

BYLAWS OF CONGREGATION AGUDAS ACHIM

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With amendments approved on April 30, 2017.

CONGREGATION AGUDAS ACHIM

Bylaws

Article I. Name and Purpose

Section 1. The name of the Congregation shall be Congregation Agudas Achim, Austin, Texas.

Section 2. The purpose of the Congregation shall be to establish and maintain a Synagogue, Cemetery, and such religious, educational, social, and recreational activities as will help further the cause and objectives of the Congregation and Conservative Judaism.

Section 3. The Congregation shall hold membership in and be affiliated with United Synagogue of Conservative Judaism.

Article II. Membership, Benefits, and Privileges

Section 1. Membership may be extended to any person of the Jewish faith (as defined by Agudas Achim's *mara d'atra*) as described in Section 2 below, and to certain persons not of the Jewish faith but eligible for membership, as described in Section 2 below.

Section 2. There shall be five (5) types of membership:

A. **Household Memberships.** A Household Membership comprises two adults (either related by marriage or unrelated, at least one of whom must be Jewish) who reside in the same household or one adult, raising Jewish children. For purposes of these Bylaws, each adult who is a part of a Household Membership is considered a Household Member. A non-Jewish widow/widower or surviving or divorced partner of a Jewish Household Member may continue as a Household Member.

B. **Individual Memberships:** An Individual Membership is available to a Jewish individual eighteen (18) years of age or older, or a non-Jewish widow/widower or surviving or divorced partner of a Jewish Household Member.

C. **Honorary Memberships:** Honorary Memberships shall automatically be conferred upon the Congregation's clergy, the Educational Professional, and their spouses and children.

Additional honorary memberships may be conferred upon other deserving Jewish adults upon two-thirds (2/3) vote of the Board of Directors present and voting. Honorary memberships will be conferred on a yearly basis.

D. **Associate Memberships:** Associate Memberships shall be extended on an yearly basis to either Jewish individuals or households who are regular members in Good

Standing of other Jewish congregations. These members shall not be entitled to membership benefits and privileges. These members shall, however, be invited to participate in all religious services, activities, and functions. Prospective Associate Members may be required to provide written documentation of their membership in another Congregation.

E. **Junior Memberships:** Junior Memberships may be extended on a yearly basis to any Jewish students enrolled full-time in any middle school, high school or college, through the age of twenty-five, who are not children of a member. These members shall not be entitled to membership benefits and privileges. These members shall, however, be invited to participate in all religious services and post B'nai Mitzvah religious school activities and shall be entitled to membership in United Synagogue Youth and Kadima. Prospective Junior Members may be required to provide written documentation of their full-time enrollment.

Section 3. Application for membership shall be made through the Membership Committee, who shall report on each application to the Board of Directors.

Section 4. Benefits and privileges of membership are extended to all members in Good Standing. A member in Good Standing is as defined in Article III and is one whose membership privileges have not been revoked as provided in Article III.

Section 5. Household Members in Good Standing, Individual Members in Good Standing and Honorary Members shall enjoy the following benefits and privileges:

A. Household Members and Individual Members shall have a voice and vote at all congregational meetings as described in Article IV.

B. Jewish Household Members and Jewish Individual Members may serve on the Board of Directors, hold office in the Congregation and serve as the chairperson of a synagogue committee.

C. Household Members, Individual Members, and Honorary Members may serve as members of synagogue committees.

D. Household Members or Honorary Members shall be entitled to enroll their children in the Religious School subject to such fees, charges, and regulations as the Religious School Committee may from time to time determine.

E. Household Members, Individual Members and Honorary Members may use the facilities of the Congregation subject to such fees, charges, and regulations as the Board of Directors may from time to time determine.

F. Household Members, Individual Members and Honorary Members may use Cemetery grounds for burial in conformity with the rules of burial of the Congregation. Only Jewish Members may be buried in the Traditional Cemetery, but either Jewish members or non-Jewish Members may be buried in the Interfaith Cemetery.

G. Household Members, Individual Members and Honorary Members shall each receive one ticket for High Holiday services. Children of Household Members and Honorary Members who are students may also receive one ticket in accordance with CAA High Holiday procedures.

H. Household Members and Honorary Members shall be entitled to celebrate the B'nai Mitzvah of a Jewish child in the synagogue.

I. Household Members, Individual Members and Honorary Members shall be entitled to utilize the services of the Congregation's clergy for Jewish life cycle events in the Austin area.

J. All Members shall be entitled to participate in educational, cultural and social programs of the Congregation.

Article III. Dues, Fiscal Year, and Financial Structure

Section 1. The fiscal year of the Congregation shall be from August 1 through July 31.

Section 2. Members shall pay such dues, fees, charges, and assessments as shall be determined by the Board of Directors. Special arrangements for members, if requested, shall be considered by the Finance Committee, pursuant to Article IX, Section 4.A.3.

Section 3. Members shall be assessed annual dues and building fees due as directed by the Board of Directors. All other charges shall be due within one month from the date billed.

Members who do not pay dues and obligations, building fees, religious school fees, or other charges (collectively called "Charges") when due shall not be considered members in Good Standing and shall be considered delinquent unless they make other arrangements with the Finance Committee pursuant to Article IX, Section 4.A.3.

Section 4. Dues and Building Fund moneys paid to the Congregation with no designation as to the particular Fund to be credited shall be deposited to General Operations and be allocated to Dues or Building Fund according to a formula devised by the Finance Committee.

