

1 **CONGREGATION OR CHADASH BYLAWS**

2  
3 **ARTICLE I – NAME AND PURPOSE**

4  
5 SECTION 1. This Congregation shall be known as Congregation Or Chadash.

6  
7 SECTION 2. The purpose of this congregation is to promote the enduring and  
8 fundamental principles of Judaism and to ensure the continuity of the Jewish people; to  
9 enable its adherents to develop a relationship to God through communal religious  
10 worship, and for the expression of the ideals of and faith in Judaism; to afford religious  
11 education to the children of members of the congregation; to afford facilities for adult  
12 education; to promote the welfare of our Jewish community; to provide facilities and  
13 support of worthy efforts for the betterment of our local community and of humanity.

14  
15 SECTION 3. This Congregation to the fullest extent possible, while still subject to the  
16 rules and regulations of the Board of Directors, shall hold its house of worship open to all  
17 persons who wish to participate in and contribute to the purpose of this Congregation.

18  
19 **ARTICLE II – PRACTICES**

20  
21 SECTION 1. The Congregation shall follow the principle and practices of Reform  
22 Judaism as interpreted by the Central Conference of American Rabbis (CCAR), the  
23 Union for Reform Judaism (URJ), the American Conference of Cantors (ACC),  
24 Association of Reform Jewish Educators (ARJE), The National Association for Temple  
25 Administration (NATA), and as approved by the Board of Directors of this Congregation.

26  
27 SECTION 2. The Congregation shall be affiliated with and hold membership in the URJ.  
28 As a member Congregation, the Congregation shall abide by the Constitution and  
29 Bylaws of the URJ and pay dues in accordance with the URJ dues program.

30  
31 **ARTICLE III – MEMBERSHIP**

32  
33 SECTION 1. *Eligibility:* An individual or family shall be eligible and may be accepted to  
34 membership in the Congregation.

35  
36 SECTION 2. *Unit of Membership* (Hereafter Member): The unit of membership shall be  
37 an individual, or the family (spouses, domestic partners, dependent children who are  
38 unmarried, and any dependent parents). All questions of who is “dependent” shall be  
39 determined by the Board of Directors. Individual and family members are also referred  
40 to in these Bylaws as a “Member.”

41  
42 SECTION 3. *Junior Membership:* Young people from the age of Confirmation (age 16) to  
43 the time of membership may, upon application, be accepted to junior membership in the  
44 Congregation, and shall pay no fees, dues or assessments. A Junior Member shall be  
45 entitled to all privileges of membership except the right to vote or hold office. Such  
46 membership shall terminate when the person shall attain the age of 21 years or marry,

47 whichever comes first, but always subject to Section 2.

48  
49 SECTION 4. *Associate Membership:*

50  
51 (A) Any current paid-up regular member of a Jewish congregation in his or her  
52 present or previous place of regular residence who wishes to become an  
53 Associate Member of Congregation Or Chadash may apply to the Executive  
54 Director, or if there is no Executive Director, to a representative of the Board of  
55 Directors as appointed by the President for Associate Membership in the same  
56 manner applicable to regular membership.

57  
58 (B) Such Associate Member will pay such annual dues and assessments (if any) as  
59 may be prescribed by the Board of Directors.

60  
61 (C) Associate Membership will entitle such member to all rights and privileges in  
62 Section 8 (below) except voting at congregational meetings and enrollment in the  
63 Religious School unless specifically authorized by the Board of Directors.

64  
65 SECTION 5. *Voting:* Each Member shall be entitled to one vote.

66  
67 SECTION 6. *Dues and Assessments:* A Member or Associate Member shall pay such  
68 annual dues, fees, and assessments as determined by the Board of Directors. Any such  
69 person who has applied for membership and any Member who requests an adjustment  
70 of such annual dues or such fees or assessments, will be referred to the Executive  
71 Director or, if there is no Executive Director, to a representative of the Board of  
72 Directors as appointed by the President. The Board of Directors shall establish  
73 guidelines and policy for adjustments.

