

**TEMPLE SHALOM**  
**8401 GRUBB ROAD**  
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**BYLAWS**  
**AS AMENDED JUNE 23, 2020**

**TEMPLE SHALOM**  
**BYLAWS**  
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**Preamble**

We, the members of Temple Shalom (the “Congregation”), join together to worship God in the faith of Judaism, promote justice and peace, and cultivate and teach love, understanding, and the practice of the Jewish faith and heritage. Temple Shalom is a Reform Jewish community that celebrates the diversity of modern Judaism by welcoming members as part of one congregational family, accepting members as they are, building community, and encouraging members’ personal growth through worship services, programs and activities. Temple Shalom places Torah at the center, where learning is for everyone, prayer and music are meaningful and participatory, and people feel a strong sense of belonging.

**Article I**  
**Principles and Practices**

The Congregation shall be guided by the principles and practices of Reform Judaism and shall affiliate itself with the Union for Reform Judaism.

**Article II**  
**Membership**

- A. Any person 18 years or older of the Jewish faith according to Reform Jewish rabbinic criteria may be approved for membership in the Congregation at the discretion of the President and Senior Rabbi. Exceptions to the requirement that the person must be 18 years or older or of the Jewish faith may be made upon the approval of the President and Senior Rabbi. In the event of a disagreement between the President and Senior Rabbi regarding any application, the matter will be referred to the Executive Committee, who will make a determination upon majority vote.
- B. A “Membership Unit” consists of one adult or two adults residing in the same household, plus any dependents in the same household, and dependent children residing elsewhere while attending an educational institution. Each person in the Membership Unit, including Non-Jewish persons, shall be considered a Member of Temple Shalom (“Member”). A Non-Jewish Member of a Membership Unit may continue to be a Member of Temple Shalom after

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divorce or dissolution of the familial relationship or after death of a Jewish Member of the Membership Unit.

- C. Membership Units shall pay dues, fees, and assessments (“Financial Obligations”) as may be established by the Board of Trustees (“Board”).
- D. Except as otherwise provided in these Bylaws, a Member is entitled to the following rights:
1. To attend religious services.
  2. To participate in activities of the Congregation.
  3. To have the Member’s children receive a religious education in the Religious School and prepare for and become B’nai Mitzvah, Graduates and Confirmands as long as Financial Obligations have been paid and subject to Religious School policies.
  4. To be eligible to serve on committees and to hold committee chair positions, subject to Section I of this Article.
  5. To vote at meetings of the Congregation, subject to Article XII, Section E.
  6. To stand for election and to hold office as an Officer or Trustee of the Congregation, subject to Section I of this Article.

No Membership Unit or Member shall be deprived of any rights of membership solely by reason of financial inability, subject to Sections E, F and K of this Article.

- E. The Financial Secretary may adjust the Financial Obligations of any Membership Unit upon a demonstrated showing of financial need. Upon notice by the Financial Secretary, the President may limit or suspend the rights of membership of any Membership Unit that is six months in arrears in the payment of any Financial Obligations, until such arrears are paid. If the arrears have not been paid within 45 days of notice of the limitation or suspension, the President may terminate the membership of the Membership Unit. The Board shall prescribe standards and procedures for actions taken by the President under this Section.
- F. A Membership Unit subject to any action under Section E of this Article may submit a written appeal to the Board within 14 days of the notice by the President. The action will remain in effect pending a decision by the Board on appeal. The Board, by majority vote,

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may affirm the President's decision or reinstate the Membership Unit subject to the terms the Board may decide.

