

THE FIRST AMENDED AND RESTATED
BY-LAWS OF TEMPLE SHALOM OF NORTHWEST ARKANSAS

Effective July 1, 2017

PREAMBLE

Temple Shalom, being established in April 1981, and incorporated under the laws of the State of Arkansas in May 2005, and desiring to perpetuate the sacred institution formed by co-religionists, hereby adopts the following by-laws for the government of this Congregation. It shall be the mission of Temple Shalom to promote spiritual nourishment, enrich Jewish identity, contribute to a thriving Jewish community in Northwest Arkansas, and to welcome diverse practices of Judaism.

ARTICLE I

ORGANIZATION, GOVERNANCE AND NAME

Section 1.01. Organization and Governance. The congregants of Temple Shalom (“Congregation”) organized Temple Shalom of Northwest Arkansas as a corporation under the laws of the State of Arkansas with tax-exempt status pursuant to the rules and regulations of Internal Revenue Code section 501(c)(3) and have adopted these by-laws as the rules and requirements to ensure its orderly governance and compliance with all applicable local, state and federal laws.

Section 1.02. Name. The name of the Congregation and the corporation shall be Temple Shalom of Northwest Arkansas and shall also be known as Temple Shalom.

ARTICLE II

DENOMINATION

Temple Shalom is established as, and shall be, a Reform Congregation with practices and policies consistent with the principles of Reform Judaism, specifically that membership and participation in all aspects of the Congregation shall be made equally available to any Jewish person and Family member. Temple Shalom shall be a home for Jewish services, prayers, and practices rooted only in the Torah and consistent with the values and Mission of the Congregation.

ARTICLE III

INTERPRETATIONS AND DEFINITIONS

Section 3.01. Interpretation. When interpreting these by-laws it is intended that the singular include the plural, the feminine include the masculine and neuter, and vice versa. The Board shall reconcile any conflicting provisions in favor of an interpretation consistent with the Mission and religious purpose of the Congregation and shall record the interpretation in the minutes as future reference for the consistent, uniform, and correct application of these provisions. In the event of any conflict between the by-laws and any local, state, or federal law, the controlling law shall supersede.

Section 3.02. Definitions. The following terms when used in these by-laws shall have the meanings set forth unless the context in which the term is used clearly indicates otherwise. All other words and terms shall have their most common meaning as defined in a dictionary of the English language.

- (a) The President shall call an “Annual Meeting” of the Congregation which shall be held at least once during each Fiscal Year, but no earlier than May 1. The Meeting shall be held at such place and on such day as shall be designated by the Board. At this meeting it shall be in order for the Congregation to consider, and take action on, any business pertaining to its welfare.
- (b) “Board” shall mean the Temple Shalom of Northwest Arkansas Board of Trustees as duly elected and established under these by-laws. The composition, authorities, and responsibilities of the Board are set forth in Article V.
- (c) “Family” shall mean the spouse or life-partner of an applicant for Membership or a Member, and each unmarried child under the age of twenty-six (26) of the applicant for Membership or Member, or such person’s spouse or life partner.
- (d) “In Good Standing.” For purposes of Membership, there are separate concepts of “In Good Standing.” Meeting both definitions at any one time is necessary to be “In Good Standing” for purposes of these by-laws. Good Standing applies separately to one’s Jewishness and to one’s satisfaction of all conditions necessary to exercise the privileges of one’s Membership in Temple Shalom. The conditions for being In Good Standing are:
- i. Such person is “Jewish” as defined by any Major American Jewish Denomination; and,
 - ii. Such person has not adopted beliefs or practices incompatible with Judaism, this being determined under the doctrines of any Major American Jewish denomination; and,

- iii. Such person identifies as a Jew; and
 - iv. Such person has satisfied all of the eligibility requirements of Membership including timely satisfying all financial responsibilities to the Temple.
- (e) The term “life-partner” means a person who has made a commitment with another person and the two make themselves known to others as life-partners and who continues to be enmeshed with such other person on a day-to-day basis and with whom such person shares at least a residence, property, financial responsibilities, children, or such other ongoing commitment.
- (f) A “Major American Jewish Denomination” shall mean only these Jewish denominations: Reform, Renewal, Reconstructionist, Conservative, and Orthodox.
- (g) “Member” means each Congregant of Temple Shalom who satisfies the eligibility requirements set out in these by-laws to be a Full Member, Family Member, Associate Member, or Supporting Member.
- (h) The “Mission of Temple Shalom” shall be to promote spiritual nourishment, enrich Jewish identify, contribute to a thriving Jewish community in Northwest Arkansas, and to welcome diverse practices of Judaism.
- (i) “Officer” is any person who is a meets the eligibility requirements required for a Full Member, is in Good Standing, who has been duly elected and is authorized by these by-laws to act in the capacity of the President, Vice President, Secretary, or Treasurer.
- (j) “President” shall mean the President of Temple Shalom who shall be an Officer elected and authorized to act in the capacity of President in accordance with Article VI.

