

**AMENDED AND RESTATED BYLAWS  
OF  
BETH-EL CONGREGATION**

## PREAMBLE

In order to perpetuate and enhance the religion of our fathers and mothers, to uphold, teach and foster the essential principles and moral and ethical values of Judaism, to encourage and provide opportunities for divine worship, education and service as a Reform Jewish Congregation and for the spread of enlightened religious sentiments, to work for fellowship with God, to promote a better understanding and relationship among all people of good will and to advance the welfare of all those who may come under its influence, we do dedicate ourselves to the task of establishing a Reform Jewish Congregation.

## ARTICLE ONE

### NAME

1. This Congregation shall be known as Beth-El Congregation and shall have its office in Fort Worth, Texas.

### PURPOSE

2. The purpose of the Congregation shall be to promote Judaism in all relations of life using public and private worship, religious education, social, welfare and civic activities, and such other means as shall serve to implement the teachings of Judaism; by emphasizing the principles of righteousness and peoplehood in society at large.

3. Our purpose is to nurture meaningful Jewish lives in keeping with the religious practices and ideals of Reform Judaism.

### AFFILIATION

4. This Congregation shall affiliate itself with the Union for Reform Judaism (URJ). It shall pay dues to the URJ and be entitled to all services as well as privileges described in the URJ Constitution and Bylaws.

## ARTICLE TWO

### MEMBERSHIP

1. Any person of the Jewish faith, and any such person's non-Jewish spouse, in each case who are eighteen (18) years of age or over, may, upon application, be admitted to membership in this Congregation by the Membership Committee. The non-Jewish widow or widower of a Jewish member may also continue to be a member of the Congregation should such widow or widower wish to continue as a member.

2. Honorary memberships may be granted by a two-thirds majority of the Board of Directors, but such members shall not be entitled to vote at meetings of the Congregation.
3. Membership shall not be transferable.
4. The unit of membership ("family") shall be any Jewish person or persons and such person's non-Jewish spouse sharing the same home. For this section, the family shall include unmarried children who are not self-supporting and/or who reside in another community while attending an educational institution.
5. In the event of the divorce of a Jewish member and a non-Jewish spouse, the non-Jewish spouse may continue to be a member if the non-Jewish spouse so desires, subject to the agreement of and the terms and conditions determined by the Rabbi and the Board of Directors.
6. Should a member of a family already affiliated with the Congregation who is 28 years of age or over, wish to continue as a member, such person shall be required to apply for individual membership.

#### PRIVILEGES OF MEMBERSHIP

7. Any member of the Congregation in good standing, and only such members, shall be entitled to all the rights and privileges of membership, set forth in these Bylaws, including but not limited to the following, subject to the right of the Board of Directors in consultation with the Rabbi to determine from time to time the nature and extent of any restrictions to the rights and privileges of membership that may be appropriate for members not of the Jewish faith:
  - (a) To vote at all meetings of the Congregation in the manner provided herein.
  - (b) To have the member's children attend the Religious School of the Congregation, and to be eligible for all life cycle ceremonies which are observed by this Congregation, provided that the child is a member of the Jewish faith and has met the requirements set forth by the Rabbi and the Religious School.
  - (c) To seats in the sanctuary for those persons comprised in the family for all High Holy Day services. In the event that the sanctuary proper cannot accommodate all such persons, additional areas may be included as a sanctuary.
  - (d) To participate in all the activities held under the auspices of the Congregation and its affiliated bodies provided that the Rabbi shall have the sole discretion to determine the appropriateness and extent of participation of non-Jewish members in the rituals of the Sanctuary and life cycle events.

(e) To be eligible for election as a Director of the Congregation.

(f) To have the use of the sanctuary, reception and other appropriate rooms for weddings, Bar/Bat Mitzvahs, funerals of members of the Congregation and those persons comprised in the family, provided however, that the assignment of dates and the use of facilities shall be subject to such rules, regulations and fees, as the Board of Directors may adopt.

#### VOTING OF MEMBERS

8. All members in good standing and only such members, shall be entitled to one vote on each question arising at any special or general meeting of the Congregation. Spouses in a family unit shall each have a separate vote.

9. At all meetings of members, every question shall be decided by a majority vote, unless otherwise required by the Bylaws of the Congregation.

#### METHOD OF VOTING

10. Every question shall be decided by voice or a show of hands unless a poll or ballot is demanded by any member. Upon a show of hands, a declaration by the Chair that a resolution has been carried or has not been carried, and an entry to that effect in the minutes of the Congregation, shall be evidence of the fact and no further proof required.

11. The demand for a poll or ballot may be withdrawn, but if such is demanded and not withdrawn, the poll or ballot shall be taken in a manner directed by the Chair, and the results thereof shall be deemed the decision of the Congregation upon the matter in question.

12. The Chair of the meeting shall not be entitled to a vote but shall cast a deciding vote if there is an equality of votes.

#### RESIGNATION OF MEMBERS

13. Members may resign from the Congregation upon written notice to the Executive Director of their intent.

14. Members who resign shall remain liable for the payment of annual commitments or assessments, which became payable before a written resignation is received by the Executive Director.

#### EXPULSION OF MEMBERS

15. Any member of the Congregation shall be liable to reprimand, suspension, or expulsion, for misconduct, provided that the member so charged has been charged in writing by 10

members of the Congregation and is accorded a hearing before the Ethics Committee. If the Ethics Committee recommends against disciplinary action or expulsion, the matter shall end there. If the Ethic Committee recommends disciplinary action or expulsion, the member shall be entitled to a final hearing before the Board of Directors.

16. The charged member shall be given at least two weeks' notice in writing of the charge and of the time and place of each such hearing.

17. Any decision on such charge shall require a two-thirds majority vote of the Board of Directors.

18. The expulsion of any member shall not relieve the member from the payment of any obligations due the Congregation prior to the date of such expulsion.