- G. A Member may be suspended, limited in rights of membership, or have their membership terminated by the Board for conduct unbecoming a Member. The Executive Committee shall appoint a special committee to review any alleged conduct unbecoming a Member and make recommendations to the Board. An individual who is the subject of potential action shall not participate in the process set forth in this Article. However, before making a final decision, the Board shall provide the Member with a reasonable opportunity to demonstrate why the Member should not be suspended, limited in rights of membership, or have their membership terminated. Suspension of membership or any limitation in rights of membership for conduct unbecoming a Member requires a majority vote of the Board. Termination of membership for conduct unbecoming a Member requires a two-thirds vote of the Board.
- H. The resignation, suspension, or termination of a Member or Membership Unit shall not relieve the Membership Unit of any outstanding Financial Obligations to the Congregation, unless the Board decides otherwise.
- I. Non-Jewish Members have all of the rights specified in these Bylaws, except that they may not stand for election or hold office as an Officer or Trustee of the Congregation. The Board may specify that certain committees established by the Board may not be chaired by Non-Jewish Members.
- J. Honorary Members may not vote at a meeting of the Congregation and may not stand for election or hold office as an Officer or Trustee of the Congregation.
- K. Members may have their rights suspended, limited, or terminated based on the status of their Membership Unit under Sections E and F of this Article.

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**Article III**  
**Officers**

- A. The Officers of the Congregation shall consist of a President, an Executive Vice President, one or more additional Vice Presidents, a Secretary, a Treasurer, and a Financial Secretary.
1. The President shall be elected for a two-year term. The President may be elected to serve additional one-year or two-year terms but may not be elected to serve more than four consecutive years.
  2. Officers other than the President shall be elected for a one-year term.
  3. The minimum number of Vice Presidents (including the Executive Vice President) shall be two and the maximum number shall be five. The number of Vice Presidents shall be determined by the President.
  4. Officers shall be elected at each Annual Meeting and shall serve immediately upon their election until their successors are duly elected. No Member shall be elected to the same office for more than five consecutive one-year terms. A partial year term of 6 months or more shall count as a one-year term. Each numbered Vice President shall be treated as a different office. If there is a vacancy for any officer's position, the President shall appoint a Member of the Congregation to fill the vacancy, and the person so chosen shall hold that officer's position until the election of a successor at the next Annual Meeting.
- B. The order in which officers will act as President, in the case of the absence, resignation, removal or disability of the incumbent shall be:
1. Executive Vice President.
  2. Vice Presidents in numerical order starting with 1<sup>st</sup> Vice President.
  3. Treasurer.
  4. Financial Secretary.
  5. Secretary.

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C. The President shall:

1. Have general oversight of the Congregation's operations.
2. Fix the time and place of all meetings of the Congregation, Board, and Executive Committee.
3. Act as the Chair and set the agenda at all meetings of the Congregation, Board, and Executive Committee.
4. Serve as an *ex officio*, non-voting member of all committees, except the President shall not be a member of the Nominating Committee.
5. Execute legal documents on behalf of the Congregation, and with the approval of the Board, may delegate such authority to the Executive Director, members of the Executive Committee, Clergy, and other Senior Staff under the terms and conditions as the Board may prescribe.
6. Cause to be made an annual report to the Congregation of the status of the affairs of the Congregation.
7. Perform other duties and have other powers incident to the office or prescribed by the Board.

D. The Executive Vice President and additional Vice Presidents shall assist the President in performance of duties, as assigned by the President.

E. The Secretary shall:

1. Make and keep a record of the meetings of the Congregation, Board, and Executive Committee, and of all resolutions adopted by the Board.
2. As directed by the President, issue notice of all meetings of the Congregation, Board, and Executive Committee.
3. Record the attendance at Board and Executive Committee meetings.
4. Maintain a list of all committees of Temple Shalom.
5. Perform other duties as are incident to the office or as assigned by the President.

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F. The Treasurer shall:

1. Be custodian of all funds of the Congregation.
2. 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.
3. Expend the Congregation's funds in accordance with the operating budget approved by the Congregation and such additional budgets approved by the Board, provided that requests for payment have been approved in accordance with duly adopted procedures.
4. Keep the financial books and financial records of the Congregation and make periodic reports at the request of the President at Board meetings, and present an annual report to the Congregation on the financial status of the Congregation.
5. Establish a Budget Committee which, in consultation with the President, shall prepare a proposed operating budget for approval by the Board and by the Congregation at the Annual Meeting.
6. Prepare a capital budget, in consultation with the President and any committee established for such purpose, and present it to the Board.
7. Ensure that the Congregation complies with the provisions of applicable federal, state, and local tax laws.
8. Perform other duties as are incident to the office or as assigned by the President.

