

TEMPLE BETH ELOHIM BY-LAWS

As Amended and Restated by the Congregation on _____ 2010

ARTICLE I: NAME AND SEAL

This corporation shall be known by the name of TEMPLE BETH ELOHIM OF WELLESLEY. It shall have a corporate seal bearing the name of the corporation together with the words, "Incorporated Massachusetts, 1957," and such other device or inscription (if any) as the board of trustees may prescribe.

ARTICLE II: GENERAL DEFINITIONS

1. Whenever in these by-laws the term "congregation" is used, it shall be taken to refer to the corporation or the general membership.
2. A member in good standing shall be a member who is not in arrears in the payment of any installment of dues or assessments (as defined by the finance committee or the finance committee's delegee, including, for example, membership dues, building fund payments, tuition fees or assessments or who is not under suspension from membership for any reason).
3. Whenever in these by-laws the term "rabbi" or "cantor" is used, it shall refer to the senior rabbi or senior cantor, unless otherwise stated herein.
4. Whenever in these by-laws the term "senior staff" is used, it shall refer to the executive director, the director of congregational learning and the director of development, or positions of similar responsibility.

ARTICLE III: PURPOSES

The purposes for which this congregation is formed are as follows: to sustain the relevance of Judaism; to provide a dynamic, nurturing, spiritual center for the Jewish community; to inspire and develop educated and caring Jewish children and adults, knowledgeable about and practicing Jewish core values including worship, Tzedakah, and Tikkun Olam.

ARTICLE IV: PRACTICES

The congregation shall affiliate itself with the Union for Reform Judaism and shall follow the forms, practices, and usages of the liberal interpretation of Judaism. No change shall be made in the religious practices and/or usages nor shall any other form of worship be established until such change or other form shall have been approved by the rabbi and the board of trustees and by the vote of a least two-thirds (2/3) of the members in good standing, present and voting, at any business meeting of the congregation or at any special meeting of the congregation duly called for that purpose.

ARTICLE V: MEMBERSHIP

Section 1. MEMBERSHIP

Any person of the Jewish faith or one who seeks the well being of the Jewish people is eligible to apply for and, by vote of the board of trustees, be accepted to membership in this congregation.

Section 2. UNIT OF MEMBERSHIP

The membership of this congregation shall be composed of such categories of members as the board of trustees shall establish from time to time.

Section 3. PRIVILEGES

Unless otherwise determined by the board of trustees at the time a category of membership is created, or by a later vote of the board of trustees as to all members of a category, each member shall be entitled to the following privileges:

- A. The right to participate in any activities of the congregation.
- B. The right to participate in discussions at meetings of the congregation.
- C. The right to vote at any and all meetings of the congregation to the extent that follows:
 - 1) An individual member shall be entitled to one (1) vote.
 - 2) Adult members of the same family unit, who are twenty-one (21) years of age or older, shall be entitled to one (1) vote each.
- D. Subject to the limitations as set forth in these by-laws, and except as otherwise provided, the eligibility to be nominated and elected, or appointed, and to serve as a member of the board of trustees and/or as an officer of

the congregation provided he/she be not less than twenty-one (21) years of age.

- E. The right to have his/her child or children receive religious education in the religious school of the congregation, be prepared for *bar mitzvah*, *bat mitzvah*, and/or confirmation, all subject to such rules and regulations as may be prescribed by the board of trustees in consultation with the rabbi, cantor and professional staff, and subject to the provisions of these by-laws.
- F. The right to admission and seating for himself/herself and his/her children at Sabbath and Holy Days religious services, subject to such rules as may be prescribed by the board of trustees.
- G. The right to have the rabbi and/or cantor officiate at marriages, conducted as determined by the rabbi and/or cantor, and funeral services for a member and the parents and children of a member, subject to the provisions of these by-laws.
- H. And all such other rights and privileges as the board of trustees may from time to time prescribe.

Section 4. RESIGNATION

The resignation of any member shall be in writing and directed to the board of trustees. In the event such written resignation is unobtainable, the board of trustees may act to effect resignation on the advice of the president of the congregation. The president shall then direct the executive director to notify the family and/or member in writing. Resignation shall not relieve such resigned member from the liability for payment of any obligation that may be due the congregation at the time of such resignation.

ARTICLE VI: DUES

Section 1. MEMBERSHIP DUES

Membership dues shall be payable by members in such amount or amounts and at such times or according to such rules and regulations as shall be determined, prescribed or approved by the board of trustees, upon recommendation of the finance committee. Such rules and regulations shall be available to any member of the congregation upon request.

