

**Revised
Constitution and Bylaws
of
Temple Sinai**

Preamble

This document shall serve as the Revised Constitution and Bylaws of Temple Sinai, effective April 26, 2015, replacing and superseding in its entirety the Revised Constitution and Bylaws approved April 28, 2002.

Believing that Judaism is a religion which is perpetual in growth and development, we hold that while loyal to the fundamental teachings thereof, we have the right to be free to interpret and restate the teachings of Judaism of the past in the light of the present and that each succeeding generation of Jews should be free to form the truth entrusted to us by God. Therefore we shall follow the tenets of Reform Judaism and affiliate with the Union for Reform Judaism.

Believing further, that the power of the Temple for the common good depends, in part, upon the inherent rights of freedom of thought and of speech, both by its members and its pulpit, the membership of Temple Sinai resolves that its members shall not be limited in the freedom of thought and speech and that its pulpit shall be free to preach on behalf of the truth and righteousness in the democratic spirit according to the teachings of the Prophets.

Article I

Name and Organization

- Section 1 This Congregation shall be known as "Temple Sinai."
- Section 2 Temple Sinai shall be constituted and maintained as a Texas non-profit corporation under the laws of the State of Texas appertaining to religious institutions.

Article II

Membership

- Section 1 Eligibility
- A. Any person, professing the Jewish faith, eighteen (18) years of age or older may be elected to voting membership in accordance with the procedures set forth herein. Membership in Temple Sinai is a privilege not a right.
- B. Each membership unit in good standing shall have one (1) vote. A membership unit shall be either an individual or a family. For the purposes of this article, the family shall mean one or more adults and their dependents. Voting members in good standing shall have the right to vote at meetings of the Congregation, enroll their children in Temple Schools, and decide issues of policy governing the Temple, when such are presented to the Congregation.. If adult dependents of a family unit desire, such persons may apply for separate voting

membership, if otherwise qualified under these Bylaws.

C. Additionally, the Board of Trustees may in its discretion establish such other classes of voting or non-voting membership(s) as it deems appropriate, including honorary and associate memberships, and to make special exceptions in the case of divorce or death of a Jewish member.

D. A “member in good standing” is a member, of whatever class, that fully complies with the duties and obligations set for such class of membership by the Board of Trustees. In the case of voting members, this includes, but is not necessarily limited to, the obligation of keeping current in dues, pledges and other financial obligations to the Temple in accordance with Article VIII, Section 2, of this document. A suspended member shall be deemed not in good standing during such period of suspension.

Section 2 Membership Procedure

A. A prospective member of any class, excepting only any honorary memberships granted by the Board of Trustees, shall make written application for membership on a form approved for such purpose by the Membership Committee. Thereafter the Membership Committee Chair shall file a recommendation and forward the application and file to the Dues Committee. The Dues Committee shall review the application, recommendation, and file and advise its decision to the Membership Committee Chair. The Chair will then forward its recommendation to the Board of Trustees with its recommendation.

B. Membership shall be conferred upon a favorable majority vote of the Board of Trustee members present and voting, and shall continue from year to year thereafter unless sooner terminated in accordance with the provisions of these Bylaws.

Section 3 Termination of Membership

A. Voluntary Termination. A member may resign membership at any time, provided however, that such resignation shall not relieve such member of his/her obligations for dues, pledges, or other accrued financial obligations to the Temple incurred prior to or during the current fiscal year.

B. Involuntary Termination.

i. Non-Payment: Any member who shall fail to pay in a timely fashion any dues, pledges, fees, or other financial obligations to the Temple shall be promptly served written notice of such deficiency, including the amounts of arrearage. The member shall be given sixty (60) calendar days to settle the deficiency, during which time the member shall not be deemed in good standing. If, by the end of such sixty (60) day period, such deficiencies are not settled, the member shall be suspended. If, by the end of thirty (30) days following such suspension the deficiencies are not settled, the member shall be notified via U.S. certified mail of involuntary termination of membership and the membership shall be terminated.

ii. Disciplinary. A member may be suspended or the membership

terminated for good cause. If such good cause is determined by the Executive Committee, the member shall be notified in writing, in advance of any action of the reasons therefor, and shall be given the opportunity to state a defense in writing, or to appear in person, or through a representative, to the Executive Committee. The Executive Committee shall make a decision whether to recommend to the Board of Trustees that the membership be suspended or terminated. Such action of suspension or termination shall be taken only upon a two-third (2/3) vote of the Board members present.

iii. Involuntary termination or suspension shall not relieve the member of any financial obligations to the Temple, including accrued fees, pledges, dues, and charges as well as those incurred during the current fiscal year.

