisory groups thereof as deemed necessary and appropriate.

7.2.10 Vice President of Leadership Development and Governance. The Vice President of Leadership Development and Governance shall advise the Board of Trustees and advise and consult with the Congregation's professional staff on development and governance of the Congregation's leaders, including but not limited to, the Board of Trustees and Leadership Council. The Vice President of Leadership Development and Governance shall serve as Chair of the Leadership Development/Governance Committee, consult with the chair and members of standing and other advisory committees in the areas related to leadership development and governance established in accordance with these Bylaws, and shall authorize the establishment of and the appointment of members of the Leadership Development/Governance Committee and any advisory groups thereof as deemed necessary and appropriate. The Vice President of Leadership Development and Governance shall serve as the Chair of the Nominating Committee or appoint the Chair of the Nominating Committee in consultation with the President, at his or her discretion.

7.2.11 Vice President of Social Action. The Vice President of Social Action shall advise the Board of Trustees and shall advise and consult with the Congregation's professional staff on the administration and realization of the Congregation's social action initiatives, including its community service programs. The Vice President of Social Action

shall serve as Chair of the Social Action Committee, consult with the chair and members of standing and other advisory committees in the areas of Social Action established in accordance with these Bylaws, and shall authorize the establishment of and the appointment of members of the Social Action Committee and any advisory groups thereof as deemed necessary and appropriate.

7.2.12 Secretary. The Secretary shall keep complete minutes of the members' and Trustees' meetings, advise the Board of Trustees and advise and consult with the Congregation's professional staff on the maintenance of Congregational records, perform any necessary correspondence on behalf of the Board of Trustees or the Congregation, execute legal documents on behalf of the Congregation subject to the requirements of these Bylaws, and execute notices and resolutions of the Board of Trustees as required by these Bylaws. For the purposes and requirements of the Congregation's Articles of Incorporation and the requirements of State, Federal, and other applicable law, the secretary shall be considered the corporate secretary of the Congregation.

7.2.13 Vice President of Engagement. The Vice President of Engagement shall advise the Board of Trustees and advise and consult with the Congregation's professional staff, on the specialized needs of members of the Congregation to effect retention and engagement, especially through creative and shared common experiences and programming for adults that will build meaningful communal relationships with the Congregation, its members, its clergy and Judaism. The Vice President of Engagement shall serve as the Chair of the Engagement Committee, consult with the Chair and members of standing and other advisory committees in the areas of membership, adult education, and programming established in accordance with these Bylaws and shall authorize advisory groups as deemed necessary and appropriate. The Vice President of Engagement or his/her delegate, shall serve as board liaison and regularly interface with leadership of auxiliary groups including Women of Reform Judaism ("Sisterhood"), Brotherhood and Parenthood.

7.2.14 Vice President at Large. The Vice President at Large ("VPL") shall serve as an officer on the Board of Trustees. The VPL shall act as an advisor and consultant to the Board of Trustees and the President. The VPL shall also serve on those committees and task forces to which he or she is appointed by the President. The term of office of the

Vice President at Large shall be two years and the VPL may not serve more than two consecutive terms. The VPL position need not always be filled. If the Nominating Committee and Board of Trustees do not feel that any individual is an appropriate nominee, then the position will remain vacant and the Board of Trustees may use this position for an additional at-large Trustee, so long as the total number of Officers and Trustees is no fewer than 15 and no greater than 19 as prescribed herein.

7.2.15 Vice President of the Early Learning Center. The Vice President of the Early Learning Center shall advise the Board of Trustees and shall advise and consult with the Congregation's professional staff on the administration and management of the Congregation's early childhood and child care programs. The Vice President of the Early Learning Center may, but is not required to, also serve as Chairperson of "Parenthood" (the Early Learning Center's Parent Auxiliary Group). The VP of the Early Learning Center shall consult with the chair and members of standing and other advisory committees in the areas of education, early childhood and child care programs established in accordance with these Bylaws.

