

# Bylaws of Congregation Beth Shalom of Brandon, Inc.

706 Bryan Road, Brandon, FL 33511

(as approved by the Board of Directors on May 5, 2009)

(as approved by the Membership May 17, 2009)

(Final revised signed document published May 19, 2009)

**ARTICLE I: NAME AND PURPOSE:** the name of this Congregation shall be Congregation Beth Shalom of Brandon, Inc. (NOTE: Beth Shalom is translated from the Hebrew as House of Peace). The purpose of this Congregation is:

- A. to provide a place of worship in the Jewish reform tradition;
- B. to create an "extended Jewish family;"
- C. to maintain a synagogue in accordance with the tenets of the Jewish faith;
- D. to ensure that the sacred Jewish tradition be maintained through the establishment and maintenance of a religious school;
- E. to provide appropriate means to facilitate the dissemination of knowledge about the Jewish faith, history, literature, lifestyle and ideals; and
- F. to conduct religious, educational and social activities in connection with the observance of the Jewish festivals, Holy Days, and other traditional and life cycle events.

## **ARTICLE II: MEMBERSHIP**

- A. Any person thirteen (13) years or older of the Jewish faith or seeking to uphold the principles and purposes of the Congregation shall be eligible for membership. Applications for membership shall be made in writing and presented to the Board of Directors for their majority vote of approval.
- B. There shall be two classes of membership: Members and Associate Members.
- C. A Member in good standing (defined as any individual or family unit not in default of payment of dues or assessments or tuition for a period of more than two months after same are due and payable) shall be entitled to all rights and privileges including the following:
  - 1. The right to receive tickets for the High Holy Day Services.
  - 2. The right to enroll children in the Religious School of the Congregation, subject to the rules and regulations and at tuition rates established by the Board of Directors.
  - 3. The right to attend and vote at all annual, general and special membership meetings.
  - 4. The right to hold office in the Congregation as hereinafter provided.
  - 5. The right to receive all Congregation bulletins and other correspondence, as the Board deems appropriate.
  - 6. The right to observe life cycle events under the auspices of the Congregation and the Rabbi, including but not limited to *Britot*, Hebrew naming, *B'nai Mitzvah*, confirmations, weddings, and funerals.
  - 7. All other rights and privileges hereinafter bestowed by the Board of Directors.

- D. An Associate Member in good standing is a Member in another Jewish Congregation, is current with all financial obligations with said Congregation and Congregation Beth Shalom, and shall be entitled to these limited rights and privileges:
  - 1. The right to receive tickets for and attend High Holy Day services.
  - 2. The right to attend all Annual, General and Special Meetings of the Congregation without voting privileges.
  - 3. The right to receive all Congregation bulletins and other correspondence, as the Board deems appropriate.
  - 4. All other rights and privileges hereinafter bestowed by the Board of Directors.

### **ARTICLE III: VOTING**

- A. Each Member unit (whether it consists of multiple persons in a family or only one individual) in good standing shall be entitled to one vote at all annual, general or special membership meetings.
- B. Associate Members shall have no vote.
- C. All votes by Members in good standing of the Congregation shall be by majority show of hands. In the event, however, that a motion is approved to have a roll call of votes or a secret ballot, the President shall appoint a committee of three members to act as inspectors of the election; at least one member of this appointed committee shall be a member of the Finance Committee. It shall be the duty of such committee to supervise the distribution and collection of ballots, to authenticate the results of the election and advise the membership body of the results of the election. No inspector of elections shall be a candidate for office or current office holder.
- D. There shall be no voting by proxy.

### **ARTICLE IV: MEETINGS**

- A. General Meetings of the Congregation shall be held as often as deemed necessary by the President and the Board of Directors.
- B. Special Meetings of the Congregation may be called by the President (or in his/her absence, by the 1<sup>st</sup> Vice President, or in their absence by the 2<sup>nd</sup> or then the 3<sup>rd</sup> Vice President) on his/her own order or must be called by the Board of Directors upon written petition by 25% of the Congregation in good standing. Said order or petition must state the reason for and the purpose of the Special Meeting requested. A Special Meeting called pursuant to a written petition must be held within 30 days of such petition. In case of refusal of the President (or in his/her absence, the 1<sup>st</sup> Vice President, or in their absence the 2<sup>nd</sup>, or in turn the 3<sup>rd</sup> Vice President) to call the meeting, any three members of the Board of Directors may call such a meeting.
- C. The Annual Meeting of the Congregation shall be held in the month of May when the election of Officers and the elected members of the Board of Directors will be held.
- D. The presence of a representative of not less than 20% of Members in good standing, as described in Articles II C and III, A, shall be necessary at any meeting to constitute a quorum, but a lesser number present may reschedule the meeting to a date not more than fourteen (14) days later in an effort to establish a quorum to conduct business.