- C. Nothing hereinabove contained shall limit the discretion of the Financial Secretary in conjunction with the Dues Committee to make adjustment, compromise, or settlement with a member who is in arrears, in which event the change in good standing and/or suspension provision contained above may be waived in whole or in part. Such adjustment shall be documented and placed in the member's file by the Financial Secretary.

Article III Meetings and Elections

Section 1

A. The annual general meeting of the Congregation shall be held no less than forty-five (45) days and no greater than ninety (90) days prior to the end of each fiscal year, unless otherwise specified by the Board of Trustees. Only voting members in good standing as described in Article II shall be allowed to vote and participate at the annual meeting. Written notice of the annual meeting shall be mailed or, at the discretion of the Board of Trustees, transmitted or made available electronically to all members by the Secretary at least twenty-one (21) days prior to the date thereof. Said notice shall include a slate of officers and trustees as presented by the Nominating Committee and approved by the Board of Trustees.

B. All nominees for elective office shall be members in good standing professing the Jewish faith.

i. In addition to the slate of officers and trustees presented by the Nominating Committee, nominations for any elective office may also be made by petition of twenty (20) membership units in good standing of the Congregation, said nominations to be filed with the Secretary at least ten (10) days prior to the annual meeting. Upon receipt of petition(s) nominating persons for any elective office the Secretary shall send notice of nominations by petition by mail or electronically to all members of the Congregation at least five (5) days before the election.

ii. There shall be no nominations from the floor at the annual meeting.

iii. Officers and trustees shall be elected at the annual meeting by a majority vote of the members present and voting (including any valid proxies). Positions voted on shall include all officers and trustees whose terms shall expire as well as any replacement for vacant terms. The

uncontested trustees on the slate submitted by the Nominating Committee and approved by the Board of Trustees shall be presented and voted on by the membership.

iv. The contested positions shall be presented to the voting members for a vote, with written ballots containing the names of contested positions and nominees, to be marked by the voting members in secret. The ballots will be collected by the Secretary, and the votes will be tallied. A majority of eligible votes shall determine the winner(s) of the contested positions and shall be reported by the Secretary.

Section 2 A. Special meeting(s) of the Congregation may be called by the President or others as hereinafter provided, and at such special meetings, only such business for which the meeting was called shall be transacted, provided that seven (7) days advance notice shall be given to the membership or those parties affected.

B. The President shall call a special meeting of the Congregation within thirty (30) days of:

i. receiving a written motion to do so passed by two thirds vote of the full Board of Trustees, or

ii. receiving a petition to do so and signed by no less than twenty percent (20%) of the voting members in good standing of the Congregation.

Section 3 A quorum for the transaction of business at any meetings of the Congregation shall be fifteen percent (15%) of the membership entitled to vote.

Section 4 Proxy voting may be permitted by the Board of Trustees (including by electronic and/or telecommunication means), in which case the form and method provided for such proxy will be supplied by the President. Only another voting member or family member who would otherwise qualify as a voting member may be designated to represent and vote the proxy.

Section 5 All votes in congregational and Board meetings shall be conducted in a manner consistent with Robert's Rules of Order, and the President may, at his or her discretion, elect to conduct additional business in accordance therewith. The President may appoint a parliamentarian for the Congregational meetings.

Section 6 Unless otherwise provided, a plurality of those present and voting, a quorum being present, is sufficient to transact business.

Article IV Officers and Their Duties

Section 1 The officers of the Temple shall be:

A. a President

B. any Vice Presidents

C. a Secretary

D. a Treasurer

E. a Financial Secretary

F. Such additional offices as the Board of Trustees may from time to time

establish. The Board of Trustees may likewise abolish such offices at the end of the current term of such office. Offices existing at time of the adoption of these Amended and Revised Bylaws shall be deemed authorized hereunder.

