

May 2020

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

1. INTRODUCTION

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

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

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

1.4 Office. The Congregation’s office shall be at 333 S.W. 4th Avenue, Boca Raton, Florida, 33432.

2. RELIGIOUS PRACTICES

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

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

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

3. MEMBERSHIP

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

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

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

 3.2.1 Individual. One person;

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

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

 3.2.4 Special. As determined by the Trustees, or;

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

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

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

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

3.4 Suspension or Termination. The Board of Trustees may suspend or terminate a person's membership in the Congregation only for cause, which shall include, but not be limited to, a member's violation of any Congregation policy, failure to be in good standing after having been provided thirty days written notice, or any other behavior of the member that the Board of

Trustees determines, in its sole discretion, is detrimental or inappropriate to the purpose or well-being of the Congregation. The suspension, termination, or reinstatement following suspension or termination shall be effective only upon the affirmative vote of no less than two-thirds of the Trustees voting at a Trustees' meeting where a quorum is present and the meeting's notice specifies this as one of the purposes of the meeting.

4. **MEMBERS' MEETINGS**

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

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

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

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

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

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

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

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

5. **BOARD OF TRUSTEES**

5.1 Purpose. The Board of Trustees shall establish Congregation policy in all matters and is empowered to authorize or undertake any act permitted by law unless prohibited by the Congregation's Articles of Incorporation or these Bylaws. Unless otherwise specifically set forth herein, "Trustee(s)" refers to both officer and non-officer trustees. The terms, "Board of Trustees" and "Trustees", at times, shall constitute the same meaning and may be used interchangeably, as applicable.

5.2.1 Number. The Board of Trustees shall be composed of no fewer than fifteen elected members and no more than nineteen elected members including the officers set forth in Section 7. The total number of Trustees in any year shall not exceed nineteen, except as provided for in Section 5.2.3.

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

5.2.3 Immediate Past President. The Immediate Past President shall serve as a Trustee until the expiration of the term of the succeeding President. To the extent that the succeeding President is unable to serve his/her entire term due to material unanticipated adverse health, family or personal reasons (similar to illness), the Board of Trustees will expand to have two Immediate Past Presidents and the Immediate Past President who was Immediate Past President at the time of the President's resignation shall continue as an Immediate Past President until the end of his/her previously anticipated term. As a result of this provision, the Board of Trustees may have more than one Immediate Past President when the cause of such resignation(s) is material, adverse and unanticipated and may exceed the number of Trustees, as set forth in Section 5.2.1. Notwithstanding the foregoing, in the event of the resignation or the removal from office of a President, then, and in such event, the former President who was removed from office or resigned shall not serve as a Trustee (unless such resignation or removal is as a result of material, adverse and unanticipated health, family or personal reasons). To the extent that there is any question about interpretation of this provision, the Senior Rabbi will determine how this provision is to be interpreted and applied.

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

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

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

5.6 Leadership Groups. The Board of Trustees may establish Committees and Advisory Groups, collectively known as Leadership Groups, to assist the officers and the professional staff in the conduct of the Congregation's activities. In its deliberations on the slate of nominees for the positions of officers and Board of Trustees to be presented to the Congregation for election, the Nominating Committee shall consider the qualifications of the proposed Trustees and shall designate a Vice President to be appointed as chairpersons of Leadership Groups established as described below. Said Vice President may in turn appoint a Member as a chairperson. The chairpersons of these Leadership Groups shall advise the officers and Board of Trustees on Congregation operations and programming in the areas of concern designated for their respective Leadership Groups.

5.6.1 Committees. A "Committee" shall be defined as a group of members in good standing, charged to make general recommendations on Congregation policies and programs and advise the officers and the Board of Trustees on Congregation operations and programming in the areas of concern designated for the Committee by the Board of Trustees.

