

TEMPLE ADATH YESHURUN

By-Laws

(Revised as of May, 2015)

PURPOSE

The purpose of this Congregation is to promote the enduring and fundamental principles of Judaism and to ensure the continuity of the Jewish people; to enable its adherents to develop a relationship to God through communal worship, study and assembly; to teach the principles and values of Reform Judaism and their application in the conduct of the individual, family and the society; to provide for Jewish educational instruction for youth and adults; to promote fellowship among the membership; to engage in philanthropic and communal activities; and to develop a sense of identification with Jews in all lands.

ARTICLE I NAME AND POWER

SECTION 1. NAME. The name of this Congregation shall be ~~Congregation Temple~~ Adath Yeshurun, also known as "~~Temple Congregation~~ Adath Yeshurun" (the "Temple"), located in Manchester, New Hampshire, organized under the provisions of New Hampshire RSA 292, and its members shall be referred to collectively as the "Congregation".

SECTION 2. AUXILIARY ORGANIZATIONS. The Board of Directors may authorize the organization and existence of auxiliary organizations of the Congregation for the purpose of advancing the best interests of the Congregation and furthering the social, educational, philanthropic, financial, and youth programs of the Congregation. The conduct, Articles of Agreement and By-Laws of such organizations shall not be inconsistent with the Articles of Agreement, the By-Laws and the policies of this Congregation. Such organizations shall be permitted to use of the words "Temple Adath Yeshurun" in their names and shall be accorded the use of the property of the Congregation subject to rules and regulations of the Congregation and the Board of Directors. Each organization shall be entitled to send one representative to the Board of Directors with voice and vote.

Commented [BRA1]: Our name as registered with the Secretary of State is "Temple Adath Yeshurun" – need to change By-Laws to be consistent.

SECTION 3. POWERS. The Congregation shall be endowed with all of the rights, privileges and powers attendant to a voluntary corporation so organized, including, without limitations, the right to convey, encumber or sell property, to acquire the same, to incur indebtedness and to contract on its own behalf, all in such a fashion as to further its purposes herein.

ARTICLE II RITUAL

SECTION 1. REFORM JUDAISM. The Congregation shall interpret Judaism in the spirit of Reform Judaism.

SECTION 2. WORSHIP. The official ritual of worship shall be according to a prayer book recommended by the Ritual Committee and approved by the Board of Directors.

SECTION 3. RITUAL. The Congregation shall be advised in its religious practices by its Rabbi.

ARTICLE III MEMBERSHIP

SECTION 1. MEMBERSHIP ELIGIBILITY. Any person of the Jewish faith by birth or through conversion to Judaism, or any person raising a Jewish child, or any person who is married to or is living together as if married to a member of the Jewish faith, or any person who was married to a member of the Jewish faith and has been a member of a **Jewish** temple, and is twenty-one years of age or older, shall be eligible to be admitted to membership on approval of his or her application by the Board of Directors.

Individuals who are in the process of converting to Judaism may be eligible for membership in the Synagogue at the discretion of the Rabbi and subsequent approval by the Board as set forth above.

SECTION 2. CATEGORIES OF MEMBERSHIP. The Board of Directors shall establish such categories of membership and their eligibility, rights, privileges and duties of such membership as it from time to time may deem necessary, appropriate or desirable to meet the needs of the Congregation.

SECTION 3. MEMBERSHIP APPLICATIONS. Applications for membership shall be in writing and shall be submitted to the Membership Committee. All applications for membership shall be voted on by the Board of Directors. Upon approval of such membership application and the payment of **any all applicable** dues, fees or assessments ~~then due~~ **and owing**, the applicant shall be entitled to all of the rights, privileges and duties provided by these By-Laws.

Commented [BRA2]: Wording clarification.

Commented [BRA3]: Wording change.

SECTION 4. DUES, FEES AND ASSESSMENTS. Members shall be responsible for support of the Temple through the payment of dues, fees and such assessments as shall be determined by the Board of Directors. Annual dues shall be payable in advance on the first day of ~~July~~ the first month of each fiscal year, or in accordance with any payment plan approved by the Board of Directors. The Board of Directors may waive, extend, modify or abate any financial obligation of any member.

