

1 AMENDED AND RESTATED
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3 BYLAWS
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7 CONGREGATION BETH-EL
8 San Antonio, Texas
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14 AS ADOPTED
15 June 14, 2000
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**BYLAWS
OF
CONGREGATION BETH-EL
SAN ANTONIO, TEXAS**

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**ARTICLE I
NAME AND MISSION**

46 **Section 1.** The Congregation shall be known as Congregation Beth-El (doing business as
47 “Temple Beth-El”), hereafter referred to as “the Congregation” in these Bylaws.

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49 **Section 2.** The Congregation shall be located in San Antonio, Bexar County, Texas.

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51 **Section 3.** The mode of worship shall be in accordance with the ritual of Reform Judaism.
52 The Congregation shall be an affiliate member of the Union for Reform Judaism (URJ).

53
54 **Section 4.** The Congregation is a nonprofit corporation organized under the laws of the State
55 of Texas.

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57 **Section 5.** The mission of Temple Beth-El, the historic heart of Reform Judaism in San
58 Antonio, is to provide a sacred framework that inspires people to cultivate their Jewish lives.

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**ARTICLE II
MEMBERSHIP**

63 **Section 1.** Any Jewish person eighteen (18) years of age is eligible for membership in the
64 Congregation, in accordance with the approval process established by the Board of Trustees.

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66 **Section 2.** Any spouse or domestic partner of an eligible applicant, or the former spouse or
67 domestic partner of an eligible applicant, is also eligible for membership, whether or not that
68 person is Jewish, in accordance with the approval process established by the Board of Trustees.

69
70 **Section 3.** A non-Jewish parent, guardian or conservator of a Jewish child is eligible for
71 membership in order to ensure the Jewish continuity of that child, in accordance with the
72 approval process established by the Board of Trustees.

73
74 **Section 4.** A Member is defined as an individual. A Household consists of one or more
75 Members.

77 **Section 5.** Applications for membership must be made in a manner satisfactory to the Board
78 of Trustees. An applicant shall be elected to membership in the Congregation by a majority vote
79 of the Board of Trustees upon recommendation by the Membership Committee.

80
81 **Section 6.** The Board of Trustees may establish other classes of membership and establish
82 the qualifications, application process, rights, privileges, duties, and obligations of said class of
83 membership.

84
85 **ARTICLE III**
86 **PRIVILEGES OF MEMBERSHIP**

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88 Privileges of Membership shall include:

89
90 **Section 1.** Members in good standing are eligible to vote at the Congregation’s Annual
91 Meeting as well as any special meeting called by the Congregation.

92
93 **Section 2.** Seats at worship services.

94
95 **Section 3.** The right to use Congregational facilities consistent with the policies established
96 by the Board of Trustees.

97
98 **Section 4.** Participation in all activities held under the auspices of the Congregation
99 and privileges to join its affiliated bodies.

100
101 **Section 5.** Eligibility for election to any elective position in the Congregation, and eligibility
102 for appointment to any committee thereof, subject to the policies and procedures as established
103 by or under the direction of the Board of Trustees. Notwithstanding, a Member must be Jewish in
104 order to serve as an Officer or Trustee.

105
106 **Section 6.** A Member’s child/children shall have the right to receive their religious education
107 in the Religious School of the Congregation, be prepared to be called to the Torah for their
108 coming of age ceremony and Confirmation, and to become a Bar, Bat, B’nai, B’not, or B-
109 Mitzvah or Confirmand consistent with the policies established by the Board of Trustees.

110
111 **Section 7.** A Member shall have the right, to the extent burial plots are available, to purchase
112 interment rights relating to burial plots in the Congregational cemeteries, and for the burial of
113 such Member and members of their family in such burial plots on such terms and conditions and
114 in accordance with such policies and procedures as are established by or under the direction of
115 the Board of Trustees.

116
117 **Section 8.** Any Member may resign membership in writing addressed to the Board of

118 Trustees. The resignation of any Member shall not relieve the Member from the payment of any
119 obligation due the Congregation at the time of resignation.

120
121 **Section 9.** The Board of Trustees by majority vote may, after open hearing, reprimand,
122 suspend, or expel any Member of the Congregation found guilty of any infraction of the Bylaws,
123 the Congregational Ethics Policy, or rules established by the Board of Trustees that is injurious
124 to the good and welfare of the Congregation.

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126 **ARTICLE IV**
127 **MEMBERSHIP FINANCIAL COMMITMENT**

128
129 **Section 1.** The Board of Trustees shall establish a financial commitment policy for securing
130 membership financial support consistent with the needs of the Congregation.