Section 5. Members who do not pay their Charges as stated in Section 3 above or who do not comply with any agreement made with the Finance Committee shall not be extended credit by the Congregation, but shall be on a strict cash-in-advance basis for any additional Charges until all delinquent Charges are paid in full.

Section 6. At the end of each fiscal year, all members in arrears with payments due the Congregation shall arrange a payment schedule for amounts owed to the Congregation and shall agree to a dues structure considering the member's special circumstances, with the Finance Committee. Any member who does not make such an arrangement shall no longer be entitled to the benefits of membership and such membership shall be revoked.

Section 7. Any member whose membership is revoked, who resigns, or withdraws without fulfilling all unpaid financial obligations may make application for reinstatement after all obligations have been cleared. Application shall be presented to the Executive Committee for appropriate action.

Section 8. Accounting. Segregated accounts shall be maintained for the Cemetery, General Operations, Building Fund, and other purposes designated by the Board.

A. The Accounting operations of the Congregation shall be supervised by the Treasurer as described in Article VI, Section 4.

B. The Executive Committee of the Board shall establish and maintain a written policy with respect to Investments, Liquidity and Cash Management for management of Congregational Funds.

C. The Treasurer shall maintain a listing of all assets owned by the congregation.

D. The Board may appoint an Audit Committee at its discretion to review the congregation's financial records and procedures as well as the financial procedures of any congregational committee. The committee shall consist of three members and shall provide a confidential written report of their findings to the Executive Committee within 120 days of such appointment.

Section 9. The Finance Committee shall prepare a proposed annual budget for presentation to the Congregation at a Regular or Special Congregational Meeting no later than ninety (90) days before the end of the fiscal year. The proposed budget shall address the programming needs of the Congregation for the coming year, identify the expenditures and other resources needed, and include each segregated account under the direction of the Treasurer. Notice of the contents of the proposed budget shall be sent to all members of the Congregation at least ten (10) days prior to the Congregational meeting at which such budget is to be discussed. The budget, and such amendments as from time to time may be required, shall be adopted by the Board of Directors at any meeting of the Board of Directors after such budget has been presented to the Congregation for comment.

Section 10. In the event of dissolution of the Congregation, any remaining operating funds after payment of all bills and obligations shall be donated to a qualified tax-exempt charitable organization.

Article IV. Meetings

Section 1. Regular Congregational Meetings.

A. There shall be one Regular Congregational Meeting each year, to be held in April or May, for election of officers, directors and for such other business as may be appropriate.

B. Notice of the Regular Congregational Meeting stating the place, day, and hour of the meeting shall be deposited in the U.S. mail addressed to each member at least ten (10) calendar days prior to the meeting. The notice will also be published in a Congregation bulletin mailed or sent electronically to Congregants prior to the date of the meeting.

Section 2. Special Congregational Meetings.

- A. Special Congregational Meetings may be called at the discretion of the President, by written request of a majority of the members of the Board of Directors, or upon written request of ten percent (10%) of the total Members of the Congregation eligible to vote. Such request shall state the purpose or purposes of the proposed meeting.
- B. A written request for a Special Congregational Meeting shall be submitted to the President and the Recording Secretary of the Congregation.
- C. The President shall call the requested meeting within thirty (30) days of the request.
- D. Should the President fail to call the requested meeting within thirty (30) days of the request, any officer may call the meeting.
- E. Notice of a Special Congregational Meeting stating the place, day, and hour of the meeting and the purpose or purposes for which the meeting is called shall be deposited in the U.S. mail addressed to each member— at least seven (7) calendar days prior to the Special Congregational Meeting and sent electronically to Congregants prior to the date of the meeting. No business other than the stated agenda shall be transacted at the Special Congregational Meeting.

Section 3. Quorum. A quorum for a Regular or Special Congregational Meeting shall consist of 10% of the total Members in Good Standing of the Congregation, one of whom shall be an officer of the Congregation. A quorum must be present at the time of voting on all business. The Board may establish procedures to take advantage of currently available technologies for remote access for off-site participation by Members and to allow off site participants to be included in the quorum.

Section 4. Method of Voting.

- A. Household Memberships: Each adult shall have one vote.
- B. Individual Memberships: Individual members shall each have one vote.
- C. Honorary Memberships: Honorary members shall have no vote.
- D. Associate Memberships: Associate members shall have no vote.
- E. Junior Memberships. Junior members shall have no vote.

Absentee voting shall be allowed in the 10 days prior to the Regular Congregational Meeting or the 7 days prior to a Special Congregational Meeting, for Members who are unable to attend the meeting. Absentee voting shall be solely for election of officers and directors and for other business matters including changes to the bylaws that are mailed with the required meeting announcement. Absentee votes must be received in the Congregation office by the start of the meeting, and will be administered pursuant to procedures adopted by the Board.

Section 5. Majority Vote. When a quorum is present, either in person or through established procedures for remote access for off-site participation, at any meeting, the vote of a majority of the Members in Good Standing who vote shall decide any question brought before such meeting, except as otherwise required by statute or provided in the Articles of Incorporation or these Bylaws, in which case the express provision shall control.