### ARTICLE THREE

#### ANNUAL COMMITMENT

1.

The Finance Committee shall fix the annual commitment structure with the approval of the Board of Directors. Members shall be responsible for support of the Congregation through payment of dues, assessments and other fees as shall be determined by the Board of Directors. Other assessments and fees shall be due and payable as required by the Board of Directors. The Board of Directors may waive, extend or modify any financial obligation due from a member pursuant to written policies established by the Board.

(a) The Finance Committee may determine the annual commitment assessment applicable to a member of the Congregation. Any member who is unable to meet the designated annual commitment may appeal to the Executive Director for consideration of a due's variance.

(b) No charge will be levied for annual commitments or other annual assessments for the twelve months after the date of their marriage to newlyweds who meet all the following criteria:

- i. one of the persons is the child of a member
- ii. one of the persons is under the age of thirty
- iii. they are married at Beth-El Congregation

2. The fiscal year of the Congregation shall commence on the 1st day of July each year and end on the 30th day of June each year unless otherwise ordered by the Board of Directors.

3. The annual commitment for each fiscal year shall become due annually, in advance, on the first day of July unless otherwise ordered by the Board of Directors.

4. Arrangements with the Executive Director for the payment of annual commitments must be completed one week before the first day of Religious School or the first evening of Rosh Hashanah, whichever first shall occur, to qualify those persons comprised in a family for admission to the High Holy Day Services and/or Religious School registration and for the exercise of all other Temple membership privileges.

5. If a person is admitted to membership within the first six months of the fiscal year, that person shall pay the full annual commitment for such year, but if a person is admitted to membership within the last six months of the fiscal year, that person shall pay one half of the full annual commitment for such year.

#### SPECIAL ASSESSMENTS

6. The Board of Directors may, from time to time, upon a two-thirds vote of the members of the Board, levy upon the members of the Congregation a special assessment, not to exceed 20% of a member's annual commitment, in any given year.

7. The Board of Directors may, from time to time, levy upon members of the Congregation special assessments exceeding the amounts of 20% of the members' annual commitment in any given year by a two-thirds vote of the members of the Board, provided that such special assessments shall become effective, only upon the approval thereof by a two-thirds majority of the members of the Congregation present at a meeting of the Congregation, called especially for that purpose.

8. The members of the Congregation shall receive written notice of such assessments. In the case of assessments exceeding 20%, written notice of the time and place of the meeting to be held for Congregational approval of such assessments within a reasonable time after the Board has approved such a levy, and such notice shall state that the assessment may be reduced, waived, or delayed by the Board of Directors, in cases of hardship.

#### DELINQUENCY

9. The Board of Directors may suspend a member who has defaulted in the payment of the annual commitment or other assessments for two months unless the said member can show that exceptional circumstances have prevented the fulfillment of financial obligations to the Temple or has paid all such annual commitment amounts and assessments within 30 days of a notice in writing, sent by registered mail to the member, by the Executive Director.

10. Upon suspension, all rights and privileges of the member relating to the Temple shall cease.

11 Upon payment of the annual commitment and assessments then due from a suspended member, that member shall be immediately reinstated as a member in good standing.

- a. A member who fails to pay any financial obligation due to the Congregation after such obligation became due and payable and has not made arrangements to address this obligation with the Executive Director may be suspended and deprived of all membership rights and privileges upon a majority vote of the Board of Directors after that member shall have been notified by certified mail of the proposed suspension
- b. A member who fails to pay any financial obligation due to the Congregation within twelve (12) months after such obligation became due and payable may be suspended and deprived of all membership rights and privileges by administrative action of the Executive Director without the need for a majority vote of the Board of Directors.

## ARTICLE FOUR

### BOARD OF DIRECTORS

1. The affairs of the Congregation shall be managed by a Board of Directors comprised of 14 duly elected Directors plus the following Officers of the Congregation:

- (a) President
- (b) President-elect – upon their election
- (c) Immediate Past President- will remain a voting member for 1 year
- (d) First Vice President
- (e) Second Vice President
- (f) Secretary
- (g) Treasurer

2. In addition to the elected Directors and the Officers of the Congregation, the President of Women of Reform Judaism and the President of Men of Reform Judaism shall be members of the Board of Directors and entitled to vote at meetings. The President of the Temple Youth group may attend board meeting without voting privileges.

3. Every Director, elected or appointed, shall be a member in good standing of the Congregation.

### POWERS AND DUTIES

4. Save as elsewhere provided in this Bylaws, the Directors of the Congregation shall administer the affairs of the Congregation in all things and make or cause to be made for the Congregation, in its name, any kind of contract which the Congregation may lawfully enter into and generally, may exercise all such other powers and all such other acts and things as the

Congregation is by its Charter or otherwise authorized to exercise and do. Without in any way derogating from the foregoing, the Directors are expressly empowered from time to time, to:

- (a) Supervise the Finance Committee in the determination of the annual commitment of all members in accordance with these Bylaws.
- (b) Levy assessments as prescribed in these Bylaws.
- (c) Appoint a Rabbi and Cantor and select such employees as may be necessary, fix their terms of employment, their duties and compensations or remove such employees, unless otherwise prescribed by these Bylaws.
- (d) Review and approve for submission to the members a statement of the expenses and income of the Congregation for any fiscal year ending during their term of office and a statement of the estimated expenses and income for the next ensuing fiscal year, at their meeting at which the Treasurer submits these statements in pursuance of Article VI paragraph 8 of these Bylaws. The approval required by this section shall be an affirmative vote of not less than two-thirds of those present and entitled to vote at the meeting of Directors.
- (e) Call a special meeting of the members of the Congregation whenever the Board deems it necessary.