8. **ELECTIONS AND REMOVAL**

8.1 Qualifications. Trustees and officers must be individual or family members in good standing as set forth in Article 5.3, hereof.

8.2 Selection. Trustees and officers shall be elected by the members at the members' annual meeting.

8.3 Balloting. Written secret ballots shall be utilized for all contested elections. Ballots shall be collected and counted by the members of a special committee appointed by the President.

8.4 Nominating Committee. The Leadership and Governance Committee shall serve as a Nominating Committee. The Leadership and Governance Committee shall serve to advise the Trustees by presenting the Trustees a list containing at least one name for each position to be filled at the next meeting.

8.4.1 Appointment. The Leadership and Governance Committee shall include no less than two Trustees, two members of the Leadership Council, and two members of the Congregation who are not Trustees but are members in good standing who do not seek election. Any member of the Nominating Committee may stand for office at the election for which said committee is preparing a slate, but must recuse him/herself from their consideration for such position including all debate and voting. The Board of Trustees shall provide advice and counsel to the Vice President of Leadership Development and Governance with respect to the selection of the Leadership and Governance Committee and shall approve its membership.

8.4.2 Disqualification. Nominating committee member's spouses, parents, and children are ineligible to be nominated as an officer or Trustee. .

8.4.3 Quorum. A quorum shall be a majority of the committee's members.

8.4.4 Action. Decisions shall be by a majority of committee members. No less than thirty days prior to the annual meeting the committee shall present their list to the Trustees.

8.4.5 Slate. After discussion and amendments, if any, the Trustees shall provide nominations to the members with the notice for the annual meeting.

8.4.6 Acceptance. All nominees must approve their nomination in writing, delivered to the secretary, prior to the inclusion of the nominees' name in the slate provided to the members.

8.4.7 Petitions. The petition of five percent of voting members in good standing may present a nomination no later than twenty days before an annual meeting, if accompanied by the nominee's written consent.

8.4.8 Timing of Petitions. The name of a nominee presented by petition shall be provided to the members with the meeting's notice if the nomination is received by the secretary at or before the time the nominating committee's slate is confirmed by the Trustees. If a nomination petition is received after the slate's confirmation, the names of all nominees shall be provided by a supplemental meeting notice by electronic mail or first

class pre-paid mail posted to all members at least ten days prior to the meeting. No nominations may be made from the floor of a meeting.

8.5 Removal by Members. Any Trustee or officer may be removed, at a special members' meeting whose notice includes that purpose, by two-third's of the votes cast, provided a quorum of at least 75 members is present. At the same meeting, where the membership removes a Trustee or officer, the membership shall immediately fill the position.

8.6 Removal by Trustees. Two-thirds of the Trustees present at a Trustees' meeting may remove an officer or Trustee:

8.6.1 Who is absent from three consecutive Trustees' meetings;

8.6.2 Who is not a member in good standing after having been provided thirty days written notice; or,

8.6.3 For cause if the notice of meeting specifies this as one of the purposes of the meeting.

8.7 Vacancies. The President shall have the option to nominate a replacement Trustee ("Replacement Trustee") for a vacated Trustee position ("Vacated Trustee") for approval by majority vote of the Trustees at the next Trustees' meeting or by unanimous written consent as provided for in Section 6.10. The Replacement Trustee shall serve the entire remaining term of the Vacated Trustee. Any service in an interim capacity shall not be considered service for a term under Section 5.4 and 7.1 hereof.

8.8 Compensation. No person shall be compensated for serving as a Trustee or officer. This shall not preclude a Trustee or officer from being otherwise employed and paid by the Congregation.

