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Temple Emanuel Sinai Bylaws	
ARTICLE I - NAME	
	The name of the Congregation is Temple Emanuel Sinai. The Congregation is also referred to as "Temple" in this document.
ARTICLE II - PURPOSE	
	The purpose of this congregation is to provide the spiritual, educational and social needs of its members and to preserve the values and practices of our Jewish heritage.
ARTICLE III - MEMBERSHIP	
	Section 1: Membership is open to any household or individual of the Jewish faith, those self-identifying as a Jew or any person seeking to be associated with those upholding the Jewish faith, 18 years of age or older ("adults"). Each adult member of a household shall be considered an individual voting member of the Temple so long as the household maintains its membership in good standing. Good standing shall mean that all financial obligations to the Temple are current.
	Section 2: Membership entitles each Household, or Individual the right to participate in the activities, religious or secular, the Temple shall sponsor, subject to the rules and regulations established by the Board of Directors and these Bylaws.
	Section 3: The Board of Directors may establish and rescind, if necessary, various classifications of Membership.
	Section 4: The Board shall have the authority and power, after notice to the member, and after a hearing by the Board if requested, to suspend any member for conduct deemed by the Board to be adverse to the interests of the Congregation.
ARTICLE IV - BOARD OF DIRECTORS	

Section 1: The Board shall consist of the Executive Committee, Core Committee chairs and elected Trustees. The Executive Committee is defined in Article V. The Core Committees are defined in Article VII.

Section 2: The total membership of the Board shall be limited to twenty (20) voting members in good standing, consisting of the five (5) members of the Executive Committee, seven (7) Core Committee representatives and eight (8) elected Trustees. All past Presidents, unless elected to the Board or Core Committee chair, and the Lead Clergy shall be non-voting members of the Board of Directors.

Section 3: During the first year of incorporation four (4) of the eight (8) elected Trustees will serve a one (1) year term and four (4) will serve two (2) year terms. After the first year the eight (8) elected Trustees will each serve two (2) year terms.

Section 4: Elected trustees are limited to serving no more than six (6) consecutive years.

Section 5: There may be such additional non-voting members of the Board of Directors as the Board may appoint. The terms of such non-voting members shall be determined by the Board of Directors. Examples of such non-voting members are ad-hoc committee chairs, advisors and others.

ARTICLE V - OFFICERS

Section 1: The officers of this Congregation shall consist of a President or two (2) co-presidents, a first Vice-President, a second Vice-President, a recording Secretary and a Treasurer all to be elected for a term of two (2) years at the annual meeting of the Congregation.

Section 2: The President shall be elected for a term of two (2) years, plus such additional period until a successor is chosen, and may be re-elected for two (2) additional one (1) year terms.

Section 3: The co-presidents shall have a total of one (1) vote. There shall be a total of five (5) votes on the Executive Committee.

Section 4: All committees shall report to an Officer designated by the President.

Section 5: Vacancies in any office, except the office of President, may be filled by the Board, and such appointee shall hold office until

the next annual meeting of the Congregation.

Section 6: The EXECUTIVE COMMITTEE shall consist of the officers of the Congregation. It shall advise the President on the management of the Temple. The Committee shall review and evaluate the Temple programs, and recommend new programs and/or revisions of those currently in existence, to the Board and other committees. It shall also function to coordinate the other committees to the extent that they participate in any Temple project or program. The members of the Executive Committee shall be Jewish.

Section 7: The President shall preside at all meetings of the Congregation and of the Board; shall appoint committee members, call special meetings, sign all board authorized legal documents; perform or delegate all duties incident to the office; shall be an ex-officio member of all committees.

Section 8: The first Vice-President shall act for the President in case of the absence or disability of the President, and the second Vice-President shall act for the President in case of the absence or disability of both the President and the first Vice-President. In case of vacancy in the office of the presidency, the order of succession thereto shall be the first Vice-President, and if (s)he is unable to act herein the second Vice-President; in either event whoever succeeds to the presidency hereunder shall hold office until the next regular election. The President shall assign to the first Vice President such duties as the President deems necessary and shall assign to each Vice President such committees for their respective supervision thereof as the President requires. Each Vice President shall be an ex-officio member of all committees to which the Vice-Presidents have been assigned by the President.

Section 9: It shall be the duty of the recording Secretary to keep a record of the proceedings of all meetings of the Board. The Secretary shall also preserve all such books, papers and documents as may be entrusted to the Secretary, all of which shall, at all times, be available for review by the officers, the Board, or properly constituted committees.

Section 10: The Treasurer shall be responsible for the supervision of the financial administration of the Temple including, without limitation, the following: (1) keep, or cause to be kept, accurate records of all transactions (receipts and disbursements); (2) deposit all funds to designated financial institutions; (3) pay all bills; and, (4) serve as a member of the Finance Committee

Section 11: Disbursements of Temple funds shall require the signature of any one of the President, a Vice-President or the Treasurer after appropriate approval. The Board will determine policy and procedure as deemed necessary for financial checks and balances.