5.6.2 Establishing/Terminating Committees. The Board of Trustees shall determine by majority vote the Committees to be established for the upcoming year within seventy-five days following the annual meeting at which the Congregation elects officers and Trustees for the upcoming year. Committees are open to all members of the Congregation in good standing. Committees shall terminate at any time by majority vote of the Board of Trustees.

5.6.3 Advisory Groups. An "Advisory Group" shall be defined as a group of members in good standing, charged to make specific recommendations on Congregation policies and programs and advise the officers and the Board of Trustees on Congregation operations and programming in the areas of concern designated for the Advisory Group by the Board of Trustees.

5.6.4 Establishing/Terminating Advisory Groups. The Leadership and Governance Advisory Group and the Nominating Advisory Group shall be established by way of these Bylaws. Notwithstanding the foregoing, the Board of Trustees shall determine by majority vote all other

Advisory Groups to be established for the upcoming year within seventy-five days following the annual meeting at which the Congregation elects officers and Trustees for the upcoming year. Advisory Groups shall terminate at the time of the annual meeting at which the Congregation elects officers and Trustees for the upcoming year, or at any time by the vote of the majority of the Board of Trustees. Advisory Group members must bring unique knowledge and skills which complement the knowledge and skills of the Board of Trustees in the area of concern. Advisory Group members may be nominated by any Trustee, the Senior Rabbi, or the Congregation's Executive Director. All Advisory Group members must be approved by majority vote of the Board of Trustees. An Advisory Group Chair may temporarily appoint a new member of its Advisory Group until such time as the Board of Trustees votes on the new member.

6. **TRUSTEES' MEETINGS**

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

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

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

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

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

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

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

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

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

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

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

Group member signs the consent, unless the consent specifies a different effective date. A consent signed under this Section has the effect of a meeting vote.

7. **OFFICERS**

7.1 **Term.** The term of each officer shall be two years and no officer shall serve more than two consecutive terms.

7.1.1 **Exception to Term Limit.** Notwithstanding the foregoing, should circumstances arise, upon recommendation of the Leadership Development and Governance Advisory Group (aka Nomination Advisory Group); ratification of the Board of Trustees and approval of the Congregation as prescribed in sections 8.2 and 8.4, an officer shall be allowed to serve a third consecutive term.

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

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

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

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

Congregation's finances and budget; on the maintenance of the records of the Congregation's financial transactions, the preparation of financial statements, and the production of timely reports of the Congregation's financial condition; on the maintenance and keeping of all funds of the Congregation as authorized by the Board of Trustees; on the periodic examinations of the financial statements and other financial records of all auxiliary associations and all other Congregation groups. The Vice President of Finance/Treasurer shall serve as, or appoint a member as, Chair of any Finance Leadership Group, and consult with the Chair and members of other Leadership Groups, in the area of finance, established in accordance with these Bylaws. For the purposes and requirements of the Congregation's Articles of Incorporation and the requirements of State, Federal, and other applicable law, the Vice President of Finance/Treasurer shall be considered the custodian of all funds of the Congregation. If the office or the offices of the President and the Executive Vice-President shall become vacant, the Vice President of Finance/Treasurer shall assume the duties of the President.

7.2.4 Vice President of Facilities and Technology. The Vice President of Facilities and Technology shall advise the Board of Trustees, and advise and consult with the Congregation's professional staff, on the administration and management of the Congregation's facilities and technology, including software and hardware. The Vice President of Facilities and Technology shall serve as, or appoint a member as, Chair of any facilities and technology Leadership Group, and shall consult with the chair and members of other Leadership Groups, in the areas of facilities and technology established in accordance with these Bylaws

7.2.5 Vice President of Religious Activities. The Vice President of Religious Activities shall advise the Board of Trustees, and shall advise and consult with the Congregation's professional staff, on the administration and realization of the Congregation's religious activities, including interfaith relations, Holocaust awareness, and Israeli affairs. The Vice President of Religious Activities shall serve as, or appoint a member as, Chair of any religious Leadership Group, and consult with the chair and members of other Leadership Groups, in the areas of religious activities established in accordance with these Bylaws.