Section 2. ABATEMENT COMMITTEE

The amount of dues or assessments of a member may be reduced, waived, or postponed by an abatement committee. The vice president of finance shall appoint the chair and the members of this committee.

Section 3. SUSPENSION

The board of trustees may in its discretion suspend a member who has defaulted in the payment of his/her dues and failed to pay all dues then due and payable by him/her within thirty (30) days after written notice of demand unless satisfactory arrangements for payment shall have been made with the abatement committee.

Section 4. DEEMED RESIGNATION

Each year the executive director shall notify in writing all members who have (a) failed to make a partial payment of their dues, and (b) failed to make satisfactory arrangements to abate, or extend their dues. Any such member, who fails to respond to the notification within thirty (30) days, shall be deemed to have resigned his/her membership in the congregation and shall be so notified in writing. All such deemed resignations shall be reported to the board of trustees at their next meeting.

ARTICLE VII: OFFICERS AND THEIR ELECTION

Section 1. OFFICERS

The officers of this congregation shall be a president, a president-elect, a vice president of t'filah, a vice president of congregational learning, a vice president of caring community, a vice president of tikkun olam, a vice president of finance (who shall serve as treasurer), a vice president of administration, a vice president of development and a recording secretary (who shall serve as clerk), each of whom shall be a member in good standing of the congregation.

Section 2. ASSUMPTION OF DUTY

Officers elected by the congregation shall assume their respective duties upon the first day of the fiscal year next following their election and shall hold office until their respective successors are duly elected and qualified. Officers completing a term shall cooperate with their successors to ensure a smooth transition of their duties.

Section 3. TENURE

All officers of the congregation shall be elected or selected, as the case may be, for terms of two (2) years, except for the president elect who shall serve for a term of one (1) year. Unless otherwise expressly provided herein, each officer may not serve in such office for more than two (2) consecutive terms except in extraordinary circumstances as recommended by the executive committee and confirmed by a vote of two-thirds (2/3) of the board of trustees.

Section 4. NOMINATING COMMITTEE

At least sixty (60) days before the annual elections meeting of the congregation, the president shall appoint an eight (8) person nominating committee that shall nominate the officers and trustees for election pursuant to these by-laws. The nominating committee shall consist of three (3) trustees appointed by the president, four (4) members of the congregation appointed by the president and the immediate past president who shall act as chair of the committee. If the immediate past president is unable or unwilling to serve as a member of the committee, the president shall appoint another trustee to the committee, and shall appoint a member of the committee to serve as chair.

It shall be the duty of the nominating committee to prepare a slate of nominees consisting of one (1) nomination for each office to be elected by the congregation. In even numbered fiscal years, the committee shall, after consultation with the rabbi, select nominees (referred to as the "First Slate") for the offices of president-elect, vice president of finance, vice president of caring community, vice president of development, and vice president of congregational learning; and for three (3) positions on the board of trustees to be elected by the congregation. In odd numbered fiscal years, the committee shall, after consultation with the rabbi, select nominees (referred to as the "Second Slate") for the offices of vice president of t'filah, vice president of tikkun olam, vice president of administration, recording secretary and for three (3) positions on the board of trustees to be elected by the congregation.

The procedure for nominations will be as follows: For the First Slate, the nominee for president-elect shall first be chosen and shall be consulted as to all other nominations for officers, such consultation taking place prior to the proposed nominees being contacted. For the Second Slate, the president shall be consulted as to the nominations for officers, such consultation taking place prior to the proposed nominees being contacted. In the event that there is a tie vote on the nominating committee, the president shall cast the deciding vote. After the nominations for each slate are determined, the committee shall present its slate to the recording secretary to be mailed to the members of the congregation at least fifteen (15) days prior to the annual elections meeting.

Section 5. NOMINATIONS BY PETITION

In addition, nominations for any elective office may be made by petition duly signed by fifteen (15) members in good standing accompanied by the written acceptance of the nominee and filed with the secretary within five (5) days of the mailing of the nominating committee's notice of its nominees, pursuant to Section 4 above.

Section 6. NOTICE

In the event of nominations to an elective office made by petition, notice shall be mailed by the recording secretary to each member of the congregation no less than seven (7) days before the annual elections meeting. Such notice shall designate nominees presented by the nominating committee and nominees by petition.

Section 7. BALLOTS

No ballots for persons other than those nominated as aforesaid shall be received or counted at the annual elections meeting. All elections shall be by written ballot, unless the election is uncontested, in which case upon motion duly made the vote may be by acclamation, or failing that, by voice vote.