- (k) “Rabbi” shall mean the Rabbi of Temple Shalom, or in the event that there is more than one rabbi of Temple Shalom at any one time, then “Rabbi” shall mean the rabbi designated to assume a particular responsibility set forth in these by-laws. At any time when there is not a Rabbi of Temple Shalom, then the responsibilities delegated to the Rabbi under these by-laws shall be assigned to a committee of the Board established in accordance with Section 6.02(h).
- (l) “Secretary” means the secretary of Temple Shalom who shall be an Officer duly elected and authorized to hold such position in accordance with Article VIII.
- (m) A “Special Meeting” is any meeting of the full Congregation that is not an Annual Meeting and is called in accordance with the respective provisions of Article XIII.
- (n) “Treasurer” means the treasurer of Temple Shalom and an Officer duly elected and authorized to hold such position in accordance with Article IX.
- (o) “Vice President” shall mean the vice present of Temple Shalom and an Officer duly elected and authorized to act in the capacity of President in accordance with Article VII.
- (p) “Voting Member” shall be each full Member In Good Standing and the adult member of the Family of a Full Member In Good Standing who is designated as a Voting Member in accordance with Section 3.03(b).

ARTICLE IV

CONGREGATIONAL MEMBERSHIP

Section 4.01. Member. Each Full Member, Family Member, Associate Member, and Supporting Member while In Good Standing, shall be a Member of the Congregation of Temple Shalom.

Section 4.02. Application for Membership. Any person seeking membership, either on the person's own behalf or on behalf of the Member's, or applicant's Family, in Temple Shalom shall submit an application promulgated by the Board. An applicant can apply for only one of the active Membership types. Each application will be referred by the President to the Rabbi for vetting in accordance with established procedures. After the vetting process is completed and not later than the next regular meeting of the Board, the Rabbi shall provide the Board with a recommendation to accept or deny the application for Membership and provide the Board with the reasons for such recommendation. Unless tabled to a specified date, the Board shall then vote on the acceptance of the application and the Board shall promptly report to the applicant its decision to table the vote, approve or deny the application.

Section 4.03. Full Membership. Any person who applies for Full Membership and is found by the Board, to meet the following requirements for Membership shall be a Full Member for so long as such Member is In Good Standing:

- (a) Is an adult under the laws of the State of Arkansas; and
- (b) Is Jewish under the doctrines of any major Jewish denomination and who is in Good Standing.

Section 4.04. Family Membership. Any Family of an applicant for Full Membership and any Family of a full Member is eligible to be a Family Member. To be considered for Family Membership, a person applying for Full Membership, or a Full Member, shall make

application to the Board on behalf of each person in the Family for whom Membership is requested. Upon approval of the application for Membership, the Family and the Full Member shall enjoy all the privileges of Full Membership, except that voting privileges are limited to only adults under the same Family Membership and each Family Membership is limited to two votes. Upon approval of a Family Membership, the Secretary must be notified of the two Members who will be the Voting Members for the Family Membership, and provide the Secretary with notice of any changes to the designation of that Family Member's Voting Members.

Section 4.05. Associate Membership. Upon approval of the application for Membership, an Associate Member shall enjoy all of the privileges of Full Membership and the Family of the Associate Member shall be entitled to enjoy the privileges of a Family Membership, except Associate Members and their Family shall: not be voting Members; be ineligible to run for the position of, or serve as, an Officer; be ineligible to run for the position of, or serve as, a Member of the Board, and; be subject to different access privileges to any event sanctioned by Temple Shalom if facilities require that the number of Congregants who can participate must be limited. An Associate Membership is available to the following two categories of Congregants:

- (a) Congregant Privileges Only. Any person who satisfies the requirements under Section 3.03(a) for full Membership and desires to participate as a Congregant but not as a Voting Member may apply for an Associate Membership. The Associate Member's fees and dues are adjusted to correspond to the reduced privileges. An applicant for Associate Membership or an Associate Member may apply for an Associate Membership for any person in his or her Family.