#### REMOVAL OF BOARD MEMBERS

5. Any Director or Directors may be removed from office at any time and replaced by another or others, by resolution passed by three-fourths of the members of the Board present at a special meeting called for that purpose; the person or persons so appointed to hold office until the next Annual Election of Directors, noting that such person or persons shall be limited to the 2 three year term limit as prescribed in these Bylaws.

6. The Board of Directors may be removed in its entirety by a two-thirds vote of the members of the Congregation present at a special meeting called for that purpose. A new Board of Directors must be elected at that same meeting.

#### REMUNERATION OF DIRECTORS

7. The Directors shall receive no remuneration for acting as such.

#### TERM OF OFFICE

8. Each elected Director shall be elected for a term of three years, commencing from the time of election at the Annual Meeting and ending at the second Annual Meeting following such election, at which Directors are elected. The terms in office shall be staggered so that one-third



are elected annually. The Officers of the Congregation terms shall coincide with their term as an Officer.

9. No elected Board Member may serve on the Board of Directors for more than a maximum of two complete, consecutive three-year terms, except for the Immediate Past President. After being out of office for at least twelve months, a former Director can be nominated for up to two three-year terms.

#### VACANCIES

10. Vacancies in the offices of President-Elect, First Vice President, Second Vice President, Secretary, Treasurer, or Director by resignation, death, or suspension for non-attendance shall be filled by appointment by the President at the next meeting of the Board of Directors; and such appointees shall serve until the next Annual Meeting of the Congregation.

#### QUORUM

11. Fifty percent (50%) of the number of voting Directors shall constitute a quorum for the transaction of business.

#### MEETINGS

12. Board Meetings shall be normally held monthly except for the months of July and December, with a minimum of ten meetings per year. A Board meeting must occur within 120 calendar days of the previous Board meeting. Notice of such meeting shall be given no later than 7 days before the proposed meeting date.

13. Except as required by law, the Board of Directors may hold its meetings at any place it may from time to time determine and may appoint the day and hour of such meetings. No formal notice of such meetings shall be necessary, if all the Directors are present, or if those absent have signified their consent to the meeting being held in their absence.

14. A Directors' meeting may also be held without notice, immediately following the Annual General Meeting of the Congregation. Any business, special or general, may be transacted or considered at any Board Meeting.

#### ATTENDANCE

15. Attendance at two-thirds of the meetings of the Board of Directors over a period of a given year, is a minimal requirement for continued membership on the Board. If any Board member fails to meet this requirement, the President, subject to his discretion relative to extraordinary circumstances, may ask such member to resign from membership on the Board. The subsequent vacancy shall be filled in the manner prescribed in these Bylaws. The Immediate Past President is excepted from the requirements of this section.

## VOTING

16. Questions arising at any meeting of the Board of Directors shall be decided by a majority of votes, unless otherwise prescribed in these Bylaws.

17. The Chair of the meeting shall not have an original vote but shall cast a deciding vote in the case of an equality of votes.

18. Every question shall be decided by voice or a show of hands unless a poll or ballot be demanded by any Director present. A declaration by the Chair that a resolution has been or has not been carried and an entry to that effect in the minutes, shall be evidence of the fact and no further proof required.

19. The President may call for an electronic vote (using email, texting, or other messaging medium) on a resolution that is time-sensitive and that is expected to be uncontroversial. The results of such a vote will have effect till the next regularly scheduled meeting of the Board, at which time the resolution will be ratified. The results of the electronic and ratification votes shall be entered into the minutes of that meeting and shall be evidence of the electronic vote with no further proof required.

## LIMITATIONS

20. Every Director or Officer and that Director's or Officer's heirs, executors, and administrators, and estate and effects, respectively, shall always from time to time and, be indemnified and saved harmless out of the funds of the Congregation, if that Director or Officer is a member of the Congregation, from and against:

(a) All costs, charges, and expenses whatsoever, which such Director or Officer sustains or incurs, in or about any action, suit, or proceeding which is brought against that Director or Officer, for or in respect of any act, deed, matter or thing whatsoever made, done or permitted by that Director or Officer, in or about the execution of the duties of that Director's or Officer's office.

(b) All other costs, charges, and expenses which that Director or Officer sustains or incurs, in or about or in relation to the affairs thereof, except such costs, charges, or expenses as are occasioned by that Director's or Officer's own neglect or default.

## BORROWING

21. The Directors may from time to time as needed:

(a) Borrow money on behalf of the Congregation.

- (b) Issue bonds, debentures, debenture stock, both perpetual and terminable, or other securities.
- (c) Pledge or sell such bonds, debentures or debenture stocks or other securities for such sums and at such prices as may be deemed expedient or necessary.
- (d) Charge, hypothecate, mortgage or pledge, any or all of the real or personal property, including book debts and unpaid calls, rights, powers, undertakings and franchises of the Congregation, to secure any bonds, debentures, debenture stocks, or other securities, or any liabilities of the Congregation.
- (e) From time to time, the Directors may authorize any Director, Officer or employee of the Congregation or any other person, to make arrangements with reference to the moneys borrowed or to be borrowed, as aforesaid and as to the terms and conditions of the loan thereof, and as to the securities to be given therefor, with power to vary or modify such arrangements, terms and conditions and to give such additional securities for any moneys borrowed or remaining due by the Congregation, as the Directors may authorize, and generally to manage, transact and settle the borrowing of money by the Congregation.

## ARTICLE FIVE

### OFFICERS

1. The Officers of the Congregation shall consist of a President, First Vice-Presidents, second Vice-President, Secretary and Treasurer and shall rank in the order so set forth. The President and President-Elect shall be members of the Jewish faith. All officers shall be members of the Congregation and Directors of the Congregation. The Congregation members shall elect the Officers at each Annual Meeting in accordance with the procedure as described in these Bylaws. The Board of Directors may create such offices as it deems necessary, by resolution, from time to time. With the exception of the President-elect, the terms of officers shall be two years. The President-elect will remain an officer through the year following the term as President.