Commented [BRA4]: Accommodates change in fiscal year.

SECTION 5. GOOD STANDING AND SUSPENSION. A member shall be deemed to be in good standing if all dues, fees, assessments and other charges have been paid in full ~~prior to the beginning of the High Holy Days~~ of the first day of the first month of each fiscal year, or if all such payments are current in accordance with such payment plans as have been approved by the Board of Directors. Any member who is more than ninety (90) days in arrears of his or her financial obligations to the Temple, ~~or who has not meet all financial obligations accruing by virtue of membership in the Temple by June 30th of each year~~, or otherwise for good cause shown, may have all membership privileges suspended thirty (30) days after notification from the Board of Directors, acting by or through its Finance Committee or the Treasurer or any person designated to so act by the President or the Board of Directors, of such impending suspension. All suspensions shall be effective only upon the affirmative vote of no less than two-thirds of the Board of Directors present and voting at a regular or special meeting of the Board properly noticed in accordance with these By-Laws. A member whose membership privileges have been suspended for financial reasons may have such membership privileges reinstated upon payment of any delinquent amount due from such member, or upon such other terms and conditions as may be approved by the Board of Directors.

Commented [BRA5]: Accommodates change in fiscal year.

SECTION 6. MEMBERSHIP PRIVILEGES.

A. Jewish and Non-Jewish Members:

Membership in the Temple shall entitle Jewish and non-Jewish members in good standing, subject to the rules and regulations established from time to time by the Board of Directors, to the following rights and privileges:

(a) To attend all meetings of the Temple;

(b) To attend all religious services conducted at the Temple;

(c) To use the Temple Adath Yeshurun Cemetery for interment of a deceased family member, subject to the rules and fees of the Cemetery Committee as approved by the Board of Directors;

(d) To have school-aged children receive religious education in the religious school of the Temple and receive preparation for Bar and Bat Mitzvah and for Confirmation, subject to the rules and fees of the religious school board and Temple policies, and provided that such school aged children are not enrolled in a religious education program of another faith or taking instruction in another faith;

Commented [BRA6]: Clarifies that Board approval is necessary.

Commented [BRA7]: Eliminates a restriction that might negatively impact some members.

(e) To participate in all religious services which are commonly referred to as "Life-Cycle Events", such as Bar and Bat Mitzvah, Confirmation, weddings and funerals, subject to the rules and regulations of the Ritual Committee and the Rabbi with respect to non-Jewish members; and

(f) To otherwise participate in and enjoy all activities which the Temple provides through its Rabbi, its Cantor, its physical facilities, its committees and its affiliate organizations which the Board of Directors may, from time to time, establish, and which are now the Sisterhood, Brotherhood and MANTY, subject at all times to the regulations of the Union ~~of American Hebrew Congregations for Reform Judaism~~ and ~~Temple~~ policies approved by the Board of Directors, as applicable.

(g) To serve as a member of any Committee established by these bylaws or by the Board of Directors other than the ~~Education~~ Religious School, Cemetery and Ritual Committees.

Commented [BRA8]: UAHC is now URJ.

Commented [BRA9]: There is no "Education Committee" in these By-Laws (except here). This should be "Religious School Committee"

B. Jewish Members Only:

In addition to all of the membership privileges referred to in Section 3A above, Jewish members in good standing, subject to the rules and regulations established from time to time by the Board of Directors, shall have the following membership privileges:

(a) To attend all meetings of the Temple, and to vote on all matters present at said meetings. An individual membership shall have one vote and a family membership unit shall have one vote for each adult member of the family, but in no event more than two votes, upon all matters lawfully before such meeting.; ~~in the case of the family, the husband and the wife or each of the partners, as applicable, shall each have one vote; in all other cases, the individual shall each have one vote;~~

Commented [BRA10]: Wording clarification.

