

Proposed Temple Oseh Shalom Bylaws Official Copy

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Article 1: Name

The Religious and Educational Institution for which these Bylaws are established and adopted is named Temple Oseh Shalom (the "Congregation"). The Congregation shall mean all Members of Temple Oseh Shalom.

Article 2: Purpose

Temple Oseh Shalom of Bluffton, South Carolina, shall establish and maintain an egalitarian Jewish Congregation. The Temple shall embrace the diversity of the Congregation in an accepting and open manner.

Article 3: Membership**3.1 Qualifications and Procedures for Membership**

3.1.a A Member shall be (1) a person of the Jewish faith, and/or (2) a non-Jewish spouse or partner of a member.

3.1.b A person qualified for Membership shall make application to become a Member, in such form as the Board shall provide.

3.1.c A Member may be terminated by the Temple for cause, for commission of specific acts deemed detrimental and contrary to Temple purposes or for failure to meet established Member financial obligations. However, no member shall be expelled without first having been given written notice at least thirty (30) days before such action is taken, and the Member shall be offered an opportunity to appear before the Board during that period. A 2/3 vote of the Board of Directors, present and voting *at a regular or special meeting called for that purpose*, shall be required for expulsion of any Member.

3.2 Rights and Privileges

3.2.a A "Member in good standing" is defined as one who is current in his/her financial obligation. In the case of a Member who has been authorized by the President to make extended payments, such Member shall be "in good standing" as long as he/she is current with the authorized payment schedule.

3.2.b The rights and privileges of a Member in good standing, except as stipulated elsewhere, shall consist of the right to participate in any of the activities of the Congregation.

3.2.c On all matters coming before meetings of the Congregation requiring a vote, each adult Member in good standing shall have one vote. Dependent children of Members are considered non-voting Members.

3.3 Resignations. Resignation or removal from the Congregation shall not relieve a Member from payment of any financial obligation due the Congregation up to the effective date of resignation or removal.

Article 4: Financial Obligations and Fiscal Year**4.1 Financial Obligation**

4.1.a The Board, with the advice of the Finance Committee, shall establish the financial obligation, for Membership. Dues shall be paid within thirty (30) days of billing. Individuals joining after March 31 of any year shall be considered having met their dues obligation for the current and next fiscal year upon payment of the current year's dues. However, any dues increase instituted for the next fiscal year will be considered an obligation that must be paid.

4.1.b Adjustment in a Member's financial obligation, and/or extended payments for a Member may be requested of the President, who, with the advice and consent of the Treasurer, shall have sole authority to approve a request for a reduction and/or extended payments. The privacy of any member requesting special arrangements shall be preserved.

4.2 Fiscal Year. The fiscal year of the Congregation shall be from June 1 to the following May 31 unless the Board of Directors shall determine otherwise.

Article 5: Board of Directors

5.1 The Board. The Congregation shall be governed by an elected Board of Directors (the "Board") that shall consist of President, Vice-President(s), Secretary(ies), Treasurer, the immediate Past-President, Presidents of the Brotherhood (Men's Club) and Sisterhood, Chair of the Ritual Committee and four Directors-At-Large, and one Director/Administrator, a separate position. Additionally, the Presidents of the Brotherhood (Men's Club) and Sisterhood, each elected by their respective members, shall also serve on the Board. The Religious Leader (e.g. Rabbi) shall occupy a non-voting seat on the Board. All Members of the Board of Directors shall be Jewish and in good standing. Only one member from a household may serve on the Board of Directors concurrently.

In the event the Outgoing President shall not be able to serve as Immediate Past President, the then current Past President shall remain in that position until the Immediate Past President is able to serve or until a new President leaves office and can serve.

5.2 Officers. Officers of the Congregation shall be President, Vice-President(s), Secretary(ies), and Treasurer.

5.3 Terms of Office. The President, and all other officers, shall serve a one year term of office and may serve no more than 2 consecutive terms in the same office. Directors At-Large shall serve a term of one year and may serve no more than 2 consecutive terms in their respective positions. Ritual Chair shall serve a one year term and may serve no more than 2 consecutive terms in that respective position. The Director/Administrator shall serve an indefinite term. Should the nominating committee not be able to find a candidate(s) for a Board Position for those members ending their terms, those members may serve, if they are willing, one additional year. If the Vice President is unable to assume the Presidency and the President doesn't want a third year, the Nominating Committee will select a replacement from the current Board. Officers, Directors and Ritual Chair shall be elected at the Annual Meeting of the Congregation and assume office at the beginning of the next fiscal year (June 1) and serve until replaced.