74  
75 SECTION 7. *Delinquent Member:* A Member or Associate Member who is ninety (90)  
76 days past the date their payment and/or assessments was due shall be contacted in  
77 writing by an appointed representative of the Board of Directors and informed that  
78 continued nonpayment may result in suspension of rights and privileges as a Member. If  
79 the Member has not responded within the timeframe specified in the letter, the Member  
80 may, on the vote of the Board of Directors, be suspended or removed from membership  
81 after 30 days' notice in writing. Any Member suspended from membership may apply for  
82 reinstatement by applying to the Board of Directors and making payment in full of all  
83 monies in arrears, plus any additional assessments which may be levied, or establishing  
84 a payment plan and making payments according to an agreement with the Executive  
85 Director.

86  
87 SECTION 8. *Rights and Privileges of Membership:* A Member shall be entitled to the  
88 following rights and privileges:

89  
90 (A) The right to vote at all congregational meetings.

91  
92 (B) Enrollment of the member's child(ren) in the Religious School subject to the rules

93 and regulations of the Religious School Committee and the preparation of such  
94 children for Bar/Bat Mitzvah and Confirmation.

95  
96 (C) Participation in all the activities held under the auspices of the Congregation and  
97 its affiliated bodies.

98  
99 (D) Eligibility to purchase cemetery plots in any Or Chadash cemetery section at the  
100 Member's rate.

101  
102 SECTION 9. The Board of Directors may from time to time establish other categories of  
103 membership as it may deem advisable in the interests of the Congregation.

#### 104 **ARTICLE IV – BOARD OF DIRECTORS**

105  
106  
107 SECTION 1. The Board of Directors shall be the governing body of Congregation Or  
108 Chadash and shall have the authority to conduct all business of Congregation Or  
109 Chadash except that expressly reserved in these Bylaws to the members.

110 SECTION 2. All Officers and Directors must be Members of Congregation Or Chadash.

111  
112  
113 SECTION 3. The Board of Directors shall consist of a maximum of (20) twenty voting  
114 Directors consisting of the elected Officers and a minimum of four (4) Directors elected  
115 by the membership at the Annual Meeting.

116  
117 The twenty (20) voting members include:

- 118  
119 a. The Immediate Past President as a full voting Director.  
120  
121 b. The Presidents of the Brotherhood and Sisterhood as voting members of  
122 the Board of Directors provided they are in compliance with all other  
123 requirements of Board membership. They will serve for the length of their  
124 term in their respective organizations.  
125  
126 c. Officers  
127  
128 d. Directors

129  
130 Not included as part of the twenty (20) voting Directors are:

- 131  
132 a. The Congregational Rabbi, Cantor, and Executive Director.  
133  
134 b. Others, who by virtue of their position, the Board of Directors may  
135 designate from time to time, such as non-voting honorary Board members.  
136

137 SECTION 4. The Board of Directors may fill any vacant office or any vacancy on the  
138 Board of Directors, except President, before the next Annual Meeting. The appointment

139 shall be for the remainder of the fiscal year. At the next Annual Meeting, the  
140 Congregation will elect Officers or Directors to fill any unexpired term.

141  
142 SECTION 5. Removal from Office: Any elected or appointed Officer or Director may be  
143 removed from office by:

144  
145 (A) Absent without adequate excuse from three (3) successive regular meetings of  
146 the Board of Directors after thirty (30) days' written notice to said Director or  
147 Officer by the Board of Directors.

148  
149 (B) Upon request from a Director to the Executive Committee and upon agreement by  
150 the Executive Committee followed by written notice to all Directors of a meeting ten  
151 (10) days prior to the meeting and the affirmative vote of two-thirds (2/3) of the  
152 Directors present upon call of the question.

153  
154 **ARTICLE V – DUTIES AND POWERS OF THE BOARD OF DIRECTORS**

155  
156 The Board of Directors shall:

157  
158 (A) Carry out the objectives and purposes of Congregation Or Chadash and conduct  
159 its affairs in accordance with these Bylaws.