Article V. Officers and Elections

Section 1. Officers and Executive Committee

A. The Congregation shall have the following elected officers: President, President-Elect, Recording Secretary, Treasurer, and at least three Vice Presidents, but no more than six. The number of Vice Presidents shall be proposed by the Nominating Committee and elected by the Congregation. At a minimum, Vice Presidents of Education, Fundraising and Religious Affairs shall be elected.

B. To qualify for the offices of President and President-Elect, each candidate shall have been a member of the Congregation for at least the last three (3) consecutive years. Candidates for President must have served as an elected officer of the Congregation for at least one full term. The President-Elect may hold dual office. The offices of President and President-Elect may be held by more than one person, however, each office shall be allotted only one vote and all rights and responsibilities shall be exercised as though singly held. Reference made herein to the offices of President and President-Elect shall include such person or persons holding each respective office.

C. The officers and immediate past president shall constitute the Executive Committee, which shall be at the call of the President to assist the President in carrying out his/her duties and decision-making authority in the day-to-day administration of the Congregation.

Section 2. Elections

A. Nominating Committee.

1. The Chairperson of the Nominating Committee shall be the Immediate Past President or, in his or her absence, an alternate representative designated by the Past Presidents' Council.

2. The President and the President-Elect shall be non-voting ex-officio members of the Nominating Committee.

3. The Chairperson of the Nominating Committee shall place a notice in the January and February Congregation Bulletin soliciting applications from Congregation members for any open position.

4. The Chairperson of the Nominating Committee shall select a committee of not less than seven (7) nor more than eleven (11) additional members covering a broad spectrum of Congregation members and shall present the list of such committee members to the Executive Committee for approval at its February meeting.

5. The Nominating Committee shall be convened no later than March 1 of each year.

6. All applications shall be reviewed by the Nominating Committee in a manner that allows all committee members to have input. The Committee may nominate any Member in Good Standing who meets the requisites for each open position.

7. If the Nominating Committee is unable to identify a nominee meeting qualifications for an office set forth herein, qualifications other than those set forth in Article II and Article III may be suspended by a two-thirds (2/3) vote of the Members in Good Standing present and voting at a Regular or Special Congregational Meeting, to accept the nomination by the Nominating Committee of a nominee meeting the qualifications set forth in Article II and Article III.

8. No voting member of the Nominating Committee shall be nominated for any office or position. Spouses and others who reside in the same household as voting members of the Nominating Committee are not eligible for nomination. Board members with unexpired terms may sit on the Nominating Committee.

9. Transactional records shall be kept of the Nominating Committee's activities.

10. Congregational members shall be notified of the nominees for officers and directors not less than ten (10) days prior to the Regular Congregational Meeting.

B. Election of officers and board members shall be held at the regular Congregational meeting.

C. The slate of the Nominating Committee and any nominations made from the floor shall be voted upon. Any nominations from the floor must come with the consent of the nominee.

D. Election is by a majority vote of those members voting at the regular Congregational meeting.

Section 3. Terms of Office

A. Each officer other than President and President-Elect shall be elected for a one-year term commencing June 1 of the year in which the officer is elected.

B. The President and the President-Elect shall be elected for concurrent two-year terms commencing June 1 of the year in which they are elected.

C. At-large board members shall be elected for a two-year term with five members being elected each year.

D. The officers of the Congregation shall hold office until their successors are elected and qualified.

E. Each officer other than President and President-Elect may be elected to a maximum of two (2) consecutive one-year terms in the same office. One additional one-year term in the same office may be allowed with a majority vote of members participating in the annual congregational meeting.

F. The President and President-Elect may not be re-elected for a second consecutive elected term.

Section 4. Vacancies

A. Any member of the Board of Directors who is absent from three meetings during a twelve month period without satisfactory reason shall be deemed as having resigned.

B. Any vacancy of any position on the Board of Directors other than President or President-Elect shall be appointed by the President until the next regularly scheduled election for that position.

C. Any vacancy in the position of President or President-Elect is filled by a majority vote of the Board of Directors until the next regularly scheduled election of any position on the Board of Directors.

Section 5. Removal

Any member of the Board of Directors may be removed at a regular meeting of the board by a unanimous vote of the other members present at such meeting, with the further requirement that at least 2/3 of the members of the Board be present at such meeting.

Article VI. Duties of Officers

Section 1. President

A. The President shall call and preside at all Congregational, Board, and Executive Committee meetings.

B. The President shall sign all agreements, contracts, deeds, and other documents on behalf of the Congregation. In the event that more than one person holds the office of President then each person duly holding such office shall be authorized to sign for the Congregation.

C. The President shall appoint all committee chairpersons in cooperation with the Executive Committee except as otherwise described in these Bylaws.

D. The President shall be an Ex-Officio member of all committees.

E. The President shall carry out all duties of administration and supervision usually vested in the office of President and any other responsibilities which may be designated by the Board of Directors.

F. The President, in consultation with the Board of Directors, shall negotiate the terms of the contracts of the clergy, and any other professional staff for contracts that begin during the President's term of office.

Section 2. President-Elect

A. The President-Elect shall assist the President in the discharge of his or her duties and, in the case of his or her absence, resignation, death, or disability, shall discharge all of the duties of that office.

B. The President-Elect shall be an ex-officio member of the Finance Committee.

C. The President-Elect shall be responsible for overseeing the evaluation process for Congregation's employees and shall chair or designate a chair for the Human Resources Committee.

D. The President-Elect, in consultation with the Board of Directors, shall negotiate the terms of the contracts of the clergy and any other professional staff for contracts that begin during the President-Elect's upcoming term of office as President.