7.2.6 Vice President of Education. The Vice President of Education shall advise the Board of Trustees, and shall advise and consult with the Congregation's professional staff, on the administration and management of the Congregation's Religious School, youth activities, and its continuing education programming and activities. The Vice President of Education shall serve as, or appoint a member as, Chair of any education Leadership Groups, and consult with the chair and members of other Leadership Groups, in the areas of religious education, religious school youth programs, and continuing education established in accordance with these Bylaws.

7.2.7 Section Intentionally Left Blank

7.2.8 Vice President of Development. The Vice President of Development shall advise the Board of Trustees, and advise and consult with the Congregation's professional staff, on the maintenance and management of the Congregation's campaign, endowment, and development programs and related activities. The Vice President of Development shall serve as, or appoint a member as, Chair of any development Leadership Groups, and consult with the chair and members of other Leadership Groups, in the areas of the Congregation's campaign, endowment, and development programs and related activities established in accordance with these Bylaws.

7.2.9 Vice President of Mausoleum. The Vice President of Mausoleum shall advise the Board of Trustees, and advise and consult with the Congregation's professional staff, on the maintenance and management of the Congregation's Mausoleum. The Vice President of Mausoleum shall serve as, or appoint a member as, Chair of any Mausoleum Leadership Groups, and consult with the chair and members of other Leadership Groups, in the areas related to the Mausoleum established in accordance with these Bylaws

7.2.10 Vice President of Leadership Development and Governance. The Vice President of Leadership Development and Governance shall advise the Board of Trustees, and advise and consult with the Congregation's professional staff, on development and governance of the Congregation's leaders, including but not limited to, the Board of Trustees and Leadership Council. The Vice President of Leadership Development and Governance shall serve as, or appoint a member as, Chair of the Leadership and

Governance Advisory Group as well as the Nominating Advisory Group, and shall consult with the chair and members of other Leadership Groups, in the areas related to leadership development and governance established in accordance with these Bylaws. The Vice President of Leadership Development and Governance may appoint a Chair of the Nominating Advisory Group in consultation with the President, at his or her discretion.

7.2.11 Vice President of Social Action. The Vice President of Social Action shall advise the Board of Trustees, and shall advise and consult with the Congregation's professional staff, on the administration and realization of the Congregation's social action initiatives, including its community service programs. The Vice President of Social Action shall serve as, or appoint a member as, Chair of any social action Leadership Groups, and consult with the chair and members of other Leadership Groups in the areas of social action established in accordance with these Bylaws.

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

7.2.13 Vice President of Membership and Engagement. The Vice President of Engagement shall advise the Board of Trustees and advise and consult with the Congregation's professional staff, on membership recruitment and retention activities including, but not limited to, congregational and community outreach, and creative and shared common experience programming for adults that will build meaningful communal relationships with the Congregation, its members, its clergy and Judaism. The Vice President of Membership and Engagement shall serve as, or appoint a member as, chair of any membership or engagement Leadership Groups and consult with the Chair and members of other Leadership Groups in the areas of engagement, adult education, and

programming established in accordance with these Bylaws. The Vice President of Membership and Engagement or his/her delegate, shall serve as Board of Trustees liaison and regularly interface with leadership of auxiliary groups including Women of Reform Judaism (“Sisterhood”), Brotherhood and Parenthood.

7.2.14 Vice President at Large. The Vice President at Large (“VPL”) shall act as an advisor and consultant to the Board of Trustees and the President. The VPL shall also serve on those Leadership Groups to which he or she is appointed by the President. The VPL position need not always be filled. If the Nominating Advisory Group and Board of Trustees do not feel that any individual is an appropriate nominee, then the position will remain vacant and the Board of Trustees may use this position for an additional at-large Trustee, so long as the total number of officers and Trustees is no fewer than 15 and no greater than 19 as prescribed herein.