Section 8. REMOVAL

Any officer or trustee may be removed for due and just cause by the congregation or the president, whichever originally elected or selected such officer or trustee to serve in such position. In the case of removal by the congregation, at least a two-thirds (2/3) closed ballot vote is required at a special or regular meeting of the congregation at which a quorum is present.

Section 9. VACANCY IN OFFICE

In the event of a vacancy in the office of president or any of the other offices elected by the congregation, whether by removal or otherwise, the board of trustees at its next meeting shall fill such vacancy by a majority vote. In the event of a vacancy in any office selected by the president, the president shall select another eligible member to fill such vacancy. The member (s) so chosen shall hold office until the original term of office for such office expires.

ARTICLE VIII: POWERS AND DUTIES OF OFFICERS

Section 1. PRESIDENT

The president shall be the chief executive officer of the congregation and shall:

- A. Preside at all meetings of the congregation, the board of trustees and the executive committee.
- B. Have general supervision over the business affairs of the congregation.
- C. Make a written report at each annual elections meeting of the congregation covering the nature of the business

and affairs of the congregation for the fiscal year then completed or about to be completed along with recommendations for the ensuing fiscal year.

- D. Create and appoint such special committees from time to time as in his/her judgment he/she may deem wise or as recommended by the executive committee.
- E. Appoint the chairs of all governance and congregational committees as designated in Article XII.
- F. Call a special meeting of the congregation whenever he/she deems it necessary or proper or when requested in writing by at least fifteen (15) voting members of the congregation in good standing upon five (5) days written notice.
- G. At his/her discretion call a special meeting of the board of trustees upon five (5) days notice.
- H. Be an *ex officio* member of all committees, including the nominating committee.
- I. Cast the deciding vote at all meetings of the congregation, the board of trustees, the executive committee and the nominating committee in the event of a tie.
- J. Appoint representatives of the congregation to such other organizations in which the congregation is entitled to representation subject to the approval of the executive committee.
- K. Perform all such other duties incident to the office as may be imposed upon him/her by law or by these by-laws or as may be prescribed by the board of trustees or by vote of the congregation.
- L. At each meeting of the board of trustees report to the board of trustees about discussions and actions taken by the executive committee.
- M. Duly execute all legal documents for and on behalf the congregation.

Section 2. PRESIDENT-ELECT

Upon the expiration of the president-elect's one (1) year term, he or she shall automatically become president of the congregation for a term of two (2) years. The president-elect shall assist the president in the discharge of his duties and shall endeavor to be involved in all aspects of the congregation in preparation for the presidency. The president-elect shall perform all such other duties as may be assigned by the president, the executive committee and/or the board of trustees.

Section 3. VICE PRESIDENTS

In addition to the specific duties of each vice president set forth below, the vice presidents shall assist the president in the discharge of his/her duties. They shall perform all such other duties as may be assigned to them by the president, the executive committee and/or the board of trustees. Each of the vice presidents shall have at least one (1) committee to support him/her in fulfilling his/her duties and shall appoint the members of the committee(s) for which he/she is responsible.

- A. Vice President of T'filah — Shall be responsible for coordinating the committees responsible for providing congregational input regarding religious services to the rabbi and cantor.
- B. Vice President of Congregational Learning — Shall be responsible for coordinating the committees relating to formal and informal religious education of congregants of all ages.
- C. Vice President of Caring Community — Shall be responsible for coordinating the committees under the umbrella of caring community.
- D. Vice President of Tikkun Olam — Shall be responsible for coordinating the committees relating to various social action and social justice activities.
- E. Vice President Finance/Treasurer — Shall be responsible for coordinating the committees relating to all financial and audit matters.
- F. Vice President of Development — Shall be responsible for coordinating the committees relating to the fund raising activities to support the congregation.
- G. Vice President of Administration — Shall be responsible for coordinating the committees relating to human resources, administration, house, and communications.

Section 4. TREASURER

The vice president of finance shall serve as the treasurer of the congregation and shall be the custodian of the funds and securities of the congregation and shall:

- A. Receive or cause to be received all funds of the congregation and shall deposit them, or cause them to be deposited, in such bank or banks or other financial institutions as may be approved by the board of trustees. Unrestricted funds shall be deposited in federally insured accounts, U.S. Government backed instruments with maturities of no greater than one (1) year, or securities having a rating no lower than AAA from Moody's Investment Service and maturities of no greater than one (1) year, or such other account or instrument authorized by the board of trustees. Restricted or endowment funds shall be deposited in accordance with the instrument establishing the restricted fund or endowment. The board of trustees, upon the recommendation of the president or treasurer, may hire an agent to invest such funds for the benefit of the congregation.
- B. Keep a correct account of all receipts and disbursements and financial condition of the congregation and report

thereon.