Section 3. Treasurer

A. The Treasurer shall have custody of all funds of the congregation, except for the funds of any endowment that specifies, by its terms, another custodian, and shall be the receiving and disbursing agent of those funds. As custodian, he/she shall ensure that adequate measures are taken to safeguard the assets of the congregation, in accordance with the policies set by the Board of Directors.

B. The Treasurer shall be responsible for collecting all dues and other Charges.

C. The Treasurer shall be Chairperson of the Finance Committee.

D. The Treasurer shall be responsible for maintaining an accurate accounting of all financial activity of the Congregation.

E. The Treasurer shall prepare and present to the Board of Directors monthly financial reports as required by the Board.

F. The Treasurer shall make available the books and records of the Congregation for independent review at the request of the Board of Directors.

G. The Treasurer shall be responsible for maintaining a system of internal financial control consistent with sound accounting practice.

H. The Treasurer shall provide a list of Members in Good Standing to the Educational Professional on a quarterly basis.

I. The Treasurer shall prepare and deliver a monthly report to the Educational Professional which shall detail the receipts and expenses of the Religious School as necessary to allow comparison to the budget.

J. The Treasurer shall have any other duties and responsibilities as may be designated by the President or the Board of Directors.

Section 4. Secretary

A. The Secretary shall attend all Congregational and Board of Directors' meetings, and record all transactions at these meetings in the Congregational Minute Book.

B. The Secretary shall be the custodian of all records and documents of the Congregation.

C. The Secretary shall maintain attendance records at the Board of Directors' meetings and establish that a quorum is present at meetings of the Board of Directors and the Congregation.

D. The Secretary shall keep an up-to-date copy of the Bylaws, including any and all amendments, as part of the Minute Book.

E. The Secretary shall keep a record of all policies established by the Executive Committee, the Board of Directors, any standing committee, or the Congregation, as a part of the Minute Book or as a separate Board Policy Book.

F. The Secretary shall plan and coordinate Board communications.

G. The Secretary shall advise and guide Congregation committee communications.

H. The Secretary shall have any other duties and responsibilities as may be designated by the President or the Board of Directors.

Article VII. Board of Directors Election and Responsibilities

Section 1. Board Composition

The Board of Directors of the Congregation shall consist of eight (8) elected members at-large, the Congregational officers, the immediate past president, the designated representative of the Past Presidents' Council, the Brotherhood President or his designee, the Sisterhood President or her designee, all of whom must be members in Good Standing in the Congregation and must be current with all financial obligations to the Congregation. The clergy and Educational Professional shall be non-voting ex-officio members of the Board. The Board of Directors may also confer honorary board membership, to a maximum of two members, of the congregation who may serve as an honorary non-voting member of the board for a term of one year.

Section 2. Duties of the Board of Directors

A. The management and administration of the Congregation shall be vested in the Board of Directors.

B. The Board of Directors shall approve the terms of the clergy contracts and the contract of any other professional staff.

C. The Board of Directors shall adopt the annual general operating budget for the Congregation, and such amendments as from time to time may be required pursuant to Article III, Section 9 of these Bylaws.

D. Congregational Expenditures:

1. The President is empowered to authorize all contracts on behalf of the Congregation consistent with the budget.
2. Any non-budgeted expenditures in excess of \$5,000.00 must be authorized by the Board of Directors. Any non-budgeted expenditure of between \$1,000.00 and \$5,000.00 must be authorized in writing by the President and one other officer.
3. The President, with approval of the Board of Directors, may encumber the building and land that houses the sanctuary for capital improvements or capital maintenance purposes. The President, with approval of the Board of Directors may direct the use of funds specifically appropriated as “building funds” for the capital improvements or capital maintenance or for the purpose of retiring debt specifically incurred in capital improvements or capital maintenance relating to the building. However, neither the President or the Board of Directors may encumber the building and land that houses the sanctuary for any other purpose including paying operational expenses without first obtaining a majority vote of the congregation ratifying the approved encumbrance of expenditure at a Congregational Meeting called and held in accordance with Article IV of these bylaws.

E. Each member of the Board of Directors shall serve on or have responsibility for one or more committees, either standing, ad hoc, or special.

F. It shall be the duty of the Board of Directors to annually educate newly elected officers and new committee chairpersons to make sure that they are familiar with the bylaws.

Section 3. Regular Meetings

A. Regular Meetings of the Board of Directors may be held at such time and at such place as shall from time to time be determined by the Board of Directors. All CAA members are welcome to attend.

B. Regular Meetings of the Board of Directors held according to a regular schedule may be held without additional notice.

C. Any CAA member who desires to speak at a Board Meeting shall contact the President to be placed on the agenda and must provide a topic and time estimate. The President may limit the topic and/or time allowance.

D. Any regularly scheduled Board Meeting may go into closed session by a majority vote of the Board present.

Section 4. Special Meetings

A. Special Meetings of the Board of Directors may be called by the President or any Vice President on one day's notice to each director, either personally or by mail, unless waived by a duly executed waiver of notice.

B. Special meetings shall be called by the President or Vice President in like manner and on like notice on the written request of any two directors.

Section 5. Quorum; Majority Vote

A. At all meetings, a majority of the members of the voting Board of Directors shall constitute a quorum for the transaction of business.

