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# Bylaws of Congregation Agudas Achim

## Article I. Name and Purpose

### Section 1. Name.

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

### Section 2. Purpose.

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. Affiliation with United Synagogue of Conservative Judaism.

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

## Article II. Membership, Benefits, and Privileges

### Section 1. Membership.

Membership may be extended to any person of the Jewish faith (as defined by the Congregation'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. All members are subject to the provisions of the Congregation Agudas Achim Child Safety Policy (CAA Child Safety Policy).

### Section 2. Types of Membership.

There shall be five types of membership:

#### Household Membership

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 a Jewish child or children up to the age of 25. 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.

#### Individual Membership

An Individual membership is available to a Jewish individual 18 years of age or older, or a non-Jewish widow/widower or surviving or divorced partner of a Jewish Household member.

### Complimentary Membership

Complimentary membership shall automatically be conferred upon the Congregation's clergy, Educational Professional, Executive Director, and full-time staff members, and their spouses and children.

Additional Complimentary memberships may be conferred upon other deserving Jewish adults upon two-thirds vote of the Board of Directors present and voting. Complimentary memberships will be conferred on a yearly basis.

### Associate Membership

Associate membership shall be extended on a yearly basis to either a Jewish household or individual who is a regular member in good standing of another Jewish congregation. An Associate member shall not be entitled to membership benefits and privileges. An Associate member shall, however, be invited to participate in all religious services, activities, and functions. A prospective Associate member may be required to provide written documentation of their membership in another congregation.

### Junior Membership

Junior membership may be extended on a yearly basis to any Jewish student enrolled full time in any middle school, high school, or college, through the age of 25, who is not a child of a member. A Junior member shall not be entitled to membership benefits and privileges. A Junior member 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. A prospective Junior member may be required to provide written documentation of full-time enrollment.

### Section 3. Application.

Application for membership shall be made through the Membership Committee, with support from a staff member designated by the Executive Director. The Membership Committee shall report on each application to the Board of Directors.

### Section 4. Good Standing.

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. Benefits and Privileges.

Household members in good standing, Individual members in good standing, and Complimentary 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 III.
- 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 Complimentary members may serve as members of synagogue committees.

D. Household members and Complimentary members shall be entitled to enroll their children in the Religious School subject to such fees, charges, and regulations as the Board of Directors shall determine annually.

E. Household members, Individual members, and Complimentary 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. Dues-paying Household members, Individual members, and Complimentary members may access member pricing for burial in conformity with the rules of burial of the Congregation. Only Jewish members may be buried in the Traditional section of the cemetery, but either Jewish members or non-Jewish members may be buried in the Interfaith section of the cemetery.

G. Household members, Individual members, and Complimentary members shall each receive one ticket for High Holiday services. Children of Household members and Complimentary members who are students or under the age of 25 may also receive one ticket in accordance with CAA High Holiday procedures.

H. Dues-paying Household members and Complimentary members shall be entitled to celebrate the B'nai Mitzvah of a Jewish child in the synagogue.

I. Household members, Individual members, and Complimentary 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. Fiscal Year, Dues, and Financial Structure

### Section 1. Fiscal Year.

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

### Section 2. Dues.

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, with support from a staff member designated by the Executive Director, pursuant to Article IX.

### Section 3. Delinquency.

Members shall be assessed annual dues and Building Fund moneys 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 Fund moneys, 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, with support from a staff member designated by the Executive Director, pursuant to Article IX.

A delinquent member 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 4. Default Deposit of Dues.

Dues and Building Fund moneys paid to the Congregation 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. Revocation of Membership.

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, with support from a staff member designated by the Executive Director. Any member who does not make such an arrangement shall no longer be entitled to the benefits and privileges of membership and such membership shall be revoked.

#### Section 6. Reinstatement.

Any member whose membership is revoked, who resigns, or who 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 7. Accounting.

Segregated accounts shall be maintained for the Cemetery, general operations, and Building Funds, and other purposes designated by the Board. The Board of Directors may establish endowment accounts for general and specific purposes. Endowment accounts created by the Board shall be maintained at and managed by the Austin Community Foundation or other organization designated by the Board.