## ARTICLE V: BOARD OF DIRECTORS

- A. The policy-making functions of the Congregation shall be vested in a Board of Directors, consisting of twelve (12) elected Board members and up to thirteen (13) non-elected Board Members.
- B. The twelve (12) elected Board members shall be comprised of six (6) Executive Officers and six (6) Members at Large.
- C. The non-elected Board members shall consist of those persons who serve *ex officio* as the immediate past President; the President of Brotherhood; the President of Sisterhood; and the Committee Chairpersons of: the Adult Education Committee; Buildings and Grounds Committee; Finance Committee; Fundraising Committee; Long Term Planning; Membership Committee; Ritual Committee; Social Action Committee; Youth Group Committee; and Youth Religious Education Committee.
- D. All Committee chairpersons not identified in Article V, C above or their designees are invited to regular meetings of the Board of Directors, but do not have voting privileges.
- E. The appointment of a Parliamentarian (a nonvoting position) to the Board of Directors shall be at the discretion of the President.
- F. A Majority of members of the Board of Directors shall constitute a quorum.
- G. The President, First Vice President, Second Vice President and Third Vice President shall be elected for a term of two years and elected in even years. The Secretary and Treasurer shall be elected for a two year term, in odd years. Members at large will be elected for a two year term, based upon a numerical designation. Members at large 1, 3, and 5 shall be elected in odd years. Members at large 2, 4, and 6 shall be elected in even years.
- H. The Board of Directors shall assume control of all of the property of the Congregation; shall designate the bank or banks wherein the funds of the Congregation shall be deposited; and shall be responsible for all expenditures and for the disposal of Congregational funds and property.
- I. The Board of Directors shall charter all auxiliary and subsidiary groups of the Congregation, approve their constitutions and have full power of visitation and supervision over such groups, including their conduct and maintenance.
- J. The Board of Directors shall adopt and enforce such rules and regulations consistent with the Articles of Incorporation and these By Laws as it may deem necessary for functioning and maintenance of the Congregation and its subsidiary groups. The Board shall be the ultimate authority for the engagement of all employees of the Congregation. The Board shall be the exclusive body on behalf of the Congregation for selection, election, retention or dismissal of the Rabbi, Cantor, and all other professional staff.
- K. At the beginning of each fiscal year, the Board of Directors shall fix a meeting time for the Board, to be held at least once a month. Matters are to be decided by a majority vote of the members of the Board of Directors present and voting and in good standing, except as otherwise provided herein.
- L. Special Meetings of the Board may be called by the President on his/her own initiative or at the written petition by three members of the Board, stating the reason for the meeting requested. Such Special Meetings of the Board must be held within thirty (30) days of receipt of the written request by the President or in his/her absence, by the 1<sup>st</sup> Vice President, or in their absence, by the 2<sup>nd</sup> or 3<sup>rd</sup> Vice President in turn. In case of the refusal of the President,

or in his/her absence the Vice President(s), to call such a meeting, three members of the Board of Directors initiating the petition may call the Special Meeting of the Board. A quorum of the Board of Directors must be present to conduct business at any Special Meeting of the Board.

- M. No member of the Board shall receive any compensation for services performed in any capacity for the Congregation, nor have direct or indirect financial interest in any contract made by the Congregation, nor derive any pecuniary benefits from the business of the Congregation without full disclosure to and approval specifically by the Board of Directors.