B. Each board position shall have one vote.

C. The act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, except as is otherwise specifically required by statute or provided in the Articles of Incorporation or these Bylaws, in which case the express provision shall control.

D. If a quorum shall not be present at any meeting of the Board of Directors, the directors present thereat may adjourn the meeting from time to time without notice other than announcement at the meeting, until a quorum shall be present.

Section 6. Minutes.

- A. The Board of Directors shall keep regular minutes of its proceedings.
- B. The minutes shall be placed in the minute book of the Congregation.

Section 7. Term Limits.

At-large board members may only be elected to two consecutive two-year terms as at-large members. Current at-large board members who are elected as an officer of the congregation may again complete two consecutive terms as an at-large member once their term of office is completed.

Article VIII. Past Presidents' Council

Section 1. The Past Presidents of the Congregation shall constitute a Council for purposes of advising and assisting the President and the Board of Directors. The Past Presidents' Council shall meet at least once a year and shall elect a representative to serve on the Congregation Board of Directors.

Section 2. The Immediate Past President shall be chairperson of the Past Presidents' Council.

Article IX. Committees

Section 1. There shall be the following standing committees to carry out the direction and administration of the Congregation:

- A. Finance Committee
- B. Religious School Committee
- C. Youth Commission
- D. Cemetery and Chevra Kadisha Committee
- E. Ritual Committee
- F. Adult Education Committee
- G. Bylaws Committee
- H. Facilities Committee
- I. Social Action Committee
- J. Membership Committee
- K. Human Resources Committee

Section 2. The President or the Board may appoint any additional committees that may be needed for carrying out the programs of the Congregation or to carry out their designated responsibilities and duties as stated herein.

- A. Except where a particular officer is specifically designated to be the Chairperson of a Committee in these Bylaws, the officer (President or President-Elect) who will be President when the vacancy on the Committee will be filled, shall, in consultation with any Vice President with responsibilities over that Committee, appoint the Chairperson of the Committee subject to rejection by a majority vote of the Board of Directors at its first regular meeting after the appointment. In making such appointments, the President shall

consult with the persons as required by these Bylaws. If the Board of Directors takes no action on the appointment at the next meeting, the appointment is deemed approved. If the appointment is rejected at the next meeting, the President shall inform the appointee and appoint a successor subject to the same procedures until an unrejected chairman is appointed.

B. The committee chairperson shall recommend appointment of members of his/her committee to the Vice President who appointed him/her, or, if no Vice President was involved, to the President or President-Elect who made the appointment. The officer who made the appointment shall select members of the committee from the list supplied by the committee chairperson. If the officer who made the appointment rejects any member on the chairperson's list, the chairperson shall supply a supplemental list from which the officer shall select committee members until all committee positions are filled.

C. All vacancies in a committee shall be filled as provided in this Section.

D. All committee members shall be Members in Good Standing of the Congregation who are current with all financial obligations to the Congregation.

E. All committee members shall serve from June 1 of the year in which they are appointed, or from the date they are appointed if they are appointed after June 1 of the fiscal year of the Congregation, until a new President takes office or until their successor is appointed, whichever is earlier.

F. Committees are not authorized to contract for the expenditure of congregational funds unless specifically authorized by the President or the President-Elect.

Section 3. Each committee shall keep regular minutes of its meetings and shall report the minutes to the Board of Directors when required or requested. Each committee shall also be responsible for creation of an annual budget and receiving approval of that budget from the Finance Committee.

Section 4. The general purpose of the committees is to carry out the interests of the congregation. The committees may recommend new rules and policies to the Board of Directors, but may not implement such rules or policies on their own. The duties of the standing committees shall be:

A. Finance Committee

1. The Finance Committee shall direct the investment of all Congregation funds, with the goals of maximizing investment earnings and safeguarding assets. The Committee shall direct the Treasurer concerning investment policies and the selection of financial institutions.

2. The Finance Committee shall advise the Board of Directors concerning the overall structure of Congregation dues and other Charges. The Committee shall enforce the collection of dues and other Charges. They may consider requests by members for special dispensation from the specified dues structure and shall grant such dispensation for only one year at a time pursuant to policies approved by the

Board of Directors. The Committee shall also review the reasonableness of individual members' dues or other Charges and shall grant adjustments when necessary. The committee may not waive building fund amounts owed, but may defer such charges into future years. All such requests for dispensation shall be reviewed in closed session. All meetings, records, and correspondence of the Committee shall be under the direction of the Treasurer.

3. The Finance Committee shall establish policies including the determination of standards and guidelines for the acceptance of all contributions including the transfer of stock.

B. Religious School Committee: The Religious School Committee shall supervise the school of the Congregation and advise the Educational Professional on the following:

- Religious School policy
- Religious School rules and regulations
- Religious School curriculum
- Religious School budget

Such items shall be submitted to the Board of Directors for approval

1. Composition of the Committee. The Committee shall consist of the following voting members:

- a. a Chairperson serving a one (1) year term renewable up to three (3) years;
- b. the Vice President of Education;
- c. a minimum of six (6) and a maximum of ten (10) at-large members serving staggered two-year terms;
- d. the immediate Past Chairperson of the Religious School Committee; and
- e. the President, the clergy, and the Educational Professional who are non-voting ex-officio members of the Committee.