160  
161 (B) Engage an Executive Director to administer the affairs of Congregation Or  
162 Chadash and perform such other duties as the Board may prescribe. The Executive  
163 Director shall be responsible to the Board and shall report to the President and  
164 Executive Committee, and shall be responsible for all administrative staff in  
165 accordance with the organizational structure adopted by the Board of Directors.

166  
167 (C) Establish and have oversight over standing and special committees and other  
168 entities acting under its control.

169  
170 (D) Establish and maintain religious and community services in consultation with the  
171 Rabbi.

172  
173 (E) Approve the borrowing of operating funds and all mortgage loans and incurred  
174 debts, authorize the execution of promissory notes, bonds, debentures and other  
175 evidence of debt, deeds of trust, mortgages, pledges, security agreements and other  
176 security for debt in the corporate name.

177  
178 (F) The Board shall meet at least once a month during at least nine (9) months each  
179 year.

180  
181 (G) Establish a quorum for Board meetings consisting of 50 percent plus one (1) of  
182 the voting Board of Directors.

183  
184 (H) Require the President to call a special meeting of the Board if any three (3)

185 Directors deliver a petition that requests such a meeting.

186  
187 (I) Affirm or reject recommendations from the Executive Committee on the following:

- 188 1. Personnel changes involving the Rabbi, Cantor and Executive Director.
- 189 2. Expenditures outside the budget above \$5,000.00.
- 190 3. The long-range plan.
- 191 4. Other subjects on which the Executive Committee makes recommendations.
- 192 5. Salary range, scale and benefits for employees.

193  
194 (J) Be empowered to determine membership dues and assessments, to admit new  
195 Members or Associate Members in compliance with these Bylaws, and to receive  
196 and act upon all resignations of members, it being provided, however, that no  
197 resignation shall be accepted from a Member or Associate Member who is in arrears  
198 without special cause.

199  
200 (K) Have the power to expel Members or Associate Members who fail to comply with  
201 the Bylaws, who are in arrears in their payment of dues or assessments as herein  
202 provided, or for cause after a hearing before the Board.

203  
204 (L) Approve all contracts of the Congregation, which shall be signed on behalf of the  
205 Congregation by the President of the Board of Directors, hereunto duly authorized by  
206 the Board of Directors.

207  
208 (M) Determine the suitability and conditions of acceptance of all gifts and donations to  
209 the Congregation, or to any committee or division thereof.

## 210 **ARTICLE VI – OFFICERS OF OR CHADASH**

211  
212  
213 SECTION 1. The Officers of Congregation Or Chadash shall be:

- 214 President
- 215 1st Vice President
- 216 Vice President
- 217 Secretary
- 218 Treasurer

219  
220 SECTION 2. The Members of the Congregation shall elect the Officers who shall serve  
221 a term of two years or until their successors are elected or qualified. If the office of  
222 President becomes vacant, the 1st Vice President shall become president from the date  
223 the Board of Directors declares a vacancy until the President's term expires.

224  
225 SECTION 3. *President.* The President shall be the chief elected executive Officer of  
226 Congregation Or Chadash and shall serve as chairperson of the Board of Directors, of  
227 the Executive Committee of the Board of Directors and at all meetings of the Directors  
228 for any purpose and an Ex-officio member of all committees. The President shall carry  
229 out the policies established by the Board of Directors and is vested with the authority to  
230 discharge these responsibilities.

231 SECTION 4. *Vice Presidents*. When the President is absent or disabled, the 1st Vice  
232 President, and then the Vice President, shall perform the duties and exercise the powers  
233 of the President. These Officers shall assist the President and exercise other powers  
234 and perform other duties delegated to that Officer by the President or the Board of  
235 Directors, or both.

236  
237 SECTION 5. *Treasurer*. The Treasurer shall perform the duties ordinarily performed by  
238 a Treasurer and shall assist the Officers and exercise other powers and perform other  
239 duties delegated to the Treasurer by the President of the Board of Directors, or both.  
240 When required by the President or the Board of Directors, or both, the Treasurer shall  
241 render an account of transactions and of the financial condition of Congregation Or  
242 Chadash. The Treasurer shall exercise other powers and perform other duties  
243 delegated to the Treasurer by the President or the Board of Directors, or both.