## **ARTICLE VI: EXECUTIVE COMMITTEE**

A. The Executive Committee of the Congregation shall consist of the following officers:

1. The President
2. The First Vice President
3. The Second Vice President
4. The Third Vice President
5. The Treasurer
6. The Secretary

B. The duties of the officers shall be as follows:

1. The President shall be the Chief Executive Officer (CEO) of the Congregation. The President shall sign all agreements, contracts, deeds and other documents for the Congregation. The President shall be the designated Chairperson to preside at all meetings of the Congregation and Board of Directors. The President shall appoint all Standing Committee Chairpersons, and shall be an *ex-officio*, voting member of each of these committees, except the Nominating Committee. The President may delegate his *ex officio* voting membership on any of these Committees to any Vice President for any meeting or for any period of time of his choosing during his term as President. The President shall perform such other duties as may be assigned by the Board of Directors in accordance with these Bylaws.
2. The Vice Presidents shall assist the President in the administration of the Congregation and assume such duties as the President may assign in accordance with these Bylaws.
3. The Treasurer shall keep complete financial records for the Congregation, including receipts and expenditures of moneys, and accounts of the transactions between the Congregation and other parties. The Treasurer shall determine whether a member is in good standing and shall confidentially produce a list of members in good standing if necessary to inspectors at the time of a vote of the Congregation or to the President at the time of a vote of the Board. Financial records shall be subject at all times to review by an Audit Committee, appointed by the Board. The Treasurer shall render a written report of the finances of the Congregation at all meetings of the Board and the Congregation and at such other meetings as the President or Board of Directors may request. The Board of Directors may require an audit of any financial report of the Treasurer by such person or group as the Board may designate. A financial report shall become part of the minutes of the meeting at which it is presented. The Treasurer shall officially deliver all books, moneys, documents and other records in his/her possession to his successor. The Treasurer shall perform such other duties as may be assigned by the Board of Directors in accordance with these Bylaws.

4. The Secretary shall be responsible for taking and recording official Minutes of Meetings and Special Meetings of the Board of Directors and the Congregation. He/she shall perform such other duties as may be assigned by the Board for Directors or by the President. The Secretary shall be responsible for the care of all records, documents, and papers entrusted to him/her by the President or the Board of Directors. The Secretary shall perform such other duties as may be assigned by the Board of Directors or by the President in accordance with these Bylaws.

**C. The authority to negotiate financial instruments shall be as follows:**

1. For amounts less than or equal to \$5000, the President and the Treasurer shall each have the authority to individually make withdrawals, to sign checks, vouchers or notes, and to make electronic transfers for purposes related to expenditures authorized by the Board of Directors or by the Congregation. In addition, the President and the Treasurer shall each have the authority to individually make electronic transfers in any amount between and/or among Congregation accounts or funds.
2. With the exception of transfers between and/or among Congregation accounts or funds, for amounts greater than \$5000, the President and the Treasurer shall have the authority only jointly to make withdrawals, to sign checks, vouchers or notes, and to make electronic transfers for purposes related to expenditures authorized by the Board of Directors or by the Congregation, i.e. the signatures of both the President and the Treasurer shall be required on checks, vouchers, notes, or electronic transfers or to withdraw amounts greater than \$5000 for any purpose. Also, with the exception of transfers between and/or among Congregation accounts or funds, for amounts of \$10,000 or more, this joint authority of the President and Treasurer will, in addition, require, in each instance, specific approval in the form of a motion by the Board.
3. The Treasurer shall receive all moneys payable to the Congregation, giving or causing to give receipt for all cash payments made to the Congregation; and cause the same to be deposited as the Board of Directors shall authorize or direct.
4. The President as well as the Treasurer shall each individually have the authority to make deposits as the Board of Directors shall authorize or direct.

**ARTICLE VII: NOMINATIONS AND ELECTIONS**

- A. Members in good standing of the Congregation (with the exception of members subject to dues exception[s] ) shall be eligible to serve on the Board of Directors and the Nominating Committee. The offices of the President, Vice Presidents, and Chairpersons of the Ritual and Education Committees shall be filled by members of the Jewish faith.
- B. The Chairperson of the Nominating Committee shall be appointed by the President prior to the regular meeting of the Board in January. The Chairperson of the Nominating Committee shall appoint a Nominating Committee, consisting of two (2) Members on the Board and three (3) Members not on the Board, subject to the approval of the Board at the regular February meeting of the Board. Recommendations by the Nominating Committee for the slate of Officers and Members-at-Large of the Board due for election shall be presented by the Chairperson of the Nominating Committee to the Board at the regular March meeting of the Board.

