

TEMPLE SHALOM

8401 GRUBB ROAD

CHEVY CHASE, MARYLAND

BY-LAWS

AS AMENDED JUNE 4, 1996

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BY-LAWS
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TEMPLE SHALOM

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ARTICLE 1

MEMBERSHIP

Section 1. The board of Trustees shall determine and publish schedules of dues, fees, assessments, and other charges, provided that any assessment for the construction of buildings and related physical facilities shall not be made until the Congregation shall have first approved the institution of such construction or purchase program. In the event the financing of such program shall be by contribution by pledge, the Board of Trustees shall determine the acceptability of the amounts of the pledges.

Section 2. A member who fails to make any payment of dues, fees, assessments, building fund pledges or other charges or obligations, including an obligation to an auxiliary under an agreement for services and supplies furnished the member by an auxiliary, for sixty (60) days after such payment is due may be subject to suspension of any and all the rights and privileges of membership by the Board of Trustees. Any member who is so in arrears shall be given written notice thereof and advised of the possibility of suspension of the rights and privileges of membership. Such notice shall be sent by regular mail to the member's last address on record in the books of the Congregation. In the event the member fails to pay such arrearages within thirty (30) days after the mailing of such notice, or to receive a waiver or extension of the time for such payment due to financial hardship or other compelling circumstances, the rights and privileges of the member shall be suspended by the Board of Trustees, with notice of such suspension to be given by regular mail to the member's last recorded address.

Section 3. Any member who has been suspended or limited in any of the rights of membership for non-payment of dues or other charges may be reinstated by the Board of Trustees upon such terms as it may stipulate.

Section 4. No member who has been charged with conduct unbecoming a member may have membership terminated until the member has received a written specification of charges sent by registered or certified

mail to the member's last address on record in the books of the Congregation, and until the member has had an opportunity to personally appear and show cause before the Board of Trustees why the member should not be suspended.

Section 5. The resignation, suspensions or termination of a member shall not relieve the member of any financial obligations to the Congregation or auxiliaries incurred prior thereto, unless the Board of Trustees shall by resolution relieve the member of such obligations in whole or in part.

Section 6. A member in good standing shall, except as otherwise limited in the constitution or these BY-LAWS, have the following rights, privileges, and benefits:

- A. The right of admittance to all religious services for the member and the member's of the family unit
- B. The right to participate in all activities of the Congregation and to join its auxiliary bodies.
- C. The right to have the member's children receive a religious education in the Religious School of the Congregation and to be prepared for Bar or Bat Mitzvah and Confirmation and, upon qualifying, to be Bar or Bat Mitzvah and confirmed.
- D. The right to vote at all meetings of the Congregation.
- E. The right to stand for election and to hold office as an officer or trustee.
- F. The right to hold Committee chair positions.

ARTICLE II

OFFICERS

Section 1. The **President**. The duties of the President shall be to:

- A. Act as chief executive officer of the Congregation.
- B. Act as chairperson at all meetings of the Congregation, the Board of Trustees, and the Executive Committee.
- C. Create ad hoc committee, with the approval of the Board of Trustees.
- D. Serve as an ex-officio member of all committees except the nominating committee.
- E. Execute legal and official documents.
- F. Fix the time and place of the annual meeting of the Congregation, and call special meetings of the Congregation and fix the time, place and date thereof.
- G. Make a written annual report to the Congregation of the status of the affairs of the Congregation.
- H. Perform such other duties and have such other powers incident to the office or prescribed by the Board of Trustees, not inconsistent with the Constitution or By-Laws.

Section 2. Vice-Presidents. The Executive Vice-President shall assist the President, and perform the duties of the President and have the same authority as the President in the event of the President's absence, resignation or disability. There shall also be additional Vice-Presidents, as many as deemed necessary by the President. The minimum number of Vice-Presidents shall be two (2) and the maximum number shall be five (5) including the Executive Vice-President. The President shall recommend to the Nominating Committee the number of Vice-Presidents for the next year. All Vice-Presidents shall assist the President in the performance of such duties as may be designated by the President.

Section 3. Secretary. The Secretary shall:

- A. Make and keep an accurate record of all minutes of the meetings of the Congregation, the Board of Trustees, and the Executive Committee.

- B. Issue notices of all meetings of the Congregation, the Board of Trustees, and the Executive Committee, prepare the correspondence (after consultation with the President), and keep copies thereof.
- C. Be custodian of all valuable documents and records, and of the seal of the Congregation, with the power to affix it and sign all documents requiring the Secretary's signature.
- D. Perform such other duties as may be incident to the office or as may be assigned by the President.