244  
245 SECTION 6. *Secretary*. The Secretary shall be responsible for recording the proceedings  
246 of the meetings of the Members, the Board of Directors, and the Executive Committee.  
247 The Secretary shall cause notice of all meetings of Members and regular and special  
248 meetings of the Board of Directors to be given as required by these Bylaws. The  
249 Secretary shall assist the Officers and exercise other powers and perform other duties  
250 delegated to the Secretary by the President or the Board of Directors, or both.

## 251 **ARTICLE VII – QUALIFICATIONS OF OFFICERS AND TRUSTEES**

252  
253 SECTION 1. No person shall be eligible for election as an Officer or Director, nor shall  
254 any Officer or Director continue to hold office, unless such Officer or Director shall be  
255 and remain a Member of the Congregation. Any Officer or Director who is ninety (90)  
256 days past due in the payment of dues or assessments may be removed from office by a  
257 vote of the Board of Directors subject first to the provisions of Article IV, Section 5:  
258 Delinquent Members.

259  
260 SECTION 2. The Officers and Directors of the Congregation shall regularly participate in  
261 the activities of the Congregation.

262  
263 SECTION 3. All Officers and Directors shall abide by the provisions of these Bylaws, and  
264 shall carry out their respective duties as defined herein, and their refusal or failure to do  
265 so shall be deemed a cause for removal from office by the Board of Directors.

266  
267 SECTION 4. Any Jewish Member has eligibility for election as an Officer or Director of  
268 the Congregation. Not more than one individual within any unit of membership shall  
269 serve as an Officer or Director of the Congregation at the same time.

270  
271 SECTION 5. The President and 1st Vice President shall have served at least one year of  
272 an elected two (2) year term as a member of the Board of Directors.

273  
274 SECTION 6. No Director shall serve more than three (3) consecutive two (2) year terms  
275 as a Director except to assume a role as an Officer. A Director who is not elected as an  
276

277 Officer must take at least one (1) year off of the Board of Directors before again being  
278 eligible for election as Director.

279  
280 SECTION 7. No Officer shall serve more than two (2) consecutive two (2) year terms as  
281 an Officer, except to assume the role of President or 1st Vice President. After serving  
282 two (2) consecutive terms as an Officer, no person may serve as a Director without  
283 taking at least one (1) year off from the Board of Directors.

284  
285 SECTION 8. The terms of President and 1st Vice President shall be a single two (2)  
286 year term. At the completion of the two (2) year period, the terms of President and 1st  
287 Vice President may be extended by one (1) year. A majority vote of the Board of  
288 Directors will be required for the Nominating Committee to consider a one year extension  
289 of the President and 1st Vice President's term of office. At the conclusion of the term or  
290 extended term, the 1st Vice President must take at least one (1) year off, except to  
291 assume the role of President.

292  
293 SECTION 9. At the conclusion of the term, the President shall assume the role as  
294 Immediate Past President for a single two (2) year term or three (3) years in the case of  
295 a President term extension. At the conclusion of this term, the Immediate Past President  
296 must take at least one (1) year off before being eligible as Director or Officer.

297  
298 **ARTICLE VIII – NOMINATIONS**

299  
300 SECTION 1. *Nomination of Officers and Directors:* Nominations of all Officers and  
301 Directors shall be made by a Nominating Committee. The Nominating Committee shall  
302 be comprised of a total of five (5) members appointed by the President and approved by  
303 the Board of Directors as follows:

304  
305 (A) A Director or Officer, whose term is not expiring, shall serve as a member of the  
306 Nominating Committee as the representative of the Board of Directors. The  
307 President shall not serve on the Nominating Committee. No Nominating  
308 Committee member shall be eligible to be nominated as President by that  
309 committee.