### DUTIES OF PRESIDENT AND VICE-PRESIDENTS

2. The President shall, when present, preside at all meetings of the Congregation, and, unless the President elects otherwise, of the Board; should the President, being present, elect not to preside at a meeting of the Board, the President shall appoint a Director to preside in the President's stead. The President shall be charged with the general management and supervision of the day-to-day affairs and operations of the Congregation and shall, with the Secretary, or other Officer appointed by the Board of Directors for that purpose, sign all Bylaws and Membership Certificates.

3. **FIRST VICE PRESIDENT.** The First Vice President shall be elected for a term of two years. The First Vice President shall be eligible to succeed himself. When there is no President-Elect, the

First Vice President shall act as President in the President's absence or temporary inability to perform his duties. If there is no President-Elect, in the event of death, resignation, removal, or permanent incapacitation of the President, the First Vice President shall immediately succeed to the office of President with all its powers and duties. The First Vice President shall immediately appoint a Nominating Committee, consisting of three (3) Board members, which will, within 30 days, nominate a new Second Vice President. The Board of Directors must confirm such nomination by a majority vote. The Second Vice President will serve out the unexpired term of the First Vice President who has assumed the office of President.

4. SECOND VICE PRESIDENT. The Second Vice President shall take the place of the First Vice President in the latter's absence or when the First Vice President acts as President. The Second Vice President shall discharge such other duties as shall be assigned to the Second Vice President by the President.

5. The President shall appoint all Chairpersons of Standing Committees and other Committees and shall be ex-officio a member of all Committees, except for the Nominating Committee.

#### DUTIES OF THE SECRETARY

6. The Secretary shall be the clerk of the Board of Directors and shall attend all meetings of the Board of Directors and record all facts and minutes of all proceedings in the books kept for that purpose. The Secretary or Executive Director shall give all notices required to be given to members and Directors.

#### DUTIES OF THE TREASURER

7. The office of the congregation shall keep full and accurate accounts of all receipts and disbursements of the Congregation, in proper books of account and shall deposit monies or other available effects in the name and to the credit of the Congregation in such bank or banks as may from time to time be designated by the Board of Directors.

8. The Treasurer shall provide proper accounts and report generally the financial position to the Board of Directors.

9. The Treasurer shall also perform such other duties as may from time to time be determined by the Board of Directors.

#### DUTIES OF OTHER OFFICERS

10. The duties of all other Officers of the Congregation shall be such as the terms of their office call for, or the Board of Directors requires of them.

## VACANCIES

11. Vacancies among the Officers of the Congregation, however caused, shall, so long as a quorum of Directors remains in office, be filled by the President, from among the qualified members of the Congregation. Otherwise, such vacancies shall be filled at the next Annual Meeting of members.

## ARTICLE SIX

### RABBI

1. This Congregation shall be guided in its selection of a Rabbi by the rules and regulations of the Rabbinical Placement Commission of the Union for Reform Judaism, the Central Conference of American Rabbis and the Hebrew Union College - Jewish Institute of Religion.

2. The Rabbi shall be selected by a special Pulpit Committee appointed by the President of the Congregation with the approval of the Board of Directors. This committee shall recommend to the Board of Directors a Rabbi to be elected. Upon approval of the Board of Directors, this recommendation shall be presented to the Congregation at a regular or special meeting. A two-thirds vote of the members present shall be required for the initial election of a Rabbi.

3. Upon completing the term of the Rabbi's successful initial period of service, the Board shall recommend his re-election. This recommendation shall be submitted to a regular or special meeting of the Congregation. A majority vote of those present shall be required to act upon the recommendation of the Board. Following the Rabbi's initial election by the membership, the Congregation shall be guided in reference to his future tenure, life tenure, retirement or termination of service, and the Rabbi-congregation relationship, by the procedures recommended by the CCAR and URJ.

4. The Rabbi shall have the right to attend all meetings of the Board of Directors and the Congregation, except when requested for some special reason to be absent. The Rabbi shall be an ex-officio member of all committees.

### 5. DUTIES OF THE RABBI

(A) The Rabbi shall devote his time and attention to the religious and spiritual welfare of the Congregation, and shall perform his duties as such in a manner consistent with the dignity of his office; and the Rabbi shall have the freedom of the Pulpit.

(B) The Rabbi shall be responsible for conducting the religious services in accordance with the ritual of the Union for Reform Judaism each Sabbath and on all Jewish Holidays, preparing such sermons and addresses as are necessary for such occasions.

(C) The Rabbi shall be responsible for the supervision of the religious school and educational program.

## **ARTICLE SEVEN**

### **STANDING AND SPECIAL COMMITTEES**

1. At the first meeting of the Board of Directors following the Annual Meeting, or as soon after that as possible, the President shall appoint the following Standing Committees and their Chairpersons, provided that only members of the Jewish faith may be Chairpersons of such Standing Committees. The Term of the Chairperson will be two years from the date of appointment. Unless the Board of Directors, in consultation with the Rabbi, determines otherwise, at least two-thirds of the members of all Standing Committees shall be members of the Jewish faith, except for the Worship Committee and the Religious Education Committee, which require that all members of these committees shall be members of the Jewish faith.

2. The Board of Directors is responsible for approving and maintaining terms of reference for each Standing Committees and Special Committees. Unless otherwise noted, the President and the Rabbi are ex-officio members of each committee.

3. The following are the Standing Committees:

FINANCE AND BUDGET COMMITTEE  
WORSHIP COMMITTEE  
MEMBERSHIP AND RETENTION  
HOUSE AND GROUNDS COMMITTEE  
CEMETERY COMMITTEE  
RELIGIOUS SCHOOL COMMITTEE  
ADULT EDUCATION COMMITTEE  
PERSONNEL COMMITTEE  
LIBRARY COMMITTEE  
STRATEGIC PLANNING COMMITTEE  
ETHICS COMMITTEE

### **SPECIAL COMMITTEES**

4. Additional committees for special purposes may be appointed by the President from time to time as is deemed necessary.