- C. The Nominating Committee shall publicize the slate of Officers and Members-at-Large of the Board which shall consist of at least one (1) nomination for each position. The Secretary shall report the slate of nominations approved by the Board to the membership of the Congregation, in writing, at least thirty (30) days prior to the election in May at the Annual Meeting of the Congregation. Nominations for any elected Office or Member-at-Large may be made by written petition of five (5) Members in good standing of the Congregation, which shall be filed with the Secretary, at least twenty (20) days prior to the Annual Meeting of the Congregation.
- D. Officers and at-Large Members of the Board of Directors are elected by a majority vote of the Members of the Congregation in good standing present at the Annual Meeting in May of each year.
- E. The newly elected Officers and Members-at-Large of the Board shall begin their terms as of the June meeting of the Directors.

#### **ARTICLE VIII: VACANCIES IN OFFICE**

- A. In the event of a vacancy in the office of President, the First Vice President shall succeed in the office and assume the duties of the President; [I]f the First Vice President shall decline or be unable to serve as President, then the Second Vice President shall succeed the office, and similarly the Third Vice President shall succeed the Second Vice President; if there is no Vice President to assume the Office of the President, a successor shall be appointed by the Board; and such successor shall serve for the remainder of the original term of the position.
- B. In the event of a vacancy in any office other than the Presidency, a successor shall be appointed by the Board of Directors, and such successor shall serve for the remainder of the original term of the position.
- C. The Board of Directors may declare any office vacant if the Officer or Director[s] shall fail to attend three consecutive Board Meetings. Such action shall be taken only after a thorough investigation of all circumstances and after the officer has had an opportunity to appeal to the Board of Directors in his/her behalf.

#### **ARTICLE IX: CHARGES AGAINST MEMBERS, OFFICERS OR BOARD MEMBERS**

- A. A Member not in good standing for nonpayment of any indebtedness as determined by the Finance Committee may have their membership revoked at the recommendation of the Finance Committee. A motion to revoke membership must be approved by a two-thirds vote of the Board of Directors. A written notice of such revocation shall be sent to such member, certified mail, return receipt request, affording them an opportunity to appeal to the Finance Committee. In the absence of any response within ten (10) days, a letter shall be sent by the Secretary to the Member notifying them that their Membership has been revoked.
- B. A Member, Officer, or Board Member may have their Membership revoked for an offense involving moral turpitude or gross misconduct after the following procedure:
  - 1. Written charges must be brought by five (5) Members in good standing of the Congregation and presented to the Board of Directors.

2. The Secretary shall send a copy of the written charges to the Member, notifying the Member that an Ad Hoc Investigative Committee has been appointed to consider the matter.
3. The Board of Directors shall at its first meeting after receipt thereof appoint an Ad Hoc Investigative Committee of at least five (5) members of the Board to examine such charges.
4. The Committee shall report its findings to the Board at a Special Meeting called to consider the report. If the Board, by a 2/3 vote, determines that the charges are deemed valid the Member will be sent a certified letter, return receipt request affording them the opportunity to appeal to the Board within ten (10) days. In the absence of any response within ten (10) days, a letter shall be sent by the secretary to that Member notifying them that their Membership has been revoked.

#### **ARTICLE X: HIRING OF RABBINIC, PROFESSIONAL AND OTHER STAFF**

- A. The Rabbinic or professional staff may not be hired or dismissed except by a two thirds (2/3) vote of the Board of Directors.
- B. The President, or a representative of the President, shall negotiate all contracts with Rabbinic and other Professional Staff and all other employees of Congregation Beth Shalom of Brandon. No Professional Contract is binding on the corporation until it has been approved by the Board of Directors.

#### **ARTICLE XI: STANDING and other COMMITTEES and AUXILIARY ORGANIZATIONS**

- A. All Standing and other Committee chairpersons shall be appointed by the President.
- B. Standing Committees whose Chairpersons are *ex officio* voting members of the Board include:
  1. Youth Religious Education Committee
  2. Fund Raising Committee
  3. Membership Committee including Outreach
  4. Ritual Committee
  5. Youth Group Committee
  6. Adult Education
  7. Building and Grounds
  8. Long Term Planning
  9. Finance including Building and Capital Fund Drive, Endowment and Development
  10. Social Action
- C. Standing Committees whose Chairpersons are not *ex officio* voting members of the Board include:
  1. Audit
  2. Caring
  3. Cemetery
  4. Greeting
  5. Nominating
  6. Oneg
  7. Publicity
  8. Social
  9. Leadership Committee
  10. JCC/Federation Preschool Liaison