Section 4. Treasurer. The Treasurer shall be custodian of all funds of the Congregation, and shall:

- A. Supervise the receipt of all funds belonging to the Congregation and the deposit of all funds in the name of the Congregation in such bank or banks as directed by the Board of Trustees.
- B. Expend the Congregation's funds in accordance with the budget approved by the Congregation, provided that requests for payment from committee chairpersons have been approved by the appropriate officer.
- C. Keep the financial books and financial records of the Congregation and make a report at each meeting of the Board of Trustees and an annual report to the Congregation on the financial status of the Congregation.
- D. Post good and sufficient bond for the funds collected on behalf of the Congregation, the premiums for which shall be paid by the Congregation.
- E. Appoint a Budget Committee annually, which shall prepare a proposed budget for approval by the Board of Trustees and the Congregation at its annual meeting.

- F. Ensure that the Congregation has complied with the provisions of federal, state and local tax laws that may apply.
- G. Perform such other duties as are incident to the office or as may be assigned by the President.

Section 5. Financial Secretary. The Financial Secretary shall:

- A. Maintain a register of all members of the Congregation with the complete data as to membership, and keep a correct account of the dues and charges owing or paid by members, and supervise the collection of dues and the preparation of all bills for dues and other charges.
- B. Perform such other duties as are incident to the office or as may be assigned by the President.

ARTICLE III

BOARD OF TRUSTEES

Section 1. The Board of Trustees shall hold regular meetings in accordance with a schedule proposed by the President at its first meeting of the fiscal year. Special meetings may be called by the President or shall be called by the President upon written request of five (5) members of the Board of Trustees. The Secretary shall give notice of any special meeting, stating the purpose thereof. Notice will be in writing, at least three (3) days in advance. In an emergency, oral notice will be given and a meeting may be held without three (3) days notice, provided that a quorum of two-thirds (2/3) of the voting members of the Board of Trustees attend.

Section 2. A majority of the voting members of the Board of Trustees shall constitute a quorum, and a vote of a majority of those present and voting shall be necessary to carry any motion at meetings of the Board of Trustees.

Section 3. The Board of Trustees may adopt such rules, regulations and statements of policy, not inconsistent with the Constitution and By-Laws, as are necessary to carry out its duties and accomplish the purposes of the Congregation.

Section 4. The President may vote at meetings of the Board of Trustees only:

- A. To break a tie on any issue requiring a majority, or
- B. Where a motion or resolution requiring a two-thirds (2/3) vote would otherwise fail to carry by a single vote.

ARTICLE IIIA

EXECUTIVE COMMITTEE

Section 1. The Executive Committee shall hold monthly meetings on a date fixed by the President.

Section 2. A majority of the voting members of the Executive Committee shall constitute a quorum, and a vote of a majority of those present and voting shall be necessary to carry any motion at meetings of the Executive Committee.

Section 3. The Executive Committee shall have the authority to approve changes to the budget of the Congregation without approval of the Board of Trustees, provided that: any single change cannot exceed an amount equal to one-half of one percent (1/2%) of the total budgeted expenditures and the cumulative amount of all changes made by the Executive Committee during a fiscal year cannot exceed a net increase of one percent (1%) of the total budgeted expenditures for the year.

Section 4. The Executive Committee shall serve as liaison to the Standing Committees. The Committees shall provide the Executive Committee with notice of matters which they would like presented to the Board of Trustees.

Section 5. The Executive Committee shall implement policies adopted by the Board of Trustees and shall work with the Congregation's staff to carry out such policies.

ARTICLE IV

COMMITTEES

Section 1. The standing Committees of the Congregation and the areas of their function shall be as follows:

- A. **Adult Education.** To plan, organize and executive all programs of a religious and non-religious nature for the dissemination of knowledge and understanding among the members of the Congregation and community, except where program responsibilities are expressly the province of another committee.
- B. **Bulletin and Communications.** To disseminate information about the Congregation, its programs, and its members, to Temple membership and to non-members; its activities shall include publication of the official Congregational Bulletin, the SHOFAR, and the placing of outside advertisements.
- C. **House and Grounds.** To plan and oversee the execution of programs to achieve safe, functional temple grounds. To be responsible for the matters involving the day-to-day operation and maintenance of the Congregation's physical facilities.
- D. **Membership.** To develop and execute plans for promotion of the Congregation's membership growth and for the integration of new members into full participation in Congregational life and to provide for recognition of contributions of a personal or material nature to the Congregation.

