

# CONGREGATION SHALOM BY-LAWS

Adopted on April 18, 2021

## BY-LAWS OF CONGREGATION SHALOM OF SAN ANTONIO A NON-PROFIT CORPORATION SAN ANTONIO, TX

### ARTICLE ONE - PURPOSE

The purpose of this Congregation is to promote the fundamental and enduring principles of Judaism and to ensure the continuity of the Jewish people; to enable its members to develop a relationship with God through communal worship, study of the Torah, and assembly; and to apply the principles of Reform Judaism to the values and conduct of the individual, the family, and the society in which we live. Subject to any restrictions in the Articles of Incorporation, the congregation may engage in any lawful activity consistent with its tax-exempt status for which corporations may be organized under the applicable laws for nonprofit corporations.

### ARTICLE TWO - OFFICES

2.1 CORPORATE OFFICES : The Congregation shall have and continuously maintain in the State of Texas a registered office and a registered agent whose office is identical with the registered office.

### ARTICLE THREE - MEMBERSHIP, VOTING AND ELIGIBILITY

3.1 Any adult Jewish person (eighteen years of age or older), the spouse, partner, or widow/widower of a Jewish person may become a member upon approval of her or his membership application by the Executive Committee or its designates.

3.2 An adult person who is not Jewish may become an associate non-voting member upon approval of her or his membership application.

3.3 The unit of membership shall be either the individual or the family. Except as otherwise herein provided, the family unit shall reside in the same household. The family unit shall consist

of (1) one or two adults with one or more dependent children or other dependents or (2) two adults.

3.4 Unmarried children up to the age of eighteen (18), and full time students over the age of eighteen (18) shall be included in the family unit (but not for voting purposes) wherever they reside.

3.5 VOTING: An individual membership unit shall have one vote, and a family membership unit shall have one vote per eligible adult member but in no event more than two votes.

All members may participate in services and be members of committees.

#### ARTICLE FOUR - AFFILIATION

The Congregation shall affiliate with the Union for Reform Judaism.

#### ARTICLE FIVE - GOVERNANCE

5.1 TOWN HALL MEETING: The Congregation shall be governed by the Town Hall meeting format where all members (voting and non-voting) may be present and may have a voice. The CONGREGATION shall elect Officers of the Congregation to conduct its day to day business. The TOWN HALL MEETING shall take place monthly or as scheduled by the Officers of the Congregation but no less frequently than quarterly. If and when the number of member family units in the Congregation exceeds sixty (60), TOWN HALL MEETINGS may take place less frequently but at least once a year as ANNUAL MEETINGS.

5.2 ANNUAL MEETING: The Annual Meeting of members of the congregation shall be held on or before June 30, or, as close to that date as is possible/practical.

5.3 NOTICE: A written notice of the Annual Meeting of the Congregation, to include the proposed budget, shall be sent to each member of the Congregation at least thirty (30) days prior to such meeting.

5.4 SPECIAL MEETINGS: The Chair may at any time call a Special meeting of the Congregation, giving written notice thereof, via first class mail or e-mail, to each member. Such

notice shall be given as soon as practical, and preferably fourteen (14) days prior to such meeting.

The Secretary shall be instructed to call a Special meeting of the members of the Congregation upon a decision of the Executive Committee or upon receiving a written request signed by no less than twenty (20) percent of the members in good standing of the Congregation, provided such written request set forth the purpose of such meeting.

5.5 MEETING QUORUMS - CONGREGATION: A quorum of the Annual or Special Meeting must be composed of at least the lesser of forty (40) members or fifty (50) percent of the members in Good Standing listed on the Congregation's current membership list.

#### 5.6 MEETINGS BY TELEPHONE CONFERENCE, ELECTRONIC OR OTHER REMOTE COMMUNICATIONS TECHNOLOGY

Subject to these By-Laws for notice of meetings, the Congregation, Officers, or members of any committee may participate in and hold a meeting of such Congregation, or committee, by means of: (1) in person; (2) conference telephone or similar communications equipment by which all persons participating in the meeting can communicate with each other; (3) another suitable electronic communications system, including videoconferencing technology or the Internet; or (4) using any combination thereof.