(b) To serve as a chair or member of any committee established by these By-Laws or by the Board of Directors;

(c) To be elected and serve as an officer or to be elected or appointed to and serve on the Board of Directors;

(d) To hold an executive office, or a board position or committee chair in any affiliated organization of the Temple; and

(e) To vote to amend these By-Laws.

SECTION 7. RESIGNATION. Members may resign upon written notice to the Temple. All resignations shall be filed or recorded with the records of the Temple. Resignations shall not waive outstanding financial obligations to the Temple, unless authorized by the Board of Directors, or its designee. No member, once resigned, may be reinstated

unless **all** prior outstanding financial obligations to the Temple have been met in full or adjusted anew by the Board of Directors, or its designee, at the time of readmission.

Commented [BRA11]: Wording clarification.

ARTICLE IV BOARD OF DIRECTORS

SECTION 1. BOARD COMPOSITION. The affairs of the Congregation, except as otherwise limited herein, shall be administered by the Board of Directors, **consisting of a maximum of 18 members,** and shall be constituted as follows:

Commented [BRA12]: Deleted as unnecessary and potentially inconsistent with Article I, Section 2.

(a) **Ex-Officio.** There shall be nine (9) **Ex-Officio** Directors consisting of the following members; the President, First Vice President, Second Vice President, Treasurer, Assistant Treasurer and Secretary of the Congregation, and the Presidents of the Temple Adath Yeshurun Brotherhood, Sisterhood and MANTY. If a person already serving as a member of the Board of Directors shall become an ex-officio member because of election to office, such person's position as an elected member of the Board of Directors shall be deemed vacant at the time such person qualifies as an officer, and the vacancy shall be filled as herein below provided.

(b) Eight members duly elected in accordance with the procedures and for the terms otherwise herein prescribed.

(c) The outgoing President shall become an additional director with full voting rights for one full year after his or her last term as President

SECTION 2. TERMS. Those members who serve ex-officio shall enjoy a term of service coincident with the term of the office from which their Board of Directors membership stems. Of the remaining eight members, four shall be elected each year to serve for a term of two years. Their nomination at the annual meeting of the Congregation shall specify the terms for which they are proposed. A member shall be ineligible to serve more than eight consecutive years on the Board of Directors unless said member shall be serving as an officer of the Congregation when nominated for a term beyond the limitation imposed above in this paragraph.

SECTION 3. VACANCIES. In the event of vacancies in the Board of Directors (whether by resignation, incapacity to serve, suspension or otherwise) new directors may be elected by majority vote of **a quorum of** the Board of Directors at the next regular Board meeting succeeding the vacancies to serve the remainder of the open terms. Notice of the existence of the vacancies shall be given in writing to all members of the Board of Directors at least seven days prior to the meeting at which they are to be filled, pursuant to the provisions hereof.

Commented [BRA13]: Wording clarification.

SECTION 4. QUORUM. A quorum of the Board of Directors shall consist of ten Board members.

SECTION 5. POWERS **AND DUTIES**. The Board of Directors shall be empowered and authorized to promulgate such rules and regulations and policies, not inconsistent with these By-Laws as it may deem necessary to carry out the

Commented [BRA14]: We are combining this and the next section.

affairs of the Congregation. The Board of Directors shall further be empowered to enter into employment contracts with the Congregation's Rabbi, cantors or other religious leaders and such other employees of the Congregation as it may deem appropriate, provided that the term of such contract shall not exceed three years.

SECTION 6. DUTIES. By illustration and not for purposes of limitation, and to the extent not otherwise herein provided, the Board of Directors of the Congregation shall be charged with the following duties, responsibilities and powers, which may be delegated to the extent provided herein:

- (a) ~~The power~~ to elect and designate the Rabbi, Cantor, Sexton and musical director of the Congregation, and such other ~~salaried~~ employees thereof as may be necessary for the proper conduct of its business, and the power to fix or terminate their terms of office, and their compensation, consistent with the other provisions thereof;
- (b) ~~Power~~ to enact rules and regulations for the keeping of order during religious services;
- (c) ~~Power~~ to provide and to ~~make arrangements~~ decide for the religious education of the members of the Congregation and their children;
- (d) ~~Power~~ to deal with and absolute custody over all the property and physical assets of the Congregation;

Commented [BRA15]: Wording clarifications throughout.