- E. Mitzvah Corps. To assist the Rabbis in ministering to the needs of the members of the Congregation and their families.
- F. Religious Education. To formulate and oversee policies to be carried out by the Religious School for the religious education of the children of the Congregation.
- G. Religious Services. To propose, in consultation with the Rabbi, the schedule of religious observances, to make all the necessary arrangements for the conduct of such services, to propose policy with regard to religious services, and to assist in providing for honors at Congregational Services and for the noting of Yahrzeit observances.
- H. Special Purpose Funds. To receive contributions to the various funds that have been established to memorialize or honor individuals and disburse these funds as grants or scholarships for a wide range of purposes.
- I. Tsedek. To study and make recommendations to the Board of Trustees with respect to matters involving the Congregation's role in the community, and to execute such policies on behalf of the Congregation as the Board of Trustees may direct.
- J. Ways and Means. To develop and carry out programs for the raising of funds to be used in support of the Congregation's operations.
- K. World Jewry. To inform the Congregation on matters of importance relative to Israel and to Jews worldwide; to plan and implement programs which will provide information to the community on various aspects of the life of Jews in other nations, and to provide liaisons with community-wide programs on behalf of Israel and Jews world wide.

- L. Youth Activities. To develop and carry out programs for the youth of the Congregation designed to contribute to their religious, educational, social and physical development within the Jewish tradition.

Section 2. Such other committees as may be necessary shall, with the approval of the Board of Trustees, be appointed by the President. The Secretary of the Congregation shall maintain a list of the committees.

Section 3. Except as specifically authorized by the Board of Trustees no committee shall have authority to engage any personnel or to enter into any contract on behalf of the Congregation.

Section 4. The chairperson of each committee shall submit reports in writing to the Executive Committee within thirty (30) days after the end of each quarter of the fiscal year. The reports shall summarize the committee's activities during the quarter and shall discuss plans for the balance of the fiscal year. A final report shall be submitted, prior to the annual meeting.

ARTICLE V

AUXILIARIES

The auxiliaries shall be the Sisterhood, the Brotherhood and the Senior Youth Group and any other auxiliary organization approved by the Board of Trustees. They shall operate as self-governing entities, with policies and programming in consonance with those of the Congregation. The auxiliaries should submit annually to the Board of Trustees a statement of financial condition.

ARTICLE VI

NOMINATIONS AND ELECTIONS

Section 1. Nominations of officers and trustees shall be made by a Nominating Committee. The Committee, appointed by the President with the consent of the Board of Trustees, shall consist of a

past President and four (4) members of the Congregation, entitled to vote, none of whom may be an officer or a trustee whose position is to be filled at such election or a paid employee of the Congregation and not more than three (3) of whom shall be trustees. The past President serving on the Committee shall be the chairperson of the Committee. In the event the immediate past President shall be unable or unwilling to serve, the President shall select another past President to serve on the Committee and serve as its chairperson. Notice of the appointment of this committee shall be provided to the Congregation. The committee shall hold at least one meeting with a majority of the members present. Three (3) members of the Nominating Committee must concur with each individual nomination. It shall be furnished with a copy of the Constitution and By-Laws, and a list of all voting trustees of the Congregation with the date when each Trustee's term expires and their eligibility for reelection.

Section 2. The slate may consist of as many nominations as the committee deems advisable for each office and for each trustee whose term of office is about to expire.

Section 3. Names of the nominees shall be reported to the Board of Trustees, prior to the annual meeting, and notice of such nominations shall be mailed to the Congregation not less than twenty (20) days prior to the annual meeting.

Section 4. Nominations for any elective office may also be made by petition of not less than fifty (50) members of the Congregation entitled to vote, the petition to be filed with the Secretary at least ten (10) days before the election. The Secretary shall mail notices of such nominations to members of the Congregation entitled to vote at least five (5) days before the election.

Section 5. No nominations may be made except as aforesaid.

Section 6. Elections shall be conducted at the annual meeting of the Congregation by secret, written ballot, except where there shall be only one nominee for an office, or an exact number of nominees for the office of Trustee, the nominee shall be considered elected by acclamation.

Section 7. The eligibility of any member to vote shall be determined as of the end of the month prior to the election.

ARTICLE VII

BY-LAWS

Section 1. Amendments to the By-Laws shall be proposed in writing by the Board of Trustees or by at least fifty (50) members of the Congregation entitled to vote. These By-Laws may be amended by a majority vote of the members present and entitled to vote at the annual meeting of the Congregation or at a special meeting called for that purpose, provided a copy of the proposed amendment is mailed to each member of the Board of Trustees at least fifteen (15) days prior to the meeting.

Section 2. These By-Laws may also be amended by a two-thirds (2/3) affirmative vote of the Board of Trustees, provided a copy of the proposed amendment is mailed to each member of the Board of Trustees at least three (3) days prior to the meeting of the Board at which a vote on amendment is scheduled. Any amendment so adopted shall be valid until submitted for ratification to the members of the Congregation at the next annual meeting of the Congregation or at a special meeting which must be called for that purpose if the annual meeting is anticipated to be called in excess of ninety (90) days from date of adoption.

ARTICLE VIII

FISCAL YEAR

The fiscal year of the Congregation shall begin on July 1 and end on June 30 of each year.