- D. Auxiliary Organizations whose Chairpersons are ex officio voting members of the Board include:
1. Brotherhood
  2. Sisterhood

#### **ARTICLE XII: AMENDMENTS**

- A. Amendments of these Bylaws may be proposed by the Board of Directors to the Congregation; amendments of these Bylaws may also be proposed to the Board of Directors by at least ten (10) percent of the Members of the Congregation eligible to vote submitted in writing to the Board of Directors for their consideration for subsequent proposal to the Congregation.
- B. A formal notice at least 30 days in advance of any vote regarding any proposal to amend these Bylaws shall be given in writing to the membership by the Board of Directors stipulating the change proposed in the Bylaws and the meeting date when a vote for adoption of the amendment(s) to the Bylaws will be held by the Board of Directors.
- C. Upon proper notice, the Bylaws may be amended, altered or rescinded by a three-fourth (3/4) vote of those Members in good standing eligible to vote of the Board of Directors present at any regular meeting or any Special Meeting called for that purpose.
- D. Any proposal for amending these Bylaws that has been rejected may not be resubmitted in the same form for reconsideration until twelve (12) months have elapsed since the rejection.

#### **ARTICLE XIII: DUES AND ASSESSMENTS**

- A. The fiscal year shall commence on the first day of June.
- B. The dues shall be fixed by the Board of Directors and presented at the Annual Meeting of the Congregation.
- C. Special assessments and the methods of payment thereof shall be fixed by the Board of Directors and presented to the membership at the Annual Meeting of the Congregation.
- D. Requests by Members for dues exceptions, or for dues at less than full assessment, will be reviewed on a case by case basis by the Treasurer and President. All requests for dues exceptions shall be made annually to the Treasurer and must be approved by both the President and Treasurer prior to implementation and subject to further review by the Board of Directors.

#### **ARTICLE XIV: INDEMNIFICATION**

- A. Every Director, Officer, Employee of the Congregation of Beth Shalom of Brandon, Inc., and such others as may be specified from time to time by the Board, shall be indemnified by Congregation Beth Shalom of Brandon, Inc., against all liabilities, judgments, awards, costs and expenses including without limitation, counsel fees, imposed or reasonable, incurred in, or in connection with any proceeding to which he/she may be a party or become involved by reason of being or having been a Director, Officer or Employee of Congregation Beth Shalom of Brandon, Inc., or in any settlement thereof made with the consent or approval of the Board, except in such cases where the Director, Officer or employee is adjudged guilty of willful malfeasance in the performance of duties.



- B. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which the indemnified person may be entitled

**ARTICLE XV: NON LIABILITY**

- A. To the extent allowed by law, Congregation Beth Shalom of Brandon, Inc., and its Directors, Officers and Committee Chairpersons, shall not be liable to its members for acts or omissions to act, or any statements of any omissions or errors therein published or circulated by Congregation Beth Shalom of Brandon, Inc., or by its Directors, Officers, or Chairpersons acting in said capacities; and each present and future member shall be deemed to have expressly released Congregation Beth Shalom of Brandon, inc. its Directors, Officers and Chairpersons of and from any and all liability for such acts, omissions or errors therein and by reason of any agreements, contracts, obligations, acts or plans entered into or undertaken by Congregation Beth Shalom of Brandon, inc. on behalf of its Members.

**ARTICLE XVI: Self Interest.**

- A. No Member or Associate Member of the Congregation shall receive any compensation for services performed by him or her in any capacity for the Congregation, nor have direct or indirect financial interest in any contracts entered into by the Congregation or a representative of the Congregation, without full disclosure to and approval by the Board of Directors.

**Bylaws ratified by the Board of Directors on May 5, 2009.**  
**Bylaws approved by Membership on May 17, 2009.**

**Signed:** \_\_\_\_\_  
Lawrence S. Greenfield, M.D., Chairperson, Ad Hoc Bylaws Committee

Ad Hoc Bylaws Committee draft presented by lsg to the Board of Directors on 041409; and revised, presented to the Board, and approved with revision on 050509, as reflected in the 051109 version of the Bylaws. Presented at the Meeting of the Membership on 051709 and approved. Final document rev by lsg (renumbering of Articles) published 051909.

Ad Hoc Bylaws Committee: Lawrence S. Greenfield, Chairperson; Toby Koch; Gail Verlin.