5.4 Replacement of Officer or Director-At-Large. If an Officer or Director-At-Large is unable to complete his/her term of Office, the Board shall appoint a Member to complete the unexpired term of the Office vacated. In the event the Presidency becomes vacant, the Vice-President shall become President for the unexpired term of Office, and the Board shall appoint a new Vice-President. If there is more than one Vice-President, the Board shall appoint one to be President and appoint a replacement Vice-President.

5.5 Removal of Officer or Director-At-Large for Cause. A Board Member may be removed from his/her position for cause by a 2/3 vote of the entire Board. Notice must be served on the Officer or Director who is the object of such a proceeding and an opportunity to be heard must be given by the Board of Directors.

5.6 Removal of Officer or Director-At-Large for Absence. A Board member can be removed from his/her position in the event of three unexcused absences from regular or special Board Meetings within a 12-month period. A 2/3 vote of the members present at a regular or special meeting of the Board shall be required for such removal. Unexcused absences are defined as those for reasons other than travel, family illness, family death, or other reason as determined by a majority vote of the Board.

5.7 Rights & Duties of Officers

5.7.a President The President shall preside over the meetings of the Board and the Congregation and bring issues to the Board and Congregation for approval as may be required by these Bylaws. The President shall be an *ex officio* Member of all Committees except the Nominating Committee. The President shall have the authority to make expenditures for the operation and maintenance of the Congregation, not to exceed an amount specified by the Board.

5.7.b Vice-President(s) The Vice-President(s) as designated by the Board shall perform the duties of President in the absence of the President; perform such duties as may be assigned by the President or the Board; and fill the unexpired term of President in the event the Office becomes vacant.

5.7.c Recording Secretary The Recording Secretary shall be responsible for holding the seal and Corporate papers of the Congregation, exercising the necessary signatures when required, keep the minutes of all Congregation and Board meetings, sign such instruments or documents as may be necessary to effectuate the proper directions of the Congregation and perform such other duties as may be assigned by the President and/or the Board.

5.7.d Corresponding Secretary The Corresponding Secretary shall handle general correspondence of the Congregation; carry on all correspondence of the Congregation and perform such other duties as may be assigned by the President and/or the Board.

5.7.e Treasurer The Treasurer shall be the Chief Financial Officer of the Congregation; notify Members of approved Congregation financial obligations; keep lists of Members in good standing and of those who are delinquent in their financial obligations; receive and disburse all funds; keep an accurate record of the receipts and expenditures of the Congregation and of the accounts between the Congregation, its Members and others; have custody and control of the Congregation's funds; prepare an Annual Operating and/or Capital Budget; cause all debts and obligations of the Congregation to be paid upon verification by the person(s) authorizing the disbursements; maintain appropriate financial records, which shall be open for inspection by the Board; furnish an Annual Financial Report; and perform such other

duties as may be authorized and directed by the Board. The Treasurer shall have the authority to open bank accounts in the name of the Congregation and sign checks and drafts and other papers requiring the payment of money. Two designated Officers shall be required to authorize payments exceeding \$1000.

5.8 Dual Office Holding Prohibited. A person may not serve in more than one position on the Board concurrently.

5.9 Liability Insurance. All Officers, Directors, and the Religious Leader shall be covered by Officer and Director Liability Insurance, the cost of which shall be borne by the Congregation.

Article 6: Committees

6.1 Chairs and Members. The President, with the majority approval by the Board, shall appoint Chairpersons of all Standing and Ad Hoc Committees. The Chair of each Standing and Ad Hoc Committee shall select its Members. The Nominating Committee shall be formed as per Article 8 Section 1 below. All Standing Committee appointments shall be for a term of one year and Chairs and Members may be re-appointed for additional terms.

6.2 Replacement of Chair or Member. In the event any Standing Committee Member is unable to serve out the term of office, the Chair of the Committee shall appoint a replacement. In the event the Chair is unable to serve, the President shall appoint a new Chair. In the event of vacancies in Ad Hoc Committees, the President shall appoint replacements. Any Committee Member, including the Chair, may be removed for cause, by a majority vote of the Board.

6.3 The Standing Committees and a summary of their minimum responsibilities are:

Ritual Committee: The Ritual Committee shall be responsible, with the advice and counsel of our spiritual leader (the Rabbi), for planning, and organizing, all aspects of all our religious services. This responsibility shall include all prayers in the service, all music in the service, and all honors for congregants who participate in the service. In carrying out these responsibilities, the Ritual Committee shall consult with the Board to insure that the services meet the expectation and approval of the Congregation.