(b) Family of a former Full Member. When a full Member dies, becomes divorced, or separates from a life partner, the surviving or remaining Family who otherwise do not meet the conditions for Full Membership shall, upon application, be eligible for an Associate Membership.

Section 4.06. Supporting Member. Any person who is actively seeking conversion to Judaism, and who, in the judgment of the Rabbi of Temple Shalom, is making satisfactory progress towards that goal, shall be eligible to be a Supporting Member. The application for a Supporting Membership shall be endorsed by the Rabbi before being submitted to the Board for consideration in accordance with Section 4.02. Any Supporting Member shall be eligible to continue as a supporting Member for so long as such person is actively seeking conversion to Judaism. Upon successful completion of conversion, the Supporting Membership shall automatically be a Full member or any other active Membership elected by such person, for so long as such person remains In Good Standing.

Section 4.07. Responsibility to the Congregation and the Community. Any Member who is charged and convicted of any crime of moral turpitude or who is found by the Board to have caused injury to Temple Shalom's business, Mission, finances, property, or reputation, or who has intentionally injured the person of another Congregant, shall lose all privileges of Membership effective upon a vote of the Board. To serve as precedent for the consistent and uniform administration of this provision of the by-laws, and as a reference to determine eligibility hereunder for future Membership, the board shall be responsible, at the time of the vote of the Board, to document in the minutes the reason for the loss of Membership and the extent of the injury resulting in a loss of Membership. Any Member who has lost Membership

privileges under this Section may apply for Membership after completing all terms of the punishment of the crime, making full restitution, and correcting for all damages resulting from the injuries cited by the Board as the reason for the loss of Membership privileges.

Section 4.08. Inactive Membership. Any Member who applies for an Inactive Membership status or who, for the immediately preceding twelve consecutive months, fails to either timely pay, or make arrangements agreed to by the Board to pay, fees and assessments shall then automatically be an Inactive Member. An Inactive Member is not entitled to any rights or privileges of Membership until such time that the Inactive Member applies to the Board for, and meets the requirements of, a Member in Good Standing.

Section 4.09. No reduction in Membership Privileges. The privileges assigned to any Member shall not be reduced or changed through any amendment to these by-laws. For so long as a Member is In Good Standing, the Member shall always retain, and be eligible to exercise, the privileges which were associated with the Membership at the time the Congregant was approved for such Membership.

ARTICLE V.

THE BOARD OF TRUSTEES

Section 5.01. The Board of Trustees. The government of Temple Shalom shall be vested in the Board of Trustees. The Board shall be composed of ex-officio and at-large Members. Ex-officio members include the duly elected President, Vice President, Secretary and Treasurer, the President of the Sisterhood, the immediate past President, the Hillel faculty advisor, a designated representative of the religious school committee, the President of the Men's Club, the designated representative of Hillel, and the Rabbi. The Board of Trustees shall include five at-large

members, each a Voting Member in Good Standing. The five at-large members of the Board shall be designated sequentially as Board of Trustee Position One through Board of Trustee Position Five. Board of Trustee Positions One, Three, and Five shall be elected by Voting Members at the Annual Meetings held in odd-numbered years and the Board of Trustee Positions Two and Four shall be elected by Voting Members at Annual Meetings held in even-numbered years. All members of the Board except the Rabbi shall be a voting member of the Board.

Section 5.02. Chairperson of the Board. The duly elected President shall be the Chairperson of the Board effective on the first day of office and until the President resigns, is removed from office, or can no longer serve in such capacity.

Section 5.03. Duties, Powers and Authorities. The Board shall govern the business and affairs of Temple Shalom, control its revenue and property, and take such actions as it determines in its judgment to best promote the Mission and welfare of Temple Shalom. The Board shall be empowered to:

- (a) Approve or deny applications for Membership in accordance with these by-laws; set and collect all Membership dues and assessments to the Membership of Temple Shalom;
- (b) Hire, manage, and terminate all employees, as may be necessary and appropriate, and determine their duties and compensation;
- (c) Create such committees of the Board as are necessary, appropriate, and consistent with the terms of these by-laws;
- (d) Promptly replace any Board member whose office shall have become vacant due to illness, death, resignation, or removal from office;

- (e) Call a Special Meeting of the Congregation whenever it is deemed necessary and appropriate;
- (f) Establish election procedures to ensure that elections are fairly conducted; ballots are accurately distributed and counted; that Voting Members can vote absentee and by proxy, and in advance of any election, to certify the Voting Members eligible to vote in that election.
- (g) Set all dues, fees, and assessments for each type of Membership and for tuition and education. The Board may overrule and set any fee charged any Congregant by a committee for participation in a committee-sponsored event or program.
- (h) Enforce the terms of these by-laws including the terms of Membership, the mission, and the prudent administration of the finances, of Temple Shalom.