5. Unless otherwise ordered, all reports and recommendations of all committees are to be submitted to the Board for approval.

## ARTICLE EIGHT

### AUXILIARY UNITS

1. Auxiliary units of the congregation may be formed with the approval of the Board of Directors.
2. The Men of Reform Judaism, the Women of Reform Judaism and the Youth Group, as presently constituted as of the date of these Bylaws, are recognized as Auxiliary units of the Congregation.
3. All auxiliary units must elect their Board of Directors during the first week in March.

## ARTICLE NINE

### ANNUAL AND SPECIAL MEETINGS

1. The ANNUAL MEETING OF THE CONGREGATION shall be convened by the President during the month of May or June, the specific date to be fixed by the Board of Directors. Each Annual meeting of the members shall be held not later than fifteen months after the immediately preceding Annual meeting.

### PURPOSE

2. At every Annual Meeting, in addition to any other business transacted, reports shall be submitted by the PRESIDENT, the RABBI, the TREASURER, the AUDITOR, and the CHAIR of the NOMINATING COMMITTEE and by any other committee or auxiliary that may wish to do so.
3. An estimate of expenses and income for the coming year, and the fixing of annual commitments for the coming year, as well as the election of Directors and Officers standing for election for the coming year, shall be submitted to the Congregation members for their approval.

### CONVENING

4. The Board of Directors may call a special meeting of the members of the Congregation at any time they deem it advisable. Notice of the time and place of such meeting shall be given to each member of the Congregation at least ten days before the meeting.

5. A special meeting shall be called immediately upon the written request of not less than one-tenth of the members of the Congregation. Notice of the time and place of such meeting shall be given to each member at least ten days before the meeting. For this section, the term "member" shall include the spouse of a member. The written request required by this section shall be sent by registered mail addressed to the President or any Vice-President of the Congregation in care of the Temple.

#### ERROR OR OMISSION IN NOTICE

6. No error or omission in giving notice of any Annual, general or special meeting or any adjourned meeting, whether Annual or special, of the members of the Congregation shall invalidate such meeting or make void any proceedings taken thereat, and any member may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat. To serve notice to any member, Director or Officer for any meeting or otherwise, the address of any member, Director or Officer shall be the last address as recorded in the books of the Congregation.

#### QUORUM

7. A quorum for any business transaction shall be fifty (50) members.

#### ADJOURNMENT

8. Any meeting of the Congregation or Board of Directors may be adjourned from any time and from time to time, and such business may be transacted at such adjourned meeting as might have been transacted at the original meeting from which such adjournment took place. No notice shall be required of any such adjournment. Such adjournment may be made notwithstanding that a quorum is not present.

#### CONVENING ANNUAL MEETINGS

9. At least 30 days prior to the Annual Meeting, each member of the Congregation shall be sent due notice of the meeting. At this meeting, reports shall be submitted by the President, the Rabbi and such officers, officials, auxiliaries and committees as may be requested to do so by the President or the Board of Directors. The Treasurer shall make a report to the Congregation with regard to the financial condition of the Congregation. Election of officers and members of the Board of Directors shall take place at this meeting.

### ARTICLE TEN

#### NOMINATIONS OF DIRECTORS

1. At least 90 days prior to the time of the Annual Meeting, the President shall appoint a Nominating Committee of six (6) members, one of whom shall be designated as chairman,



consisting of any two past presidents, two members of the Board of Directors, and two members from the general membership. The duty of the Nominating Committee shall be to submit the names of nominees for the officers of the Congregation before elections are to occur. The Nominating Committee shall also submit the names of four members to serve as Directors for a period of three years and, in addition thereto, shall submit nominations for Directors to fill the unexpired terms which have been temporarily filled previously as provided elsewhere in these Bylaws.

The Nominating Committee shall not nominate themselves or the spouse or domestic partner of any member of the Nominating Committee.

### NOMINEES

2 These nominations shall be circulated to the General Congregation at least 30 days prior to the Annual Meeting.

### ADDITIONAL NOMINATIONS

3 Additional nominations for election to the Board of Directors and for Officers of the Congregation may be made by any member, providing that any such nominations shall be in writing and signed by the two members so making the nominations and further signed by the nominee as consent to stand for election. Such nominations must be received by the President, Secretary or the Chair of the Nominating Committee no later than seven days before the date of the Annual Meeting.

## ARTICLE ELEVEN

### EXECUTION OF DOCUMENTS

1. The President, shall sign all legal documents on behalf of the Congregation. The Secretary shall affix the seal of the Congregation to such instruments that require the same.

2. Contracts in the ordinary course of the Congregation's operations may be entered into on behalf of the Congregation by any two of the following: the President, a Vice-President, a Treasurer, or other person so authorized by the Board of Directors.

### BOOKS AND RECORDS

3. The Directors shall see that all necessary books and records of the Congregation required by the Bylaws of the Congregation or by any applicable statute, are regularly and properly kept.

## REAL ESTATE

4. Before any contract for the purchase, sale or alienation of Real Estate by or for the Congregation, more than \$25,000.00 shall be entered into, the Board of Directors shall ascertain all the relevant material facts and submit them to the members of the Congregation at a meeting to be called for that purpose. It shall require a two-thirds vote of the members present to authorize such purchase, sale or alienation of Real Estate.

## AUDITORS

5. At the discretion of the Board of Directors, one or more auditors may be appointed at each Annual Meeting of the members of the Congregation, if appointed, they shall hold office until the next Annual Meeting after their appointment or until their successor or successors have been appointed unless they are previously removed by resolution of the members in general meeting or by the Board of Directors.