5.7 OFFICERS: The Congregation shall have the following Officers: Chair, Treasurer, and Secretary. The Congregation may elect other Officers but the number of Officers shall not exceed 5 unless the number of member family units exceeds 100 and it shall not exceed 7 regardless of the number of member families. The Officers of the Congregation as a body constitute an Executive Committee and Officers may be referred to as members of the Executive Committee. If an Officer resigns or otherwise becomes unable to serve, the remaining members of the Executive Committee shall appoint a replacement Officer on an interim basis until the next TOWN HALL or ANNUAL MEETING takes place.

5.8 All Officers shall be of the Jewish Faith. Under no circumstance shall two members of the same household serve simultaneously as an Officer. Either may serve after the other has completed his or her term.

5.9 POWERS OF THE EXECUTIVE COMMITTEE: The powers of the Executive Committee are to conduct the business of the Congregation. The Executive Committee performs such duties as are required to fulfill the objectives and purposes of the Congregation.

The Executive Committee shall have the power to:

- a. Approve individual annual commitments and/or other financial obligations of the membership in the Congregation.
- b. Designate the financial institutions and depositories wherein the Congregation's funds may be maintained.
- c. Approve all contracts, leases, and potential financial encumbrances enacted on behalf of the Congregation. All contracts, leases, and potential financial encumbrances must be in accordance with the budget approved by the Congregation.
- d. Approve all employment contracts with individuals to be employed by the Congregation.
- e. May select advisors and delegate to them duties and responsibilities; such as the full power to buy or otherwise acquire; dispose sell, transfer or otherwise dispose of stocks, bonds, securities and other investments on the Congregation's behalf that the advisor deems appropriate. The Executive Committee shall act in good faith and with ordinary care in selecting the advisor. The Executive Committee may remove or replace the advisor at any time and without any cause whatsoever.
- f. Schedule and organize the TOWN HALL and/or GENERAL MEETINGS. The Secretary shall inform the members of the Congregation about the date, time, and proposed agenda of the MEETINGS.

5.10 ELIGIBILITY : To be eligible to serve on the Executive Committee an individual must be a member of the Congregation in good standing, and must be of the Jewish faith. The Chair will be elected for a two (2) year term and shall not serve more than two (2) consecutive terms. Other Officers of the Congregation shall be elected for one (1) year terms and shall not serve more than three (3) consecutive terms in the same position. A former Officer may again be elected to the Executive Committee after not serving on the Executive Committee for one (1) year.

5.11 EXECUTIVE COMMITTEE QUORUM: A majority of the Executive Committee shall constitute a quorum for the transaction of business at any meeting of the Executive Committee, provided that if less than the majority of the Officers are present at the meeting, a majority of the Officers present may adjourn the meeting.

5.12 ACTION : The act of the majority of the Officers present at a meeting, at which a quorum is present, shall be the act of the Executive Committee, unless otherwise provided by Law or by these By-Laws.

5.13 COMPENSATION: Officers shall not receive any stated salary for their services as an Officer. However, Officers may receive reimbursement for expenses incurred in connection with their official actions when the Executive Committee previously authorized such expenses.

5.14 INDEMNITY: The Congregation shall indemnify any and all persons who may serve or who have served at any time as Officers of the Congregation against any and all expenses including amounts paid upon judgments, counsel fees, and amounts paid in settlement of any claim action, suit or proceedings in which they are made parties or which may be assessed against them by reason of having been an Officer and shall be adjudged in any action, suit or proceeding to be liable for his/her own negligence or misconduct in the performance of his/her duty. Such indemnification shall be in addition to any other rights to which those indemnified may be entitled under any law, by-law, or otherwise.

5.15 REMOVAL: Any officer elected to the Executive Committee may be removed from office by majority vote of the Congregation for just cause when the members believe this to be in the best interest of the Congregation.