310  
311 (B) Three members of the Nominating Committee shall be selected from the  
312 membership of the Congregation at large, provided, however, that at least two of  
313 the committee members must be selected from among those Members of the  
314 Congregation who are not current members of the Board of Directors.

315  
316 (C) The Immediate Past President shall be chair the Nomination Committee. In the  
317 event that the Immediate past President is unable to chair the Nominating  
318 Committee, then the President shall select another Board Member whose term is  
319 not expiring to chair the Nominating Committee.

320  
321 SECTION 2. *Number of Nominations:* The slate of nominees shall consist of as many  
322 nominations as the committee deems advisable for each Officer and for each Director

323 whose term of office shall be up for election.

324

325 SECTION 3. *Filing and Notice of Nomination by the Nominating Committee:*

326 Nominations by the Nominating Committee must be filed and read by the Nominating  
327 Committee at a meeting of the Board of Directors four (4) weeks prior to election, and  
328 notice of said nominations must be mailed to the Members at least twenty (20) days  
329 prior to the election.

330

331 SECTION 4. *Nominations from the Membership:* Nominations from the Membership shall  
332 be submitted to the Executive Director ten (10) days prior to the Annual Meeting (Article  
333 XI, Sec 1). Nominations will be verified for eligibility to serve as outlined in the Bylaws.  
334 Members will be notified of these nominations.

335

336

## ARTICLE IX – COMMITTEES

337

338 SECTION 1. The Executive Committee shall consist of all Officers of Congregation Or  
339 Chadash and the Immediate Past President. The Rabbi and the Executive Director are  
340 ex-officio, non-voting members of the Executive Committee.

341

342 SECTION 2. Standing Committees: The Chair of the following Standing Committees  
343 shall be appointed by the President, subject to and with the consent of the Board of  
344 Directors.

345

346 (A) *Budget and Finance Committee:* It shall be the duty of this committee to:

347

348 1. Make a detailed estimate of the revenue and expenses of the ensuing year,  
349 and submit an annual proposed budget to the Board of Directors no later than  
350 its meeting prior to the Annual Meeting subject to notice provisions in Article XI,  
351 Section 1.

352

353 2. Review financial reports quarterly.

354

355 3. Ensure that the financial records of the Congregation are examined annually  
356 consistent with Article XX.

357

358 (B) *Education Committee:* It shall be the duty of this committee to make all policies  
359 necessary for the operation of the school, including employment and dismissal of  
360 teachers, subject to the approval of the Board of Directors.

361

362 (C) *Ritual Committee:* It shall be the duty of this committee, in cooperation with the  
363 Rabbi, to explore issues surrounding the religious life of the Congregation and  
364 determine the ritual and worship practices that will encourage participation and  
365 spiritual growth for the individuals and the Congregation, in accordance with the  
366 provisions of Article II, Section 1. The Rabbi and other clergy shall serve as  
367 members of this committee.

368



369 (D) *Membership Committee*: It shall be the duty of this committee to encourage  
370 Jewish families in the community to consider membership, and generate interest in  
371 the Congregation. It shall be the duty of this committee to integrate Members into  
372 the Congregation and to promote their general welfare within the Congregation.  
373

374 (E) *Nominating Committee*: In addition to those duties described in Article VIII, this  
375 committee shall be responsible for identifying and encouraging potential leadership  
376 in the Congregation, work with the President to involve those so identified in those  
377 programs designed to develop leadership skills and involvement, be they programs  
378 of the Congregation, its Board of Directors, the URJ, or other bodies.  
379

380 (F) *Personnel Committee*: It shall be the responsibility of this committee to formulate,  
381 and recommend to the Board of Directors, procedures and policies for the staff of  
382 the Congregation.  
383

384 (G) *Cemetery Committee*: It shall be the duty of this committee to manage,  
385 develop, and market the Or Chadash cemetery plots. The Committee is responsible  
386 for implementation of rate changes and purchases of property as approved by the  
387 Board of Directors. The committee will be responsible for the creation and execution  
388 of policies and procedures for the above.  
389