## REMUNERATION

6. The remuneration of the auditor or auditors shall be fixed by the Board of Directors.

## DUTIES

7. The auditors shall be supplied with a copy of the financial statements, and it shall be their duty to examine the same with the accounts and vouchers relating thereto. The auditors shall have a list delivered to them of all books kept by the Congregation and shall at all reasonable times have access to the books and accounts of the Congregation.

8. The auditors shall make an annual report to the members of the Congregation upon the financial statements, and every such report shall state whether, in their opinion, the balance sheet is a full and fair balance sheet properly drawn up so as to exhibit a true and correct view of the state of the Congregation's affairs.

## TRANSACTION OF THE CONGREGATION

1. Contracts. The Board of Directors may authorize any officer or agent of the Congregation to enter into a contract or execute and deliver any instrument in the name of and on behalf of the Congregation. This authority may be limited to a specific contract or instrument or extend to any number and type of possible contract and instrument. Signatory authority for payments or contract obligation up to \$500 may be signed by the Executive Director. Obligations above \$500 shall be signed by either the President or the Treasurer.

2. Deposits. All funds of the Congregation shall be deposited to the credit of the Congregation in banks, trust companies, or other depositaries that the Board of Directors selects.

3. Gifts. Subject to the Board approved Gift Policy, the Board of Directors may accept on behalf of the Congregation any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the Congregation.

4. Loans and Related Parties. The Congregation shall not make any loan to a Director or Officer of the Congregation.

5. Affiliated Transactions. No contract or transaction between the Congregation and one or more of its Directors or officers, or between the Congregation and any other corporation, partnership or association or other organization in which one or more of its Directors or officers are Directors or officers, or have a financial interest, shall be void or voidable solely for this reason, if:

(a) The material facts concerning the financial interests are disclosed to the Board of Directors or committee and the Board of Directors or committee authorizes the contract or transaction by the affirmative vote of a majority of the disinterested Directors or committee members.

(b) The contract or transaction is fair to the Congregation at the time of the approval. Nothing herein shall prevent retroactive approval of a transaction.

(c) The interested Director or committee member that is present may be counted towards a quorum for purposes of voting on the contract or transaction. The interested Directors or committee members may participate in the discussion of the matter but may not vote.

6. Prohibited Acts. As long as the Congregation is in existence, and except with the prior approval of the Board of Directors, no Director, officer, or committee member of the Congregation shall:

(a) Do any act in violation of the Bylaws or a binding obligation of the Congregation.

(b) Do any act with the intention of harming the Congregation or any of its operations.

(c) Do any act that would make it impossible or unnecessarily difficult to carry on the intended or ordinary business of the Congregation.

(d) Receive an improper personal benefit from the operation of the Congregation.

(e) Use the assets of this Congregation, directly or indirectly, for any purpose other than carrying on the business of this Congregation.

(f) Wrongfully transfer or dispose of Congregation property, including intangible property such as goodwill.

(g) Use the name of the Congregation (or any substantially similar name) or any trademark or trade name adopted by the Congregation, except on behalf of the Congregation in the ordinary course of the Congregation's business.

(h) Disclose any of the Congregation's business practices, trade secrets, or any other information not generally known to the business community to any person not authorized to receive it.

7 Gift Policy. The receipt of gifts will be governed by the Board approved Gift Policy document.

## ARTICLE TWELVE

### BOOKS AND RECORDS

1. Required Books and Records. The Congregation shall keep correct and complete books and records of account. The Congregation's books and records shall include:

(a) A file-endorsed copy of all documents filed with the Texas Secretary of State relating to the Congregation, including, but not limited to, the Certificate of Formation, and any certificate of amendment, restated certificate, certificate of merger, certificate of consolidation, and statement of change of registered office or registered agent.

(b) A copy of the Bylaws, and any amended versions or amendments to the Bylaws.

(c) Minutes of the proceedings of the Board of Directors and committees having any of the authority of the Board of Directors.

(d) A list of the names and addresses of the Directors, officers, and any committee members of the Congregation.

(e) A financial statement showing the assets, liabilities, and net worth of the Congregation at the end of the three most recent fiscal years, if available.

(f) A financial statement showing the income and expenses of the Congregation for the most recent fiscal years.

(g) All rulings, letters, and other documents relating to the Congregation's federal, state, and local tax status.

(h) The Congregation's federal, state, and local information or income tax returns for each of the Congregation's three most recent tax years.

2. Inspection and copying.

(a) Directors' and Officers' Inspection. Subject to this Article VIII, an individual Directors, officer, or member of the Congregation, on written demand stating the purpose of the demand, may inspect and copy at the Director or officer's expense, in person or by agent, accountant, or attorney, at any reasonable time and for a proper purpose, the books and records of the Congregation. The Board of Directors may establish reasonable fees and policies for copying the Congregation's books and records requested. The fees may cover the cost of materials and labor but may not exceed the Internal Revenue Service guidelines for providing copies.

(b) Protection of Proprietary Information. According to applicable law, and to protect the interests of the Congregation, the Board of Directors may require, as a condition precedent to any inspection or copying of confidential, proprietary, or trade secret books and records, that the Director or officer requesting the records execute a Nondisclosure or Confidentiality Agreement relating to the nondisclosure of the books and records inspected or copied.

(c) Public Inspection. The Internal Revenue Service requires that copies of certain books and records of the Congregation be made available to the legitimate, requesting public. The Congregation shall maintain all documents required by the Internal Revenue Service to be made available to the public. The Congregation shall receive and respond as required by Internal Revenue Service guidelines to written requests from the public for copies of the Congregation's Form 1023. Books and records available to the public for inspection or copying are not subject to the nondisclosure requirements of this paragraph. However, the Board of Directors may establish reasonable fees and policies for copying the Congregation's books and records requested by the public. The fees may cover the cost of materials and labor but may not exceed the Internal Revenue Service guidelines for providing copies.