Membership Committee: The Membership Committee shall be responsible for contacting future members of Temple Oseh Shalom and explaining to potential members

- a. The nature of Temple Oseh Shalom
- b. The dues structure
- c. Various ways to become involved
- d. Our auxiliary organizations – Sisterhood and Men’s Club

The Committee will provide the necessary applications for joining the Temple to potential members. An annual New Members Reception is planned and implemented by the Committee.

Adult Education Committee: The Adult Education Committee shall be responsible for coordinating education activities for the Temple membership. Education shall include:

Saturday Morning Lectures by the Rabbi
Book Club
Film Club

and any other activities suggested by the Committee members, the Board, or the Temple Membership.

Nominating Committee: The Nominating Committee shall be responsible for developing the annual slate of officers and Board members and presenting the slate to the Board no less than 60 days prior to the annual meeting. This will allow communication to the congregation membership within 45 days of the annual meeting (per Para 8.3). To increase the diversity of perspectives, the Nominating Committee shall make every effort to ensure that the slate shall not include members that have had a Board position.

Publicity Committee: The Publicity Committee shall be responsible for notifying local media outlets of, and discuss the possibility of coverage for, appropriate Temple events. The Committee will also be responsible for providing written summaries and when appropriate, accompanying photographs, to local media for public awareness of Temple sponsored activities.

Care & Bereavement Committee: The Care and Bereavement Committee shall be responsible for the following activities:

- 1.) If congregant or spouse has been hospitalized, determine if any assistance is needed. When congregant returns home provide flowers and food for a meal.
- 2.) Send get well cards to any congregant who has had same day surgery. If some additional assistance is requested, try to help within reason.
- 3.) In case of the death of a Congregant, or family member, the Committee shall provide a platter for the Shiva. The Committee shall provide a follow up call within a week or so to see if any additional help is needed. The Committee shall send a sympathy card with a note stating that if help is needed to please call the Committee person responsible.
- 4.) The Committee shall send get well cards periodically to people who have a continuing illness.

House Committee: The House Committee shall be responsible for preparing the sanctuary for all of our religious services, and for returning it to its normal state at the conclusion of services. The Committee shall also be responsible for the setup of the sound system to be used during services and for returning it to its prior state after services. Given the amount of work required in fulfilling these duties, the Committee Chair shall, when necessary, contract with people outside the Temple congregation to perform whatever may be needed to insure the successful operation of our services.

Outreach Committee: The Outreach Committee shall be responsible for organizing volunteers to work with various charities – e.g.:

Family Promise
Bluffton Self-Help
Back Pack Buddies

The Committee will be responsible for soliciting financial support for the above charities as may be required, and any other charities the Board votes to support.

They are also responsible to plan and organize any special events deemed appropriate for the Board approved charities.

Cemetery Committee: The Cemetery Committee shall be responsible for maintaining the Cemetery Bylaws and incorporating any changes that may be required. The Committee shall also be responsible for assisting Temple members in understanding how the Bylaws govern burial in our cemetery. The Committee is also responsible for being the conduit for information, issues, and any required problem resolution with Lowcountry Memorial Gardens (Sauls Funeral Home), the owner of the cemetery.

Bylaws Committee: The Bylaws Committee shall be responsible for reviewing sections of the Temple Bylaws at the specific request of the Temple Board for possible changes. The Committee shall also periodically review the Bylaws and propose such changes to the Board that would, in the opinion of the Committee, facilitate improved Temple governance.

6.4 Committee Responsibilities. Actions of each Committee are subject to approval by the Board of Directors, unless otherwise stated herein. The functions of each committee may be altered by the Board of Directors. Each Committee shall recommend a budget as required. Each Committee shall make a report to the Board of Directors on a regular basis.

6.5 Additional Standing Committees. The Board of Directors may authorize additional Standing Committees when necessary.

Article 7: Meetings and the Conduct of Business

7.1 Quorum for the Conduct of Business. A quorum for the conduct of business for any Meeting of the Board or a Committee shall be a simple majority of the Members of the Board or Committee. A quorum for the conduct of business at the Annual Meeting or a Special Meeting of the Congregation shall be ten percent (10%) of the Members in good standing, present and voting. No regular business of the Congregation, the Board, or of any of its Committees shall be conducted without a duly constituted quorum.

7.2 Conduct of Meetings. Conduct of all meetings shall be governed by the principles and policies contained in a recent copy of "Robert's Rules of Order, Newly Revised" except insofar as otherwise provided herein. Principles of procedures set forth in these Bylaws shall take precedence.