G. The Financial Secretary shall:

1. Have the authority to adjust the Financial Obligations of any Membership Unit upon a demonstrated showing of financial need.
2. Perform other duties as are incident to the office or as assigned by the President.

H. An employee of Temple Shalom may assist an Officer in carrying out the Officer's duties, consistent with that employee's regular responsibilities.

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**Article IV**  
**Board of Trustees**

- A. The Board of Trustees shall consist of 9 Trustees and the following *ex officio* voting members: the Officers of the Congregation; the Immediate Past President; and Presidents of the Brotherhood, Sisterhood, and Senior Youth Group. If an auxiliary has more than one President, only one of the co-Presidents of that auxiliary may vote at a Board meeting.
- B. Three Trustees shall be elected at each Annual Meeting to serve for a term of 3 years, except if a Trustee has not completed their term, the Congregation shall also elect at the next Annual Meeting a Trustee to serve the balance of the unexpired term.
- C. No person elected under Section B of this Article shall serve as a Trustee for more than 9 consecutive years.
- D. Each voting member of the Board must be a Member of the Congregation entitled to vote.
- E. If the Senior Youth Group does not have a President, the Board may appoint a Member of the Congregation who is confirmed or a graduate of 10<sup>th</sup> grade of the Religious School to serve as the Youth Representative on the Board. The appointment shall be for 1 year. The individual selected as the Youth Representative may be reappointed under this Section for no more than 2 additional one-year terms.
- F. Notwithstanding any other provision of these Bylaws, the President of the Senior Youth Group or the Youth Representative appointed under Section E of this Article is a voting member of the Board, but such individual may not participate or vote in Executive Session of the Board.
- G. Individuals holding the following positions shall be Honorary Trustees:
  - 1. Senior Rabbi.
  - 2. Executive Director.
  - 3. Director of Education.
  - 4. Congregation's Legal Counsel.
  - 5. A Founding member of Temple Shalom.

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6. A Member of the Congregation serving on the Board of Trustees of the Union for Reform Judaism.

Honorary Trustees may participate in all Board meetings. Honorary Trustees may not vote or be counted in determining the presence of a quorum at a Board meeting.

- H. Except as otherwise provided in these Bylaws, in the performance of its duties, the authority of the Board shall include, without limitation, the power to:
1. Establish policies and procedures for the discharge of its functions, the conduct of its operations, and the operation of the Congregation.
  2. Determine all Financial Obligations and other charges including developing new programs.
  3. Engage all employees of the Congregation and determine the duties, compensation, and duration of employment of each employee. The Board may delegate its authority to engage and supervise employees.
  4. Recommend an operating budget of the anticipated income and expenditures for the succeeding fiscal year to submit to the Congregation for approval.
  5. Establish a capital budget or such other additional budgets as the Board deems appropriate. In addition to any other authority granted in these Bylaws, the President shall have authority to modify spending in a budget under this Subsection, provided that the overall amount of the budget under this Subsection cannot be increased. The President shall notify the Board of any change exceeding 25% of the budget under this Subsection.
  6. Authorize the creation of auxiliary organizations of the Congregation and ensure that their policies and programming are consistent with those of the Congregation.
  7. Purchase, sell, mortgage, or lease real estate; however, Congregational approval is required for purchases, sales, or leases exceeding two years.