## ARTICLE THIRTEEN

### INDEMNIFICATION

1. When Indemnification is Required, Permitted, and Prohibited.

(a) The Congregation may indemnify a director, officer, committee member, employee, or agent of the Congregation who was, is, or may be named defendant or respondent in any proceeding as a result of his or her actions or omissions within the scope of his or her official capacity in the Congregation. For the purposes of this article, an agent includes one who is or was serving at the request of the Congregation as a Director, officer, partner, venturer, proprietor, trustee, partnership, joint venture, sole proprietorship, trust, employee benefit plan, or another enterprise. However, the Congregation shall indemnify a person only if he or she acted

in good faith and reasonably believed that the conduct was in the Congregation's best interests. The Board of Directors may make this determination on an interim basis, and allow indemnification, without waiting for the final outcome of litigation. In a case of a criminal proceeding, the person may be indemnified only if he or she had no reasonable cause to believe that the conduct was unlawful. The Congregation shall not indemnify a person who is found liable to the Congregation or is found liable to another based on improperly receiving a personal benefit. A person is conclusively considered to have been found liable in relation to any claim, issue, or matter if a court of competent jurisdiction has adjudged the person liable and all appeals have been exhausted. If a person is found liable to the Congregation under this paragraph, the Congregation shall be entitled to reimbursement from such person for any funds expended to indemnify him.

(b) The termination of a proceeding by judgment, order, settlement, conviction, or on a plea of *nolo contendere* or its equivalent does not necessarily preclude indemnification by the Congregation.

(c) The Congregation may pay or reimburse expenses incurred by a director, officer, committee member, employee, or agent of the Congregation in connection with the person's appearance as a witness or other participation in a proceeding involving or affecting the Congregation when the person is not a named defendant or respondent in the proceeding.

(d) In addition to the situations otherwise described in this paragraph, the Congregation may indemnify a director, officer, committee member, employee, or agent of the Congregation to the extent permitted by law. However, the Congregation shall not indemnify any person in any situation where indemnification is prohibited by the terms of paragraph 11.01(a), above.

(e) Before the final disposition of a proceeding, the Congregation may pay indemnification expenses permitted by the Bylaws and authorized by the Congregation. However, the Congregation shall not pay indemnification expenses to a person before the final disposition of a proceeding if: (i) the person is a named defendant or respondent in a proceeding brought by the Congregation or (ii) the person is alleged to have improperly received a personal benefit or committed other willful or intentional misconduct.

(f) If the Congregation may indemnify a person under the Bylaws, the person may be indemnified against judgments, penalties, including excise and similar taxes, fines, settlements, and reasonable expenses (including attorney's fees) actually incurred in connection with the proceeding. However, if the proceeding was brought by or on behalf of the Congregation, the indemnification is limited to reasonable expenses actually incurred by the person in connection with the proceeding.

2. Procedures Relating to Indemnification Payments.

(a) Before the Congregation may pay any indemnification expenses (including attorney's fees), the Congregation shall specifically determine that indemnification is permissible, authorize indemnification, and determine that expenses to be reimbursed are reasonable, except as provided in paragraph 2(c), below. The Congregation may make these determinations and decisions by any one of the following procedures:

(i) Majority vote of a quorum consisting of Directors who, at the time of the vote, are not named defendants or respondents in the proceeding.

(ii) If such a quorum cannot be obtained, by a majority vote of a committee of the Board of Directors, designated to act in the matter by a majority vote of all Directors, consisting solely of two or more Directors who at the time of the vote are not named defendants or respondents in the proceeding.

(iii) Determination by special legal counsel selected by the Board of Directors by vote as provided in paragraph 2(a)(i) or 2(a)(ii), or if such a quorum cannot be obtained and such a committee cannot be established, by a majority vote of all Directors.

(b) The Congregation may authorize indemnification and determine that expenses to be reimbursed are reasonable in the same manner that it determines whether indemnification is permissible. If the determination that indemnification is permissible is made by special legal counsel, authorization of indemnification and determination of reasonableness of expenses shall be made in the manner specified above, governing the selection of special legal counsel. A provision contained in the Certificate of Formation, the Bylaws, or a resolution of members or the Board of Directors that requires the indemnification permitted by Article 13 above constitutes sufficient authorization of indemnification even though the provision may not have been adopted or authorized in the same manner as the determination that indemnification is permissible.

(c) The Congregation may pay indemnification expenses before the final disposition of a proceeding only after the Congregation determines that the facts then known would not preclude indemnification and the Congregation receives a written affirmation and undertaking from the person to be indemnified. The determination that the facts then known to those making the determination would not preclude indemnification and authorization of payment shall be made in the same manner as a determination that indemnification is permissible under this Article 13. The person's written affirmation shall state that he or she has met the standard of conduct necessary for indemnification under the Bylaws. The written undertaking shall provide for repayment of the amount paid or reimbursed by the Congregation if it is ultimately determined that the person has not met the requirements for indemnification. The undertaking shall be an unlimited general obligation of the person, but it need not be secured and it may be accepted without reference to financial ability to make repayment.

3. Insurance.

Except as may be otherwise provided under provisions of law and subject to the Indemnification provisions of these Bylaws, the Congregation may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the Congregation (including a director, officer, employee, or another agent of the Congregation) against liabilities asserted against or incurred by the agent in such capacity or arising out of the agent's status as such.

**ARTICLE FOURTEEN**

**SPECIAL PROCEDURES CONCERNING MEETINGS**

1. Meeting by Electronic Means. The Board of Directors, and any committee of the Congregation, may hold a meeting by telephone conference call or other electronic means in which all persons participating in the meeting can hear each other. The notice of a meeting by electronic means the conference must state the fact that the meeting will be held by electronic means as well as all other matters required to be included in the notice. Participation of a person in a conference call meeting constitutes the presence of that person at the meeting.