7.2.15 Vice President of the Early Learning Center. The Vice President of the Early Learning Center shall advise the Board of Trustees, and shall advise and consult with the Congregation's professional staff, on the administration and management of the Congregation's early childhood and child care programs. The Vice President of The Early Learning Center shall serve as, or appoint a member as, Chair of any Early Learning Center Leadership Groups. The Vice President of the Early Learning Center may, but is not required to, also serve as Chairperson of “Parenthood” (the Early Learning Center's Parent Auxiliary Group). The Vice President of the Early Learning Center shall consult with the Chair and members of Leadership Groups in the areas of administration and management of the Congregation's early childhood and child care programs established in accordance with these Bylaws.

8. ELECTIONS AND REMOVAL

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

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

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

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

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

8.4.2 **Disqualification**. Nominating Advisory Group members' spouses, parents, and children are ineligible to be nominated as an officer or Trustee.

8.4.3 **Quorum**. A quorum shall be a majority of the Advisory Group's members.

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

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

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

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

8.4.8 Timing of Petitions. The name of a nominee presented by petition shall be provided to the members with the meeting's notice if the nomination is received by the secretary at or before the time the Nominating Advisory Group's slate is confirmed by the Trustees. If a nomination petition is received after the slate's confirmation, the names of all nominees shall be provided by a supplemental meeting notice by electronic mail or first class pre-paid mail posted to all members at least ten days prior to the meeting. No nominations may be made from the floor of a meeting.

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

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

8.6.1 Who is absent from three consecutive Trustees' meetings;

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

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

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

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

9. **LEADERSHIP COUNCIL**

9.1 **Leadership Council.** A Leadership Council of no more than 35 members shall be nominated by the Trustees and composed of the Congregation's past Presidents, Clergy Emeritus, the Director of Jewish Learning and Living Emerita, Presidents of the Congregation's Brotherhood, Parenthood, Women of Reform Judaism and B.O.F.T.Y organizations by virtue of their positions, any individual who formerly served as an honorary trustee under the Congregation's prior leadership structure whose name has been recorded in the Congregation's records (an "Honorary Trustee"), and other continuing and emerging leaders chosen by the Trustees. Each year, the Nominating Advisory Group shall present to the Trustees a list of proposed members of the Leadership Council, who shall then approve such members to the Leadership Council. Each Leadership Council member shall be a Congregation member in good standing. The Leadership Council shall provide guidance, ideas, and recommendations for the direction of the Congregation. Past Presidents serving on the Leadership Council shall not count towards the total number of members of the Leadership Council. The Leadership Council shall hold at least three meetings annually for::

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

9.1.1 **Leadership Council Term Limits.** Members of the Leadership Council shall be invited to serve two year terms beginning July 1st of each year. In addition, both the Senior Rabbi and the President may, from time to time, appoint no more than two members of the Leadership Council. An individual, whether selected by the Board of Trustees or the President or Senior Rabbi, may serve a maximum of two consecutive terms, except for Past Presidents, Clergy

Emeritus, the Director of Jewish Learning and Living Emerita, or Honorary Trustees, whose terms shall be unlimited. Any member of the Leadership Council whose term is unlimited, at his/her request, shall have the option of stepping down from the Leadership Council.

10. **SENIOR RABBI**

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

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

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

11. **FISCAL**

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

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

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

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

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

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

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

11.8 Indemnification. The Congregation shall indemnify any person who is, or who is threatened to be made, a party to any legal proceeding, because he or she was a Trustee, Director, Officer, employee, Professional Staff Member, Rabbi, Cantor, or agent of the Congregation, against expenses (including attorney's fees), judgments, fines, and amounts paid in settlement (if such settlement is approved by the Board of Trustees in advance) actually and reasonably incurred

by him/her in connection with such action, suit, or proceeding, if he/she reasonably believed that he/she was acting in or was not opposed to the best interests of the Congregation and, with respect to any criminal action or proceeding, had no reasonable cause to believe his/her conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of *nolo contendere* or its equivalent shall not, of itself, create a presumption that the person did not act in a manner that he/she reasonably believed that he/she was acting in or was not opposed to the best interests of the Congregation and, with respect to any criminal action or proceeding, had no reasonable cause to believe that his/her conduct was unlawful.

