

**BYLAWS OF
TEMPLE SHIR SHALOM OF GAINESVILLE, INC.
(A FLORIDA NOT FOR PROFIT CORPORATION)**

ARTICLE I: NAME

SECTION 1.1. This Congregation (Temple Shir Shalom of Gainesville, Inc.) shall be sometimes known as Temple Shir Shalom of Gainesville, Florida, Temple Shir Shalom of Gainesville and Temple Shir Shalom.

ARTICLE II: PURPOSE

SECTION 2.1. The purpose of the Congregation shall be to assist its members to affirm their faithful attachment to Judaism and their adherence to its liberal interpretation unite for the purpose of discharging their responsibilities under the protection of a benign Providence, and to apply the principles of Judaism to their personal conduct, to family life, and to society.

SECTION 2.2. The Congregation shall operate in compliance and within the parameters of a religious, charitable, and education organization, same defined specifically within Section 501 (c) (3) of the Internal Revenue Code of 1954, as amended, and in compliance with regulations thereunder.

ARTICLE III: NATIONAL AFFILIATION

SECTION 3.1. This Congregation shall affiliate itself with the Union for Reform Judaism (URJ). It shall pay dues to the URJ and be entitled to all services as well as privileges prescribed in the URJ Constitution and Bylaws.

ARTICLE IV: RITUAL AND RELIGIOUS PRACTICES

SECTION 4.1. The Congregation shall interpret Judaism in the tradition of Reform Judaism.

SECTION 4.2. The official ritual of worship shall be according to a URJ approved prayer book.

SECTION 4.3. Subject to direction, if any, by the Board of Trustees, this Congregation shall be advised in its religious practice by its Rabbi in conjunction with the Ritual Committee, as well as by the interpretations of the Central Conference of American Rabbis and in its congregational programs by resolutions adopted at the URJ Biennial Assemblies.

SECTION 4.4. Bimah and Torah honors shall be allocated by the Ritual Committee with the advice of the Rabbi. Location of seats in the place of worship shall be unassigned. It shall however, be the duty of the Board of Trustees, whenever it may be necessary on special occasions, to reserve a sufficient number of seats to accommodate the membership, provided however that no specific assignment of seats shall be made on such special occasions.

SECTION 4.5. When authorized by the Board of Trustees, nonmembers shall pay such attendance dues for High Holy Days services, or otherwise, as may be determined by the Board of Trustees, any such payment to be made in advance.

ARTICLE V: MEMBERSHIP

SECTION 5.1. Any person of the Jewish faith, as practiced by the four major denominations of Judaism, namely, Reform, Conservative, Orthodox or Reconstructionist, or any person seeking to be associated with those upholding the Jewish faith, as stated above, 18 years of age or older, shall be elected to membership upon approval of his or her application by the Board of Trustees.

SECTION 5.1.A. Every application for membership must be accompanied with payment of not less than dues for one year, except that the Board of Trustees in its discretion may allow deferred payment(s). Amounts accompanying rejected applications shall be refunded.

SECTION 5.1B. A Financial Assistance Committee may reduce, waive, or extend dues, assessments and other fees for reason of hardship or other proper cause. The Committee will consist of a minimum of three members, including at least one Board of Trustee member and the Treasurer. The actions of this Committee shall be in accordance with the policies established by the Board of Trustees.

SECTION 5.2. A non-Jewish family member shall be considered a member in good standing and may serve as a Trustee. Members of the Executive Board, Ritual Committee Chair, Religious School Committee Chair and Youth Committee Chair shall be reserved to Jewish members.

SECTION 5.3. Subject to provisions of Section 5.1, the Board of Trustees may establish special membership classifications with such provisions as it shall deem advisable.

SECTION 5.3A. One of the membership classifications will be the family unit. A family unit may be an adult with dependent family members or adults in a committed relationship with or without dependent family members. When an application for a family membership is received, it will be reviewed by the Board to determine if the group applying is entitled to be classified as a family. The Board will not be constrained by specific family unit definitions, but will grant family membership at its discretion.

SECTION 5.3B. If the Board determines that the composition of the family unit has changed, family unit status for some or all of the members of that family unit may be changed. The expansion or contraction of a family unit would be decided by the Board, solely at its discretion.