2. Voting by Proxy. Voting by proxy is prohibited.

**ARTICLE FIFTEEN**

**PROCEDURE FOR AMENDMENTS**

1. Proposed amendments to the Bylaws of the Congregation shall be in writing and proposed by the Board of Directors or by not less than ten members of the Congregation and filed with the Board of Directors.

2. Such amendments may be acted upon at any congregation meeting or any special meeting called for that purpose. A written notice of the meeting at which the proposed amendments shall be acted upon shall be forwarded to the members of the Congregation at least ten days before such meeting.

3. Such notice shall state the proposed amendments. An affirmative vote of two-thirds of the members present shall be necessary to adopt an amendment.

4. Provided that the Board of Directors shall have power from time to time, by a two-thirds majority vote, to adopt, amend and alter the Bylaws of the Congregation, but such adoptions, amendments or alterations shall be in force or effect as Bylaws only until the next Annual General Meeting of the members of the Congregation, unless in the meantime they have been confirmed at a special or general meeting of the members of the Congregation, duly called for that purpose.



5. In default of the confirmation thereof, such amendments, adoptions or alterations shall, at any time from the next Annual Meeting of members, cease to have force and effect, and in default of such confirmation, no such new Bylaws or amendments or alterations to any existing Bylaws shall have force if enacted by the Board of Directors at a meeting following the said Annual Meeting, unless it is first confirmed at a general meeting of the Congregation.

## **ARTICLE SIXTEEN**

### **NOTICE**

1. Unless otherwise specified in the Bylaws, whenever under the provisions of the Bylaws of the Congregation, notice is required to be given, such notice or document may be given or sent by any means authorized by the Act, including without limitation, personal delivery, by regular prepaid mail, by facsimile or by electronic mail, addressed to the Director, Officer or member, at the address that appears on the books of the Congregation.

2. Any notice or other document given by regular mail shall be deemed to be given on the third business day following the date of mailing, or if given by personal delivery, facsimile or electronic mail, shall be deemed to be given on the date of delivery or sending.

3. For service of any notice, the address of any member, Officer or Director, shall be the last address as recorded in the books of the Congregation. Any member, officer, or Director may waive notice at any time of any notice required to be given under the Bylaws of the Congregation.

### **RULES OF ORDER**

4. On any procedural matter not dealt with in these Bylaws, the Chair shall refer to and be guided by the provisions of *ROBERTS RULES OF ORDER* or such other manual of procedure as the Board of Directors may from time to time designate.

### **INTERPRETATION**

5. In these Bylaws, unless the context otherwise requires, words importing the singular number or the masculine gender shall include the plural or the feminine gender, as the case may be and vice-versa.

## **ARTICLE SEVENTEEN**

### **REPEAL OF PRIOR BYLAWS**

1. All prior Bylaws are repealed.

## ARTICLE EIGHTEEN

### MISCELLANEOUS PROVISIONS

1. Legal Authorities Governing Construction of Bylaws. The Bylaws shall be construed following the laws of the State of Texas. All references in the Bylaws to statutes, regulations, or other sources of legal authority shall refer to the authorities cited or their successors, as they may be amended from time to time.
2. Legal Construction. If any Bylaw provision is held to be invalid, illegal, or unenforceable in any respect, the invalidity, illegality, or unenforceability shall not affect any other provision, and the Bylaws shall be construed as if the invalid, illegal, or unenforceable provision had not been included in the Bylaws.
3. Headings. The headings used in the Bylaws are used for convenience and shall not be considered in construing the terms of the Bylaws.
4. Gender. Wherever the context requires, all words in the Bylaws in the male gender shall be deemed to include the female or neuter gender, all singular words shall include the plural, and all plural words shall include the singular.
5. Seal. The Board of Directors may provide a corporate seal.
6. Power of Attorney. A person may execute any instrument related to the Congregation utilizing a power of attorney if an original executed copy of a power of attorney is provided to the Secretary of the Congregation to be kept with the Congregation records.
7. Parties Bound. The Bylaws shall be binding upon and inure to the benefit of the Directors, officers, committee members, employees, and agents of the Congregation and their respective heirs, executors, administrators, legal representatives, successors, and assigns except as otherwise provided in the Bylaws.
8. Electronic Signatures. To the fullest extent permitted by the Act and other law, including the Texas Uniform Electronic Transactions Act, electronic signatures (such as e-mail) of Directors, members, officers and committee members, as between each other or each of them and the Congregation, shall constitute the valid signature of the person for purposes of obtaining consents or other matters prescribed by these Bylaws, unless a Director, member or officer submits a written refusal to conduct any or certain transactions by electronic means.

## ARTICLE NINETEEN

### EMERGENCY POWERS AND BYLAWS

An "emergency" exists for the purposes of this section if a quorum of the Board of Directors cannot readily be obtained because of some catastrophic event. In the event of an emergency, the Board of Directors may: (i) modify lines of succession to accommodate the incapacity of any

Director, officer, employee or agent; and (ii) relocate the principal office, designate alternative principal offices or regional office, or authorize officers to do so. During an emergency, a notice of a meeting of the Board of Directors only needs to be given to those Directors whom it is practicable manner including by publication or radio. One or more officers of the Congregation present at a meeting of the Board of Directors may be deemed Directors for the meeting, in order of rank and within the same rank and order of seniority, as necessary to achieve a quorum. Corporate action taken in good faith during an emergency binds the Congregation and may not be the basis for imposing liability on any Director, officer, employee or agent of the Congregation on the ground that the action was not authorized. The Board of Directors may also adopt emergency bylaws, subject to amendments or repeal by the full Board of Directors, which may include provisions necessary for managing the Congregation during an emergency, including; (i) procedures for calling a meeting of the Board of Directors; (ii) quorum requirements for the meeting; and (iii) designation of additional or substitute Directors. The emergency bylaws shall remain in effect during the emergency and shall be revoked after the Board of Directors has deemed that the emergency has ended.