7.3 The Annual Meeting. An Annual Meeting shall be held during the month of May, on such day, time and place as shall be determined by the Board. Notice of the date, time, and place of the Annual Meeting, along with an agenda, the proposed Temple Budget, and the report of the Nominating Committee, shall be made to the Members by electronic means whenever possible, or otherwise in writing, by the Corresponding Secretary, no less than forty-five days prior to the scheduled Annual Meeting. The business of the Annual Meeting shall include, but not be limited to, the election of Officers and Directors, the approval of the Temple Budget, reports by the President, Treasurer and such other persons and Committees as requested by the Board of Directors. Minutes of all Annual Meetings shall be kept.

7.4 Special Meetings. Special Meetings of the Congregation may be called by a majority vote by the Board, or upon request of the President, or by 25% of the Members in good standing. A written petition shall be presented to the President stating the reason(s) for the special meeting. A minimum notification of seven (7) days, which may be done by electronic means, must be given to Members in order to hold a Special Meeting. Only business stated in the written petition shall be transacted at a Special Meeting. Minutes of all Special Meetings shall be kept.

7.5 Voting

7.5.a Voting Rights. All Members, over the age of 18 and in good standing, shall be entitled to one vote.

7.5.b Procedures. Closed ballots shall be used for election of Officers and Directors of the Board and any other issue(s) specifically designated by the Board. Unopposed positions for an Office or Director may be cast by a single vote of the Recording Secretary if so ordered. Passage of motions shall be by simple majority of those present, plus absentee ballots if applicable, except insofar as otherwise specified in these Bylaws. All Temple voting shall be by closed ballot for non-procedural votes when requested by the Board of Directors or by 20 members of the congregation present.

7.5.c Conflict of Interest. Members shall abstain from voting when a clear conflict of interest exists or as determined by the President.

7.5.d Absentee Voting. Absentee voting shall be allowed for election of Officers and Directors of the Board, and any other issue(s) specifically determined by the Board. The sealed absentee vote of a Member must be received by the Recording Secretary no later than the start of the Annual Meeting or any Special Meeting.

7.5e Proxy Voting. Proxy voting is not allowed.

7.5.f Electronic Voting. Electronic voting on measures that come before the Congregation shall be permitted under the following circumstances.

No electronic voting would be permitted for the election of Officers, approval of the annual budget, or to approve the hiring of a Rabbi.

To vote electronically, via E-Mail, on any other measure the Board would be required to approve this procedure by a 2/3 majority.

For the purposes of a quorum under this procedure, votes totaling at least 10% of legitimate member E-Mail addresses would be required.

If two members of a household vote at one E-Mail address both must provide their first and last names on any E-mail ballot. If they disagree on an issue, a separate E-mail ballot for each member must be sent and also must include a first and last name.

In any event for any ballot to be legitimate and counted, it must contain a first and last name. An E-mail address, on a ballot, without a name attached cannot be counted.

7.6 All meetings of the Board of Directors and Committees, within the congregation, shall be open for observation to all members in good standing. The President, may at its discretion, ask for comments from visitors at the meetings. When necessary, the Board of Directors may call for an Executive session, thus excluding anyone who is not a member of the present Board.

7.7 Minutes taken at any regular or special Board meeting shall be made available upon request by any member of the Congregation from the Recording Secretary.

Article 8: Election of Officers and Directors

8.1 Nominating Committee. Not less than ninety days prior to the Annual Meeting, the President, with the majority approval of the Board, shall appoint the Chairman of the Nominating Committee. The Chairman of the Nominating Committee shall be a current member of the Board. The Board of Directors shall elect two members from the Board and four members from the general congregation to serve on the Committee. The President shall not be a member of the Nominating Committee. The Committee shall recommend to the Congregation a Member in good standing, consistent with Article 5.3 of these Bylaws, for each position for which an election is to be held at the Annual Meeting.

8.2 Notification of Members. The Administrator shall notify the Members in the manner required for the Annual Meeting. Said notice shall contain the list of Officers and Directors of the Board recommended by the Nominating Committee.

8.3 Nominations and Elections. The President and Corresponding Secretary shall ensure that the Nominating Committee's list of proposed candidates for Officers and Directors shall be communicated to the Congregation at least 45 days prior to the date fixed for the election meeting.

8.4 Additional Nominations. Additional nominations for Directors or Officers for a specific position shall be by petition and signed by at least 5% of the members in good standing. All nominees must agree to serve if elected, indicated by signing the petition. Petitions must be presented to the President at least twenty-five (25) days prior to the annual meeting.