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8. Create a fund for new construction, provided that any special assessment for such a fund must be approved by majority vote of the Congregation at the Annual Meeting or at a Special Meeting called for that purpose.
  9. Accept, dispose of, or decline gifts to the Congregation.
  10. Upon nomination by the President, fill all vacancies among the Trustees until the next Annual Meeting.
  11. Appoint other Honorary Trustees whose experience and counsel will be of value in the conduct of the Congregation's affairs.
  12. Perform other functions as necessary to promote the welfare of the Congregation.
- I. A voting member of the Board who fails to attend three regular Board meetings within a fiscal year may be removed from their position by majority vote of the Board.
- J. Notwithstanding any other provision of these Bylaws, upon notice by the Financial Secretary, the President may suspend from the Board any Board member whose Financial Obligations are six months in arrears, until such arrears are paid. A Board member subject to action under this Section may submit a written appeal to the Board within 14 days of the notice by the President. The action will remain in effect pending a decision by the Board on appeal. The Board, by majority vote, may affirm the President's decision or reinstate the Board member to their position. A Board member who submits an appeal shall not participate in the Board's consideration of that appeal.
- K. The Board shall hold regular meetings in accordance with a schedule established by the President. Special meetings of the Board may be called by the President or shall be called by the President upon written request of 5 voting members of the Board. The Secretary shall give notice of any special meeting of the Board, stating its purpose. Notice will be given at least 3 days in advance. In an emergency, as determined by the President or a majority vote of the Executive Committee, a meeting may be held without 3 days' notice; however, in such event, business may be conducted only if two-thirds of the voting members of the Board attend.

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- L. A majority of the voting members of the Board shall constitute a quorum. A majority vote shall be necessary to carry any motion of the Board, unless otherwise specifically provided herein. Attendance by telephone or video conference is permitted.
- M. The Board may call itself into Executive Session. All non-voting attendees at a Board meeting shall be excused from Executive Session, unless otherwise directed by the Board.
- N. Notwithstanding any other provision of these Bylaws, the President may vote at a Board meeting only:
  - 1. To break a tie on any motion requiring a majority, or
  - 2. Where a motion requiring a two-thirds vote would otherwise fail to carry by a single vote.
- O. Notwithstanding any other provision of these Bylaws, any Trustee who is serving a three-year term on the Board as of the date of the adoption of these Bylaws shall continue to serve until their term is completed, and the Board may have more than 9 Trustees until these terms are completed.

**Article V**  
**Executive Committee**

- A. The Officers of the Congregation and the Immediate Past President shall constitute the Executive Committee.
- B. The Senior Rabbi and Executive Director may participate in meetings of the Executive Committee as non-voting attendees.
- C. The Executive Committee shall meet regularly on dates fixed by the President.
- D. The Executive Committee may call itself into Executive Session. All non-voting attendees at a meeting of the Executive Committee shall be excused from Executive Session, unless otherwise directed by the Executive Committee.
- E. A majority of the members of the Executive Committee shall constitute a quorum. A majority vote shall be necessary to carry any motion of the Executive Committee, unless

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otherwise specifically provided herein. Attendance by telephone or video conference is permitted.

- F. Notwithstanding any other provision of these Bylaws, the President may vote at an Executive Committee meeting only to break a tie on any motion requiring a majority.
- G. Between Board meetings, the Executive Committee shall generally supervise and review all activities and affairs of the Congregation. In addition to any other authority granted in these Bylaws, the Executive Committee shall have authority to approve, without approval of the Board, the expenditure of operating funds beyond those established in the operating budget approved by the Congregation, provided that: any single change cannot exceed an amount equal to 2% of the total budgeted expenditures for the fiscal year and the cumulative amount of all changes made by the Executive Committee during a fiscal year cannot exceed a net increase of 4% of the total budgeted expenditures for that fiscal year.
- H. The Executive Committee shall perform other duties as the Board may assign to it from time to time.