- C. Present a preliminary report of the receipts and disbursements and financial condition of the congregation at the annual elections meeting thereof. After the conclusion of the fiscal year and after the books have been closed for each year and after any review or audit as set out in subsection 4(l) of this article, the books shall be available for review by any member of the congregation upon reasonable request at the offices of the congregation.
- D. Create, with the approval of the executive committee, and maintain a policy as to the signing of checks on funds of the congregation after receipt of properly executed and authorized vouchers.
- E. Maintain a register of the names and addresses of all members of the congregation and work with the professional staff to prepare and mail bills for dues and other charges and to supervise the collection thereof.
- F. At the expiration or prior termination of his/her term of office, deliver to his/her duly qualified successor in office all records, documents, monies, or other assets of the congregation together with an inventory of the same.
- G. Perform such other duties as are ordinarily incidental to his/her office or as may be assigned to him/her by the board of trustees.
- H. Be responsible for setting up a proper accounting system for all auxiliary organizations of the congregation and be responsible for the periodic inspection thereof.
- I. Prepare financial books of the congregation for annual audit and submit same to an auditor appointed by the audit committee.

Section 5. RECORDING SECRETARY

The recording secretary shall:

- A. Have charge of and keep full and accurate minutes and records of all proceedings at meetings of the congregation, the board of trustees and the executive committee.
- B. Receive and acknowledge financial contributions to the congregation.
- C. Attend to all correspondence pertaining to the business affairs of the congregation.
- D. Perform generally all tasks usual to or imposed by law upon a clerk of a Massachusetts corporation or imposed upon the secretary by these by-laws or as may be directed by the executive committee, the board of trustees or a vote of the congregation.
- E. At the expiration of his/her term of office, deliver to his/her duly qualified successor all monies and properties, including the seal of the corporation, and all books and papers pertaining to his office in his possession.

Section 6. DELEGATION

Officers, in their discretion, may delegate day-to-day responsibility for their duties to the congregation's professional staff, while remaining responsible for the execution of such duties.

ARTICLE IX: BOARD OF TRUSTEES

Section 1. COMPOSITION

The board of trustees shall consist of the officers of the congregation, the four (4) trustees selected by the president as provided below, the nine (9) trustees elected by the congregation as provided below, the immediate past-president and the president of the senior youth group. In addition, each vice-president shall designate no more than three (3) representatives from all the committees, both governance and congregational as provided for in Article XII, for which he or she is responsible, but no more than one (1) representative from any one (1) committee, to serve as trustees. Each member of the board of trustees shall be a member of the congregation and in good standing with respect to his or her financial obligations.

Section 2. ELECTION BY CONGREGATION

At each of the congregation's annual elections meetings, three (3) eligible members of the congregation, as nominated by the nominating committee or by petition, shall be elected as trustees to hold office for a term of three (3) years. No member elected to the board of trustees by the congregation shall succeed himself/herself more than once.

Section 3. APPOINTMENT BY PRESIDENT

The president of the congregation may appoint each year four (4) eligible members to serve as trustees, each for a term of one (1) year. The president shall make these appointments in such a manner as to ensure a broad representation of the congregation on the board of trustees. No member appointed to the board of trustees by the president shall be reappointed by the president as a trustee for more than one (1) successive term.

Section 4. VACANCY

In the event of a vacancy on the board of trustees for a position that was originally elected by the congregation, the board shall fill such vacancy until the next congregational meeting, and thereafter by the nomination and election at the next regular congregational meeting. In the event of a vacancy on the board of trustees for a position that was originally

selected by the president, such vacancy shall be filled for the unexpired term by the selection of the president.

Section 5. ABSENCE

The office of any trustee or officer absent for more than two (2) regular meetings of the board of trustees in any one fiscal year may be declared vacant by the board of trustees, unless good cause is shown. Upon good cause not being shown, this requirement may be enforced by a vote of not less than two-thirds (2/3) of those present and voting at a board of trustees meeting.

Section 6. MEETINGS

Regular meetings of the board of trustees shall be held quarterly, at such time and date as the president may designate.

Section 7. SPECIAL MEETINGS

Special meetings may be called by the president or by five (5) regular members of the board of trustees upon at least five (5) days prior written notice stating the purpose or purposes thereof.