2. Advisory Responsibilities. The Religious School Committee is charged with the overall responsibility to:

- advise on the educational goals of the Religious School
- advise on the standards for becoming a Confirmand or for graduation from the high school program
- recommend candidates for the position of educational professional to the Board of Directors
- advise the Educational Professional on the hiring of Religious School personnel
- advise on evaluations of the physical plant of the Religious School and make relevant recommendations to the Board of Directors
- advise on the development of curriculum and budget for the Religious School
- advise the Educational Professional on the implementation of Religious School policy
- solicit input from parents, teachers, students, and congregants
- facilitate the working relationship between the Educational Professional and the clergy

3. Finances. All Religious School receipts shall be deposited into the regular congregational accounts and all checks for payment of Religious School obligations shall be paid from the congregational general funds. Finances shall be handled according to the following schedule:

a. In February, the educational professional shall submit a proposed budget for the succeeding fiscal year to the Religious School Committee. After review, the budget shall be submitted to the Finance Committee and to any other organization from which money will be requested.

C. Youth Commission. The Youth Commission shall be charged with developing and maintaining a program of youth activities for the young adults of the Congregation. They shall be responsible for the formulation of policies, rules, and regulations for the administration of these activities in accordance with United Synagogue Youth guidelines, Kadima, and other youth programs.

D. Cemetery Committee - Chevra Kadisha. The Cemetery Committee shall arrange all burials in the Congregation Agudas Achim Cemetery (in both the Traditional and Interfaith sections). The Cemetery Committee shall be in charge of the sale of all burial plots; such sales shall be in accordance with a schedule of prices and in compliance with all conditions set by the Committee and approved by the Board of Directors. Certificates of Right of Burial shall be issued by the Cemetery Committee to the purchasers of burial plots or reservations for burial plots. Such certificates shall be signed by the Chairperson of the Cemetery Committee and the President of the Congregation. The Cemetery Committee shall have the responsibility to see that interment in the Traditional cemetery of the Congregation shall be restricted to members of the Jewish faith and shall be held in accordance with the traditional Jewish laws and customs. The Cemetery Committee shall have the responsibility to see that interment in the Interfaith cemetery of the Congregation shall be in accordance with rules adopted to cover interfaith families. The books, records, and papers of the Committee shall be open for review at any time by a member of the Board of Directors.

E. Ritual Committee. The Ritual Committee shall work with the clergy and the Board of Directors concerning the development and implementation of ritual policies and observances.

F. Adult Education Committee. The Adult Education Committee shall be charged with the responsibility of developing, in consultation with the clergy, programs of adult Jewish education, through study groups, lectures, classes, and other appropriate activities.

G. Bylaws Committee. The Bylaws Committee shall be charged with the responsibility of developing, considering, and presenting, in consultation with the President, proposed amendments and modifications to these Bylaws. The committee shall meet at least every two (2) years to consider possible modifications to the Bylaws and present any such modifications to the Board of Directors for consideration.

H. Facility Committee. The Facility Committee shall determine the policy and formulate the rules and regulations for the kitchen and any social hall of the Congregation, subject to repeal, in whole or in part, by the Board of Directors.

I. Social Action Committee. The Social Action Committee shall be charged with the responsibility of developing community service, interfaith relations, and social action programming.

J. Membership Committee. The Membership Committee shall be responsible for recruitment and retention of new members.

K. Human Resources Committee. The Human Resources Committee shall develop and maintain HR policies, procedures and practices to attract, motivate, retain and effectively manage employees and volunteer resources. The Committee shall also document and maintain (with Board of Director's approval) a comprehensive HR system that builds trust and confidence at all levels of the organization. The Committee shall provide guidance to the clergy, professional staff and lay leadership regarding the implementation of Human Resources policies and practices.

Section 5. Open Meetings. All meetings of committees and subcommittees, other than the Finance Committee when considering members' financial obligations, shall be open to any Member in Good Standing of the Congregation. However, committees may be allowed to call for executive sessions at which only regular committee members may be present.

Article X. The Rabbi

Section 1. The pulpit of this Congregation shall be occupied by an ordained Rabbi, whose credentials are recognized by the Rabbinical Assembly.

Section 2. At a special Congregational meeting, all Members in Good Standing of the Congregation shall be invited to comment to the Board concerning the selection of a new Rabbi. After such meeting the Board of Directors shall make its recommendation concerning the selection of a new Rabbi. At least 60% of the members of the entire Board must vote in favor of the selection. The Board's recommendation shall be approved by 60% of the members of the Congregation who vote by ballot during voting sessions held during a minimum 7 day period following notification of a formal recommendation by the Board of Directors. Absentee voting shall be allowed during the 7 day voting period, and any absentee votes must be received in the Congregation office by the end of the voting period.

In order to be valid at least a quorum of the congregational members must vote. If the recommendation of the board is approved by the vote of the congregation, the Board of Directors will then be empowered to work out the details of the contract.

Section 3. At the regularly scheduled Board meeting during the November prior to the expiration of the Rabbi's contract, all Members in Good Standing of the Congregation shall be invited to comment to the Board concerning contract extension. At the conclusion of the November meeting the Board shall make its recommendation concerning contract renewal. The Rabbi shall be elected and his/her contract shall be renewed by a majority vote of the Members

in Good Standing of the Congregation by ballot during three voting sessions during the 7 day period following notification of a formal recommendation by the Board of Directors. Absentee voting shall be allowed during the 7 day voting period, and any absentee votes must be received in the Congregation office by the end of the voting period.