SECTION 5.4. Members in good standing shall have the right to vote on all matters coming before meetings of the congregation. The privilege of voting shall be vested in the individual adult and, in the case of those with a family membership; two adults shall each have one vote.

SECTION 5.5. Members shall pay such annual dues, assessments, and other fees when determined by the Board of Trustees upon approval of a majority of the votes cast at a congregational meeting. Family or single parent membership is required for religious school enrollment.

SECTION 5.6. Any member wishing to withdraw his membership from the congregation must tender his resignation in writing to the Board of Trustees and must clear himself on the books to the end of the fiscal year before his resignation can be accepted.

SECTION 5.7. A member failing to pay any financial obligation due the congregation within 45 days after the same is due or levied, shall be deemed delinquent. A delinquent member shall lose all rights and privileges as a member of the congregation and shall be subject to suspension by the Board of Trustees after the member shall have been notified by certified or registered mail of such member's impending suspension. A suspended member may be reinstated by the Board of Trustees upon payment by such member of all financial obligations and upon compliance with any conditions and terms the Board of Trustees may stipulate, including amounts due for building or other assessments, written pledges, and religious school tuition.

ARTICLE VI: MEETINGS

SECTION 6.1. An Annual Meeting of the Congregation shall be convened by the President within sixty days prior to the beginning of the congregation's fiscal year. Notification thereof shall be sent by electronic mail (email) or, at the member's request, U.S. Postal Service to each member at least fourteen days prior to the holding of the Annual Meeting, which notice shall include a proposed agenda, a proposed budget and a notice of any proposed dues increase or assessments. At this meeting (a) reports shall be submitted by the President, the Rabbi and such other officers, official, auxiliaries, and Committees as may be requested to do so by the Board of Trustees, (b) a proposed budget shall be submitted for approval, and (c) election of officers and trustees shall take place. The congregation may cause modifications or amendments to the budget as submitted.

SECTION 6.2. Special meetings of the Congregation may be called by (a) the President, (b) a majority of the Board of Trustees, or (c) on written petition of fifteen (15) percent of the membership units. The date and time of such meeting shall be as specified in such call. The call for a special meeting shall set forth the purpose of the meeting and written notice shall be sent by electronic mail (email) or, at the member's request, U.S. Postal Service to each member at least fourteen days prior to the time of such meeting. No business shall be transacted at a special meeting except that specified in the call.

SECTION 6.3. Twenty-five (25) members in good standing shall constitute a quorum.

SECTION 6.4. Voting by proxy is prohibited. Absentee voting shall be permitted. Official absentee ballots shall be furnished by the Secretary within 48 hours to any member requesting the same. To be valid, the completed ballot must be returned and filed with the secretary at least 48 hours before any election or meeting. The presence of any member at the election or meeting, who shall have filed an absentee ballot, shall automatically nullify said absentee ballot.

SECTION 6.5. Voting at the Annual Meeting or any special meeting shall be by ballot at the request of the President, the Board of Trustees or the written or oral request of three (3) members.

ARTICLE VII: OFFICERS

SECTION 7.1. The Officers of the Congregation shall consist of a President, a First Vice-President, a Second Vice-President, a Secretary, and a Treasurer. All officers shall be elected by the members of the Congregation by a majority of the votes cast at the Annual or special meeting. All terms of office shall be for one (1) year. These Officers shall assume office at the beginning of the new fiscal year. In order to be an officer, the individual must be a member in good standing in the Congregation.

SECTION 7.2. The President shall be the chief executive officer of the Congregation. In addition, the President shall preside at all Board of Trustees and Annual and special meetings. The President shall appoint and remove committee chairpersons and may create such special committees deemed necessary or appropriate, with such duties and authority as delegated by the President. The President shall be a nonvoting ex-officio member of all committees except the Nominating Committee and Personnel Committee where in the latter he or she may preside as committee chair, sign all legal documents, and perform such other duties as are incident to the office. The President shall not vote except in the case where the President's vote will affect the outcome of a vote.

SECTION 7.3.A. In the case of a vacancy in the office of President, or in the absence or disability of the President, the successor to such President or office of President shall be, seriatim, the First Vice-President and then the Second Vice-President, it being the intention hereby that if the First Vice-President succeeds to the office of President and such Vice-President ceases to serve as such (whether by resignation, failure to assume the office, removal, absence or disability) the Second Vice-President shall succeed to such successor.