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

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

11.11 Authority to Bind. Notwithstanding the duties of the President and Secretary under Section 7, and except as otherwise prohibited by these Bylaws or a resolution of the Board of Trustees and subject to the limitations of these Bylaws, the Congregation's Executive Director shall have the authority to enter into and execute any contract or instrument on behalf of the Congregation.

12. **PROCEDURE**

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

13 **AMENDMENTS**

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

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

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

13.4 **Exceptions.** Any amendment to:

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

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

14. **EMERGENCY POWERS**

14.1 In the event of any “**Emergency**” as defined in Section 14.7 below, the Board of Trustees may, by a two-thirds majority of the Board of Trustees available to cast a vote, exercise the emergency powers described in this Section, and any other emergency powers authorized by Section 617.0303, Florida Statutes.

14.2 During an Emergency, the Board of Trustees may:

14.2.1 Conduct meetings:

14.2.1.1 electronically through any medium of communication, such as telephone conference calls or videoconferencing systems such as Zoom and WebEx, or any other similar means of communication, as long as all of the individuals participating can simultaneously hear or read each other's communications during the meeting; and

14.2.1.2 with notice given only to those Trustees or members with whom it is practicable to communicate, and the notice may be given in any practicable manner, including, but not limited to, telephone, email, publication or radio. The Trustees or members in attendance at such a meeting shall constitute a quorum.

14.2.2 Delay or suspend any meeting until the earlier of (a) the period of the Emergency terminates as determined pursuant to Section 14.7, or (b) as otherwise reasonably practicable under the applicable circumstances to conduct such a meeting;

14.2.3 Relocate the Congregation's principal or other official offices, or designate alternative principal or other Congregation official offices, or authorize the Senior Rabbi or President to do so; and

14.3 Action taken on behalf of the Board of Trustees or the Congregation at large in good faith during an Emergency under this Section to further the ordinary affairs of the Board of Trustees or the Congregation shall bind such body, and shall have the rebuttable presumption of being reasonable and necessary.

14.4 Any officer, Trustee, member, or employee of the Congregation acting with a reasonable belief that his/her actions are lawful in accordance with the emergency powers of this Section shall incur no liability for doing so, except in the case of willful misconduct, bad faith or fraud.

14.5 This Section shall supersede any inconsistent or contrary provisions of the Bylaws during the period of the Emergency, such as meeting quorums and notices.

14.6 Any emergency powers implemented under this Section shall remain in full force and effect during the emergency.

14.7 For purposes of this Section only, an "Emergency" exists only during a period of time when:

14.7.1 a quorum of the Board of Trustees or members of the Congregation, as applicable, cannot readily be assembled because of the occurrence of a catastrophic event, whether natural or manmade, including, but not limited to, a hurricane, tornado, earthquake, fire, war or other similar escalation of hostilities, civil unrest, act of terrorism, or pandemic conditions (each, a "Catastrophic Event"); or

14.7.2 the immediate geographic area in which any official office of the Congregation is located, is subjected to:

14.7.2.1 a state of emergency declared by local civil or law enforcement authorities;

14.7.2.2 a hurricane warning;

14.7.2.3 a partial or complete evacuation order;

14.7.2.4 federal or state “disaster area” status;

14.7.2.5 a Catastrophic Event, which seriously damages or threatens to seriously damage the physical existence of any official office of the Congregation; or

14.7.2.6 an unanticipated set of circumstances, which, if not acted upon with immediacy, is likely to cause imminent and significant financial harm to the Congregation.