Section 4. The Rabbi, spiritual leader of the Congregation, shall be called to serve the religious, educational, spiritual, and pastoral needs of its membership. The Rabbi shall enjoy the freedom of the pulpit. The Rabbi, as *mara d'atra*, shall be the halakhic authority of the Congregation. A special committee may be created by the President for the purpose of determining the view of the Congregation and shall advise the Rabbi of its findings.

Section 5. The Contract with the Rabbi shall include specifics of his/her duties and grounds for dismissal, and shall call for a review of his/her performance on an annual basis.

Section 6. The Rabbi shall be an ex-officio non-voting member of all standing committees. The Rabbi may serve on other ad hoc committees as either a voting or non-voting member as appropriate.

Section 7. The congregation shall be notified 10 days prior to any Board vote of any proposal concerning the termination of the contract of the Rabbi without cause. Due to the potential for legal complications, the congregation might not be notified in advance of any Board vote concerning termination with cause.

Article XI. The Hazzan

Section 1. The pulpit of this Congregation may also be occupied by a qualified Hazzan, whose credentials are recognized by the Cantor's Assembly.

Section 2. At a special Congregational meeting, all Members in Good Standing of the Congregation shall be invited to comment to the Board concerning the selection of a new Hazzan. After such meeting the Board of Directors shall make its recommendation concerning the selection of a new Hazzan. At least 60% of the members of the entire Board must vote in favor of the selection. The Board's recommendation shall be approved by 60% of the members of the Congregation who vote by ballot during voting sessions held during a minimum 7 day period following notification of a formal recommendation by the Board of Directors. Absentee voting shall be allowed during the 7 day voting period, and any absentee votes must be received in the Congregation office by the end of the voting period.

In order to be valid at least a quorum of the Congregational members must vote. If the recommendation of the board is approved by the vote of the Congregation, the Board of Directors will then be empowered to work out the details of the contract.

Section 3. At the regularly scheduled Board meeting during the November prior to the expiration of the Hazzan's contract, all Members in Good Standing of the Congregation shall be invited to comment to the Board concerning contract extension. At the conclusion of the November meeting the Board shall make its recommendation concerning contract renewal. The Hazzan shall be elected and his/her contract shall be renewed by a majority vote of the Members in Good Standing of the Congregation by ballot during three voting sessions during the 7 day period following notification of a formal recommendation by the Board of Directors. Absentee

voting shall be allowed during the 7 day voting period, and any absentee votes must be received in the Congregation office by the end of the voting period.

Section 4. The Hazzan is the Shaliach Tzebor, the spiritual voice of the congregation.

Section 5. The Contract with the Hazzan shall include specifics of his/her duties and grounds for dismissal, and shall call for a review of his/her performance on an annual basis.

Section 6. The Hazzan shall be an ex-officio non-voting member of all standing committees except the Dues Evaluation Subcommittee of the Finance Committee, on which the Hazzan will not serve. The Hazzan may serve on other ad hoc committees as either a voting or non-voting member as appropriate.

Section 7. The Congregation shall be notified 10 days prior to any Board vote of any proposal concerning the termination of the contract of the Hazzan without cause. Due to the potential for legal complications, the Congregation might not be notified in advance of any Board vote concerning termination with cause.

Article XII. Additional Clergy

Section 1. The Board of Directors may hire one or more additional clergy employees. The Board may also renew existing additional clergy employees' contracts or terminate with cause.

Section 2. At a special Congregational meeting, all Members in Good Standing of the Congregation shall be invited to comment to the Board concerning the selection or contract renewal of an additional clergy employee. After such meeting the Board of Directors shall make its recommendation concerning the selection or renewal of an additional clergy employee. At least 60% of the members of the entire Board must vote in favor of the selection or renewal. The Board's recommendation shall be approved by 60% of the members of the Congregation who vote by ballot during voting sessions held during a minimum 7 day period following notification of a formal recommendation by the Board of Directors. Absentee voting shall be allowed during the 7 day voting period, and any absentee votes must be received in the Congregation office by the end of the voting period.

In order to be valid at least a quorum of the Congregational members must vote. If the recommendation of the board is approved by the vote of the Congregation, the Board of Directors will then be empowered to work out the details of the contract.

Article XIII. Educational Professional

Section 1. A qualified Jewish educator may be hired by the Congregation and shall be responsible for the following:

- day-to-day operation of the Religious School;
- development and oversight of budgets for the Religious School budget and all youth related activities;
- implementation of Religious School policy;

- communication of Religious School events to the members of the Congregation; and
- supervision of Religious School faculty and staff and youth-related professional staff.

The educational professional shall work in conjunction with the clergy and appropriate professional staff on the following:

- development and implementation of Religious School curriculum
- development of Junior Congregation and Tot Shabbat programming
- development and oversight of Family Education programming
- integration of activities between Religious School students and students attending the Austin Jewish Academy (or successor day school)

Section 2. The educational professional shall be employed under a contract approved by the congregational Board of Directors.

Section 3. The educational professional shall be an ex-officio non-voting member of the Religious School Committee and all related committees involved in Youth Programming.

Section 4. The educational professional of the Congregation shall be under the supervision of the Rabbi or his/her designee.

Article XIV. Amendments

Section 1. These Bylaws or any portion thereof may be amended as follows:

A. A proposal to amend one or more articles of these Bylaws may be introduced by a member of the Board of Directors at any Board of Directors meeting at which a quorum is present. The Board of Directors shall refer any proposed amendment or other action to the Bylaws Committee for review and consideration.