390 (H) The President may appoint any other committees, either standing or ad hoc, as  
391 the President deems necessary or appropriate.  
392

## 393 **ARTICLE X – MEETINGS**

394  
395 SECTION 1. *Annual Meeting*: The Annual Meeting of this Congregation shall be held in  
396 May of each year. Election of Officers and Directors shall be held at this meeting. Every  
397 Member shall be notified by mail at least twenty (20) days prior to the date of the Annual  
398 Meeting and five (5) days prior to any postponement thereof. Such notice shall give  
399 names of all nominees for Officers and for Directors who have been duly nominated  
400 pursuant to the provision herein. The Board of Directors shall submit to the Congregation  
401 the recommended annual budget for approval. Such notice shall further set forth the  
402 other business to be transacted at such meeting.  
403

404 SECTION 2. *Special Meetings*: Special meetings of the Congregation may be called by  
405 the President. Special meetings of the Congregation must be called by the President at  
406 the request of at least twenty-five percent of the voting Members. The call of a special  
407 meeting shall set forth the purpose of the meeting, and written notice shall be mailed to  
408 all Members at least ten (10) days prior to the date of such meeting. No business shall  
409 be transacted except that specified in the call of the special meeting.  
410

411 SECTION 3. *Quorum*: Twenty (20) percent of the Members eligible to vote shall  
412 constitute a quorum. Valid absentee ballots shall count towards the quorum.  
413

414 SECTION 4. *Voting*: Except as otherwise prescribed by these Bylaws, all

415 determinations shall be made by simple majority vote.

416

417

## ARTICLE XI – FISCAL YEAR

418 SECTION 1. *Definition:* The fiscal year of Congregation Or Chadash shall be July 1st to  
419 June 30th inclusive.

420

421

## ARTICLE XII – SELECTION OF RABBI AND CANTOR

422

423 SECTION 1. *Selection:* A Rabbi or Cantor, whichever the case may be, not currently  
424 engaged by the Congregation shall be recommended by the Board of Directors for such  
425 salary and under such conditions and terms for a period not exceeding three (3) years  
426 as the Board of Directors shall determine. The Members then will vote on the  
427 recommendations at the Annual Meeting or a special meeting.

428

429 SECTION 2. *Renewal:* The renewal of the services of either a Rabbi or Cantor currently  
430 engaged by the Congregation shall be secured as follows:

431

432 (A) The President shall appoint a committee to meet and negotiate with the Rabbi or  
433 Cantor, as the case may be, regarding terms and conditions of service not less than  
434 nine (9) months prior to the expiration of either the Rabbi's or Cantor's current  
435 engagement.

436

437 (B) Such committee, after holding all meetings, shall report back to the Board of  
438 Directors no later than the second regularly scheduled meeting of the Board of  
439 Directors following said committee's appointment and shall indicate all those terms  
440 and conditions on which a renewal of the services of a Rabbi or Cantor, whichever  
441 the case may be, may be secured, and if deemed appropriate by said committee,  
442 report that there should be a renewal of the services of the Rabbi's or Cantor's  
443 current engagement.

444

445 (C) The Board of Directors shall present by notice in writing its recommendation  
446 regarding renewal of the services of the Rabbi or Cantor, whichever the case may  
447 be, to all members of the Congregation eligible to vote at least ten (10) days prior to  
448 the next scheduled Annual or special meeting called for the purpose of voting on  
449 renewal of the services of the Rabbi or Cantor. The Congregation by written ballot  
450 shall vote respecting the renewal of the Rabbi's or Cantor's services. The Board of  
451 Directors shall effectuate the vote of the members in the execution of the renewal. A  
452 majority of all Members present at such a meeting shall be requisite to constitute  
453 such an election of a Rabbi or Cantor, whichever the case may be.

454

455 SECTION 3. *Duties of the Rabbi:* The Rabbi shall be an ex-officio member of the  
456 Congregation. The Rabbi shall perform all those duties incumbent upon and in  
457 accordance with his office as prescribed by the traditions and practices of Reform  
458 Judaism, the URJ, the CCAR, the Congregation, and the Board of Directors of the  
459 Congregation.