G. A First Vice President, who shall be nominated and elected in the second year of the President's two-year term, to serve a one-year officer term, at the discretion of the Board of Trustees.

Section 2 Except as set forth above with respect to the First Vice President, officers shall be elected at the annual meeting of the Congregation for a term of two (2) years. No officer shall serve in the same elected position for more than three (3) consecutive terms. Officers of the Congregation must be voting members in good standing.

Section 3 Except as set forth herein, the term of office for those officers listed or created under this Article IV, §1 shall commence the first day of the fiscal year succeeding the annual meeting.

Section 4 Duties of the President

A. The President shall be the chief executive officer of the Temple with authority to bind the congregation to financial or other obligations, consistent with these Bylaws. Such authority may be delegated to other board members pursuant to Board approved delegations of authority.

B. The President shall preside at all meetings of the Congregation, the Executive Committee and the Board of Trustees.

C. The President may create or appoint committees not otherwise provided for in these Bylaws, and may delegate to the chair of such committee the selection of members thereof. The President may also assign to willing existing board members projects not otherwise assigned, and may appoint or assign special projects or duties to willing board members or congregants. The President will advise the Board when such additional committees are formed or assignments made.

D. The President shall make a report to the Congregation at the annual meeting of the status of the affairs of the Congregation.

E. The President shall be a member of the Board of Trustees and an *ex officio* member of all committees.

F. The President shall perform such other duties as may, from time to time, be necessary to the proper functioning of the office of President, including but not limited to enforcing policies promulgated by the Temple Board.

Section 5 The Vice President(s)

A. Initially, the order of precedence among the Vice Presidents shall be as follows: First Vice President (if applicable), Vice President of Ritual, Vice President of Education, Vice President of Administration, and Vice President of Long Range Planning. In the event other Vice Presidencies are created, then the President shall propose an order of precedence for such Vice Presidents subject to confirmation by the Board of Trustees.

B. A task description shall be established for each Vice President by the Board of Trustees and the President.

C. The Vice Presidents shall, in order of precedence, assume the duties of the Presidency on an acting basis in the event the President is unavailable or until a vacant Presidency is filled.

D. The Vice Presidents shall assist the President and oversee such committees or functions as are conferred in these Bylaws or as may be assigned by the President.

E. The First Vice President shall assume roles assigned by the President, and shall familiarize him/herself with all areas of congregational life in order to prepare to assume the role of President the next succeeding fiscal year. Notwithstanding anything herein, the First Vice President is not required or entitled by these Bylaws to be elected President during the next succeeding election.

Section 6 The Secretary

The Secretary shall be accountable to:

A. Keep a correct record of the proceedings of all general, special, and Board of Trustee meetings and shall perform such other duties as from time to time may be necessary for the proper functioning of the office. All of the Secretary's books shall be open at all reasonable times to the inspection of the Officers, Board of Trustees, or any other voting member of the Congregation. The Secretary shall, upon leaving office, surrender to the person who succeeds to the position, all books, papers, documents and records and all other effects in the Secretary's custody or possession and belonging to the Congregation.

B. Be the official custodian of all records and documents, excepting those held by the Treasurer and the Financial Secretary. The Secretary may designate that certain records be maintained by an officer or trustee or in the office of the Administrator, under guidance and direction of the Secretary.

C. Record minutes of meetings of the Board of Trustees and the Congregation and present them for approval at subsequent board meetings or congregational meetings, as applicable.

D. Keep all records pertaining to terms of office.

Section 7 The Treasurer

The Treasurer shall be accountable to:

A. Be the custodian of all financial papers, bonds, funds and other securities belonging to the Congregation.

B. Keep an accurate account of all receipts and disbursements.

C. Maintain a complete and accurate set of books and records of the financial condition of the Congregation. The Treasurer will keep open for inspection by the officers and trustees at all reasonable times, all books and records belonging to the

office of Treasurer. The Treasurer may designate that certain records be maintained by an officer or trustee or in the office of the Administrator under guidance and direction of the Treasurer.