(e) ~~Power~~ to determine and establish all matters relating to the financial affairs of the Congregation, including the drafting and adoption of budgets, the devising of plans for the payment of dues and assessments, the making of expenditures of every nature and description for the proper administration of the Congregation's affairs, the imposition of dues, assessments and levies with respect to membership and all other rights and powers necessarily ancillary to the conduct of its economic affairs;

(f) ~~Power~~ to act on all applications for membership to the Congregation, and to accept or reject such applications as circumstances may warrant;

(g) ~~Power~~ to call special meetings of the Congregation as provided herein;

(h) ~~Power~~ to fill existing vacancies upon the Board of Directors, or the unexpired term of any officer, as provided herein;

(i) ~~Power~~ to provide for the proper safekeeping of the property, books, papers, records and other effects of the Congregation;

(j) **Power** to undertake all other acts and things which may be necessary to the reasonable conduct of the affairs of the Congregation, to the full exercise of the powers and privileges otherwise herein provided and to exercise the duties and responsibilities normally accorded the Board of Directors of corporations and similar organization;

The Board of Directors may delegate authority to committees otherwise sanctioned by these By-Laws.

SECTION 76. MEETINGS. Unless notified in writing otherwise, the Board of Directions shall meet monthly (exclusive of July and August) upon at least seven days written notice from the Secretary of the time and place thereof. Special meetings shall be held at any time upon request to the Secretary by the President, or by at least six other Board members in writing. The Secretary shall give immediate notice, at least seven days in advance, of the time, place and purpose of each special meeting.

SECTION 87. EXECUTIVE COMMITTEE. The Board of Directors may from time to time delegate the conduct of the affairs of the Congregation to an Executive Committee, consisting of the elected officers of the Congregation (or such lesser number as the Board of Directors determines appropriate), ~~which committee shall provide for the day-to-day maintenance and operation of the Congregation.~~ At the discretion of the President, the Executive Committee may decide non-material issues between Board meetings and may be consulted to establish the agendas for full meetings of the Board. Except in exigent situations that require immediate action, the powers of the Executive Committee shall not extend to matters beyond the normal scope of affairs ordinary course of business and all matters beyond the ordinary course of business shall be referred by the Executive Committee to the full Board of Directors for its consideration.

Commented [BRA16]: Clarifies the role of the Executive Committee.

SECTION 98. STANDING COMMITTEES.

(a) Standing committees of this Congregation shall include a Membership Committee, Ritual Committee, Religious School Committee, Finance Committee, House Committee, Nominating Committee, Personnel Committee, Youth Committee, Cemetery Committee, ~~and~~ Technology Committee, Lifelong Learning Committee, and Social Action Committee.

Commented [BRA17]: Two new Standing Committees added: Lifelong Learning and Social Action.

(b) Each standing committee shall consist of not less than three members of the Congregation in good standing. Membership on committees shall not be limited to members of the Board of Directors. ~~Sisterhood and Brotherhood shall be represented on the House, Membership, Ritual and Adult Education Committees and such other committees as may be designated by the Board of Directors (or such committees as may succeed to the duties of such committees), to the extent permitted or authorized by those organizations' By-Laws.~~

Commented [BRA18]: Eliminated to reflect actual practice.

(c) The chair of each standing committee, ~~other than the Nominating Committee,~~ shall be either an officer of the Congregation or an elected member of the Board, appointed annually by the President and with the consent of a majority of the Board of Directors, to serve for a term of one year and until a successor is appointed and qualified. Each chair, having duly qualified, shall be entitled to select such additional members for such committee (at least two in number) as the Chair may deem appropriate. Each Chair shall report his or her committee composition to the Board at the next

Commented [BRA19]: Makes Nominating Committee consistent with other Standing Committees.

