

BYLAWS OF
TEMPLE SHALOM BROTHERHOOD
DALLAS, TEXAS

AS AMENDED DECEMBER 22, 2020

ARTICLE I - NAME and PURPOSE

- 1.1 This organization shall be known as Temple Shalom Brotherhood.
- 1.2 The purpose of this Brotherhood shall be to promote and support the vision and endeavors of Temple Shalom; to foster cultural and educational advancement among Temple Shalom's membership and the Jewish people at large; and to promote the spirit of fellowship within its midst.

ARTICLE II – DEFINITIONS

- 2.1 The term “mail” throughout these bylaws shall be defined to include but not be limited to postal or electronic mail.
- 2.2 The term meetings shall be defined to include, but not be limited to, in person and via electronic media.
- 2.3 The term “general members” refers to Brotherhood members who are not on the Board of Directors.

ARTICLE III - MEMBERSHIP

- 3.1 Any male member of Temple Shalom of good moral standing shall be eligible for membership.
- 3.2 Honorary memberships may be conferred at the discretion of the Board of Directors. Honorary members shall not be able to vote or hold office.
- 3.3 All non-honorary members are required to pay dues.

ARTICLE IV – FINANCES

- 4.1 The fiscal year shall be June 1st through May 31st.
- 4.2 The President shall have the authority to approve non-budgeted disbursements in an amount not to exceed \$500 for each disbursement up to \$1,000 in total during the fiscal year. The Executive Board, by majority vote, shall have the authority to approve non-budgeted disbursements in an amount not to exceed \$1,000 for each disbursement up to \$2,000 in total during the fiscal year. The Board of Directors, by majority vote of all members of the Board of Directors, shall have the authority to approve any non-budgeted disbursements.
- 4.3 Membership dues shall be set by the Board of Directors.

ARTICLE V - OFFICERS

5.1 The Officers shall be a President, Executive Vice President, Vice President - Programming, Vice President - Membership, Recording Secretary, Marketing Director, Treasurer, Financial Director and Immediate Past President.

5.2 The President shall preside at all Brotherhood and Executive Board meetings, sign all contracts and other legal documents, assign all committee chairmen, and appoint all committees not provided for herein. He shall be an ex-officio member of all committees. The President shall also perform all other duties incident to his office. The President has the authority to call for special (not previously scheduled) Board and Executive Board meetings as deemed necessary. The President appoints all liaisons, may appoint a parliamentarian for meetings, and is the primary representative of the Brotherhood.

5.3 The Executive Vice President shall: be responsible for acting for the President in the event of his extended absence or disability; preside over regularly scheduled meetings of the Board of Directors when the President is not present; sign contracts and other legal documents only when the President is unable to do so; be an ex-officio member of all committees, and; perform all other assignments as delegated by the President. The Executive Vice President will be mentored by the President for the purpose of possibly acceding to the office of President. However, nothing in this article shall be construed in such a manner as to limit the discretion of the Nominating Committee or the Board to present and elect a slate of officers in any manner other than what is proscribed by these bylaws.

5.4 The Vice President - Programming shall: be responsible for establishing and maintaining the Brotherhood's event schedule and for the appropriate execution of Brotherhood events consistent with Brotherhood and Temple practices; have the authority to disburse Brotherhood funds (so allocated by the Board of Directors) in support of Brotherhood events with the advice and consent of the President; and appoint, at his discretion, Brotherhood members in good standing to a Programming Committee or subcommittees, with the advice and consent of the President.

5.5 The Vice President - Membership shall: be responsible for the growth and maintenance of the Brotherhood's membership base; have the authority to disburse Brotherhood funds (so allocated by the Board of Directors) in support of this mission, with the advice and consent of the President; and appoint, in his discretion, Brotherhood members in good standing to a Membership Committee, with the advice and consent of the President.