**Article VI**  
**Removal of an Officer or Board Member**

- A. An Officer or member of the Board may be removed from their position as an Officer or member of the Board for conduct unbecoming a Member following the procedures in this Article.
- B. The Executive Committee shall appoint a special committee to review any alleged conduct unbecoming a Member under this Article and make recommendations to the Board. An individual who is the subject of potential removal shall not participate in the process set forth in this Article. However, before making a final decision, the Board shall provide the individual with a reasonable opportunity to demonstrate why the individual should not be removed from their position.
- C. Removal under this Article requires a majority vote of the Board.

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**Article VII**  
**Other Committees**

- A. Except as otherwise provided in these Bylaws, the President, upon the approval of the Board, or the Board acting on its own, may establish, define the duties of, and dissolve committees as may be necessary. The President shall have the authority to appoint the Chair of each such committee. Each Chair shall, with the approval of the President, appoint an appropriate number of committee members to serve on such committee.
- B. The actions of all committees except the Nominating Committee shall be subject to the direction and review of the President and shall be consistent with the policies established by the Board.
- C. Except as specifically authorized by the Board, no committee shall have authority to hire any personnel or to enter into any contract on behalf of the Congregation.
- D. The Executive Committee or the Board may request periodic reports from any committee.
- E. An operating budget for any committee for the next fiscal year shall be submitted to the Budget Committee upon the Budget Committee's request.

**Article VIII**  
**Nominations and Elections**

- A. Nominations of Officers and Trustees shall be made by a Nominating Committee. The Nominating Committee, appointed by the President with the approval of the Board, shall consist of the Immediate Past President and at least 3, but not more than 5, Members of the Congregation entitled to vote. No individual on the Nominating Committee may be a paid employee of the Congregation, and at least one individual on the Nominating Committee shall not be a current Officer or Trustee. The Immediate Past President shall Chair the Committee. In the event the Immediate Past President is unable or unwilling to serve on the Nominating Committee, the President shall select another Past President to serve as its Chair. Notice of the appointment of this Committee shall be provided to the Congregation. The

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Committee shall hold at least one meeting with a majority of the Committee present. A majority of the Committee must concur with each nomination.

- B. The Nominating Committee may nominate as many Members as it deems advisable for each Office and for each Trustee position to be filled. This includes nominating at least one Member for each Vice President position, equal to the number of Vice Presidents as determined by the President under Article III, Section A.3. The Nominating Committee may not nominate any member of the Nominating Committee for any Office or Trustee position. In considering the qualifications of Members for selection, the Nominating Committee shall give preference to Members who have demonstrated their serious commitment to the Congregation and who pledge to continue their contribution to the time and effort required by elective office. However, this shall not preclude the Nominating Committee from selecting any Member whose service to another congregation, in the secular community, or in a business or professional capacity, evidences such qualification and commitment. Nominees must consent to being placed on the slate before the slate is reported to the Board.
- C. Names of the nominees shall be reported to the Board before the Annual Meeting. Notice of these nominations shall be given to the Congregation at least 20 days before the Annual Meeting.
- D. A nomination for any elective office may also be made by petition signed by a minimum of 50 Members, subject to Article XII, Section E, setting forth the name of a nominee and the position. Signatures may be done in counterpart. The petition must be presented to the Secretary at least 10 days before the Annual Meeting. The Secretary shall acknowledge receipt of the petition to the Member who presented it. If the petition meets the requirements set forth in this Section, the Secretary shall send notice of the nomination to the Congregation at least 5 days before the Annual Meeting.
- E. Each nominee must be a Member whose Membership Unit is current in its Financial Obligations, as determined by the Financial Secretary.
- F. No nominations may be made except as provided in this Article.
- G. Elections shall be conducted at the Annual Meeting.