Accounting practices shall be governed by the following:

- A. The accounting operations of the Congregation shall be supervised by the Financial Vice President/Treasurer, working in coordination with the Executive Director, as described in Article VI.
- 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 Financial Vice President/Treasurer, working in coordination with the Executive Director, 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 synagogue committee. The Audit Committee shall consist of three members and shall provide a confidential written report of its findings to the Executive Committee within 120 days of such appointment.

#### Section 8. Annual Budget.

The Finance Committee, working in coordination with the Executive Director, shall prepare a proposed annual budget for presentation to the Congregation at a regular or special congregational meeting no later than 60 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 Financial Vice President/Treasurer. Notice of the contents of the proposed budget shall be sent to all members of the Congregation at least ten days prior to the congregational meeting at which such budget is to be discussed.

At the congregational meeting at which such budget is to be discussed, the Financial Vice President/Treasurer shall provide a report on the Congregation's fiscal status, which shall include trends in membership, statements of revenues and expenses, changes in fund balances for all funds maintained by the Congregation, an actual versus budget comparison, information regarding ongoing and deferred maintenance projects, and the results of any audit requested by the Board of Directors.

The budget and such amendments that 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 9. Disposition of Funds Upon Dissolution.

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.

There shall be one regular congregational meeting each year, to be held in April or May, for election of officers and directors and for such other business as may be appropriate.

Notice of the regular congregational meeting stating the place, day, and hour of the meeting shall be sent electronically to each member at least ten calendar days prior to the meeting. The notice will also be published in a Congregation bulletin sent electronically to members prior to the date of the meeting. Members who wish to receive notification via U.S. Mail shall submit their request to a staff member designated by the Executive Director.

### Section 2. Special Congregational Meetings.

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 of the total members of the Congregation eligible to vote. Such request shall state the purpose or purposes of the proposed meeting.

A written request for a special congregational meeting shall be submitted to the President and the Secretary of the Congregation.

The President shall call the requested meeting within 30 days of the request. Should the President fail to call the requested meeting within 30 days of the request, any officer may call the meeting.

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 sent electronically to each

member at least seven calendar days prior to the special congregational meeting. The notice will also be published in a Congregation bulletin sent electronically to members prior to the date of the meeting. Members who wish to receive notification via U.S. Mail shall submit their request to a staff member designated by the Executive Director. 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 ten percent 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.

#### Household Membership

Each adult shall have one vote.

#### Individual Membership

An individual member shall have one vote.

#### Complimentary Membership

A complimentary member shall have no vote.

#### Associate Membership

An associate member shall have no vote.

#### Junior Membership

A junior member shall have no vote.

#### Early and Remote Voting

Early voting shall be allowed in the ten days prior to the regular congregational meeting or the seven days prior to a special congregational meeting. Early 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. The Board may establish procedures to take advantage of currently available technologies for electronic early voting and remote voting during a regular or special congregational meeting.

### 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.

The Congregation shall have the following elected officers: President, President-Elect, Secretary, Financial Vice President/Treasurer, and at least five additional 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, Membership, Facilities, and Religious Affairs shall be elected.

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 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, except the office of Secretary, in accordance with state law. 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.

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 or her duties and decision-making authority in the day-to-day administration of the Congregation.

The Executive Committee shall be subject to the provisions of the CAA Child Safety Policy and familiar with the strategic plan goals of the Congregation and work to ensure those goals are furthered across the various committees.

The Executive Committee shall, in the intervals between meetings of the Board of Directors, exercise the powers of the Board of Directors. However, it shall be the sole province of the Board of Directors to approve the final budget for the upcoming year, to elect new Board members, and to amend these bylaws. Minutes of Executive Committee meetings shall be available to members of the Board of Directors as soon as practicable, but no later than the next Board of Directors meeting.

## Section 2. Elections.

### Nominating Committee

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.

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

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.

The chairperson of the Nominating Committee shall select a committee of not less than seven nor more than eleven 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.

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

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.

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 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 other than those set forth in Article II and Article III.

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.

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

Congregational members shall be notified of the nominees for officers and directors not less than ten days prior to the regular congregational meeting.

#### Election

Election of officers and board members shall be held at the regular congregational meeting. 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. Election is by a majority vote of those members voting at the regular congregational meeting.

#### Section 3. Terms of Office.

Each officer shall be elected for a two-year term commencing June 1 of the year in which the officer is elected.