Board meeting following the formation of such committee for the year and shall provide the Chair of the Nominating Committee with a list of possible candidates for Board or Officer positions from the committee membership.

~~(d) The Nominating Committee shall consist of five members serving for the year following their election. Two members shall be appointed annually by the President (one of whom shall be designated chairman by him), and three by the Board of Directors, all at the first Board of Directors meeting following installation of officers for the then ensuing year.~~

Commented [BRA20]: Deleted as too restrictive and not representative of actual practice.

SECTION 409. COMMITTEE FUNCTIONS.

(a) The Membership Committee shall be responsible for making recommendations for membership in the Congregation, recommendations for termination of membership status, and recommendations for policies directly related to membership.

(b) The Nominating Committee shall be responsible for the selection and presentation to the Congregation of candidates for those offices and Board positions of the Temple to be filled by election at each annual meeting. It shall present its slate to the Congregation at least fourteen days before such meeting. The presentation of the slate of candidates shall include a biographical sketch of each nominee.

(c) The Ritual Committee shall be responsible for receiving, reviewing and developing policies and practices relating to the religious ritual and form of observance of the Congregation, and for their presentation to the Board of Directors and General membership for approval, as otherwise herein required.

(d) The Religious School Committee shall be responsible for acting as the liaison between parents of children in the religious school and the TAY Board of Directors. The Committee shall provide feedback to the Rabbi and the principal, assist with obtaining parent volunteers for school functions and provide input into religious school policy.

(e) The Finance Committee shall be responsible for recommending and carrying out financial policies of the Temple, and for promoting the financial stability of the Congregation. The committee, without limitation, shall prepare annually a proposed budget of anticipated income and expenses for the conduct of the Congregation's fiscal affairs and may propose a "budget" plan for the payment of membership obligations, including dues, in installments.

(f) The House Committee shall be responsible for considering requests for use of Temple facilities and for maintaining the physical integrity of the Temple and all other physical properties of the Congregation, except the cemetery.

(g) The Cemetery Committee shall be responsible for maintaining the Congregation's cemetery, consistent with the needs of the Congregation.

(h) The Executive Committee shall have the duties and be endowed with the powers otherwise enumerated in Section 7 of Article VIV of these By-Laws.

Commented [BRA21]: Fixes typo.

(i) The Personnel Committee shall be responsible for establishing personnel policies, practices and procedures to govern the employment by the Congregation of its personnel, including its rabbis, cantors or other religious leaders. It shall also be responsible for the annual reviews of the Temple employees and, subject to approval of the Board of Directors, the hiring, termination, compensation and negotiation of contracts with Temple personnel (other than board members and officers).

(j) The Youth Committee shall serve as a liaison between the Board of Directors and MANTY advisor and work to provide for our youth through MANTY, junior youth group, local college students and college students away from home.

(k) The Technology Committee shall address the electronic, data and communications needs of the Temple.

~~(k)~~(l) The Lifelong Learning Committee shall be responsible for developing and overseeing all educational offerings other than the religious school.

Commented [BRA22]: Adds Lifelong Learning Committee.

^(m) The Social Action Committee shall be responsible for developing and overseeing projects that fulfill obligations of Tzedakah and Tikkun Olam

Commented [BRA23]: Adds Social Action Committee.

SECTION 4110. SPECIAL COMMITTEES. The President or the Board of Directors may establish such additional committees as the President or the Board may deem necessary for the proper administration of the affairs of the Temple, and shall specifically charge them with the duties and responsibilities to which they shall attend.

SECTION 4211. ATTENDANCE. It shall be the duty of all members of the Board to attend the regular and special meetings of the Board. Any member of the Board who fails to attend three consecutive regular monthly meetings of the Board may be suspended from his or her position by a majority vote of the Board.