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**Article IX**  
**Auxiliaries**

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

**Article X**  
**Senior Rabbi**

- A. The Senior Rabbi, as that term is used throughout these Bylaws, shall be a rabbi with the title Senior Rabbi, or a rabbi, regardless of title, who is designated by the Board as the religious leader of the Congregation.
- B. The Senior Rabbi shall perform all duties incumbent upon the office, under the supervision of and as determined by the Board. Such duties may include but are not limited to supervision of other clergy and staff.
- C. The Senior Rabbi shall initially be recommended by an ad-hoc committee appointed by the President and approved by the Board. The Senior Rabbi shall initially be hired upon approval by a two-thirds vote of the Board. The initial term of service shall not exceed 4 years.
- D. The Senior Rabbi's term of service may be extended by a majority vote of the Board and a majority vote of the Congregation at a meeting called under this Section. Any such extension shall not exceed 7 years. Following a majority vote of the Board under this Section, the President shall notify the Congregation of the Board's decision within 7 days. This notification shall also call a Special Meeting of the Congregation within 21 days of the Board's decision. At this meeting, the sole question will be whether the Senior Rabbi's term of service shall be extended or not extended. The final decision on whether the Senior Rabbi's term of service shall be extended or not extended shall be made by the Congregation

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by majority vote at this meeting. There is no limit on the number of times the Senior Rabbi's term of service may be extended.

- E. If the Board notifies the Senior Rabbi that the Board has decided not to extend the Senior Rabbi's term of service beyond the then existing term, the President shall notify the Congregation within 7 days of such notice. The notification to the Congregation shall also advise the Congregation of the right to respond to the Board's decision by requesting, within 21 days after notification to the Congregation has been sent, a Special Meeting under Article XII, Section B. If no Special Meeting is requested within this 21-day period, then the Board's decision shall be final. If a Special Meeting is requested under this Section, the sole question will be whether to instruct the Board to reconsider its decision. Such instruction requires a two-thirds vote of the Congregation at this meeting. If so instructed, the Board shall meet within 14 days. The final decision on whether the Senior Rabbi's term of service is extended shall be by majority vote of the Board.
- F. The Board, by a two-thirds vote of the Board, may terminate the services of the Senior Rabbi during the Senior Rabbi's existing term of service. If so, the President shall notify the Congregation within 7 days of the Board notifying the Senior Rabbi of its decision. This notification shall also advise the Congregation of the right to respond to the Board's decision by requesting, within 21 days after notification to the Congregation has been sent, a Special Meeting under Article XII, Section B. If no Special Meeting is requested within this 21-day period, then the Board's decision shall be final. If a Special Meeting is requested under this Section, the sole question will be whether to instruct the Board to reconsider its decision. Such instruction requires a two-thirds vote of the Congregation at this meeting. If so instructed, the Board shall meet within 14 days. The Senior Rabbi's term of service shall be terminated upon a two-thirds vote of the Board, and that vote shall be the final decision.
- G. Any vote at a Special Meeting of the Congregation under Sections D, E, and F of this Article shall be by secret ballot, except where the President requests and receives unanimous consent by members eligible to vote and in attendance to proceed by voice vote.

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- H. All aspects of the Senior Rabbi's employment other than as provided under Sections D, E, and F of this Article shall be determined exclusively by the Board. This includes the Senior Rabbi's compensation package and other contractual provisions.
- I. The Senior Rabbi and their immediate family shall be Honorary Members of the Congregation.
- J. Sections C through H of this Article shall not apply to a Rabbi hired on an interim basis. All aspects of an interim Rabbi's employment shall be determined by the Board.

**Article XI**  
**Other Clergy and Senior Staff**

- A. The Congregation may engage Other Clergy and Senior Staff upon approval by the Board. Other Clergy may include ordained rabbis and cantors, as designated by the Board. Senior Staff may include a Director of Education, Executive Director, and any other staff position the Board designates to be Senior Staff. The President may appoint an ad hoc committee to recommend to the Board a candidate to serve as Other Clergy or Senior Staff.
- B. Other Clergy and Senior Staff shall initially be employed by a majority vote of the Board. The initial term of service shall not exceed 3 years.
- C. After an individual's initial engagement under this Article, the individual's term of service may be extended by a majority vote of the Board. Any extension shall not exceed 5 years.
- D. The services of Other Clergy and Senior Staff may be terminated during a term of service by a two-thirds vote of the Board.
- E. The duties and reporting relationships of the Other Clergy and Senior Staff shall be determined by the Board, in consultation with the Senior Rabbi.
- F. Other Clergy and Senior Staff, and their respective immediate families, shall be Honorary Members of the Congregation.
- G. The Congregation may, upon an action by the Board, engage other employees under procedures as the Board deems appropriate.