## ARTICLE SIX - OFFICERS AND EXECUTIVE COMMITTEE

6.1 CHAIR: The Chair shall preside at all MEETINGS of the Congregation and the Executive Committee. Upon approval of the Executive Committee, and the Congregation if the amount exceeds \$1,000, the Chair shall sign contracts in the name of the Congregation, conveyances of property or property rights and any other instruments in writing requiring the signature of the Congregation.

6.2 VICE CHAIR: The Secretary may serve as Vice Chair in the event of temporary absence or incapacitation of the Chair. If and when the number of Executive Committee members will exceed three (3), one of the additional Executive Committee members shall be named Vice Chair by the Congregation. The Vice Chair shall, in the absence of the Chair, assume all powers and perform all the duties of the Chair.

6.3 SECRETARY: The Secretary shall record and keep minutes of all business meetings of the Congregation and the Executive Committee. He/she shall monitor and issue all congregational correspondence. The Secretary may serve as Vice Chair in the event of temporary absence or incapacitation of the Chair.

6.4 TREASURER: The Treasurer shall (1) provide oversight of the financial condition of the Congregation and the Congregation's budget; (2) report on the financial position of the Congregation to the Executive Committee monthly and to the Congregation at least quarterly; (3) reconcile all Congregational bank records monthly; (4) maintain the list of any and all assets of the Congregation; (5) prepare and file any and all state and federal tax documents; (6) maintain current lists of membership commitments, issue commitments statements and generally provide guidance and advice in fiscal matters; (7) chair the Finance committee.

6.5 NOMINATING COMMITTEE: An ad hoc Nominating Committee composed of five (5) members in good standing of the Congregation and chaired by the immediate past Chair of the Congregation or the Executive Committee's designate will be organized at least 45 days prior to election(s) of new Officer(s) of the congregation when such election is due or necessary. At the same time of establishing a Nominating Committee, the Chair will notify the Congregation about the date of the election and the offices to be filled.

The Nominating Committee shall report its nominee(s) to the Executive Committee and to the Congregation at least 30 days prior to the time when election is scheduled.

Additional nominations may be made by any voting member of the Congregation at any meeting at which an election takes place.

6.6 STANDING COMMITTEES:

The Congregation may establish Standing Committees for any recurring tasks such as:

Finance

Membership

Fundraising/Endowment

Adult Education

Religious School

Ritual

Social Action

Long Range Planning

House and Property

Cemetery

Outreach

Each committee shall receive a charge from the Chair, defining its duties and responsibilities.

From time to time the Chair or the General Meeting may create ad-hoc committees for the conduct of the Congregation's operations and for any of the tasks listed above regarding Standing Committees if such Standing Committees have not been established or otherwise do not function.

Upon establishment of Committees, Standing or not, functions reserved to the Chair in these By-Laws may be delegated to the Chairs of appropriate Committees.

6.7 ELECTION : The election of Officers shall be held at the Annual Meeting of the Congregation. Nominations may be made from the floor by a member in good standing with an appropriate motion and second and acknowledgement by the nominee or nominees that if elected they will serve.

Whenever there are more candidates for any office than there are vacancies, the candidate with the greatest number of votes shall be elected.

Officers take office and assume their respective duties on July 1 unless elected to fill a vacant position, in which case the officer will assume his or her respective duties immediately upon election.

6.8 CONFLICTS OF INTEREST

- (a) If an Officer or employee of the Congregation has a conflict of interest in any transaction, he or she may not participate in a vote, discussion, or decision about the matter. The Officer or employee has a duty to disclose the conflict to the Executive Committee.
- (b) A person has a conflict of interest in such a transaction if a financial benefit as a result of such a transaction is likely to be received by any of the following:
  - (1) the person;
  - (2) any member of the person's immediate family, which includes spouse and any minor children;
  - (3) a business partner of the person; or
  - (4) any organization for profit in which the person or any persons of paragraphs (2) and (3), of this subsection is serving or is about to serve in any capacity, such as an officer, director, trustee, partner, or employee.
- (c) A financial benefit includes, but is not limited to, grant money, contract, subcontract, royalty, commission, contingency, brokerage fee, gratuity, favor, or any other thing of monetary value.
- (d) An Executive Committee member taking a leadership role in another religious congregation will be construed as a conflict of interest.