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

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

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

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

#### Section 4. Vacancies.

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.

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 two-thirds of the members of the Board be present at such meeting.

## Article VI. Duties of Officers

### Section 1. President.

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

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.

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

The President shall be an ex-officio member of all committees.

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

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.

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.

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

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.

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. Financial Vice President/Treasurer.

The Financial Vice President/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, working in coordination with the Executive Director. As custodian, he or 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.

The Financial Vice President/Treasurer shall be responsible for collecting all dues and other Charges, working in coordination with a staff member designated by the Executive Director.

The Financial Vice President/Treasurer shall be Chairperson of the Finance Committee.

The Financial Vice President/Treasurer shall be responsible for maintaining an accurate accounting of all financial activity of the Congregation.

The Financial Vice President/Treasurer shall prepare and present to the Board of Directors monthly financial reports as required by the Board, working in coordination with the Executive Director.

The Financial Vice President/Treasurer shall make available the books and records of the Congregation for independent review at the request of the Board of Directors.

### Section 4. Secretary.

The Secretary shall attend all Congregation and Board of Directors' meetings and record all transactions at these meetings in the congregational minute book, which will then be shared with the History Committee for archival purposes.

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

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.

The Secretary shall keep an up-to-date copy of the bylaws, including any and all amendments, as part of the minute book.

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.

The Secretary shall plan and coordinate Board communications.

The Secretary shall advise and guide Congregation committee communications.

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

## Section 5. Vice Presidents.

The Vice Presidents of Education, Fundraising, Membership, Facilities, and Religious Affairs shall work with the President and President-Elect and in coordination with the Executive Director, clergy, and other professional staff to oversee their respective portfolios.

Each Vice President shall chair or assist the President in designating a chair for the Committee within their portfolios.

## Article VII. Board of Directors' Election and Responsibilities

### Section 1. Board Composition.

The Board of Directors of the Congregation shall consist of six elected at-large members, the congregational officers, the Immediate Past President, the designated representative of the Past Presidents' Council, the Brotherhood President or designee, the Sisterhood President or designee, the Young Families Committee President or designee, the Hazak President or designee, and the Aytz Chaim Foundation President or 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.

### Section 2. General Duties of the Board of Directors.

The Board of Directors shall oversee the management of the Congregation and ensure that clergy and other employees implement plans, procedures, and programs that serve the Congregation. The Board of Directors shall:

- Approve the conflict of interest and ethics guidelines and update the guidelines as needed to adhere to best practices.
- Develop and revise, as necessary, strategic plan goals and ensure that those goals are furthered across the various committees.
- Be subject to the provisions of the CAA Child Safety Policy.

### Section 3. New Director Orientation.

Newly elected directors, officers, and committee chairpersons shall attend an orientation offered annually by the Board of Directors to familiarize all directors with the conflict of interest and ethics guidelines, bylaws, strategic goals, CAA Child Safety Policy, and other policies and procedures governing the Board of Directors.

### Section 4. Board Meetings.

#### Meeting Format

All Board meetings will be held in a hybrid format, with remote attendance accessible through electronic platforms.

#### Congregational Attendance and Address to the Board

All Congregation members are welcome to attend in person or through electronic platforms.

Any Congregation 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 allotment.

#### Regular Meetings

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 President, in consultation with the Board of Directors.

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

#### Special Meetings

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 email, unless waived by a duly executed waiver of notice.

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.

A Congregation member who wishes to speak at a special meeting may speak only on an item already on the agenda and shall contact the President to provide the agenda item the member wishes to address and a time estimate.

#### Closed Session

Any Board meeting may go into closed session in accordance with a majority vote of the Board members present to discuss specific personnel matters, security issues, or other sensitive topics. However, all final votes must be taken in open session.

#### Director Attendance

Directors are expected to attend all regular and special board meetings. 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.

#### Section 5. Hiring of Clergy and Professional Staff.

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

#### Section 6. Budget, Expenditures, and Endowment and Fund Management.

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 of these bylaws.

#### Congregational Expenditures

The President is empowered to authorize all contracts on behalf of the Congregation consistent with the budget.