Section 12: Except as provided in Article VIII, section 2, deeds, contracts and other written legal documents or obligations of the Congregation, excluding budgeted expenses, shall require the approval of the Board of Directors, and if approved, be signed by the

President or other duly authorized Board representative.

ARTICLE VI - PROFESSIONAL STAFFING

Section 1: The Lead Clergy shall be the spiritual leader of the Congregation, shall supervise religious services, and have a leadership role for the educational programs of the Congregation. There may be one or more Rabbi, Assistant or Associate Rabbis, and/or a Cantor who shall exercise all duties under the supervision of the Lead Clergy.

The Rabbi, the Assistant or Associate Rabbi and/or the Cantor shall officiate at the customary religious ceremonies for members of the Congregation and their immediate families.

The Lead Clergy shall submit a report at each annual meeting of the Congregation.

The Lead Clergy shall have the privilege of attending all meetings of the Board and the Congregation, except when requested for some special reason to be absent. The Lead Clergy shall be an ex-officio member of all committees.

The appointment of the Lead Clergy shall be determined by the board with the approval of the members at a meeting of the Congregation. The removal of the Lead Clergy shall be determined by the Board, as governed by any contract. The appointment, tenure, removal, compensation, benefits, duties and other rights and obligations of Clergy other than the Lead Clergy shall be subject to the approval of the Board of Trustees, except as otherwise provided by applicable law.

Section 2: No employment contracts for new employees shall exceed three (3) years. Thereafter, upon approval of the Board, contracts can be extended or renewed for terms up to five (5) years.

ARTICLE VII - COMMITTEES

Section 1: All committees shall be established by the Board of Directors, which may create additional committees. Committee Chairpersons shall be designated by the President.

Section 2: The Core Committees are

- **Finance:** Oversee Temple finances and endowments
- **Worship:** Oversee ritual practices and services. The chairperson of this committee shall be Jewish.

- **Membership:** Recruit and retain members
- **Social Action:** Provide service and education for social causes
- **Lifelong Learning:** Oversee pre-school, grade school, high school and lifelong education programs
- **Fundraising:** Increase endowment and operating funds through solicitations and programs
- **Leadership/Nominating:** Develop, recruit and nominate lay leadership

Section 3: Other Committees

- **Properties:** Oversee the maintenance of the physical property
- **Personnel:** Oversee the employees of the Temple
- **Youth:** Oversee youth programs

Section 4: The number of members on each committee shall be at the discretion of the President, but in no event shall the number be less than three except as otherwise provided. Committee members shall serve for a term of one (1) year and until their successors are appointed and approved, as above provided. A majority of each committee shall constitute a quorum.

ARTICLE VIII - ENDOWMENT

Section 1: The Board may establish accounts for the investment of Temple funds and shall control the funds' expenditure and disposition.

Section 2: Before any contract for the purchase, sale, mortgage, or other acquisition or disposition of real estate by or for the Congregation shall be entered into, the Board of Directors shall ascertain all of the relevant material facts and submit them to the Congregation at a regular or special meeting to be called for that purpose. A vote of two-thirds of the members present and eligible to vote shall be required to authorize any purchase, sale, mortgage, or other acquisition or disposition of real estate.

Section 3: The Board of Directors shall approve all other real estate transactions.

SECTION 4: Any withdrawal of corpus from board controlled accounts, including interest and dividends, of five percent (5%) or less of the amount in such accounts, shall require a vote of the board. The board may not withdraw more than five percent (5%) of the amount in such accounts, including interest and dividends, in any fiscal year. Any withdrawals from board controlled accounts, including interest and dividends, of more than five percent (5%), shall require a vote of the Congregation. Either of these votes requires a two-thirds majority of those present and eligible to vote to pass.

ARTICLE IX - MEETINGS

Section 1: The Annual Meeting shall be held within 60 days prior to the end of the fiscal year. The Annual Meeting date shall be designated by the Board of Directors. Reports shall be provided by the President, Treasurer, Lead Clergy and anyone else requested by the Board of Directors. Elections of new Officers and Trustees shall occur at the meeting. The annual budget will be voted upon.

Section 2: Special meetings of the Congregation may be called by the President, or at the request of a majority of the Board of Directors or upon written application of ten percent (10%) of the member households.

Section 3: Written notice of the annual meeting of the Congregation shall be given to each member of the Congregation at least ten (10) days prior to the meeting. The notice shall state the purpose of the meeting; no business shall be transacted except that specified in the notice. Notice of special meetings of the Congregation shall be given by written or oral notice at least 48 hours prior to such meeting.