9. LEADERSHIP COUNCIL

9.1 Leadership Council. A Leadership Council of no more than 35 members shall be nominated by the Trustees and composed of the Congregation's past Presidents, Honorary Trustees, and other continuing and emerging leaders chosen by the Trustees except that the Presidents of the Congregation's Brotherhood, Parenthood, Women of Reform Judaism and

B.O.F.T.Y organizations shall be members by virtue of their positions. Clergy Emeritus and any individual who formerly served as an Honorary Board Member shall be members of the Leadership Council. Each year, the Nominating Committee shall present to the Trustees a list of proposed members of the Leadership Council who shall then approve such members to the Leadership Council. Each Leadership Council member shall be a Congregation member in good standing. The Leadership Council shall provide guidance, ideas, and recommendations for the direction of the congregation. The Leadership Council shall hold at least three meetings annually for:

- a. In-depth updates on the Temple's operations and plans;
- b. Deliberation and guidance on significant Temple policy issues or decisions; and
- c. Learning about significant trends, issues and leading edge ideas in the Jewish world.

9.1.1 Leadership Council Term Limits. Members of the Leadership Council shall be invited to serve two year terms beginning July 1, of each year. In addition, each of the Senior Rabbi and the President may, from time to time, appoint no more than two members of the Leadership Council. An individual, whether selected by the Board or the then President or Senior Rabbi, may serve a maximum of two consecutive terms, except for Past Presidents, Clergy Emeritus, or individuals who were previously Honorary members of the Board whose terms shall be unlimited.

10. **SENIOR RABBI**

10.1 Duties. The Senior Rabbi shall be the senior professional leader and spiritual director of the Congregation. The Senior Rabbi shall be accountable for all religious activities and the Jewish educational content of synagogue programming. The Senior Rabbi shall be consulted on all matters of noteworthy importance and shall collaborate with the Executive Director and the Congregation's President on important matters that extend beyond the realm of religious activities and education. The Senior Rabbi shall report to the President of the Board of Trustees. The Senior Rabbi shall perform all duties incumbent upon the Senior Rabbi in accordance with the Senior Rabbi's office and the direction of the Board of Trustees. The Senior Rabbi shall be an ex officio non-voting member of all committees.

10.2 Selection. The Senior Rabbi shall be nominated, and the duration of any employment contract of the Senior Rabbi shall be proposed by the Trustees voting at a meeting where a quorum is present. A majority of the member units of the Congregation may disapprove the term of the Senior Rabbi approved by the Trustees by a vote held within 10 days of the Trustees' meeting approving the contract at a special members' meeting whose notice includes that purpose, and at which a majority of the members are present, by two-thirds of the votes cast. At the same meeting, the membership shall immediately recommend an alternative term.

10.3 Removal. The Senior Rabbi may be removed by two thirds of the Trustees' voting at a meeting where a quorum is present where the meeting's notice includes that purpose, and two thirds of the members voting at a meeting where a quorum of at least 75 members is present and the meeting's notice includes that purpose; however, if the Congregation is bound by a contract with the Rabbi, the contract's provisions, if different, shall apply.

11. FISCAL

11.1 Fiscal Year. The Congregation's fiscal year shall begin on the first day of July of each year.

11.2 Budget. The Board of Trustees shall consider the Congregation's proposed budget no later than the first day of April of each year. The Board of Trustees shall approve the following year's budget no later than thirty days prior to annual meeting. A summary of the budget shall be provided to the membership by the Secretary with the annual meeting notice.

11.3 Good Standing. A member shall not be in "good standing" if the member fails timely to pay any financial obligation due to the Congregation.

11.4 Scholarship Process. The Board of Trustees shall be responsible for establishing a policy and process for awarding scholarships from time to time to members who demonstrate financial hardship. The Board may waive, modify, or extend any financial obligation due from a member to the Congregation. The Board of Trustees may delegate the implementation of the policy to professional staff, provided the President, Executive Vice President, or the Vice President of Finance/Treasurer, regularly reviews the policy implementation and reports the results of that review to the Board on an annual basis.