Any non-budgeted expenditures in excess of \$15,000.00 must be authorized by the Board of Directors. Any non-budgeted expenditure of between \$1,000.00 and \$14,999.99 must be

authorized in writing by the President and one other officer, in consultation with the Executive Director.

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 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 nor 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.

#### Section 7. Committee Service.

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

#### Section 8. Quorum and Majority Vote.

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

Each board position shall have one vote.

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 provided in the Articles of Incorporation or these bylaws, in which case the express provision shall control.

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 9. Minutes.

The Board of Directors shall keep regular minutes of its proceedings.

The minutes shall be placed in the minute book of the Congregation, which will be shared by the Secretary with the History Committee for archival purposes.

#### Section 10. 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. Membership.

The Past Presidents of the Congregation shall constitute a Past Presidents' 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. Chair.

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

## Article IX. Committees

### Section 1. Standing Committees.

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

- A. Finance Committee
- B. Religious School Committee/Youth Commission
- C. CCemetery Committee—Chevra Kadisha
- D. Ritual Committee
- E. Adult Education Committee
- F. History Committee
- G. Facilities Committee
- H. Information Technology Committee
- I. Chesed Committee
- J. Membership Committee
- K. Fundraising Committee
- L. Human Resources Committee

### Section 2. Additional Committees.

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.

Except where a particular officer is specifically designated to be the chairperson of a committee in these bylaws, the President shall, in consultation with any Vice President with responsibilities over that committee, appoint the chairperson of the Committee.

The committee chairperson shall recommend appointment of members of his or 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.

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

All committee members shall be members in good standing of the Congregation who are current with all financial obligations to the Congregation.

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.

All committee members shall be familiar with and subject to the provisions of the CAA Child Safety Policy.

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

### Section 3. Committee Minutes and Budget.

Each committee shall keep regular minutes of its meetings and shall report the minutes to the Board of Directors when required or requested.

Each standing committee shall propose an annual budget to the Finance Committee, in coordination with the Executive Director. Any additional committee shall propose an annual budget if requested to do so.

### Section 4. Committee Purposes.

The general purpose of the committees is to carry out the interests of the Congregation and to ensure that the strategic plan goals are achieved. The committees may recommend new rules, policies, and strategic goals to the Board of Directors, but may not implement such rules, policies, or goals on their own. The duties of the standing committees are detailed below and incorporate by reference the specific goals set forth in the Strategic Plan.

#### Finance Committee

The Finance Committee shall advise the Board of Directors and Executive Committee regarding the investment of all Congregation funds, with the goals of maximizing investment earnings and safeguarding assets. The Committee shall advise and assist the Financial Vice President/Treasurer, who in turn will advise and assist the Board of Directors and Executive Committee concerning investment policies and the selection of financial institutions.

The Finance Committee shall coordinate with the Membership Committee and the Executive Director to 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, in coordination with a staff member designated by the Executive Director, 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 Financial Vice President/Treasurer.

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

Religious School Committee/Youth Commission

The Religious School Committee/Youth Commission shall supervise the school of the Congregation and advise the Educational Professional on Religious School policy, rules and regulations, curriculum, and budget.

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

The Religious School Committee shall also serve as the Youth Commission or establish a Youth Commission as a subcommittee to be charged with developing and maintaining a program of youth activities for 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.

The Committee shall consist of the following members:

- A. A Chairperson serving a one-year term renewable up to three years.
- B. The Vice President of Education.
- C. A minimum of six and a maximum of ten at-large members serving staggered two-year terms.
- D. The immediate Past Chairperson of the Religious School Committee.
- E. The President, the clergy, and the Educational Professional who are non-voting ex-officio members of the Committee.

The Religious School Committee is charged with the overall responsibility to:

- A. Advise on the educational goals of the Religious School.
- B. Advise on the standards for becoming a confirmand or for graduation from the high school program.
- C. Recommend candidates for the position of Educational Professional to the Board of Directors.
- D. Advise the Educational Professional on the hiring of Religious School personnel.
- E. Advise on evaluations of the physical plant of the Religious School and make relevant recommendations to the Board of Directors.
- F. Advise on the development of curriculum and budget for the Religious School.
- G. Advise the Educational Professional on the implementation of Religious School policy.
- H. Solicit input from parents, teachers, students, and congregants.
- I. Facilitate the working relationship between the Educational Professional and the clergy.