## ARTICLE SEVEN - RABBINICAL/SPIRITUAL LEADER'S SELECTION

7.1 RABBINICAL/SPIRITUAL LEADER'S SELECTION: The Executive Committee shall review the terms and conditions of engagement of the Congregation's Rabbi and/or Spiritual Leader. These terms and conditions shall be negotiated between the candidate and the Executive Committee (or its representatives) to include the conditions of engagement based upon an agreed description of duties.

There shall be an annual evaluation of the Rabbi/Spiritual Leader performance by the Executive Committee based upon the description of duties earlier agreed to by the Rabbi/Spiritual Leader and the Executive Committee.



7.2 MEETINGS AND COMMITTEES: The Rabbi/Spiritual Leader shall attend the Meetings of the Executive Committee and the Congregation, except when on leave or when requested not to attend. He/she shall have ex-officio standing in all committees.

7.3 RENEWAL OR TERMINATION OF ENGAGEMENT: The renewal or termination of the Rabbi/Spiritual Leader's engagement shall be reviewed by the Executive Committee; its recommendation shall be submitted to the Congregation for ratification.

7.4 VACANCY: Whenever the position of Rabbi/Spiritual Leader becomes vacant, such vacancy shall be filled as soon as possible. The consideration and review of applicants shall be the responsibility of the Executive Committee. The Executive Committee's recommendation shall be submitted to the Congregation for approval.

#### ARTICLE EIGHT - ANNUAL COMMITMENT

8.1 ANNUAL COMMITMENT: To remain in good standing, members of the Congregation shall pay their respective commitments on an annual, quarterly, or monthly basis.

All commitment payments are to be made in advance of the time period specified by the member.

Additional assessments may be established by the Executive Committee, to include both usage fees and emergency needs as required. Such may include, but are not limited to, security, bar/bat mitzvah fees, or an emergent need of the Congregation.

8.2 SPECIAL SITUATIONS: The Executive Committee may, at its discretion, adjust a member's annual commitment, assessments, or other financial obligations to the Congregation due to financial inability to pay or for any other good reason.

8.3 FAILURE TO PAY ANNUAL COMMITMENT: A member falling in arrears for more than two (2) quarters (six months) shall be considered delinquent and not in good standing and may be subject to suspension or expulsion from the membership in the Congregation. Exception to this rule requires consultation with the Executive Committee or its designate for possible other consideration.

## ARTICLE NINE - SUSPENSION FROM MEMBERSHIP

9.1 SUSPENSION: A member of the Congregation may be suspended from membership for:

materially and intentionally violating the By-Laws of the Congregation;

failure to pay annual commitment;

gross misconduct.

The suspension of membership may be recommended to the Executive Committee by an Officer of the Congregation.

The suspension shall take effect upon notice to the member, sent by first class mail to the member's address listed in the Congregation's rolls. The notice shall contain the reasons for such action. Upon suspension, the member shall relinquish all the privileges of membership.

At such time as the suspended member has cured the basis of the suspension, the Executive Committee shall review the matter and rescind the suspension.

## ARTICLE TEN- EXPULSION FROM MEMBERSHIP

10.1 EXPULSION FROM MEMBERSHIP: The Executive Committee may recommend to the Congregation that a member be expelled for the following reasons:

materially and intentionally violating the By-Laws of the Congregation;

gross misconduct; or

remaining in continuous suspended status pursuant to Article Nine of these By-Laws for a period in excess of three (3) months.

Expulsion from membership must be by written notice of charges and specifications. It must be brought against a member by a majority of the Executive Committee.

A copy of the charges shall be delivered in writing to the charged member. The member shall have fourteen (14) days to respond in writing. Charges and response shall be considered by the Executive Committee .

## ARTICLE ELEVEN - FINANCES

11.1 FISCAL YEAR: The fiscal year of the Congregation shall begin on the first (1) day of July of each year. It shall end on the thirtieth (30) day of June of the following year.