11.5 Bond. The Congregation shall obtain a position blanket fidelity bond to protect the Congregation against the misuse of its funds.

11.6 Investments. The Board of Trustees shall determine the investment policy of the Temple.

11.7 Contracts. All contracts whose dollar amount exceeds \$50,000.00 shall be approved by the Board of Trustees. Regardless of amount, any contract for the sale or encumbrance of real estate must be approved by the Board of Trustees. Any contract for the sale of the Congregation's buildings must be approved by the Board of Trustees and members.

11.8 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 Trustee, Director, Officer, employee, Professional Staff Member, Rabbi, Cantor, or agent of the Congregation, against expenses (including attorney's fees), judgments, fines, and amounts paid in settlement (if approved by the Board of Trustees in advance) actually and reasonably incurred by him/her in connection with such action, suit, or proceeding, if he/she reasonably believed that he/she was acting in or was not opposed to the best interests of the Congregation and with respect to any criminal action or proceeding, had no reasonable cause to believe his/her conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in a manner that he/she reasonably believed that he/she was acting in or was not opposed to the best interests of the Congregation and, with respect to any criminal action or proceeding, had reasonable cause to believe that his/her conduct was unlawful.

11.9 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 of such action, suit or proceeding upon receipt of an undertaking (with sufficient security, if required) by or on behalf of the indemnified person to repay such if it shall ultimately be determined that he/she is not entitled to be indemnified by the Congregation as authorized in this bylaw provision.

11.10 Insurance. If it is fiscally reasonable to do so, the Congregation shall attempt to purchase and maintain insurance on behalf of the Congregation and any person who is indemnified under this provision.

12. **PROCEDURE**

All Congregational meetings shall be held in accordance with the latest edition of Robert's Rules of Order, subject to the provisions of the Congregation's Articles of Incorporation and Bylaws.

13 **AMENDMENTS**

13.1 **Proposals.** Amendments to these Bylaws shall be proposed either by the resolution of a majority of Trustees or by the petition of ten percent of the members in good standing. The secretary's receipt of a proposal shall constitute a demand for a special members' meeting to occur within forty-five days, and the President shall call such a meeting, unless the resolution or proposal requests that the proposal be considered at the next annual members' meeting.

13.2 **Notice.** Copies of the proposed amendment shall be provided to the membership with the notice of the meeting at which the amendment will be considered.

13.3 **Approval.** Prior to submission to members, amendments to these bylaws require an affirmative vote of two-thirds of the Trustees. Amendments shall be approved by either two-thirds of the votes cast at a members' meeting, or by the written agreement of two-thirds of members in good standing.

13.4 **Exceptions.** Any amendment to:

13.4.1 Bylaw 1.3 shall require approval of seventy-five percent of the Trustees in addition to two-thirds of the members.

13.4.2 Bylaw 2.1 shall require the approval of ninety percent of all members in good standing.

Adopted by the Congregation at the Annual Meeting of June 7, 2013, and amended as to Sections 5.2.3, 5.7.2, 7.2.6, 7.2.7, 7.2.13, 8.4.1, 8.4.2, 9.1 and 9.1.1 by approval of the Congregation at the Annual Meeting of June 5, 2015, and as further amended as to Sections 7.2.14, 3.2.3, 11.4, 5.5, 5.7.2, and 9.1.1 by approval of the Congregation at the Annual Meeting of May 12, 2017, and as further amended as to Sections 5.6.2, 7.1, 7.2.6, 7.2.7, 7.2.13, and 7.2.15 by approval of the Congregation at the Annual Meeting of May 23, 2018, and as further amended as to Sections 5.1,

5.2.1, 5.2.2, 5.2.3, 5.6.2, 6.4, 6.10, 7.1, 7.21, 7.2.10, 8.4.1, 8.4.2, 8.7, 9.0, 9.1, 9.2, and 13.3 by approval of the Congregation at the Annual Meeting of May 30, 2019.