Section 8. QUORUM AND VOTE

Unless otherwise required by these bylaws, fifty (50) percent of the trustees shall constitute a quorum and all actions of the board of trustees shall require a majority vote of those trustees present and voting.

Section 9. ASSUMPTION OF DUTY

Trustees shall assume their respective duties upon the first day of the fiscal year next following their election or appointment and shall hold office until their respective successors are duly elected and qualified.

Section 10. DUAL REPRESENTATION ON BOARD OF TRUSTEES

Officers and trustees shall each have only one (1) vote. Those designated pursuant to Section 1 of this Article by the vice-presidents from the committees provided for in Article XII, shall each have one (1) vote.

Section 11. EXECUTIVE COMMITTEE

The executive committee of the board of trustees shall consist of the president; the president-elect, if any; the vice presidents; the recording secretary and two (2) members appointed by the president. The senior staff shall attend upon the invitation of the president. The rabbi shall be entitled to attend all meetings.

The executive committee shall implement the policies and directives of the board of trustees and shall follow any express guidelines or directives of the board of trustees. Consistent with such guidelines and directions, and within the parameters of the approved annual budget, it shall provide guidance to the clergy and the senior staff on substantive operational issues and major initiatives, discuss the programmatic issues raised by the various committees through their liaison vice presidents, and be the forum wherein discussions on fundamental concepts and strategic planning shall be initiated and then continued by the board of trustees.

Each member of the executive committee shall be entitled to one (1) vote on all matters even if such a member serves in more than one capacity on the executive committee. The executive committee shall have a significant role in major personnel issues, such as advising and reaching a consensus with the rabbi on personnel issues arising from the senior staff.

Upon the request of three (3) members of the executive committee, any decision by the executive committee may be appealed to the board of trustees. If the board of trustees at a duly called meeting votes to overturn said decision, the matter shall be returned to the executive committee for further consideration.

The executive committee shall create ad hoc committees to consider and provide guidance to it on specific issues. In addition, the executive committee shall approve the congregational committees pursuant to Article XII, Section 3 and recommend said committees to the board of trustees for its appointment.

In all other respects, unless otherwise directed by the board of trustees in a particular instance, the executive committee shall have and exercise all of the power and authority of the board of trustees in the management of the congregation, except that it shall have no power to (i) amend these bylaws;(ii) fill any position which these bylaws provide shall be filled by the trustees; (iii) hire or terminate any clergy; (iv) authorize any borrowing on behalf of the congregation; (v) amend the schedule of dues or building fund payments; or (vi) take any other action not in the ordinary course of business.

The recording secretary shall keep full and accurate minutes and records of all proceedings of the executive committee and shall make such minutes and records available to the members of the board of trustees upon their request. In

addition, the executive committee shall provide a full report of its actions to the board of trustees at all quarterly meetings of the board of trustees and as otherwise as requested by the president or the board of trustees.

Section 12. HONORARY TRUSTEES

Each past president of the congregation not otherwise serving as a voting member of the board of trustees shall be entitled to serve as an honorary trustee on the board of trustees. In addition, the board of trustees, acting by a majority vote of the board, may elect other members to serve as honorary trustees for such term as determined by the board. Honorary trustees shall be entitled to attend and participate in all meetings of the board of trustees and its committees, but shall not be entitled to vote on any matters presented to the board of trustees for its approval.

Section 13. PAST PRESIDENTS COUNCIL

The Past Presidents Council, consisting of all past presidents of the congregation, shall meet with the then current president at least once a year, at a time and place designated by the then current president, in order to share knowledge and provide input to the then current president.

ARTICLE X: POWERS AND DUTIES OF BOARD OF TRUSTEES

Section 1. POWERS AND DUTIES

The board of trustees shall have general management of the affairs, funds, record and properties, real and personal, of the congregation except as may be otherwise provided by these by-laws; it shall act on all matters of policy and take such action as shall in its judgment best promote the welfare of the congregation subject to the provisions of these by-laws and, more particularly, without limiting the generality of the foregoing, the board of trustees shall:

- A. **STRATEGIZE** as to future programs and direction of the congregation consistent with the vision, values and priorities of the Congregation;
- B. **APPROVE** applications for membership, methods of raising funds, appointments of representatives, by-laws and amendments of auxiliary organizations, and (in consultation with the clergy and senior staff) regulations governing the administration of religious schools, the general terms of employment of all personnel, and the hiring of the senior staff. Each member of the senior staff shall, except as otherwise set out in these by-laws and in consultation with the rabbi and president, hire their direct reports;
- C. **PRESCRIBE** (in consultation with the clergy and senior staff) rules, regulations, and charges regarding dues, assessments, pledges, religious schools, *bar and bat mitzvah*, confirmation, and seating at high holiday services;
- D. **EXERCISE** its power to provide for expenditures in excess of budget appropriations subject to the limitation provided by these by-laws; dismiss the clergy for just cause; adopt rules and regulations regarding use of congregational facilities; approve banks in which funds of the congregation will be deposited; suspend members in default of obligations; call special meetings of the congregation; and assign additional duties to the officers and clergy;
- E. **APPOINT** all congregational committees as set forth below in Article XII upon the recommendation of the executive committee;
- F. **INTERPRET** the meaning of these by-laws by a majority vote of the trustees present at any meeting of the board of trustees; and
- G. **PERFORM** such other duties as may be set forth in these by-laws or as the congregation may from time to time prescribe.

Section 2. OBLIGATIONS

Each member of the board of trustees shall be expected to participate in important congregational events, consistent with his/her obligation as a leader of the congregation.

ARTICLE XI: RABBI AND CANTOR

Section 1. SELECTION

A special pulpit committee appointed by the president shall nominate the rabbi and the cantor for election. Such nomination shall be submitted by such committee, together with recommendations as to salary and length of term, to the board of trustees and, if approved by the board, it shall be referred to a meeting of the congregation at which a vote of at least two-thirds (2/3) of its members, present and voting by closed ballot, shall be required for election of such nominee as rabbi or cantor of the congregation.

Section 2. RENEWAL

The renewal of the services of the rabbi or the cantor currently engaged by the congregation shall be secured as follows:

- A. The president shall, by written notice, call a meeting of the board of trustees to consider the renewal of the rabbi's or the cantor's contract. Said meeting shall convene not less than five (5) months prior to the expiration of such contract. A quorum for this meeting shall require the presence of a sufficient number of trustees to produce eighty percent (80%) of the eligible votes of the board of trustees. In the event that such a quorum is not attained the president is required to call a second meeting in which Article IX, Section 8, shall dictate quorum. At such meeting it shall require the vote by closed ballot of at least sixty percent (60%) of the eligible votes present, to recommend renewal of the rabbi's or the cantor's contract and, in such event, the president shall appoint a negotiating committee to meet and confer with the rabbi or the cantor respecting terms and conditions of a new contract not less than four (4) months prior to the expiration of the rabbi's or the cantor's current engagement.
- B. Such negotiating committee shall report to the board of trustees no later than the next regularly scheduled meeting of the board of trustees following said committee's contract recommendations and shall indicate all those terms and conditions on which a renewal of the services of the rabbi or the cantor may be secured.
- C. The board of trustees may then authorize the president to execute a renewal of the rabbi's or the cantor's contract on the terms and conditions proposed by the negotiation committee or as amended by the board. A quorum for this meeting shall require presence of sufficient trustees to provide 80% of the eligible votes of the board of trustees. At such meeting it shall require the vote by closed ballot of at least 60% of the eligible votes present to recommend adoption of said contract.
- D. In the event that the board of trustees fails to recommend renewal of the rabbi's or the cantor's contract, the president shall proceed as indicated in Section 1 of this article for the selection of a new rabbi or a new cantor.

Section 3. LIFE TENURE

Life tenure for the rabbi or the cantor may only be considered after ten (10) consecutive years of contractual service as rabbi or cantor of the congregation. Such action shall be taken at a special meeting of the congregation called by the president at which a quorum of not less than one hundred (100) members in good standing shall be required and shall require the vote by closed ballot of at least two-thirds (2/3) of the members present and voting but not less than 100 members present and so voting to authorize a contract for life tenure with the rabbi or the cantor.

Section 4. CONTRACT

Upon approval of the selection or renewal of the services of the rabbi or the cantor, all the terms and conditions of such selection or renewal shall be set forth in writing and signed by both parties.

Section 5. REMOVAL

The rabbi or the cantor may be removed for due and just cause by the vote by closed ballot of at least two-thirds (2/3) of the eligible votes of the board of trustees. A quorum to take action pursuant to this Section 5 shall require the presence of sufficient trustees so as to provide eighty percent (80%) of the board of trustees.