460

461 SECTION 4. *Duties of the Cantor*: The Cantor shall be an ex-officio member of the  
462 Congregation. It shall be the duty of the Cantor to supervise the musical portions of the  
463 worship services together with, and with the approval of, the Rabbi and the Ritual  
464 Committee; and the Cantor shall perform any such other duties as may be delegated by  
465 the Rabbi or Board of Directors, as prescribed by the traditions and practices of Reform  
466 Judaism, the URJ, the ACC and the Congregation. In the absence of the Rabbi, the  
467 Cantor shall perform the pastoral and pulpit duties of the Rabbi.

468

469

### **ARTICLE XIII – AMENDMENTS**

470

471 SECTION 1. *Procedure for Amendments*: Amendments to these Bylaws must be in  
472 writing and must be proposed by the Board of Directors or by at least twenty percent  
473 (20%) of the voting Members of the Congregation and filed with the Board of Directors.  
474 Such amendments shall be voted upon at any Annual Meeting of the Congregation or at  
475 a special meeting called for that purpose. Copies of the proposed amendments shall be  
476 mailed to each Member of the Congregation with the notice of the meeting at least  
477 twenty (20) days prior thereto.

478

479 SECTION 2. *Vote Necessary*: An affirmative vote of two-thirds of the Members of the  
480 Congregation present and voting absentee shall be necessary to adopt any  
481 amendments. Any new amendment to the Bylaws shall become effective when it is  
482 adopted by the majority Vote of Members voting at the Annual Meeting or special  
483 meeting held.

484

485

### **ARTICLE XIV – RULES OF PROCEDURE**

486

487 Rules of Procedure for all meetings of the Congregation and of the Board of Directors  
488 shall be guided by Robert’s Rules of Order. All votes shall be cast in person or by  
489 absentee ballot. An absentee ballot must be requested at least ten (10) days prior to the  
490 vote; no proxies shall be recognized.

491

492

### **ARTICLE XV – INDEMNIFICATION**

493

494 Congregation Or Chadash shall indemnify each person identified in A.R.S. Section 10-  
495 1005C to the fullest extent permitted, permissible under that statute, or under the  
496 indemnification provisions of any successor or amended statute, or as provided by the  
497 Bylaws of Congregation Or Chadash or by agreement.

498

499

### **ARTICLE XVI – DIRECTOR LIABILITY**

500

501 To the fullest extent permitted by law, an Office or a Director of Congregation Or  
502 Chadash shall not be personally liable to Congregation Or Chadash or to any person on  
503 its behalf for monetary damages for breach of fiduciary duty as a Director. This Article  
504 shall not eliminate or limit the liability of a Director for any conduct described in  
505 paragraphs (a) through (e) of A.R.S. Section 10-1029 A.8, as amended or similar  
506 provisions of any successor or amended statute. In the event the Arizona Corporation

507 Law is amended to authorize further elimination or limitation of liability of an Officer or a  
508 Director, then the liability of an Office or a Director of Congregation Or Chadash shall be  
509 eliminated or limited to the fullest extent permitted by the Arizona Corporation Law as so  
510 amended. Any repeal or modification of this Article shall not increase the liability of a  
511 Director of Congregation Or Chadash arising out of acts or omissions occurring before  
512 the repeal or modification becomes effective. To the extent the Bylaws of Congregation  
513 Or Chadash may be regarded to be inconsistent with this Amendment, said Bylaws will  
514 be amended to be consistent with this Amendment.

515

516 **ARTICLE XVII – BONDING REQUIREMENT**

517

518 Congregation Or Chadash shall require all elected Officers and employees who have  
519 the authority to sign checks or handle money to furnish bonds, at Congregation Or  
520 Chadash’s expense, for the faithful performance of their duties in the amount and with  
521 sureties the Board of Directors determines.