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**Article XII**  
**Congregational Meetings**

- A. The Annual Meeting of the Congregation (“Annual Meeting”) shall be held during the last two months of the Fiscal Year, at such date and time as the President designates. At this meeting, annual reports will be presented on behalf of the President, Treasurer and Senior Rabbi, and by others as the President designates; Officers and Trustees shall be elected; the operating budget shall be presented for adoption; and such other matters shall be brought before the Congregation as the President designates. The President shall notify the Congregation of the date and time of the Annual Meeting and shall include a copy of the agenda, the slate of nominees for Officer and Trustee positions, and the proposed budget. The notification shall be made not less than 20 days nor more than 90 days before the meeting.
- B. Special meetings of the Congregation (“Special Meeting”) may be called by the President at any time, or shall be called by the President when requested by the Board, or upon a petition signed by a minimum of 100 Members, subject to Article XII, Section E, setting forth with specificity the purpose of any such Special Meeting. Signatures on the petition may be done in counterpart. The petition shall be presented to the President, who shall acknowledge receipt of the petition to the Member who presented it. If the petition meets the requirements set forth in this Section, the President shall call a Special Meeting within 90 days of being presented with the petition. The President shall notify the Congregation of the date and time of the Special Meeting and shall state the purpose of the meeting. The notification shall be made not less than 15 days before the meeting.
- C. An emergency meeting of the Congregation may be called by the Board. The Board’s designee shall notify the Congregation of the date and time of the meeting and shall state the purpose of the meeting. The notification shall be made not less than 5 days nor more than 15 days before the meeting.
- D. Fifty Members of the Congregation present and entitled to vote shall constitute a quorum at any meeting of the Congregation.

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- E. To be entitled to vote or to sign a petition, a Member must:
1. be at least 18 years of age, or be confirmed or a graduate of 10<sup>th</sup> grade of the Religious School; and
  2. be part of a Membership Unit which is not in arrears in the payment of any Financial Obligations, as determined by the Financial Secretary.
- F. The Board may adopt a policy and procedure to allow a Member to participate and vote remotely on a matter considered at a meeting of the Congregation. Voting remotely means to cast a vote at the time when a matter is called for a vote at the meeting of the Congregation, and does not include casting a vote before such time. A Member who participates remotely shall be considered present for purposes of a quorum.
- G. Elections of Officers and Trustees shall be by secret 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 may be elected by acclamation.

**Article XIII**  
**Amendments to Bylaws**

- A. Amendments to these Bylaws may be proposed in writing by the Board or by petition signed by a minimum of 100 Members, subject to Article XII, Section E. Signatures may be done in counterpart. Proposed amendments to these Bylaws shall be ratified upon majority vote of the Congregation at the Annual Meeting or at a Special Meeting called for that purpose. Notice of the proposed amendment, including the language of the proposed amendment, must be provided to the Congregation at least 15 days but in no event more than 90 days before such meeting.
- B. These Bylaws may also be amended by a two-thirds vote of the Board, provided that notice of the proposed amendment, including the language of the proposed amendment, is provided to each voting member of the Board at least 7 days before the meeting of the Board at which the amendment will be considered. However, the Board may not, under this Section, amend a Bylaw to modify the requirements of a Congregation vote. Any amendment adopted by the

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Board under this Section shall be effective on an interim basis until voted upon by the Congregation at the next Annual Meeting or at a Special Meeting which must be called for that purpose if the Annual Meeting is anticipated to be called more than 90 days from date of the Board's adoption of the amendment. Amendments under this Section shall be approved by a majority vote of the Congregation at the Annual Meeting or at a Special Meeting called for that purpose. Notice of the amendment, including the language of the amendment, must be provided to the Congregation at least 15 days but in no event more than 90 days before such meeting. An amendment effective on an interim basis may not be in effect for more than 90 days.