8.5 List of Nominees. The President and Corresponding Secretary shall ensure that the list of nominees for Officers and Directors proposed by the Nominating Committee, and further nominees as submitted in accordance with Section 8.4 of this Article, shall be communicated to the Congregation at least 15 days prior to the date fixed for the election meeting. The list of nominees shall distinguish between those nominated by the Nominating Committee and those nominated by petition. Those nominated by the Nominating Committee shall be identified by an asterisk (*) next to their names.

8.6 Absentee Ballots. In the event that there is more than one candidate for a position, absentee ballots for the sole purpose of election of officers and directors shall be made available to members in good standing, at least seven (7) days prior to the election meeting. All ballots shall indicate those nominated by the Nominating Committee with an asterisk (*) next to their names.

8.7 Securing the Ballot. The President shall institute procedures to assure secrecy of vote and that absentee ballots shall be counted with ballots cast at the election meeting.

8.8 Lack of Quorum. If it becomes necessary to postpone the election meeting due to lack of a quorum, absentee ballots shall be nullified and discarded. Upon establishing a new date for an election meeting, not less than 15 days following postponement, the Congregation shall be so notified and absentee ballots shall again be made available.

8.9 Determination of Elected. Candidates receiving a majority of the votes shall be declared elected to the position for which they were nominated. In the event of a tie the Board shall select one of the candidates involved in the tie.

Article 9: Establishment of Religious Policies

The Board, with the advice of the Ritual Committee and consent of the Religious Leader, shall establish religious policies to guide the Congregation in its practice of Judaism, consistent with Article 2 contained in these By-Laws.

Article 10: Religious Leadership

10.1 Religion. Any Religious Leader appointed shall be Jewish.

10.2 Recruitment. Upon a vacancy in the Religious Leadership of the Congregation, the President shall appoint a Chairman and the Board shall appoint the Committee members to conduct an appropriate search for a suitable replacement. Upon written request to the Board, Members shall have the right to meet with Candidates.

10.3 Selection. Final selection of a Religious Leader shall be by majority vote of the Members in good standing present and voting and by absentee ballot. Absentee ballots shall be counted only if received by the day prior to the meeting.

10.4 Removal. Removal of the Religious Leader may be with cause. The details for removal shall be specified in the Religious Leader's contract, should there be one.

10.5 Rights and duties. The Religious Leader shall occupy the Pulpit, have the responsibility of Teacher of the Congregation, and shall enjoy the freedom of the Pulpit. The Religious Leader shall seek the advice and guidance of the Ritual Committee and the Board. The Religious Leader shall be the authority on matters of Jewish Law and Tradition for the Congregation. The Religious Leader shall be a voting member of the Ritual Committee and available in an advisory capacity on all other Committees except the Nominating Committee.

Article 11: Staff

The Board of Directors shall approve the hiring of staff.

Article 12: Property

The Congregation, through its elected Board of Directors, is empowered to own property, with said property to be owned in the name of the Congregation. The President or his/her designee shall be the designated Officer to execute deeds and mortgages. Any sales, mortgages or

divestment of all or a portion of the real or tangible property assets of the Congregation greater than ten thousand dollars (\$10,000) shall be done only by majority vote of the Members.

Article 13: Cemetery

13.1 Operation. The Congregation operates a Cemetery for the interment of its members and their families. Operational details consistent with Jewish customs as observed by the Congregation shall be spelled out in a separate Cemetery Bylaws to be approved by 2/3 of the entire Board of Directors of the Temple.

Article 14: Constituent Organizations

The Congregation may have such additional Organizations as shall be authorized by the Board of Directors. Such auxiliary and complementary Organizations shall always be conducted in the best interests of the Congregation and the tradition of Jewish life consistent with the mission of the Congregation as stated in Article 2. Membership in said organizations shall be reserved for members in good standing of the Temple. Said Organizations shall be governed by policy as established by the Organization, the Board, and these Bylaws. The financial status of the organizations shall be transmitted to the Temple Treasurer no later than 45 days before the end of the Temple's fiscal year.

14.1 Only the President of Constituent organizations shall hold a seat on the Board of Directors. Officers of Constituent organizations shall not sit on the Board of Directors unless designated by its President in his or her absence, but without a vote.

14.2 The fiscal year of all constituent organizations shall coincide with that of the Temple and the terms of its officers and Board shall do the same.

Article 15: Amendments

A proposal to amend these Bylaws may be made by a majority of the Board or in a written petition presented to the Board signed by at least 25 Members in good standing. Such proposed amendments shall be considered at the Annual Meeting or at a Special Meeting called for that purpose. The proposed amendments shall be included in the meeting notice as required in 7.3 for the Annual Meeting or 7.4 for a Special Meeting. The Bylaws shall be amended upon two-thirds (2/3) vote of the Members at the Annual Meeting or a Special Meeting.