B. Any Member in Good Standing may propose in writing to the President to amend one or more articles of these Bylaws, or to introduce new articles to it. Proposals must be submitted by January 1 of a given calendar year to be eligible for voting at the Regular Congregational Meeting in April or May of that year. The Bylaws Committee shall meet by February 1 in order to review the proposed changes to the Bylaws. After such review, the Bylaws Committee shall present the proposal at the February Board of Directors meeting together with a report of the Committee's recommendation of possible action on the proposal. The Board of Directors shall consider such proposal and the recommendation from the Bylaws Committee at its March meeting. The Member shall be informed of the Board's action, and exact language if accepted, within 7 days of the March Board meeting.

C. Upon positive recommendation of the Board of Directors, proposed amendments will be considered and voted upon at the next Regular or Special Congregational Meeting. The notice of the meeting shall include a copy of the proposal(s) and a report on the recommendations of the Bylaws Committee and the Board of Directors regarding the proposals and shall be mailed to the Congregation at least ten (10) days before the meeting.

D. If a proposed amendment by a Member is not recommended by the Board for congregational vote, or if the exact language is not acceptable, the Member who made the original proposal may then resubmit it to the Board for direct congregation vote at the Regular Meeting in May under the following conditions and procedures:

1. The resubmission to the Board must provide the exact specific language that is requested.
2. The resubmission to the Board must be made prior to the April Board meeting.
3. The resubmission to the Board must be accompanied by the names and written signatures of at least 5% of the members of the congregation eligible to vote.
4. Valid submissions will be included with the notice of the annual meeting and shall be mailed to the Congregation at least ten (10) days before the meeting. The mailing shall include a brief explanation of the reason for the proposal by the Member and the recommendation of the Board concerning the proposal.

E. Amendments to the Bylaws shall be adopted by a two-thirds (2/3) vote of the Members in Good Standing voting at such meeting.

Section 2. A proposal for amendment of the Bylaws that has been rejected by the Congregation may not be re-submitted for the consideration of the Congregation unless twelve (12) months have elapsed since the time of rejection.

Article XV. Procedures

Section 1. Meetings of the congregation shall be conducted in accordance with the provisions of Robert's Rules of Order, Newly Revised, as a general guide. The values of mutual respect and honor may take precedence in guiding discussions and deliberations.

Section 2. The Board of Directors shall be authorized to take such action as is deemed necessary by the Board to comply with these Bylaws, and to provide for an orderly transition.

Section 3. Any action taken in violation of these Bylaws shall be null and void.

Section 4. The current copy of the bylaws shall be kept by the President of the Congregation.

Article XVI. Indemnity

The Congregation shall indemnify any person who was, is, or is threatened to be made a named defendant or respondent in a proceeding (as hereinafter defined) because the person is or was a director or officer of the Congregation, to the fullest extent that a corporation may grant indemnification to a director under the Texas Non-profit Corporation Act, as the same exists or may hereafter be amended (the "Act"). Such right shall be a contract right and as such shall run to the benefit of any director or officer who is elected and accepts the position of director or officer of the Congregation or elects to continue to serve as a director or officer of the Congregation while this Article XVI is in effect. Any repeal or amendment of this Article XVI

shall be prospective only and shall not limit the rights of any such director or officer or the obligations of the Congregation with respect to any claim arising from or related to the services of such director or officer in any of the foregoing capacities prior to any such repeal or amendment of this Article XVI. Such right shall include the right to be paid or reimbursed by the Congregation for expenses incurred in defending any such proceeding in advance of its final disposition to the maximum extent permitted under the Act. If a claim for indemnification or advancement of expenses hereunder is not paid in full by the Congregation within ninety (90) days after a written claim has been received by the Congregation, the claimant may at any time thereafter bring suit against the Congregation to recover the unpaid amount of the claim, and if successful in whole or in part, the claimant shall be entitled to be paid also the expenses of prosecuting such claim. It shall be a defense to any such action that such indemnification or advancement of costs of defense are not permitted under the Act, but the burden of proving such defense shall be on the Congregation. Neither the failure of the Congregation (including its Board of Directors or any committee thereof, special legal counsel, or members) to have made its determination prior to the commencement of such action that indemnification of, or advancement of costs of defense to, the claimant is permissible in the circumstances nor an actual determination by the Congregation (including its Board of Directors or any committee thereof, special legal counsel, or members) that such indemnification or advancement is not permissible, shall be a defense to the action or create a presumption that such indemnification or advancement is not permissible. In the event of the death of any person having a right of indemnification under the foregoing provisions, such right shall inure to the benefit of his heirs, executors, administrators, and personal representatives. The rights conferred above shall not be exclusive of any other right which any person may have or hereafter acquire under any statute, bylaw, resolution of members or directors, agreement, or otherwise.

The Congregation may additionally indemnify any person covered by the grant of mandatory indemnification contained above to such further extent as is permitted by law and may indemnify any other person to the fullest extent permitted by law.

To the extent permitted by then applicable law, the grant of mandatory indemnification to any person pursuant to this Article XVI shall extend to proceedings involving the negligence of such person.

As used herein, the term "proceeding" means any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, arbitral, or investigative, any appeal in such action, suit, or proceeding, and any inquiry or investigation that could lead to such an action, suit, or proceeding.