Section 5.04. Board Meetings. The Board shall meet upon a call of the President or upon request made to the President by two-thirds of the members of the Board.

Section 5.05. Permitted Absences. Three consecutive absences from meetings of the Board without satisfactory excuse offered to the Board and accepted by the board shall cause such Board Member to be removed as a member of the Board.

Section 5.06. Presidential Limited Authority to Assume Board's Duties. If at any time the Board fails to act or a quorum of five Board members cannot be formed, the President is empowered to assume all duties of the Board minimally necessary to ensure the continued operation and administration of the facilities, school, religious services, and scheduled events or obligations of Temple Shalom until the next meeting of the Board.

ARTICLE VI

THE PRESIDENT

Section 6.01. The Office of the President. The President shall be an Officer and designated agent and representative of Temple Shalom, who shares the responsibilities for the orderly transition of the business of Temple Shalom with the Vice President, Secretary, Treasurer, and the Board. The majority of Voting Members shall elect the President or a committee of no more than two Members in Good Standing to be President.

Section 6.02. Powers of the President. The President shall preside at all meetings of the Congregation and board. When the President is a committee, then these by-laws authorize each to act only with the given advice and consent of the other. The President shall have full authority to take such actions as are necessary and appropriate to enforce these by-laws, and sign all official documents and shall be hereby authorized, directed, and empowered to act in the best interest of Temple Shalom through the following actions:

- (a) Decide all questions of order, subject to appeal by any Board member;
- (b) Appoint such committees as may from time to time be required, except as otherwise herein provided;
- (c) Call a meeting of the Board, upon a receipt of a request signed by two-thirds of the Members of the Board then in Good Standing. The request shall state the subject matter to be brought before the Board;
- (d) Call a special meeting of the Congregation whenever a majority of Active Members in good standing shall make a written request therefore, which request shall set forth the purpose of the special meeting. On the refusal or failure of the President to act within ten days after receipt of the request, the Vice-President shall call such a

- meeting. Upon the failure of the Vice President to call a meeting within three (3) days after the expiration of the President's deadline to call such meeting, then the Secretary shall call the meeting. Should the Secretary fail to call the meeting within five (5) days of the President's deadline to call a meeting, then the Board shall promptly call such meeting;
- (e) Upon proper notice call the Annual Meeting;
 - (f) Upon proper notice call a Special Meeting of the Board whenever the President deems such a meeting necessary and appropriate;
 - (g) Be custodian of all valuable documents and records of the Congregation and to deliver them to the President's successor in office at the expiration of the term;
 - (h) Appoint at the first meeting of the Board, after the installation of a new term of Officers or Board Members, the Standing Committees, of each of which the President is to be an ex-officio member;
 - (i) Cast the deciding vote on all matters brought for vote before the Congregation or the Board in which there may be an equal division of votes;
 - (j) Supervise an annual review of the records of the Treasurer. Such review shall be prior to the Annual Meeting.
 - (k) In advance of each Annual meeting, receive and review the Treasurer's report which is to include all pertinent data and information necessary and appropriate to present a true and complete audit and accounting of the financial condition of Temple Shalom as of the end of the most recent fiscal year; and,

- (l) Any and all actions and authorities deemed necessary and appropriate to administer the day-to-day business of the Temple in accordance with these by-laws and the Mission.

ARTICLE VII

THE VICE PRESIDENT

The Vice-President shall in the absence of the President assume all of the duties and responsibilities incumbent upon the President upon being provided with reasonable notice of the President's absence. In the event that neither the President nor vice President are available to exercise the duties and responsibilities of President, then upon reasonable notice the Treasurer shall assume the duties of the President and the Secretary shall assume the duties and responsibilities of the Vice President.