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:

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.

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 section of the 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 section of the 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.

#### 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.

#### 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.

#### History Committee

The History Committee shall keep all Congregation archives, including Board of Director and committee agendas and minutes, and shall educate the Congregation regarding the Congregation's history. The History Committee shall coordinate its work with the Board Secretary and the Executive Director.

#### Facilities Committee

The Facilities Committee shall work in coordination with the Executive Director to determine maintenance improvement plans and policies and formulate rules and regulations for the Congregation's building and grounds including the kitchen and social hall, subject to repeal, in whole or in part, by the Board of Directors.

#### Information Technology Committee

The Information Technology Committee shall coordinate the use of information technology to serve the Congregation's needs and shall coordinate its work with the Ritual Committee, Facilities Committee, clergy, and professional employees.

#### Chesed Committee

The Chesed Committee shall serve the Congregation in times of joy and need, complementing clergy support. The committee shall also facilitate congregational service, interfaith relations, and social action programming.

#### Membership Committee

The Membership Committee shall recruit new Congregation members, retain existing ones, and shall work jointly with the Finance Committee to advise the Board of Directors concerning the overall structure of Congregation dues.

### Fundraising Committee

The Fundraising Committee shall coordinate ongoing and special fundraising to support the Congregation's operations.

### Human Resources Committee

The Human Resources Committee shall work in coordination with the Executive Director to develop and maintain human resources (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 go into closed session at which only regular committee members may be present for the same reasons listed in Article VII regarding Board of Trustees' closed sessions.

## Article X. Clergy

### Section 1. General Clergy Duties and Responsibilities.

All clergy shall adhere to the Congregation's bylaws and other policies and procedures established by the Board, including strategic goals and the provisions of the CAA Child Safety Policy.

### Section 2. The Rabbi.

The pulpit of the Congregation shall be occupied by an ordained rabbi, whose credentials are recognized by the Rabbinical Assembly.

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.

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

The contract with the Rabbi shall include specifics of his or her duties and grounds for dismissal and shall call for a review of his or her performance on an annual basis.

### Section 3. Additional Clergy.

The Congregation may also hire one or more additional clergy, such as a hazzan, assistant rabbi, or associate rabbi. Any additional clergy shall assist the Rabbi in serving the religious, educational, spiritual, and pastoral needs of its membership.

The contract with any additional clergy shall include specifics of his or her duties and grounds for dismissal and shall call for a review of his or her performance on an annual basis.

#### Section 4. Selection of New Clergy.

At a regular or 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 clergyperson. After such meeting, the Board of Directors shall make its recommendation concerning the selection of a new clergyperson. At least 60 percent of the members of the entire Board must vote in favor of the selection. The Board's recommendation shall be approved by 60 percent of the members of the Congregation who vote when there is at least a quorum present, as defined by Article IV.

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 5. Clergy Contract Renewal.

At the regularly scheduled Board meeting during the November prior to the expiration of a clergyperson's contract, all members in good standing of the Congregation shall be invited to comment to the Board concerning contract renewal. At the conclusion of the November meeting the Board shall make its recommendation concerning contract renewal. The clergyperson shall be elected and his or her contract shall be renewed by a majority vote of the members in accordance with Article IV.

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 renewed contract.

#### Section 6. Termination.

The Congregation shall be notified ten days prior to any Board vote of any proposal concerning the termination of the contract of a clergyperson 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. Professional Employees

#### Section 1. General Employee Duties and Responsibilities.

All employees shall adhere to the Congregation's bylaws and other policies and procedures established by the Board, including the strategic plan and the provisions of the CAA Child Safety Policy.

#### Section 2. Educational Professional.

The Congregation may hire an Educational Professional who is a qualified Jewish educator.

The Educational Professional shall be responsible for:

- 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 Congregation and Religious School policy.

- Communication of Religious School events to the members of the Congregation.
- Supervision of Religious School faculty and staff and youth-related professional staff.
- Oversight of youth programming, either directly or through the appointment of a Youth Director.

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).
- Oversight of youth programming, either directly or through the appointment of a Youth Director.

The Educational Professional shall be an ex-officio non-voting member of the Religious School Committee.

The Educational Professional of the Congregation shall be under the supervision of the Rabbi or designee.