Section 6. DUTIES OF THE RABBI

The rabbi shall teach, pastor, and provide communal leadership to the congregation. The rabbi may attend executive committee and board of trustees meetings. It shall be the duty of the rabbi to:

- A. Direct the religious services with freedom of expression in the pulpit, labor for the spiritual welfare of the congregation, and perform all other functions appertaining to this position.
- B. Whenever requested upon reasonable notice and subject to his/her other duties, officiate at all marriages, conducted in accordance with the practices of liberal Judaism; at all funerals of members, their parents, or their children.
- C. Supervise the religious educational program and the course of religious instruction.
- D. Perform such other and further rabbinical duties as the board of trustees may determine.
- E. Be a member *ex officio* of all governance committees and cooperate, consult with and advise, on a regular basis, the congregational committees appointed by the board of trustees.

Section 7. DUTIES OF THE CANTOR

The cantor shall participate as a full member of the clergy. The cantor shall pastor and provide communal leadership and worship to the congregation through song, study, teaching and counseling. In addition, the cantor shall:

- A. Upon reasonable notice and subject to his/her other duties, officiate or participate at life cycle events of members, their parents, or their children.
- B. Participate in the training and preparation of candidates for *bar mitzvah*, *bat mitzvah* and *Adult B'nei Mitzvah*.
- C. Perform such other cantorial duties as the board of trustees may determine.
- D. Be a member *ex officio* of all governance committees and cooperate, consult with and advise, on a regular basis, the congregational committees appointed by the board of trustees.

Section 8. ASSISTANT OR ASSOCIATE RABBI AND ASSISTANT OR ASSOCIATE CANTOR

Any assistant or associate rabbi or assistant or associate cantor shall be hired in the manner prescribed by the by his or her religious educational institution or other governing body or as voted by the board of trustees. In each case the president shall appoint a special committee to, in consultation with the rabbi and cantor, screen candidates, with the final selection made by the rabbi or cantor. Such contract (including term and salary) for such assistant or associate rabbi or cantor shall be submitted to the board of trustees for its approval. The rabbi or cantor as appropriate shall prescribe the duties of the assistant or associate rabbi or cantor. In the event the rabbi or cantor are not available to perform their duties set out in these by-laws, to the extent possible, the assistant or associate rabbi and/or the assistant or associate cantor shall perform such duties.

ARTICLE XII: COMMITTEES

Section 1. GOVERNANCE COMMITTEES

There shall be the following governance committees, the chair or chairs of which shall be appointed by the president and the members of which shall be appointed by the responsible vice-president:

A. AUDIT COMMITTEE: This committee shall be responsible for the appointment, compensation and oversight of the external auditor employed by the executive committee, including the review of all reports provided by the audit. Results of the audit shall be forwarded to the president and to the executive committee; as well as to the board of trustees for its approval.

B. DEVELOPMENT COMMITTEE: This committee shall be charged with the fund raising efforts of the congregation, other than those relating to dues, assessments, fees and school tuitions.

C. FINANCE COMMITTEE: This committee shall develop the budget for the congregation on an annual basis, and such budget shall be approved first by the executive committee, then by the board of trustees, and finally by the congregation at a meeting of the congregation prior to the start of each fiscal year. Copies of the proposed budget shall be mailed, or otherwise be made available, to the congregation not less than fifteen (15) days prior to any meeting at which such a budget is to be approved. This committee shall also be responsible for seeing that all funds of the congregation received are deposited in such bank or banks as may be approved by the board of trustees, and the committee shall have custodianship of the separate building fund pledges and contributions. The committee shall serve as the liaison between the board of trustees and the Temple Beth Elohim Endowment Fund, Inc.

D. HOUSE COMMITTEE: This committee shall have full charge of real estate and personal property of the congregation unless otherwise provided for by the board of trustees. The committee shall recommend to the executive committee rules and regulations with respect to use of the real estate and personal property of the congregation and the executive committee shall approve such rules in its discretion. The committee shall also be responsible for keeping the buildings and property in good order and repair in consultation with the executive director

E. HUMAN RESOURCES COMMITTEE: This committee shall develop, maintain and monitor appropriate personnel practices for the Temple's staff.

Section 2. As part of the annual budget process and subject to appointment by the board of trustees, the executive committee shall approve those congregational committees, such as those set out in Section 3 below, which it determines are necessary to serve the congregation as well as any other committees that are necessary to serve the congregation and prescribe the mission of each approved committee. Unless otherwise voted by the executive committee, all members of the congregation may participate in any committee. The president shall appoint the chair or chairs of each committee and the responsible vice-president shall appoint the members of each committee. Each congregational committee shall describe its programs and opportunities for participation at the start of each fiscal year.