ARTICLE X - NOMINATIONS

Section 1: Nominations of all Officers and Trustees shall be made by the Nominating Committee. The Nominating Committee shall consist of two (2) members of the Board of Directors and three (3) members of the Congregation at large (not from the Board of Directors). The chairperson and the committee shall be designated by the President with the approval of the Executive Committee. Only members in good standing may be nominated. The first nominating committee shall be the members of the Steering Committee of the Integration Committee from Temples Emanuel and Sinai. The first Board of Directors shall consist of equal representation from the members of Temple Emanuel and Temple Sinai.

Section 2: The slate of nominees shall consist of one (1) nomination for each officer and for each elective trustee whose term of office shall expire at the close of the then current fiscal year. The nomination of co-presidents to fill the office of President shall constitute a single nomination.

Section 3: Nominations by the Nominating Committee shall be reported to the recording Secretary at least fifteen (15) days prior to the election. The recording Secretary will report to the Congregation at least ten (10) days prior to the election.

Section 4: Nominations for any elective office may be made by written petition of 5 members of the Congregation, said nominations to be

files with the recording Secretary at least seven (7) days before the election.

Section 5: Written notice of the final slate of candidates including those nominated by petition shall be sent to all members of the Congregation at least five (5) days before the election. Candidates nominated by the Nominating Committee shall be designated as such.

ARTICLE XI - FISCAL YEAR

The fiscal year shall begin July 1 and end twelve months later on June 30th of the next year.

ARTICLE XII - AUXILIARY GROUPS

Section 1: The creation of Auxiliary groups shall be subject to the prior approval of and shall thereafter be under the supervision and control of the Board.

Section 2: The activities of all Auxiliary organizations of this Congregation shall always be conducted in such a manner as will advance the best interests of the Congregation.

Section 3: The Bylaws and other regulations of all Auxiliary organizations shall be consistent with the Bylaws and policies of the Congregation.

ARTICLE XIII - PROCEDURES

Section 1: At any meeting, Roberts' Rules of Order shall govern, unless herein otherwise provided.

Section 2: A quorum for a congregational meeting is defined as physical attendance by at least fifteen percent (15%) of the number of member Households.

Section 3: Voting for all Board or Congregational meetings, shall include all individual members who are in attendance or in the presence of the meeting by electronic means. Absentee ballots are allowed in the case where the motion being voted on is published in advance and not amended during the meeting. Proxy votes are not permitted.

Section 4: Proposed amendments to the Articles of Organization and By-Laws shall be presented in writing and shall be proposed by the Board of Directors or at least ten percent (10%) of the Members of the Congregation, and shall be filed with the recording Secretary. Such amendments must be acted on at the next regular meeting of the Congregation or at any special meeting called for this purpose. Copies of the proposed amendments shall be sent to each member along with the notice of the meeting at least fourteen (14) days prior

thereto. An affirmative vote of two-thirds of the members present and eligible to vote shall be necessary to adopt any amendments.

Section 5: Except as otherwise provided by law, all contracts of the Congregation entered into after [date of incorporation], 2013 may be viewed by members through the Temple's office. A detailed budget of the Congregation shall be viewable to members through the Temple's office.

Section 6: Unless the Board of Directors decides otherwise, on a meeting by meeting basis, all Board of Directors meetings are open to all members in good standing.

Section 7: For purposes of these By-laws, any reference to "notice" shall include notice by electronic means.

ARTICLE XIV - PROHIBITED ACTIVITIES

Section 1: No member of the Congregation shall receive any earnings or pecuniary profit from the operations of the Congregation except for reasonable compensation for services rendered to or for the Congregation in carrying out any of its tax-exempt purposes.

Section 2: Notwithstanding any other provision of these Bylaws, no officer, employee, member, director, or representative of the Congregation shall take any action or carry on any activity by or on behalf of the Congregation not permitted to be taken or carried on by an organization organized under chapter 180 of the Massachusetts General Laws or exempt under section 501(c)(3) of the Internal Revenue Code and regulations promulgated thereunder, or by an organization to which contributions are deductible under section 170(c)(2) of such Code.

Section 3: The Board shall adopt a policy, as it deems appropriate, for the avoidance of conflicts of interest.

ARTICLE XV - INDEMNIFICATION

The Congregation shall indemnify each of its Officers and Trustees, whether or not then in office, against all reasonable expenses actually and necessarily incurred by such person, including such expenses incurred in any civil, criminal or administrative suit or proceeding to which he/she may have been made a party because he/she is or was a Trustee or Officer. Such person shall have no right to reimbursement, however, in relation to matters as to which he/she was derelict in the performance of his/her duty by reason of willful misconduct, bad faith, gross negligence or reckless disregard of the duties of his/her office. The right to indemnification for expenses shall also apply to expenses of suits that are compromised or settled if the court having jurisdiction of the action shall approve such settlement.