5.6 In the event Executive Vice President cannot act for the President, then the Vice President - Programming shall act as the President. In the event the Vice President - Programming cannot act as the President, the Vice President - Membership shall be empowered to call a Special Meeting of the Board of Directors for the purpose of electing an interim President who will serve until the next regular election is held.

5.7 The Recording Secretary shall take and keep minutes of all meetings of the Brotherhood membership, the Board of Directors, and Executive Board, and keep all records other than financial records. He shall also perform all other duties incident to his office.

5.8 The Marketing Director shall be responsible for promoting Brotherhood and its programs. He shall gather and disseminate information about upcoming events in a timely manner to the Temple staff, the Brotherhood newsletter editor and others. He shall maintain this information on the Brotherhood webpage. He shall also perform all other duties incident to his office.

5.9 The Treasurer shall be responsible for the management, collection, and disbursement of all Brotherhood funds. He shall keep accurate records and present monthly and annual financial reports concerning the financial condition for the Brotherhood. He shall serve on the Budget

Committee. He may, at his discretion, with the advice and consent of the President and the approval of the Board of Directors, appoint a member of the Board of Directors as an Assistant Treasurer. He shall, at the expiration of this term, transfer to his successor all moneys, assets, and records. He shall perform all other duties incident to his office.

5.10 The Financial Director shall be responsible for the Brotherhood's adherence to financial practices consistent with the prudent operation of the Brotherhood, and with Temple Shalom practices. The Financial Director shall also chair the Brotherhood's Budget Committee and be an ex-officio member of all committees involved in fundraising. He shall assess the financial impact of Brotherhood directives and initiatives as needed.

5.11 No Board Member shall hold the same office for more than four (4) consecutive years. However, the President may not be elected to serve more than two (2) consecutive years.

5.12 All vacancies on the Executive Board excluding the office of President, shall be filled by a vote of the Board of Directors at a regular or special meeting. The newly elected member of the Executive Board will serve in that office until the next annual election of Officers. All vacancies on the Board of Directors shall be filled by the President at his discretion from the Brotherhood membership at large. The newly selected member(s) of the Board of Directors will serve the remainder of that vacant term.

5.13 The Board, by two-thirds vote, may remove any Officer or Board Member for good cause. The Officer or Board Member involved shall have the right to request a hearing prior to the Board vote. The hearing shall be presided by the President or his designee, so long as the presiding person is not the person subject to removal. *Any Officer so removed must return to the Board any records or financial papers, pertaining to his relinquished position, immediately.*

5.14 The Clergy and the President of the Congregation shall be honorary members of the Brotherhood and non-voting ex-officio members of the Board.

5.15 The Immediate Past President shall be defined as the most recent past president who is a member in good standing of the Brotherhood. He shall chair the Nominating Committee.

ARTICLE VI – BOARD MEMBERS and COMMITTEES

6.1 The Board of Directors shall consist of nineteen (19) members plus one additional member at large for each fifty (50) Brotherhood members over fifty (50), not to exceed 25 total Board Members. The membership for each election will be measured on the day of the nominating committee's first meeting. Included on this board are the nine (9) Officers enumerated in Article V. All Board Members must be members in good standing with the Brotherhood and Temple.

6.2 Committee chairmen must be members of Brotherhood. The responsibilities of the committees shall be as follows:

- (1) Programming - Shall coordinate Brotherhood programming.
- (2) Fund Raising - Shall coordinate all fund raising activities for the Brotherhood.
- (3) Membership - Shall have the duty to maintain and increase the membership of the Brotherhood.

- (4) Religious - Shall promote spirituality and stimulate the observance of Jewish traditions among the membership and shall promote and coordinate Brotherhood religious activities.
- (5) Sad & Glad – Express the feelings and goodwill of the Brotherhood to all members of the congregation on appropriate occasions.
- (6) High Holiday Ushering – Shall work with the Clergy and Temple Executive Director to determine the crowd control needs to create a pleasant and meaningful prayer experience, shall recruit and train eligible persons to be ushers, and shall oversee ushers at all High Holiday services.
- (7) Friday Night Ushering - Shall provide adequate ushers for Friday night worship services and other Temple functions as requested.
- (8) Budget – Prepare the annual budget for each fiscal year. This committee shall consist of not less than three (3) board members.
- (9) Tikkun Olam – Shall coordinate all Tikkun Olam activities for Brotherhood.