D. Deliver a financial statement at each regular meeting of the Board of Trustees and the annual Congregational meeting.

E. Act as Chair of the Finance Committee.

F. Coordinate the budget planning process and present a budget for approval to the Board of Trustees and the Congregation.

G. Maintain policies approved by the Board of Trustees regarding business controls and authority with respect to assets, investments and financial accounts of the Congregation.

H. Support compliance with any financial review or audit of books of the Temple.

I. On leaving office, surrender to the person succeeding to the office of Treasurer all monies, books, papers and documents and all effects whatsoever in possession or custody of the office and belonging to the Congregation.

Section 8 The Financial Secretary

The Financial Secretary shall be accountable to:

A. Prepare and distribute member financial statements including dues, Building Fund, tuition and other fees, as well as pledge forms, if applicable.

B. Maintain membership records and serve as custodian for such records.

C. Send IRS deduction letters.

D. Report at the Board of Trustees regular meetings and at annual congregational meetings.

E. Coordinate dues adjustments and other member financial obligations.

F. Be responsible for collection of dues and other financial obligations in conjunction with the Dues Committee.

G. Act as chair of the Dues Committee.

H. On leaving office, surrender to the person succeeding to the office of Financial Secretary all monies, books, papers and records and all effects whatsoever in possession or custody of the office and belonging to the Congregation.

Article V
Board of Trustees

Section 1 The Board of Trustees ("Board") shall consist of the officers provided for in

Article IV hereof, together with such other trustees to be elected by the Congregation at the annual meeting and such additional *ex officio* trustees as are, or may be, provided for by these Bylaws. One-half of the Board shall constitute a quorum for the conduct of any business which may be brought before it. Unless otherwise provided by these Bylaws, a plurality of the Board members present and voting, a quorum being present, shall be required for Board action.

Section 2 The Board of Trustees shall set the number of elected trustees, who shall be at least three (3) in number. The elected trustees shall serve a one (1) year term of office, such term commencing and ending as provided for in the case of officers in Article IV, section 3. No trustee shall serve in the same elected position for more than six consecutive terms.

Section 3 The Board of Trustees shall designate specific responsibilities for each Trustee position at the time of the election.

Section 4 Non-Elected Trustees

A. The immediate past President who has completed at least one term of office shall be granted a two year term as an un-elected, *ex officio* trustee with full right to vote.

B. The President of the Temple Sisterhood and Temple Brotherhood shall become *ex officio* members of the Board of Trustees with full right to vote, providing they are voting members of the Congregation in good standing. The President of the Senior youth group shall also be an *ex officio* member of the Board of Trustees, with full right to vote, providing the family membership unit is a voting member in good standing.

Section 5 The Board of Trustees shall be the supreme governing body of the Temple vested with the fullest powers granted by law. The elected Board members shall be elected at the annual meeting of the Congregation. The Board of Trustees, as the elected representatives and leaders of the congregation, shall strive to make decisions which they believe are in the best interests of the congregation and with such care as ordinarily prudent persons in a like position would use under similar circumstances. The Board of Trustees shall establish policies and procedures to clearly establish delegations of authority with respect to contracts and commitments of the congregation.

Section 6 A. The Board of Trustees shall meet at least ten (10) times per year. A special meeting of the Board shall be called by the President within ten (10) days after receiving a written request thereof, stating the purpose of such meeting, and signed by not less than four (4) members of the Board. Notices of meetings may be by mail or by electronic means.

B. The President may, at any time, call a special meeting of the Trustees without written notice. However, it shall be the duty of the President to attempt to notify all Board Members in order to call a special meeting.

C. The President may request a vote by electronic means by the Executive Committee or by the Board of Trustees on a motion or other issue which is required to be decided during the period between regularly scheduled meetings of the Board. In such event, the President shall provide at least forty-eight (48) hours prior written notice, such vote to be decided by a majority of the voting members

of the Executive Committee or Board, as applicable.

Section 7 Vacancies

A. In the event that any trustee is absent from three (3) consecutive meetings without just cause acceptable to the Board, he or she may, by a two-thirds (2/3) vote of those present and voting, be suspended from membership thereon, and the office declared vacant.