- C. Notwithstanding any other provision of these Bylaws, a provision which requires a two-thirds vote by the Congregation may be amended only upon a two-thirds vote of the Congregation at the Annual Meeting or at a Special Meeting called for that purpose.

**Article XIV**  
**Fiscal Year**

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

**Article XV**  
**Voting**

All rights to vote shall be personal and cannot be delegated. Proxies are not permitted. The Board shall have the right to direct that any vote of the Congregation or the Board shall be by secret ballot.

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**Article XVI**  
**Miscellaneous**

- A. The rules of procedure for meetings of the Congregation, the Board, and the Executive Committee shall be guided by Robert's Rules of Order (latest edition as of the time of the meeting), or, as determined by the Board, by other commonly accepted parliamentary rules.
- B. All references in these Bylaws to a majority or two-thirds vote means that share of the total votes cast by persons entitled to vote at a meeting at which a quorum is present. Unless otherwise specified in these Bylaws, all votes taken under these Bylaws are determined by a majority of the vote.
- C. All references in these Bylaws to provide notice requires the sender of such notice to provide notice that is reasonable under the circumstances. An inadvertent or good faith failure to meet or provide notice by the deadline for notice set forth in these Bylaws shall not invalidate the notice or related actions.
- D. These Bylaws replace any and all previous Constitutions or Bylaws of Temple Shalom.
- E. The Board shall adopt a conflict of interest policy relating to contracts or transactions involving the Congregation. All Officers, members of the Board, Clergy, Senior Staff, and others, as designated by the Board, must follow the policy adopted by the Board.
- F. To the maximum extent permitted by applicable law, the Congregation is authorized to indemnify and defend any current or former Officer, member of the Board, Honorary Trustee, or employee of the Congregation, against reasonable expenses actually and necessarily incurred by them in connection with any action, suit, or proceeding in which they are made a party by reason of being or having been such Officer, member of the Board, Honorary Trustee, or employee, except in those instances where they shall be adjudged to have committed gross negligence or gross misconduct in the performance of a duty. Such indemnification shall not be deemed exclusive of any other rights to which such Officer, member of the Board, Honorary Trustee, or employee may be entitled under any agreement, vote of Trustees, or otherwise. Any amount payable by way of indemnity and the manner in which it shall be paid shall be determined by the Board subject to applicable law. The Congregation shall purchase and maintain adequate insurance on behalf of any Officer,

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member of the Board, Honorary Trustee, or employee of the Congregation against any liability asserted against or incurred by the Officer, member of the Board, Honorary Trustee, or employee in such capacity or arising out of the Officer's, member of the Board's, Honorary Trustee's, or employee's status as such, whether or not the Congregation would have the power to indemnify the Officer, member of the Board, Honorary Trustee, or employee against such liability.

- G. Upon the dissolution of the Congregation, the disposition of all the assets of the Congregation shall be in a manner as provided by the Board, and in accordance with the following:
1. First, through the paying or the making of provision for the payment of all of the liabilities, direct or indirect, contingent or otherwise, including without limitation, all liabilities evidenced in all outstanding loan agreements, credit agreements, master indentures, and other similar documents.
  2. Then, assets remaining after the payment of all the liabilities of the Congregation shall be distributed, as determined by the Board, to one or more Jewish or religious organizations exempt under Section 501(c)(3) of the Internal Revenue Code. Any other assets not disposed of in this manner shall be distributed pursuant to applicable law and the Articles of Incorporation.
  3. Under no circumstances shall such assets revert in whole or in part to Members of the Congregation. This provision of the Bylaws may not be revoked by amendment.