SECTION 4312. HONORARY DIRECTORS. Every past President of the Congregation shall be designated an Honorary Director. Upon request, he or she may receive all notices and mailings furnished to active Directors and shall be entitled to attend and participate in all regular meetings of the Board of Directors but shall have no vote at any such meetings (unless such past President shall have been elected to the Board of Directors).

SECTION 441213. RESIGNATIONS. Any Director may resign by delivering his or her written resignation to the President of the Temple, to a meeting of the Board of Directors or to the Temple at its office. Such resignation shall be effective upon receipt (unless specified to be effective at some other time), and acceptance thereof shall not be necessary to make it effective unless it so states.

SECTION 151314. ELIGIBILITY. Any Jewish member who is currently in good standing and who has been a member in good standing of the Temple for at least one year prior to his or her election as a Director shall be eligible to be elected as a Director subject to the provisions of Article IV, Section 2. A person who has served seven consecutive years on the Board shall be ineligible to serve as a Director for at least one year following the expiration of such seven consecutive years.

Commented [BRA24]: Change made to make consistent with other provision of By-Laws and to reflect 2-year terms.

SECTION 161415. REMOVAL. Any Director may be removed from the Board with for with or without cause by a vote of two thirds of the full no less than twelve members of the Board.

Commented [BRA25]: Wording clarification.

ARTICLE V OFFICERS

SECTION 1. GENERAL. The officers of the Congregation shall be a President, a First Vice President, a Second Vice President, a Treasurer, an Assistance Assistant Treasurer and a Secretary and such other offices as the Board of Directors may in their discretion appoint with such duties and for such terms as the Board shall prescribe, whose rights, prerogatives, duties and obligations shall be as stated below.

Commented [BRA26]: Fixes typo.

SECTION 2. POWERS AND DUTIES.

(a) President: The President shall be ex-officio chair of the Board of Directors and as such shall preside at all meetings of the Congregation and at all meetings of the Board of Directors. Subject to the control of the Board, the President shall in general supervise all of the business and affairs of the Temple Congregation. The President shall be the parliamentary officer at all such meetings of the Congregation Temple and the Board of Directors. The President shall (i) present at each annual meeting of the Congregation Temple a report of the condition of the Congregation Temple, (ii) cause to be called regular and special meetings of the Congregation Temple and the Board of Directors in accordance with these By-Laws, (iii) sign and make all contracts, leases, deeds, mortgages, and other instruments on behalf of the Congregation Temple which the Board has authorized be executed, (iv) see that the books, reports, statements, and certificates required of the Temple by these By-Laws or by law are properly kept, made and filed in accordance with these By-Laws or applicable law, and (v) enforce these By-Laws and perform all duties incident to the position and office and which are required by law. The President may sign checks, notes, drafts, bills of exchange, warrants or other orders for the payment of money duly drawn by the Treasurer. The President shall appoint members of committees as otherwise herein provided, shall serve ex-officio as member of all standing and special committees of the Board of Directors, other than the Nominating Committee, and shall be empowered or required (as the case may be) to order the Secretary to call special meetings of the Board and/or the Congregation as these By-Laws may provide. The President may vote at meetings of the Congregation, but may not vote at meetings of the Board of Directors, except in the event that the President's vote will make a difference (that is, to make or break a tie).

Commented [BRA27]: Wording changes to reflect change in Article I, Section 1.

(b) First Vice President: The First Vice President shall preside as President, and discharge the duties of the President whenever the President is unable to act. In the event of the death, resignation, removal or incapacity of the President, the first Vice President shall succeed to the office of President for the balance of the term.

(c) Second Vice President: The Second Vice President shall succeed to the duties of the First Vice President whenever the First Vice President is unable to act. The Second Vice President shall succeed to the duties of the President when both President and First Vice President are unable to act. In the event of the death, resignation, removal or incapacity of the First Vice President and/or the President (as the case may be) the Second Vice President shall succeed to the next highest vacant office for the balance of the term thereof.