B. The Board of Trustees by a two-thirds (2/3) vote of those present and voting, may remove any officer or trustee from office, good cause having been first shown. Notice must be served to the officer or trustee proceeded against. Such person shall be entitled to be heard by the full Board or by the Executive Committee, at such person's request.

C. The Board of Trustees may fill any vacancies among elected officers and trustees, excepting that of President, which is provided for below. The disqualification from holding consecutive elective office as provided for in these Revised Bylaws shall be removed after an individual has not again held elective office for a period of one year.

D. If the office of the President shall become vacant, interim succession shall pass to the Vice Presidents in order of precedence, which Vice President shall serve as President Pro Tempore. The President Pro Tempore shall, within fifteen (15) days of assuming office, convene a meeting of the Nominating Committee who will report their recommendation to the Board of Trustees within 15 days. In the event the next regular general meeting of the Congregation is greater than ninety (90) days from the date of receipt of the said report from the Nominating Committee, the President Pro Tempore shall call a special meeting of the Congregation to elect a new President.

E. Any such vacancies filled shall extend until the next regular Congregational general meeting and election. The Congregation shall then elect a replacement for the remainder of the regular term of the subject office.

Article VI
Staffing

Section 1 Rabbis

A. The Rabbi(s) shall be hired by the Board of Trustees with the advice and consent of the Congregation. Terms and conditions of said employment shall be defined in a written agreement between the Rabbi(s) and the Board of Trustees. The Congregation shall be permitted to meet and consider the initial hiring of the Rabbi(s) by the Board of Trustees and shall, by secret ballot, indicate its approval or disapproval of said hiring.

B. The Rabbi(s) including any Rabbi Emeritus and any associate/assistant rabbi(s) and the Rabbi's family shall be accorded a membership unit of the Congregation. The Rabbi(s) shall be deemed a non-voting *ex officio* member of the Board of Trustees and all standing committees except the Nominating Committee, the Rabbi Review Committee, and the Dues Committee. None of the Rabbis or their

families shall qualify as officers or trustees of the Congregation.

C. The Rabbi(s) shall perform such duties as may be specified in his/her contract of employment.

Section 2 Other Staff

A. All other professional staff (including any temporary or interim rabbis, as well as administrative or other staff, except religious school teaching staff) shall be hired by the Executive Committee.

B. The approval of the head Rabbi shall be required for the initial hiring of any assistant rabbis, cantors, soloists or choir directors (including those employed solely on a temporary basis for specific services or programs), and the Director of Education. The approval of such Rabbi shall not be unreasonably withheld.

C. All staff associated with the religious school shall be hired by the Director of Education with the approval of the Rabbi.

Article VII
Committees

Section 1 Special Committees may be appointed by the President.

Section 2 The following Standing Committees shall be filled pursuant to these Bylaws or otherwise by the President after installation of officers and trustees each year:

A. Executive Committee.

The Executive Committee shall have the power to act upon all matters assigned to it by these Bylaws, and all matters of the Board of Trustees which require action between regular monthly meetings of the Board of Trustees. The President shall be the Chair of the Executive Committee. The Executive Committee shall also have the power to exercise all general, limited or special powers and it shall have any authority delegated to it by the Board of Trustees. The Executive Committee shall also provide advice and counsel to the President as the President deems necessary, including consultation on matters considered sensitive or confidential to the congregation (including but not limited to, congregant complaints or grievances, dues or financial obligation appeals, and other sensitive or confidential matters not requiring a vote of the Board of Trustees).

i. The Executive Committee shall consist of all the Officers of the Congregation.

ii. A majority of the Executive Committee shall constitute a quorum. A plurality of the Executive Committee present and voting, a quorum being present, shall be required for Committee action.

iii. For any matters of the Board of Trustees which require action between regular monthly Board meetings, the Executive Committee shall disclose the actions taken at or before the next regular meeting of the Board of Trustees, and a record of such actions shall be kept by the Secretary with

the minutes of that Board meeting.

iv. In addition to its other duties, the Executive Committee shall review senior staff and professional performance and compensation and such other personnel matters as may be referred to it by the Board of Trustees.