ARTICLE VIII

THE SECRETARY

Section 8.01. Duties and Responsibilities of the Secretary. It shall be the regular duty of the Secretary to:

- (a) Keep a current register of all Congregants, providing their name, address, email address, their type of Membership, the effective date of such Membership, any previous types of Membership and the effective and expiration date of each type of Membership, whether the Member is a Voting Member, whether the Member is in Good Standing, and other data considered necessary and appropriate by the Officers or the Board;

- (b) Attend meetings, read the minutes, reports and communications and keep a correct and faithful record of the proceedings;
- (c) Issue notices of meetings of the Congregation, Board of Trustees, and Committees established by the Officers or the Board;
- (d) Conduct the correspondence and keep a copy thereof;
- (e) Be the custodian of the corporate seal, affix it, together with the secretary's signature, to all documents requiring such by law; and,
- (f) At the expiration of the term, deliver to the successor, when duly qualified, all properties, including the seal of the Congregation, and all books and papers pertaining to this office which may be in the secretary's possession or custody.

Section 8.02. Maintain the Minutes and Books and Records of the Board. It shall also be the duty of the Secretary to participate at meetings of the Board of Trustees, or to arrange for a suitable scribe or electronic recorder from which minutes of the meeting may be prepared. The Secretary has the responsibility for the safe keeping of the books and records of the Board.

ARTICLE IX

THE TREASURER

Section 9.01. The Duties, Responsibilities and Authorities of the Treasurer. No bond shall be required of the Treasurer as a condition of the Office. The duties and responsibilities and authorities of the Treasurer are as follows:

- (a) Keep a correct and current accounting of the financial condition of Temple Shalom, accurately record and maintain an account of the payment of Membership dues, make

- out and mail bills for dues and other charges and make collections in accordance therewith;
- (b) Present a full and accurate report of Temple Shalom's then current financial condition at each Board meeting and at each annual meeting;
 - (c) Receive all assets due or belonging to Temple Shalom, and give receipt thereof, when necessary;
 - (d) Deposit all money so received of Temple Shalom into the bank accounts maintained by Temple Shalom as a receptacle for such assets;
 - (e) Pay all orders approved by the board and for which there are adequate funds on-hand;
 - (f) Attend the meetings of the Finance Committee, if any, of which the Treasurer shall be an Ex-Officio member, and have the books and accounts ready for settlement and review at the expiration of the Treasurer's term of office;
 - (g) At the term's expiration, deliver to a successor, when duly qualified, all money and other properties belonging to Temple Shalom in the Treasurer's custody, and all books and papers pertaining to the office, which may be in possession or custody of the Treasurer.

ARTICLE X

COMMITTEES

Section 10.01. Appointment of Committee Members. Pursuant to Section 6.02(h), the President shall appoint the members to the committees named in this Article and shall promptly notify each person of the appointment, who, upon acceptance of such appointment shall assume the responsibilities of the appointment until such time as the term expires, the appointee vacates,

or is removed from such position. The Rabbi shall be informed of, and invited to attend, the meetings of all committees, except for committee meetings during which the Rabbi's terms of employment will be discussed.

Section 10.02. Standing Committees. The following are the standing committees of the Board:

- (a) The Finance Committee. The Finance Committee shall consist of three or more Members. It shall be the duty of the Finance Committee to recommend all dues and assessments, to make a detailed estimate of the income and current expenses for the ensuing year and to review the accounts of the Congregation. The recommended assessment of this committee, when approved by the Board, shall be binding upon all Members of the Congregation.
- (b) Building Committee. The Building Committee shall consist of three or more Members. It shall be the duty of the Building Committee to keep the building and property of the Congregation in good order and in a good state of repair.
- (c) Membership Committee. The Membership Committee shall consist of at least three Full Members in Good Standing. It shall be the duty of the Membership Committee to promote such activities as shall tend to increase the membership of the Congregation and promote the spirit of friendship and fellowship among the Members.
- (d) Religious School Committee. The Religious School Committee shall consist only of Full Members in Good Standing and shall be chosen in a manner specified by the

Board. The Rabbi shall be an ex-officio member of this committee. The Religious School Committee shall:

- i. Recommend to the Board the amount of tuition and fees to be charged per pupil depending on grade level for each semester.
 - ii. Establish student entrance requirements, curricula, and teaching requirements.
 - iii. Recommend to the Board any personnel to be hired to perform services for the Religious School and any personnel who should be separated from service.
- (e) The Minhag Committee shall consist of three or more Full Members in Good Standing whose purpose it is to recommend policies and procedures of religious practices and an annual schedule of religious services to the Board. The immediate Past President shall be Chair of the Minhag Committee and the Rabbi is automatically a member.
- (f) The Rabbi Liaison Committee shall consist of the President, the Rabbi, and two members appointed by each of them, for a total of six members.
- (g) Life and Legacy Endowment Fund Committee shall consist of at least three Congregants who shall designate one committee member to chair the committee. The purpose of the Life and Legacy Endowment Committee is to develop and implement plans and programs that solicit and obtain financial contributions and commitments to the Endowment Fund. All financial commitments and amounts contributed to the Endowment Fund shall be communicated to, and recorded by, the Treasurer and all contributions shall be promptly delivered to the Finance Committee for investment in accordance with its investment policy. At each meeting of the Board, the committee,

through its chairperson or otherwise, shall provide the Board with an adequate and accurate report of the committee's activities, and all financial contributions and commitments obtained since its previous report made to the Board.

Section 10.03. Special Committees. The President of the Temple shall recommend to the Board the creation of special committees as the exigencies of the occasion dictate. Such committees may be established only upon the approval of the majority of the Board.

ARTICLE XI

ALL OFFICERS AND COMMITTEE PERSONNEL

Section 11.01. Terms. The term of office for Officers shall be two years. The term of office for the elected members of the Board and Committee members shall be for two years. All terms of members at large shall be for two years.

Section 11.02. Eligibility. Only Full Members In Good Standing are eligible to be Officers, Religious School Director, members of the Minhag Committee and Religious School Committee.

ARTICLE XII

DUES

Section 12.01. Membership Requirements. For each fiscal year, each Member shall timely pay the dues and assessments to the Treasurer in the amounts applicable to the Member's level of Membership as determined by the Board.

Section 12.02. Dispensations. The Board shall promptly respond to any Member's request for a reduction in fees or assessments applicable to such Member. The Board shall thereupon take such request under consideration and if the reasons advanced for reduction are consistent with the Member's ability to pay the full fees or assessment, then the Board is authorized to adjust the fees and assessments to correspond with the Congregant's financial capability. The decision of the Board shall be final and binding for all full and any partial fiscal years in which the adjustment applies.

Section 12.03. Fiscal Year. Temple Shalom's fiscal year shall be July 1 to June 30. Applicants who are initially approved to be a Member effective as of any date other than at the beginning of a Fiscal Year shall have their dues prorated for the initial year and payment of dues for each year thereafter shall be due on the first day of each subsequent July. The Board may implement such policies as are reasonable to avoid unnecessary hardship to the Members while still achieving the intended administrative conveniences and financial security necessary for the proper operation of Temple Shalom.

Section 12.04. Payments of Dues and Assessments. All dues and assessments shall be paid as directed by the Board.

ARTICLE XIII

CONGREGATIONAL MEETINGS AND ELECTIONS

Section 13.01. Annual Meeting. At the Annual Meeting it shall be in order for the Congregation to consider, and take action on, any business pertaining to its welfare including Special Issues as defined in Section 13.03. At the Annual Meeting the reports of all retiring Officers whose duty it is to make such reports shall be submitted, and all Offices and Board of

Trustee Positions that are vacating or vacant shall be elected; provided, however, that if no election be had, the meeting shall stand adjourned, to be called again for such election not later than July 15th, and the current Officers and Board of Trustee Positions shall continue in such position until successors are duly elected. At least ten (10) days, and not more than thirty (30) days prior to the holding of the Annual Meeting, every Congregant shall be notified by electronic mail, or United States postal service, sent to their address of record, of the date, time, place, agenda, all candidates and their respective elected position, and all issues being voted upon at the Annual Meeting.

Section 13.02. Special Meetings not involving a Special Issue. Special Meetings not involving a Special Issue shall be called by the President or at the request of two-thirds of the Board, or upon written application of a majority of the Voting Members, provided that the request for Special Meetings shall set forth the purpose of the meeting and written notice thereof shall be sent via electronic mail or United States Postal Service to each Congregant at their address of record at least four (4) days prior to the time of such meeting.