(d) Treasurer: The Treasurer shall be the chief Financial Officer of the Temple, subject to the control and direction of the Board. The Treasurer shall have the custody of the Temple funds and securities and shall keep full and accurate accounts of receipts and disbursements in books belonging to the Temple. The Treasurer shall deposit all monies and other valuable effects in the name and to the credit of the Temple in such depositories as may be designated by the Board. The Treasurer shall disburse the funds of the Temple as may be ordered by the Board, taking proper vouchers for such disbursements, and shall render to the President and the Board at its regular meetings, or when the Board so requires, an account of all transactions as Treasurer and of the financial condition of the Temple. If required by the Board, the Treasurer shall, at the Temple's expense, give the Temple and maintain a bond in such sum and with such surety or sureties as shall be satisfactory to the Board for the faithful performance of the duties of the Treasurer's office. In case of the Treasurer's death, resignation, retirement, or removal from office, all books, papers, vouchers, money, and

other property of whatever kind in the Treasurer's possession or under the Treasurer's control belonging to the Temple shall be returned to the Temple. All books, records, checkbooks, and records of financial transactions of the Temple shall at all times remain in the custody of the Temple and shall be subject at all times to the inspection and control of the Board.

The Treasurer shall produce the books, records and vouchers for examination at any time upon forty-eight (48) hours notice by the President, the Finance Committee of the Board of Directors, or any person or committee specifically so empowered by the Board of Directors or by any member of the Congregation. The Treasurer shall present statements of the financial condition of the Congregation at the annual meeting of the Congregation. The Treasurer shall from time to time present to the Finance Committee and/or the Board of Directors such proposals for the conduct of the Congregation's economic affairs as the Treasurer deems appropriate.

(e) Assistant Treasurer: The Assistant Treasurer, ~~if any,~~ shall assist the Treasurer in the performance of the Treasurer's duties and shall discharge the Treasurer's duties if the Treasurer is at any time unable to act. In the event of the death, resignation, removal or incapacity of the treasurer, the Assistant Treasurer shall succeed to the Treasurer's office for the balance of the Treasurer's term.

(f) Secretary: The Secretary shall be responsible for the taking of complete and accurate minutes of all regular and special meetings of the Board of Directors of the Congregation. The Secretary shall promptly place and insert written records of the minutes of such proceedings in the Minutes Book of the Congregation. This book shall at all times be subject to examination and inspection upon forty-eight (48) hours notice by the Board of Directors, the President of the

Commented [BRA28]: Correction, since By-Laws require an Assistant Treasurer.

Congregation, any person or committee specifically designated by the Board of Directors for that purpose or any member of the Temple. The Secretary shall attend to the correspondence of the Congregation and shall issue all notices and calls for meetings of the Board of Directors and/or of the Congregation, at the times and in the fashion otherwise prescribed in these By-Laws. The Secretary shall carefully preserve all books and other property of the Congregation pertaining to the current conduct of the Secretary's duties; all other records shall be maintained in appropriate storage facilities in the Temple.

Upon completion of the term of office, the Secretary shall immediately turn over all records in his or her possession to his or her successor or to the President. If the Secretary is absent or unable to serve, the presiding officer shall designate a member of the Board to assume and perform the duties of Secretary as Secretary Pro Tempora.

SECTION 3. TERMS. The Officers of the Congregation shall serve for a term of two years, until their successors have been elected, qualified and installed in office.* In the event of vacancies amongst the officers of the Congregation (~~where whether~~ by resignation, incapacity to serve, suspension or otherwise) new officers may be elected by majority vote of the Board of Directors at the next regular meeting thereof succeeding the vacancy or vacancies. Notice of the existence of the vacancies shall be given in writing to all members of the Board at least seven days prior to the meeting at which vacancies are to be filled, pursuant to the provisions hereof. Officers so elected shall serve the balance of their predecessor's term.

Commented [BRA29]: Fixes typo.

SECTION 4. ELIGIBILITY. Any Jewish member who is currently in good standing and who has been a member in good standing of the Temple for at least one year prior to his or her election as an officer shall be eligible to be elected as an officer.