B. Dues Committee.

i. The Dues Committee shall be chaired by the Financial Secretary .

ii. It shall be the duty of the Dues Committee to examine and recommend initial setting of dues and adjustments thereto of members and pledges from members in accordance with the provisions of these Bylaws and to assist the Financial Secretary in matters relating to said dues and pledges from members of the Congregation.

iii. In those instances where an applicant for membership in the Congregation lists another congregation as the previous affiliation, the Committee shall verify that the membership is not in arrears.

C. Membership Committee.

i. The Membership Committee shall be chaired by the Membership Chair.

ii. It shall be the duty of the Membership Committee to investigate and make recommendations on application for membership, and to promote such activities that would maintain the membership of the Congregation as well as the spirit of fellowship among its members. The Committee shall report new applications for membership to the Board of Trustees for final approval.

D. Building and Security Committee.

i. The Building and Security Committee shall be chaired by the Building and Security Chair.

ii. It shall be the duty of Building and Security Committee to keep the buildings and properties in good order and repair, to supervise and direct the use of the buildings of the Congregation, and to make such rules and regulations as may be necessary or advisable in connection therewith.

iii. The Board of Trustees may in its discretion create two separate committees, 1) Building and 2) Security, in the event it deems appropriate.

E. Education Committee.

i. The Education Committee shall be chaired by the Vice President of Education.

ii. It shall be the duty of the Education Committee to make all policies necessary for the governing of the youth educational program of the Congregation, including employment of teachers and adoption of the course of study.

a. The Education Committee shall consist of not less than five (5) members, excluding the Rabbi and any Cantor or Education Director who may be hired, who shall be *ex officio* members thereof.

b. It shall be the duty of the Education Committee to supervise and administer the affairs of the Religious School, make all regulations necessary to govern same, determine policies, adopt curriculum and direct all activities of such school. This committee shall annually prepare a proposed budget for the operation of the Religious School and submit it to the Board of Trustees for approval and inclusion in the general budget.

c. The Education Committee shall plan for and provide programs of interest and educational experience to the members of the congregation.

d. The Education Committee shall oversee the activities of the Senior and Junior Youth Groups of the Congregation, including the selection of advisors for both groups.

F. Ritual Committee

i. The Ritual Committee shall be chaired by the Vice President of Ritual.

ii. The Ritual Committee concerns itself with format and proper decorum of any religious service in the sanctuary, such as Shabbat, holidays, Bar-Bat Mitzvah, weddings, and funerals. The committee is also responsible for all decisions regarding Ritual items such as Siddurim (Prayer books), Torah covers, tallit, and any other items placed in the Sanctuary used for Ritual purposes.

G. Long Range Planning Committee

i. The Long Range Planning Committee shall be chaired by the Vice President of Long Range Planning.

ii. The Long Range Planning Committee concerns itself with the future status of the Congregation. This Committee is charged with foreseeing the future needs of the Congregation.

H. Finance Committee

i. The Finance Committee shall be chaired by the Treasurer of the Congregation.

ii. The Finance Committee is charged with assisting and advising the Treasurer with respect to financial planning, budgeting and managing the financial welfare of the congregation.

I. Committee Names; Trustees as Chairs

Notwithstanding anything to the contrary, the names of any standing

committee may be changed by majority vote of the Board of Trustees. Further, in the event the Board of Trustees creates a Trustee position which correlates to a standing committee, the Trustee shall be deemed to be the chair of that committee.

J. Savings Provision.

Any Standing Committees authorized by previous Boards of Trustees prior to the adoption of these Bylaws are authorized to continue to operate until the Board reviews their status after the adoption of these revised Bylaws.

Section 3 Nominating Committee.

In addition to the aforementioned standing committees, with approval of the Board of Trustees, the President shall appoint a Nominating Committee no later than the January meeting of the Board of Trustees which shall serve prior to the annual elections and as needed during the fiscal year to assist with filling vacated positions and succession planning activities.