11.2 ANNUAL BUDGET: The Executive Committee will develop a budget proposal for approval at the Annual Meeting at least thirty (30) days prior to the Annual Meeting.

The contents of the Executive Committee accepted budget shall be distributed as part of a meeting notice for the Congregational meeting where the budget shall be voted upon by the Congregation.

11.3 DEPOSITS: All funds of the Congregation shall be deposited promptly to the credit of the Congregation in such banks, trust companies, depositories as may be selected by or under the authority of the Executive Committee.

11.4 DISBURSEMENTS: The Treasurer may approve the disbursement of the funds of the Congregation in accordance with the annual budget approved by the Congregation and the purposes of the Congregation as set out in these bylaws. Disbursements which have a value of \$500.00 or more shall require majority approval of the Executive Committee.

11:5 DONATIONS/GIFTS: The Congregation may accept the donation of restricted and non-restricted funds and/or property.

Restricted funds and/or property donated for a specific purpose by the Donor shall be accepted by a majority vote of the Executive Committee. These restricted funds/ properties shall be honored in perpetuity, unless released by the Donor or the Donor's heirs.

## ARTICLE TWELVE- PARLIAMENTARY AUTHORITY

12.1 ROBERT'S RULES OF ORDER (REVISED): Rules of order shall be governed by Robert's Rules of Order (Revised) in all matters relating to the conduct of the Congregation's meetings for which no provision has been made by these By-Laws, the Articles of Incorporation or the Texas statutes then in force.

12.2 ORDER: The presiding officer may limit the number of persons speaking to a matter or motion on the floor, and the length of time they may speak.

## ARTICLE THIRTEEN - AMENDMENT OF BY-LAWS

13.1 AMENDMENT OF BY-LAWS: The Executive Committee may propose adopting new By-Laws, or amend, repeal or suspend any and all of the existing By-Laws of the Congregation. All proposed changes or amendments of these By-Laws shall be communicated in writing no less than 14 days in advance of a regular or special meeting of the Congregation. The Executive Committee shall submit amendments, modifications or suspensions, signed by not less than a majority of the Executive Committee to the Congregation for consideration at a regular or special meeting of the Congregation.

An affirmative vote of two thirds (2/3) of those congregation members present at a regular or called meeting of the Congregation shall be required to modify or change the By-Laws.

Notice of such Congregation meeting shall state with as much particularity as possible the nature of the proposed By-Law action that will be taken up for consideration and vote at said meeting.

13.2 EFFECTIVE DATE: These By-Laws and any amendments, additions, revisions, or suspensions thereof shall become effective immediately upon adoption by the Congregation.

## ARTICLE FOURTEEN - MISCELLANEOUS

14.1 POWER OF THE CONGREGATION: The Congregation reserves to itself all powers usually exercised by corporate bodies and not specially vested in the Executive Committee, or individual Officers thereof.

14.2 ABSENTEE BALLOTS: A member in good standing may exercise his/her right to vote on amendments to the By-Laws at any regular or special meeting of the Congregation by absentee ballot; absentee ballots must be received prior to the meeting at which the vote will take place.

14.3 MEMBER IN GOOD STANDING: A "Member in Good Standing" is an individual who has been accepted for membership in the Congregation, is current in his/her annual commitment, and not in violation of these By-Laws.

14.4 DISSOLUTION OR MERGER: In the event of the dissolution or merger of the Congregation, no person or officer, employee or representative of the Congregation shall be

entitled to any distribution or division of its remaining property, assets, or proceeds. The balance of all monies and other assets or property owned, held or received by the Congregation from any source, after the payment of all debts, liabilities and obligations of the Congregation, shall be distributed by the Executive Committee to any religious, charitable or educational organization that qualifies as a Section 501(c)(3) of the most recent Internal Revenue Code. Moreover, any such use or distribution of the money or property of the Congregation shall be in accord with its Purpose as set forth in Article One herein, and to the extent possible, shall promote similar or related purposes.