SECTION 7.3.B. The First Vice-President and the Second Vice-President shall perform such duties as may be assigned to each by the President. In addition, the Second Vice-President shall coordinate the activities of all committees.

SECTION 7.4. The Treasurer shall be the custodian of all funds of the congregation and shall (a) collect all dues and other moneys or other financial assets, (b) shall notify members of amounts due or delinquent, (c) make all authorized disbursements, (d) prepare all records for audit no later than 75 days after the close of each fiscal year, (e) present to the Board of Trustees a monthly cash report and quarterly financial report, (f) present an annual financial report to the Congregation at the Annual Meeting, (g) provide the Budget and Finance Committee chairperson with a quarterly list of members in arrears on their financial obligations, and (h) prepare an annual budget in cooperation with the Budget and Finance Committee chairperson.

SECTION 7.5. The Secretary shall (a) serve as Secretary of the Congregation and the Board of Trustees, (b) shall keep the minutes of both bodies, (c) keep a register of all members of the Congregation, (d) send, or cause to be sent, notices of all Board of Trustees and Congregational meetings, (e) be the custodian of the Articles of Incorporation, bylaws, contracts, deeds, rules and regulations, reports of the Annual and special meetings, insurance policies, and in general be the depository for all records of the Congregation, (f) submit monthly summaries of the minutes of the Board of Trustees meetings to the Congregation's periodic newsletter, the Shofar and (g) perform such other duties as are incident to the office.

SECTION 7.6. Before assuming office, all Officers and Trustees shall be covered by a Directors and Officers Liability policy the cost of which shall be borne by the Congregation.

SECTION 7.7. All disbursement of Congregational funds, except payroll, in excess of \$1000.00 shall require two (2) signatures. The Treasurer and President are the primary signatories. In the case of a vacancy in the office of the Treasurer or President, or in the absence or disability of either of those, disbursements may be made upon the signatures of either the Treasurer or President and one elected Officer.

SECTION 7.8. The office of any Officer or Trustee who is absent from three (3) successive regular meetings of the Board of Trustees may be declared vacant by the Board of Trustees.

ARTICLE VIII: BOARD OF TRUSTEES

SECTION 8.1. The Board of Trustees, including Officers, shall consist of one (1) Trustee for each ten (10) membership units, with a minimum of six (6) and a maximum of fifteen (15), this number to be reviewed annually by February 15th, to be elected by the Congregation. In addition to the number limitation set forth in the preceding sentence (a) the Immediate Past President of the Congregation shall serve as an additional Trustee with the right to vote, and (b) the Presidents of the Sisterhood and Brotherhood as well as other officially sanctioned auxiliary groups affiliated with the Congregation, if any, shall serve as nonvoting ex-officio members. If the Office of President is vacant then representation shall be by the order of succession for the organization.

SECTION 8.2. Effective with the first Annual Meeting after this section 8.2 is adopted, or simultaneously therewith if this section is adopted at the Annual Meeting, Trustees shall be elected by the congregation as follows:

- a. One-half of the authorized number of Trustees (or one-half plus one if the number of trustees is odd), to serve for two (2) years.
- b. Two (2) years thereafter, the balance of the authorized number of trustees to serve for two (2) years.

SECTION 8.3. Upon the expiration of the term of office of the Trustees, the congregation shall, at its Annual Meeting, elect Trustees to serve for two (2) years in place and stead of the Trustees whose term of office has expired.

SECTION 8.4. The Board of Trustees shall have the general management of the affairs, funds, records, and property of the Congregation. It shall act on all matters of policy, fill all vacancies on the Board of Trustees for the balance of the period of the vacant office and perform such other duties as the members of the Congregation at its Annual or special meeting may prescribe.

Notwithstanding anything to the contrary contained in these bylaws, in addition to the amounts authorized by the adopted budget for such fiscal year, the Board of Trustees may authorize the appropriation and expenditure, in each fiscal year, of a sum not exceeding five thousand (\$5,000.00) dollars, provided that by three-quarters (3/4) vote of the Board of Trustees at a regular or special meeting, it declares, prior to the expenditure or by ratification thereafter, that such appropriation is or was necessary as an emergency measure for the benefit of the congregation

SECTION 8.4.A. There shall be a committee, to be known as the Executive Committee, which shall consist of the President, Immediate Past President, First Vice-President, Second Vice-President, Treasurer and Secretary. The duties of the Executive Committee shall be delegated by the Board of Trustees. The Executive Committee shall meet at the call of the President. The Executive Committee shall not act on matters of policy or fiscal matters.