Section 3 CONGREGATIONAL COMMITTEES. Subject to the provisions of Section 2 above, the following are examples of congregational committees: Adult Education, Beit Midrash, Building Fund, BM3T, Caring Community, College Connection, Communication, Early Childhood Education, Endowment, Havayah, Library, Limud, T'filah and Tikkun Olam.

ARTICLE XIII: AUXILIARY ORGANIZATIONS

Members of the congregation may form and maintain auxiliary organizations for the purpose of furthering or assisting in the general purposes of the congregation subject to the approval of the board of trustees. All such organizations shall submit their by-laws and amendments, prior to their adoption, to the board of trustees for approval. All constitutions in

violation of the foregoing shall be amended forthwith. They shall also render to the board of trustees annual reports of their activities and finances.

ARTICLE XIV: FUND RAISING

No funds shall be raised in the name of the congregation by its members or its auxiliary organizations without the prior approval of the board of trustees or in accordance with any policy approved by the board of trustees.

ARTICLE XV: CONGREGATIONAL MEETINGS

Section 1. MEETINGS

There shall be at least one (1) regular meeting of the congregation prior to the start of each fiscal year which shall be the annual budget and elections meeting. Special meetings of the congregation may be called by the president upon his/her own initiative and shall be called by the president upon request of a majority of the board of trustees or upon written application of at least fifteen (15) members in good standing of the congregation stating its purpose.

Section 2. NOTICE

At least fifteen (15) days before each regular meeting, the recording secretary shall notify by mail or Temple bulletin each member of the congregation as to the meeting. Written notice of each special meeting shall be mailed to each member of the congregation within ten (10) days of receipt of the request and at least fifteen (15) days prior to the date of the meeting. All notices shall state the date, time, place, agenda and special purpose or purposes of the meeting.

Section 3. QUORUM

Fifty (50) members in good standing, eligible to vote, shall constitute a quorum for the transaction of any business at regular or special meetings except as provided otherwise in these by-laws. A majority of all eligible votes cast shall be necessary for affirmative action of the meeting unless otherwise stated in these by-laws.

Section 4. ABSENTEE AND PROXY VOTING

There shall be no absentee or proxy voting.

ARTICLE XVI: FISCAL YEAR

The fiscal year for this congregation shall begin July 1st of each year and shall end on June 30th for the year following.

ARTICLE XVII: RULES OF ORDER

The rules of proceedings at all meetings of the membership of the congregation, at all meetings of the board of trustees, and at all meetings of all committees shall be determined by Robert's Rules of Order, the latest revised edition.

ARTICLE XVIII: PURCHASE AND/OR SALE OF REAL ESTATE

Before any contract for the purchase, sale, or alienation of real estate by or for the congregation shall be entered into, the board of trustees shall ascertain all the relevant, material facts and submit them to the congregation at a regular or special meeting to be called for that purpose. An affirmative vote of at least two-thirds (2/3) of the members of the congregation present and voting at such meeting shall be necessary to authorize any purchase, sale, or alienation of real estate.

ARTICLE XIX: RECORDS

Books, accounts, documents and records of the congregation shall be open to inspection by any trustee at all times during usual hours of business. The original, or attested copies, of the Certification of Organization, by-laws and records of all meetings of the trustees, executive committee and members, and membership records that shall contain the names of all members and their record addresses, shall be kept in Massachusetts at the principal office of the congregation. They shall be available at all reasonable times for inspection by any trustee or member for any proper purpose but not to secure a list of members or other information for the purpose of selling said list or information or copies thereof or of using the same for a purpose other than in the interest of the applicant, as a member, relative to the affairs of the congregation.

ARTICLE XX: INDEMNIFICATION

The congregation, through its board of trustees, at a duly constituted meeting, may indemnify any and all of its officers or trustees against expense incurred by them in connection with the defense of any action, suit or proceeding in which they or any of them or any of them are made parties or party, by reasons of their official position with the congregation. The trustees are not required to indemnify any officers in connection with a suit or action brought for misconduct of said officer or trustee or in an action, suit or proceeding against the congregation by that officer or trustee.

ARTICLE XXI: AMENDMENTS

Amendments to these by-laws may be introduced by the board of trustees or by a written petition directed to the board of trustees and signed by not less than fifteen (15) members of the congregation. Such proposed amendments may be acted upon at any regular meeting of the congregation or at any special meeting called for that purpose provided copies of the proposed amendment shall have been mailed to each member of the congregation with the notice of the meeting. An affirmative vote of at least two-thirds (2/3) of the members of the congregation present and voting at such meeting shall be necessary to adopt any amendments.