- i. The Nominating Committee shall consist of five (5) members of the Congregation in good standing including both Board members and non-Board members.
- ii. The Nominating Committee shall nominate one candidate for each position to be filled. Said candidate must be a voting member in good standing. The Nominating Committee shall verify member's status before offering positions to any candidate.
- iii. Selections of the Nominating Committee shall be submitted by the Nominating Committee to the Board of Trustees for approval not less than thirty (30) days prior to the date of the annual meeting . Notice of approved nominations shall be mailed to the congregation with the written notice of the annual meeting.

Section 4 Employee Review Committees. Separate committees shall be established to annually evaluate the performance of the Congregation's employees and to set goals for the coming year. It is beyond the scope of these committees to offer salary or compensation suggestions for any given employee.

- i. Rabbi's Review. This committee shall consist of the President, the Vice President of Ritual, and a third member from the congregation (selected by the President) who is not already on the Board of Trustees.
- ii. Education Director's Review. This committee shall consist of the President, the Vice President of Education, the Rabbi and a fourth member from the congregation (selected by the President) who is not already on the Board of Trustees.

iii. Other Professional Reviews. This committee shall consist of the President, an Officer of the Congregation (related to the function of said employee), the Rabbi and a fourth member from the congregation (selected by the President) who is not already on the Board of Trustees.

Article VIII Dues and Finance

- Section 1 The fiscal year of the Congregation shall begin on the first day of July of each calendar year and end on the thirtieth day of June of the following year.
- Section 2 A. All dues and other financial obligations (including school fees and building fund) shall be due and payable on July 1st of each calendar year or, in lieu thereof, according to scheduled payments as approved by the Dues Committee and the Financial Secretary. Every member shall pay a minimum of fifty percent (50%) of the annual dues on or before the thirty-first day of July of each calendar year, or make satisfactory arrangements in writing to pay said amount, on or before the thirty-first day of July of each calendar year. The remaining balance of every member's dues are due and payable the thirtieth (30th) day of June of the following calendar year, or the end of the fiscal year. The Financial Secretary shall have the discretion to approve alternate payment arrangements on recommendation from the Dues Committee.
- B. All pledges are due and payable in the manner prescribed in the member's application for membership or annual pledge renewal.
- Section 3 Any removed member may be reinstated by the Board of Trustees upon payment of the amount of the arrears due or payment of a compromise sum agreed upon by the Dues Committees .
- Section 4 If any member finds himself or herself in financial difficulty, he or she may appeal to the Dues Committee for the suspension or remission of dues or pledges or other financial obligations to the Congregation. The Dues Committee shall grant the request if an investigation discloses the worthiness of the petition. The Dues Committee may refuse to suspend or remit, in which case, the member shall have the right to appeal to the Executive Committee in writing, in person or through a representative. The Executive Committee will have the authority to make the final decision regarding the suspension or remission of financial obligations.

Article IX Budget and Audit

- Section 1 The Board of Trustees shall submit to the membership at each annual meeting, for approval, a proposed budget for the ensuing fiscal year. A copy of such proposed budget shall be included with the call of the meeting.
- Section 2 The books of the Temple shall be reviewed or audited by an independent CPA at the earlier of (a) every three (3) years or (b) upon the termination of an incumbent Treasurer. All auxiliary associations shall be subject to this review or audit requirement.

Article X
Auxiliary Association

Section 1 Any auxiliary association must, before it is sanctioned by the Board of Trustees, submit to the Board full details of its projected organization and operations, and shall thereafter provide financial information, including budgets and supporting financial documentation, on a quarterly basis, to the Treasurer. Any auxiliary association approved by the Board shall thereafter be at all times subject to such restrictions and control as the Board may deem necessary. A Brotherhood and Sisterhood are auxiliary associations within the meaning of this Article.

Article XI
General Provisions

Section 1 A. These Amended and Revised Bylaws shall become effective immediately upon adoption by a two-thirds (2/3) vote of the Congregation present and voting.