SECTION 8.5. The Board of Trustees shall meet once a month and, in addition, may meet at the call of the President or by petition of one third (1/3) of the members of the Board of Trustees.

SECTION 8.6. One half (1/2) of the members of the Board of Trustees shall constitute a quorum.

SECTION 8.7. The Board of Trustees shall have the authority to engage, supervise and terminate professional staff and other employees and to fix their duties and compensation. Without limitation hereby, professional staff shall include Administrator, Cantor, Cantorial Soloist, Educator, Religious School Director and Executive Secretary.

SECTION 8.8. The Board of Trustees shall designate the bank, banks, or trust company for deposit of Congregational funds and to determine where and how Congregational funds shall be invested.

SECTION 8.9. Members of the Board of Trustees, as the chosen lay leaders of the congregation, shall individually and collectively set the example to the membership by regular attendance at worship services and by active participation in the life and activities of the congregation. In order to be a Trustee, the individual must be a member in good standing in the congregation.

ARTICLE IX: RABBI

SECTION 9.1. Any prospective Rabbi shall be nominated by the Pulpit Committee who shall recommend to the Board of Trustees a Rabbi to be elected. The chairperson and members of this Committee shall be appointed by the President with the approval of the Board of Trustees. If approved by the Board of Trustees, this recommendation shall be presented to the Congregation at its Annual Meeting, or at a special meeting, for its approval. A majority vote of the votes cast shall be required for approval. Voting shall be by ballot.

SECTION 9.2. Upon the completion of any term of the Rabbi's period of service, or earlier if so determined by the Board of Trustees, the Board of Trustees shall make a recommendation as to the Rabbi's reelection. This recommendation shall be presented to the congregation at its Annual Meeting, or at a special meeting. A three-fifths (3/5) vote of the votes cast at this meeting shall be required to reelect the Rabbi. Voting shall be by ballot.

SECTION 9.4. Subject to the provisions of any contract with the Rabbi, the Rabbi shall perform such duties for the Congregation as promulgated by the Board of Trustees.

ARTICLE IX (A): CANTOR OR CANTORIAL SOLOIST

SECTION 9 (A).1. Any prospective full-time Cantor or Cantorial Soloist shall be nominated by the Pulpit Committee in consultation with the Rabbi who shall recommend to the Board of Trustees the election of such Cantor or Cantorial Soloist. The chairperson and members of this Committee shall be as provided for in Section 9.1. If approved by the Board of Trustees, this recommendation shall be presented to the Congregation at its Annual Meeting, or at a special meeting, for its approval. A majority of the votes cast shall be required for approval. Voting shall be by ballot.

SECTION 9(A).2. Upon completion of any term of the Cantor's or Cantorial Soloist's period of service, or earlier if so determined by the Board of Trustees, the Board of Trustees shall make a recommendation as to the Cantor's or Cantorial Soloist's reelection. This recommendation shall be presented to the Congregation at its Annual Meeting, or at a special meeting. A three-fifths (3/5) vote of the votes cast at this meeting shall be required to reelect the Cantor or Cantorial Soloist. Voting shall be by ballot.

SECTION 9(A).3. The Cantor or Cantorial Soloist shall perform such duties for the Congregation as promulgated by the Board of Trustees.

ARTICLE X: COMMITTEES

SECTION 10.1. The Chairperson shall have the authority to appoint and remove members of the chairperson's committee. Subject to changes directed by the Board of Trustees the Committees shall have the following duties:

- a. Budget and Finance: To prepare a budget, supervise the accounts of the Congregation, conduct or supervise an annual audit of the Congregation's finances and arrange for fundraising.
- b. Building: Provide rules and regulations for the use of the Congregation's physical facilities and to keep such facilities in good order and repair. The rules and regulations shall be submitted to the Board of Trustees for its approval.
- c. Grounds: To beautify, supervise and maintain the grounds.
- d. Membership: To make known the availability of membership, to recruit new members, and to develop programs for the enhancement of the membership experience, including orientation and retention of members. It shall arrange for publication and distribution of a yearly membership directory and calendar.
- e. Personnel: With the approval of the Board of Trustees, to engage such employees of the Congregation, other than the Rabbi, as may be necessary or advisable, fix their duties and compensation, and remove such employees.
- f. Publicity: To publish and distribute the Congregation's periodic newsletter known as the Shofar. It shall also keep current Temple's website and other social media, including disseminating information respecting the mission of the Congregation and publicize activities of the Congregation, the Rabbi, professional employees, Officers and Trustees, and the religious school.
- G. Religious School: Oversee the administration of the School, including books, supplies, staff and curriculum. Promulgate regulations for the governance of the School and to submit an annual budget to the Board of Trustees.
- h. Ritual: With the approval of the Board of Trustees, to determine the rituals and observances of the synagogue consistent with Article IV. To promote such practices in the home as will enhance the values of Jewish living. It shall have the responsibility, with the advice of the Rabbi, to allocate Bimah and Torah honors. It shall be responsible for the safekeeping and maintaining in good order and repair the Torahs, Chumashim, prayer books and religious articles and artifacts. It shall arrange for annual community Seders.
- i. Social Action: To organize and coordinate activities for the benefit of the community at large including enhancing the members experiences as they relate to the State of Israel, other congregations and organizations and other religions.
- j. Youth: To promote all manner of activities for the benefit of young people which contribute to their knowledge of Jewish traditions, religion, and values and to enhance their experience as members of the community and promote their social interaction.

SECTION 10.2. Auxiliary Associations. Auxiliary or activity units of the congregation may be formed with the approval of the Board of Trustees.

ARTICLE XI: NOMINATIONS

SECTION 11.1. Nominations of Officers and Trustees shall be made by a Nominating Committee appointed by the President, with the consent of the Board of Trustees. The Nominating Committee shall consist of three (3) members of the Board of Trustees and two (2) members of the Congregation at large. The composition of the Nominating Committee shall be publicized as soon as practicable after its appointment. No more than one member of any one family unit can be appointed to the Nominating Committee. All members of the Nominating Committee shall be members in good standing in the congregation.

SECTION 11.2. The slate of nominees shall consist of at least one nomination for each officer and for each Trustee whose term of office shall expire at the close of the then current fiscal year.

SECTION 11.3. Selections of the Nominating Committee shall be reported to the Board of Trustees and notice of said nominations shall be mailed to the congregation at least sixty (60) days prior to the Annual meeting. Rules for nomination by petition must be included in said notice.

SECTION 11.4. Nomination for any elective office may be made by petition of twenty (20) members of the Congregation, in good standing, said nominations to be filed with the Secretary at least thirty (30) days before the election. The Secretary shall notify all other members of the Board of Trustees within three (3) days of receipt of any nomination. There shall be no nominations from the floor.

SECTION 11.5. If any additional nominees are made pursuant to Section 11.4, the Secretary shall cause to be mailed to all member of the Congregation, within three (3) days of receipt of such petition a complete list of all nominees, including the nominees made by the Nominating Committee.

SECTION 11.6. In lieu of mailing as required by this Article, notifications shall be sent by electronic mail (email) or, at the member's request, U.S. Postal Service and by publication in the Congregation's periodic newsletter, the Shofar, provided however, that the time constraints set forth in this Article are observed.

ARTICLE XII: CEMETERY

SECTION 12.1. The Congregation may lease or own land and other property for use as a cemetery. The management of such property shall be the responsibility of the Board of Trustees.

SECTION 12.2. The Board of Trustees shall delegate the management of the cemetery to the Executive Committee and Rabbi whose actions will be subject to the approval of the Board of Trustees. The Executive Committee and Rabbi shall promulgate rules and regulations for the operation of the cemetery, set the charges for burial space, issue permits for burial and arrange for maintenance and for perpetual care. The rules and regulations shall be made available to the members by distribution at the request of any member in addition to publication in the Congregation's periodic newsletter, the Shofar. Regulations for the landscaping of lots and other spaces in the cemetery and for the erection of monuments shall also be adopted. All plans for monuments and landscaping must be submitted to Executive Committee and Rabbi in advance for its approval.