ARTICLE VII – NOMINATIONS and ELECTIONS

7.1 All Officers and Board Members shall be elected at the Annual Meeting of the Brotherhood in May of each year. The Officers shall all be elected for one (1) year terms. All other Board Members shall be elected for two (2) year terms unless they are moving into an Officer role.

7.2 At least sixty (60) days prior to the annual election of Officers, the President, with the approval of a majority of the members of the Board of Directors, shall appoint a nominating committee. This committee shall be chaired by the Immediate Past President. Additionally, it shall consist of three (3) individuals from the Board of Directors and four (4) members from the general membership. If a member of the committee has to drop off, the President may appoint a replacement. Nominees may not attend the nominating committee meetings at which they are being evaluated.

7.3 Any Person who accepts a position on the nominating committee shall be ineligible for nomination by the nominating committee; however, he is eligible for nomination by petition per Section 5 of this Article or from the floor. Consistent with Temple Shalom requirements that all Temple Board Members must be Jewish, and since the Brotherhood President is automatically a member of the Temple Shalom Board, non-Jews are ineligible to be President of Brotherhood.

7.4 A notice shall be sent by the Nominating Committee chairman to the Brotherhood membership at least seven (7) days prior to the nominating committee meeting, stating the names of the members of the committee and the date of the said meeting. The Nominating Committee chairman shall send a slate of nominees for all positions to be filled to all members of the Brotherhood at least twenty-one (21) days prior to the election. This notice shall include instructions for nominating other men via written petition.

7.5 Additional nominations may be made by written petition of five (5) members in good standing. Such nominations must be submitted to the Nominating Committee chairman at least ten (10) days prior to the election of Officers.

7.6 Notice of nominations by petition must be mailed by the Nominating Committee chairman to all members of the Brotherhood at least seven (7) days prior to the election.

7.7 No person may be nominated for President, Executive Vice President, Vice President - Membership or Vice President - Programming unless he shall have served as a Board Member or Officer for at least a one (1) year term during the previous two (2) year period.

7.8 Elections may be held in person or via electronic media.

ARTICLE VIII - MEETINGS

8.1 The annual meeting, at which Officers and Board Members are elected, shall be held no later than the end of the month of May, the exact date to be fixed by the Board of Directors. Notice of the meeting shall be mailed to the membership no later than twenty-one (21) days prior to the date of the meeting.

8.2 The Board of Directors shall hold regular monthly meetings which are open to all Brotherhood members. General members are invited to address the Board, but only Board members may offer motions and second motions for Board actions. Only Board members in attendance at a Board meeting may vote on these motions or other matters brought up for consideration.

8.3 Special meetings of the Board of Directors may be called at the discretion of the President or by a majority of the Executive Board.

ARTICLE IX – QUORUM

9.1 A minimum of nine (9) board members present and voting shall constitute a quorum not including the Chair, at any regular or special meeting of the Brotherhood.

9.2 The Chair's vote can only be used to break a tie. Should the Chair abstain from voting to break a tie, the motion or business before the Board fails.

ARTICLE X – RULES OF ORDER

10.1 In all governance not specifically covered by this constitution, Robert's Rules of Order (latest revised edition) shall be accepted as authority.

ARTICLE XI - AMENDMENTS

11.1 To propose an amendment to the bylaws requires a majority of the Board present and voting at a regular or special meeting.

11.2 Copies of the proposed amendments must be mailed to each Brotherhood member at least twenty-one (21) days prior to the voting thereon.

11.3 The proposed amendment(s) will again be read and then voted upon at a meeting of the Brotherhood membership. The proposed amendment(s) must pass by a two-thirds majority vote of members present and voting.