Section 13.03. Special Meetings involving Special Issues. Special Issues shall be voted upon only at a Special Meeting which may be called by the President, at least two-thirds of the Board of Trustees, or at least three-fifths of the Voting Members. A Special Issue will pass only upon its receipt of the vote of at least three-quarters of the votes cast by Congregants who have been Voting Members in Good Standing for at least three-years prior to date of the notice of the Special Meeting. Voting Members may vote on Special Issues in person at the Special Meeting, through an absentee ballot, or by proxy. At least ten (10) days, and not more than thirty (30) days, prior to the Special Meeting called to vote on a Special Issue, all Congregants shall receive

notice via electronic mail or United States Postal Service at the Congregant's address of record including the date, time and place of the meeting, the Special Issues to be decided, the names of the Congregants requesting the vote on the Special Issue, the agenda for the Special Meeting, and instructions on how to vote absentee or by proxy, and their voting status. Special Issues are limited to only (i) the sale or transfer of real property held in the name of, or on behalf of, Temple Shalom, (ii) the amendment of the Religious Affiliation as set forth in these by-laws, (iii) the assumption of any debt by Temple Shalom greater than fifteen percent of the approved operating budget for the year in which the indebtedness is to be incurred, (iv) the pledging of any asset held in the name of Temple Shalom or for the benefit of Temple Shalom as collateral or security for any debt, or (v) the amendment of this Section 13.03 to these by-laws.

Section 13.04. Elections. There shall be one vote per Voting Member on all issues required to be voted upon by the Voting Members of the Congregation. Voting Members may vote in person or by proxy. In the event of a tie, the vote shall be postponed and held at a Special Election that shall be set on the first Sunday that is not a Jewish or Federal holiday following thirty-days after the election.

Section 13.05. Election of Officers. All elections for Temple Shalom officers shall be made on the basis of a plurality of votes of all Voting Members. The vote shall take place after nominations have been closed.

Section 13.06. Election of At-large Board Members. Each of the five at-large positions on the Board shall be voted on separately and elected by a majority of the votes cast by Voting Members present at a duly called Annual Meeting or Special Meeting. When there are more than two candidates for any single at-large position, then the candidate with the least number of votes

will be eliminated in a series of successive elections until the winner is determined by majority vote. The voting shall take place after nominations have been closed.

Section 13.07. Nominations. The President shall appoint a three-member Nominating Committee. The Nominating Committee shall recommend to the Board a slate of nominees for Officers and the at-large positions on the Board. The slate of nominees approved by the Board shall be submitted to the Congregants for election by the Voting Members. Nominations may also be made from the floor.

ARTICLE XIV

USE OF THE TEMPLE AND RELIGIOUS SCHOOL

Section 14.01. Use of facilities by, or for the use, of congregants. The Board shall establish policies and procedures for making the facilities or property of Temple Shalom available for the use of or by Congregants. “For the use of or by Congregants” means any use of the facilities or properties for the exclusive benefit of a Congregant for an approved purpose, or for the general use by: the Congregation; a Board committee; the Temple Shalom religious school; Jewish prayer, services, or rituals; educational programs sanctioned, approved or scheduled by the Board; an organization of or for a Major American Jewish Denomination; or for such other purpose approved by the Board.

Section 14.02. Use of facilities by third parties. The Board shall establish policies and procedures for the use of the facilities or property of Temple Shalom by, or for the use of, persons who are not Congregants. The use of the facilities or property of Temple Shalom cannot conflict or interfere with the Mission.

ARTICLE XV

ORDER OF BUSINESS

The business of the meetings may be considered in the following order (except as voted otherwise by the quorum present at the beginning of the meeting):

- (a) Meeting called to order;
- (b) Roll call;
- (c) Reading of minutes not yet approved;

- (d) Special object, if any, for which the meeting has been called;
- (e) Officer's reports;
- (f) Reports of committees;
- (g) Unfinished business;
- (h) Election of officers;
- (i) New business;
- (j) Other matters pertaining to the welfare of the congregation.

ARTICLE XVI

QUORUM

Section 16.01. Annual Meetings. At Annual Meetings, those Voting Members in Good Standing who are present, or who are represented by proxy, shall constitute a quorum for the transaction of business.

Section 16.02. Special Meetings involving Special Issues. At Special Meetings involving Special Issues, a quorum requires at least fifty percent (50%) of the Voting Members in Good Standing to be present, participate via electronic device, or be represented by proxy.

Section 16.03. Board of Directors Meetings. At meetings of the Board of Trustees five Members shall constitute a quorum for the transaction of business.