SECTION 5. REMOVAL. Any Officer may be removed from the Board with or without cause by a vote of no less than twelve members of the Board. ~~with cause by a vote of two-thirds of the full Board.~~

Commented [BRA30]: Wording clarification.

ARTICLE VI CONGREGATIONAL MEETINGS

SECTION 1. ANNUAL MEETING. The annual meeting of the Congregation shall be held on a date to be designated by the Board of Directors, between the April and May meeting of the Temple Board. Due notice of the meeting shall be given in writing at least two weeks in advance to all members of the Congregation.

SECTION 2. SPECIAL MEETINGS. Special meetings of the Congregation shall be called by the President, upon request by a majority of the full Board of Directors or upon the written request of at least fifteen (15) members of the Congregation in good standing, which request shall state the reason for such special meeting and the matters to be there

considered. The call for any such special meeting shall be rendered at least 14 days prior thereto and shall state ~~herein~~ therein the purpose, time and place of such meeting.

Commented [BRA31]: Fixes typo.

SECTION 3. QUORUM. Thirty-six (36) members entitled to vote shall constitute a quorum of any regular or special meeting of the Congregation. The conduct of all business at any such meeting shall require a quorum. All matters to be considered by the membership shall require approval of a majority of the members thereat and voting, except to the extent these By-Laws otherwise require a greater number thereof.

ARTICLE VII NOMINATIONS AND ELECTIONS

SECTION 1. NOMINATIONS. Nominations for any office, or for the Board of directors, may be made from the floor at the annual meeting of the members of the Temple, provided that they are made and duly seconded by members then in good standing, and provided further that the nominee be a member in good standing, be eligible to hold office, and shall have indicated his or her willingness to serve if elected either orally or in writing. All other nominations by the Nominating Committee shall be made pursuant to the provisions of Article IV(10)(b) hereof.

SECTION 2. ELECTIONS. All Officers of the Congregation and members of the Board shall be elected by secret ballot, and by a majority or plurality of the vote of members present (as the case may be) at the annual meeting of the

Congregation. In uncontested elections, the requirement of secret balloting shall be waived. Those persons duly elected shall take office at the May meeting of the Board of Directors.

SECTION 3. VOTING. Each office or position shall be nominated and voted upon separately, in succession; however, in the case of uncontested elections the requirement for successive balloting shall be waived.-

Commented [BRA32]: Makes this consistent with Section 2, above.

SECTION 4. PARLIAMENTARY OFFICER. The Chair of the Nominating Committee shall conduct the elections at the annual meeting of the Temple.

ARTICLE VIII PROCEDURE

All meetings and/or elections to be held in accordance with the provisions of these By-Laws shall be governed by the Rules of Parliamentary Procedure contained in "Robert's Rules of Order", as from time to time amended or expanded. Meetings of the Board of Directors and committees may be conducted via electronic means at the discretion of the President or chair, as appropriate.

Commented [BRA33]: Clarifies a lingering question and makes consistent with actual practice.

**ARTICLE IX
AMENDMENT**

SECTION 1. AMENDMENT. These By-Laws may be altered, amended or repealed by affirmative vote of two-thirds of the members of this Congregation entitled to vote on such amendments, present and voting, at an annual meeting of the Congregation, or at a special meeting duly called for that purpose.

SECTION 2. WRITING REQUIRED. All amendatory proposals shall be presented in full in writing to such members of the Congregation at least fourteen days before the meeting at which they are to be considered. Such proposals shall be sponsored by the Board of Directors or by fifteen (15) members of the Congregation in good standing entitled to vote on such amendments, and shall be read in full to the meeting to which they are presented. The reading thereof may be waived by majority vote of those present at the meeting.

SECTION 3. ENTIRE AGREEMENT. These By-Laws supersede all articles and/or By-Laws previously adopted, and shall take effect upon adoption by the members of Temple in accordance with these By-Laws.

Adopted by the Congregation: May 10, 2000

Revised: May 15, 2006

Revised: May 16, 2010 Revised: May 15, 2011

Revised: May 11, 2015