B. Special Provision for the Board Elections After Adoption of these Amended and Revised By- Laws.

The Secretary has provided the Board of Trustees and the congregation with a list of the incumbent officers and trustees and has certified the number of terms each has served, in accordance with Articles IV.2 and V.2, respectively, prior to the adoption of this Amended and Revised Bylaws, and the terms of office certified shall be deemed to have been served under Articles IV and V of these Amended and Revised Bylaws prior to their adoption. Elections held after the adoption of these Amended and Revised Bylaws shall consider incumbent officers and trustees as having served the terms set forth in the certification, as if such Bylaws had been in force prior to the adoption thereof. n

In order to avoid gaps in elected terms of office due to the revision of the terms of office, the initial term of office for all trustees for the first election held after adoption of these Amended and Revised Bylaws shall be for a period from May 1, 2015 to June 30, 2016, and May 1, 2015 to June 30, 2017, in the case of Officers elected for a two year term. Officers elected at the Annual Congregational Meeting in 2016 shall serve terms commencing May 1, 2016 until June 30, 2018. All subsequent elected officers or trustees shall commence office on July 1 each year thereafter, for one or two year terms as applicable. Notwithstanding anything to the contrary herein, the initial 14 – month period to which the first election applies shall be considered to be one term for purposes of calculating the number of terms served.

Section 2 These Bylaws may be amended at any annual meeting or at a special meeting called for that purpose when such amendment is passed by two-thirds (2/3) of the members present.

Section 3 Amendments to these Bylaws may be initiated by any one of the following methods:

A. The Board of Trustees may submit such amendments as it deems advisable at its discretion.

B. Any member of the Congregation in good standing may submit a proposed amendment by filing a petition requesting the submission thereof signed by not less than twenty (20) percent of the membership of the Congregation in good standing. This petition must be filed with the Secretary at least forty-five (45) days before the date of the annual meeting of the Congregation.

Section 4 No part of the net earnings of the Temple shall inure to the benefit of, or be distributed to its members, trustees, officers, or other private persons, except that the Temple shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the Preamble. No substantial part of the activities of the Temple shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on the behalf of any candidate for public office. Notwithstanding any other provision of this document, the Temple shall not carry on any other activities not permitted to be carried on (i) by an organization exempt from federal income tax under Section 501 (c) (3) of the Internal Revenue Code, corresponding section of any future federal tax code, or (ii) by an organization, contributions to which are deductible under Section 170 (c) (2) of the Internal Revenue Code, or corresponding section of any future tax code.


Section 5 In the event of the dissolution of the Temple, other than by merger or consolidation, the assets thereof remaining shall be distributed in accordance with Article 1396-6.02 of the Texas Non Profit Corporations Act (the "Act"), including dedication to an appropriate public agency to be used for purposes similar to those for which this Temple was created. In the event that such dedication is refused by such an agency, such assets shall be granted, conveyed, and assigned to any non-profit synagogue, association, trust, or other organization to be devoted to such similar purposes.

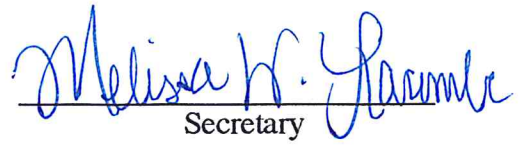
Section 6 Upon the dissolution of the Temple, assets shall be distributed for one or more exempt purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future tax code, or shall be distributed to the federal government, or a state or local government, for a public purpose. Any such assets not disposed of shall be disposed of by a court of competent jurisdiction of the county or district in which the principal office of the Temple is then located, exclusively for such organization or organizations, as the said court shall determine, which are operated exclusively for such purposes. In the event of conflict with any other provision of this document, this section shall control.

Section 7 Consistent with the Act, the Temple shall indemnify every trustee, officer, or employee, his or her heirs, executors, administrators and personal representatives, against expenses actually and reasonably incurred by him or her, as well as any amount paid upon a judgment, in connection with any suit, or proceeding, criminal or civil, to which he or she is or may be made a party by reason of having been an officer, trustee, or employee of the Temple. The foregoing indemnification is being given since the officers, trustees, and employees will be requested to act by the Temple for the Temple's benefit. Such person shall have no right to indemnification or reimbursement, however, to the extent he or she is derelict in the performance of his or her duty by reason of willful misconduct, bad faith, gross negligence or reckless disregard of the duties of his or her office or

position. The subject indemnification shall not be exclusive of other rights to which the officers, trustees, or employees may be entitled.

Certified A True and Correct Copy


President


Secretary

Passed by the Congregation on: April 26, 2015.