522

523 **ARTICLE XVIII – EXECUTION OF LEGAL DOCUMENTS OR INSTRUMENTS**

524

525 The Board of Directors of Congregation Or Chadash shall establish the requirements for  
526 signatures in addition to that of the President, on checks, drafts, legal instruments,  
527 documents, contracts, conveyances, deeds, notes, mortgages, leases, and other  
528 instruments of Congregation Or Chadash.

529

530 **ARTICLE XIX – FINANCIAL EXAMINATION**

531

532 At its discretion, the Board of Directors shall appoint a Certified Public Accountant to  
533 audit the books and records of Congregation Or Chadash and examine its financial  
534 statements in accordance with generally accepted accounting principles and submit a  
535 written report.

536

537 **ARTICLE XX – TAX EXEMPT STATUS**

538

539 SECTION 1. The Corporation is organized exclusively for charitable, religious, education  
540 and scientific purposes, including for such purposes, the making of distributions to  
541 organizations that qualify as exempt organizations under Section 501(c)(3) of the  
542 Internal Revenue Code of 1986 or the corresponding provision of any future United  
543 States Internal Revenue Law.

544

545 SECTION 2. No part of the net earnings of the Corporation shall inure to the benefit of,  
546 or be distributable to its members, trustees, Officers or other private persons, except that  
547 the Corporation shall be authorized and empowered to pay reasonable compensation  
548 for services rendered and to make payments and distributions in furtherance of the  
549 purposes set forth in Article II hereof. No substantial part of the activities of the  
550 Corporation shall be the carrying on of propaganda, or otherwise attempting to influence  
551 or intervene in (including the publishing or distributing of statements) any political  
552 campaign on behalf of any candidate for public office. Notwithstanding any other

553 provision of these articles, the Corporation shall not carry on any other activities not  
554 permitted to be carried on (a) by a corporation exempt from Federal income tax under  
555 Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision  
556 of any future United States Internal Revenue Law or (b) by a corporation, contributions  
557 to which are deductible under Section 170(c)(2) of Internal Revenue Code of 1986 (or  
558 the corresponding provisions of any future United States Internal Revenue Law). The  
559 Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of  
560 the Internal Revenue Code of 1986, or corresponding provisions of any subsequent  
561 Federal tax laws.

562  
563 SECTION 3. The Corporation shall distribute its income for each taxable year at such time  
564 and in such manner as not to become subject to the tax on undistributed income imposed  
565 by Section 4942 of the Internal Revenue Code of 1986, or corresponding provisions of  
566 any subsequent Federal tax laws.

567  
568 SECTION 4. The Corporation shall not retain any excess business holdings defined in  
569 Section 4943(c) of the Internal Revenue Code of 1954, or corresponding provisions of  
570 any subsequent Federal tax laws. The Corporation shall not make any investments in  
571 such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of  
572 1986, or corresponding provisions of any subsequent Federal tax laws. The Corporation  
573 shall not make any taxable expenditures as defined in Section 4945(d) of the Internal  
574 Revenue Code of 1954, or corresponding provisions of any subsequent Federal tax  
575 laws. Upon the dissolution of the Corporation, the Board of Directors shall, after paying  
576 or making provisions for the payment of all of the liabilities of the Corporation, dispose  
577 of all the assets of the Corporation exclusively for the purposes of the Corporation in  
578 such manner, or to such organization or organizations organized and operated  
579 exclusively for charitable, educational, religious or scientific purposes as shall at the  
580 time qualify as an exempt organization or organizations under Section 501(c)(3) of the  
581 Internal Revenue Code of 1986, or the corresponding provision of any future United  
582 States Internal Revenue Law, as the Board of Directors shall determine. Any such  
583 assets not so disposed of shall be disposed of by the Superior Court of Arizona of the  
584 county in which the principal office of the Corporation is then located, which are  
585 organized and operated exclusively for such purpose.

## 586 587 **ARTICLE XXI – EFFECTIVE DATE AND TRANSITION RULES**

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589 These Bylaws shall become effective when it is adopted by the majority Vote of  
590 Members voting at the Annual Meeting or special meeting held.

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