SECTION 12.3. The cemetery is the property of the Congregation which is entitled to use the surplus funds derived from its management. It shall be the aim of the Congregation to set aside enough money to maintain the cemetery in perpetuity. A special fund may be established for this purpose to be administered by the Treasurer.

SECTION 12.4. Nothing herein shall preclude the Congregation from entering into shared cemetery arrangements with another Jewish congregation.

ARTICLE XIII: EXPULSION AND REMOVAL

SECTION 13.1. A member, Officer, Trustee or Rabbi may be expelled as a member or removed as Officer, Trustee or Rabbi for cause. Cause shall include the failure or refusal to perform the duties and responsibilities of such office or position in a satisfactory manner, without good cause, or willful violation of these bylaws, or for any conduct prejudicial or inappropriate to the interest and welfare of the Congregation.

SECTION 13.2. The provisions of Section 13.1. shall be in addition to the provisions of any other Article of these bylaws, or the inherent authority of the President or Board of Trustees to remove any member of the professional staff or other employee.

SECTION 13.3. Expulsion or removal shall require a two-thirds (2/3) vote of all members of the Board of Trustees and a two-thirds (2/3) vote of the members of the Congregation present at a special meeting. Notice must be served on the person proceeded against, and an opportunity to be heard must be accorded to such person before a vote by the body is taken.

ARTICLE XIV: REAL ESTATE

SECTION 14.1. Before any contract shall be entered into for the purchase, sale or alienation of real estate by or for the congregation, the Board of Trustees shall ascertain all of the relevant material facts and submit them to the Congregation at the Annual Meeting or special meeting to be called for that purpose. It shall require a vote of two-thirds (2/3) of the votes cast to authorize any purchase, sale or alienation of real estate.

ARTICLE XV: AMENDMENTS

SECTION 15.1. Amendments to the bylaws shall be presented in writing and shall be initiated by the Board of Trustees or by at least fifteen (15) percent of the membership units, and shall be filed with the Secretary. Such amendments may be acted on at the Annual Meeting or any special meeting of the Congregation called for that purpose. Copies of the proposed amendments, with the arguments for and against them, shall be mailed to each member along with the notice of the meeting at least fourteen (14) days prior thereto. An affirmative vote of two-thirds (2/3) of the votes cast shall be necessary to adopt any amendment. The effective date of any amendment shall be the date when adopted, unless provided otherwise in the language of the amendment.

ARTICLE XVI: MISCELLANEOUS ADMINISTRATIVE

SECTION 16.1. Indemnification - This Corporation is authorized to make indemnification to such person or persons and under such facts, circumstances and requirements as set forth in Section 607.0850 of the Florida statutes, as amended.

SECTION 16.2. Contracts, checks and deposits - The Board of Trustees may authorize any Officer or agent of the Congregation to enter into any contract or to execute and deliver any instrument or document on behalf of the Congregation, which authority may be general or specific. All funds received by the Congregation shall be deposited to the credit of the Congregation in such banks or other depositories as may be approved and authorized by the Board of Trustees.

SECTION 16.3. Records - The Congregation shall maintain correct and proper books and records and shall keep minutes of all meetings of the Congregation and the Board of Trustees at the principal office of the congregation. All such records may be inspected by any officer, trustee, any member of the congregation in good standing, or the agent or attorney of any of them, or any governmental agency authorized to do so.

SECTION 16.4. Principal Office - The principal office of the congregation shall be located at 3855 North West 8th Avenue, City of Gainesville, County of Alachua, State of Florida. The Board of Trustees may change the location of the principal office with the approval of the Congregation.

SECTION 16.5. Seal - The Congregation shall have a seal of such design as may be approved by the Board of Trustees.

SECTION 16.6. Fiscal Year - The fiscal year shall begin annually on June 1. The Board of Trustees may change the fiscal year.

SECTION 16.7. Rules of Order - The rules of procedure at meetings shall be determined by Robert's Rules of Order, latest revised edition.

SECTION 16.8. Effect of adoption of these bylaws - The adoption of these by-laws shall constitute a revocation of the previously existing bylaws in their entirety. However, nominations and previous determinations of the officers and Board of Trustees shall remain effective and are hereby ratified and approved.

Bylaws revised: 1984 (Initial), 1998, 2002, 2005, 2014, 2016

Revised by the Board of Trustees March 8, 2016, approved by the congregation May 15, 2016