### Section 3. Executive Director.

The Executive Director serves as the senior administrator of the Congregation and as part of the executive team, providing leadership and strategic direction to staff and lay leaders in support of the Congregation's mission and the operational work of the Congregation.

The Executive Director of the Congregation shall collaborate with those leaders, the Board or Directors, additional clergy, and the Educational Professional.

The Executive Director is empowered with the authority and responsibility and is ultimately accountable to develop, manage, and coordinate Congregation operations. The Executive Director leads in designing and participates in developing and implementing goals, objectives, policies, and procedures to ensure the proper coordination of all departments and personnel. The Executive Director shall prepare and submit to the Executive Committee and the Board of Directors reports of finances, staffing, and administrative activities, and shall attend and participate in the Executive Committee, Board of Directors, and other meetings to receive general direction and provide input.

The Executive Director shall collaborate with Board officers as described in these bylaws.

The Executive Director may further delegate responsibilities described in these bylaws to Congregation employees.

The Executive Director of the Congregation shall work under the direct supervision of the President, who may also designate some supervisory duties to the Rabbi.

## Section 4. Hiring and Contract Renewal.

Professional employees listed in these bylaws shall be employed under a contract approved by the congregational Board of Directors, and their contracts may be renewed and renegotiated by the Board.

## Article XII. Review and Revision

### Section 1. Regular Bylaws Review.

The President shall convene and appoint members to a Bylaws Committee at least every two years to consider possible changes to the bylaws and present any possible changes to the Board of Directors for consideration.

In a year in which the Bylaws Committee is convened, the President shall request proposed revisions to the bylaws by December 1.

Members in good standing may submit in writing to the President proposed revisions to the bylaws by January 1 for consideration at the Congregation's annual regular meeting. The Bylaws Committee shall meet by February 1 to consider proposed revisions to the bylaws and shall present the proposed revisions and recommendations regarding the proposed revisions to the Board of Directors for consideration at a regular Board meeting in February.

The Board of Directors shall consider such proposals and the recommendation from the Bylaws Committee at its March meeting. Congregation members shall be informed of the Board's action and exact language, if accepted, within seven days of the March Board meeting.

Upon positive recommendation of the Board of Directors, proposed amendments will be considered and voted upon at the next regular 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 sent to the Congregation at least ten days before the meeting.

Amendments to the bylaws shall be adopted by a majority vote of the members in accordance with Article IV.

### Section 2. Additional Revisions.

In a year in which the Bylaws Committee is not convened for regular review of the bylaws, proposals to revise 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 revision to the Bylaws Committee for review and consideration and shall request that the President convene and appoint members to the Bylaws Committee if necessary. The Bylaws Committee and Board of Directors shall follow the procedures and timeline in Article XII to present the proposed revisions to the Congregation for consideration at the next regular congregational meeting.

### Section 3. Revision Rejection and Reconsideration.

If a proposed revision 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 next regular congregational meeting under the following conditions and procedures:

- A. The resubmission to the Board must provide the exact specific language that is requested;
- B. The resubmission to the Board must be made prior to the April Board meeting; and
- C. The resubmission to the Board must be accompanied by the names and written signatures of at least five percent of the members of the Congregation eligible to vote.

Valid resubmissions will be included with the notice of the annual meeting and shall be sent to the Congregation at least ten days before the meeting. The communication shall include a brief explanation of the reason for the proposal by the member and the recommendation of the Board concerning the proposal.

A proposal for revision of the bylaws that has been rejected by the Congregation may not be re-submitted for the consideration of the Congregation unless twelve months have elapsed since the time of rejection.

## Article XIII. Procedures

### Section 1. Rules of Order.

Meetings of the Congregation shall be conducted in accordance with the provisions of the most recent edition 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. Board Authority.

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. Actions Taken In Violation of Bylaws.

Any action taken in violation of these bylaws shall be null and void.

### Section 4. Current Copy.

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

## Article XIV. 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 Business Organizations Code, as the same exists or may hereafter be amended. 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 XIV is in effect. Any repeal or amendment of this Article XIV 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 XIV. 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 Business Organizations Code. If a claim for indemnification or advancement of expenses hereunder is not paid in full by the Congregation within 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 Business Organization Code, 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 XIV 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, arbitrative, 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.