131
132 **Section 2.** Such financial obligation structure shall consist of annual or ongoing
133 commitment obligations, capital fund obligations, general fees, and special fees attributable to
134 usage of the Congregation’s cemeteries, Religious School, and other facilities.

135
136 **Section 3.** The Board of Trustees shall engage in a comprehensive review of the
137 Congregation’s financial obligation structure or system at least once every five years. In
138 connection with this review, the Board of Trustees may:

- 139
- 140 a) establish or continue a voluntary or mandatory structure or system of annual or ongoing
 - 141 financial commitment obligations, capital fund obligations, and general fees (including
 - 142 amounts, times and manner of payment) for applicants for membership and Members of
 - 143 the Congregation, or some combination thereof;
 - 144
 - 145 b) establish such special fees or charges (including amounts, times, and manner of payment)
 - 146 for Households and non-Members relating or attributable to use of the Congregation’s
 - 147 cemeteries, Religious School and other facilities, and
 - 148
 - 149 c) prescribe policies and procedures for the determination of annual or ongoing commitment
 - 150 obligations, capital fund obligations, general fees, and special fees (attributable to usage
 - 151 of the Congregation’s cemeteries, Religious School, and other facilities) payable by
 - 152 Households.
 - 153

154 **Section 4.** A Household that fails to pay any financial obligation due the Congregation in
155 accordance with established guidelines as to when such obligation shall become due and payable,
156 may be suspended and deprived of all membership rights and privileges upon:

- 157
- 158 a) the recommendation of the Membership Committee; and,
 - 159
 - 160 b) vote of the Board of Trustees.
 - 161

162 **Section 5.** The Board of Trustees may waive, extend, adjust, change or modify any financial

163 obligation due from a Household, or delegate authority to waive, extend, adjust, change or
164 modify any financial obligation due from a Household to the Executive Committee, any Officer,
165 the Senior Rabbi, other Clergy, or the Executive Director of the Congregation under such
166 procedures and circumstances as the Board of Trustees may determine in its judgment and
167 discretion.

168
169 **Section 6.** The suspension, termination or resignation of any Member shall not relieve the
170 Household from the payment of any obligation due the Congregation.

171
172 **ARTICLE V**
173 **OFFICERS**
174

175 **Section 1.** The Officers of the Congregation shall consist of the President, Senior Vice
176 President, three (3) Vice Presidents, Secretary, and Treasurer. All Officers of the Congregation
177 are ex-officio members of the Board of Trustees.

178
179 **Section 2.¹** The Officers shall be elected for one-year terms at the Annual Meeting of the
180 Congregation and shall hold such office until their successors are elected and qualify. No officer
181 shall serve for more than four (4) consecutive years in any one (1) office. No officer shall serve
182 for more than ten (10) consecutive years in any combination of offices. Persons who are
183 precluded from serving as an officer as a result of the term limits contained in this section may
184 be re-elected as an officer after one (1) year in which they have not served as an officer.

185
186 **Section 3.** Duties of President. The President shall preside at all meetings of the
187 Congregation and the Board of Trustees. The President shall see that all provisions of the
188 Bylaws are carried out and shall perform all other duties and shall have all other responsibilities
189 as are incident to the office. The President shall appoint all chairpersons of the various
190 committees of the Congregation, unless otherwise directed by the Bylaws, and the President shall
191 be an ex-officio member of all committees.

192
193 **Section 4.** Duties of Senior Vice President. The duties of the Senior Vice President shall be
194 designated by the President. The Senior Vice President shall perform all the duties and have the
195 same authority as the President in the event of the absence or inability of the President.

196
197 **Section 5.** Duties of the Vice Presidents. The duties of the Vice Presidents shall be
198 designated by the President.
199

¹ *Proviso: elected officers and trustees in office at the time of the adoption of these bylaws will be eligible to stand for re-election under the term limits rules of the bylaws under which they were elected. Once all for whom this proviso applies have ended their service or chosen not to stand for eligible re-election to their respective offices, this proviso shall automatically expire.*

200 **Section 6.** Duties of Secretary. The Secretary shall prepare the minutes of the meetings of
201 the Congregation and of the Board of Trustees and perform all other duties incident to the office
202 or as assigned by the President.

203
204 **Section 7.** Duties of Treasurer. The Treasurer shall serve as the Chair of the Budget and
205 Finance Committee and shall furnish financial reports and shall perform other duties incident to
206 the office or as assigned by the President.

207
208 **Section 8.** Filling Vacancy of President or Senior Vice President. The Senior Vice President
209 shall serve as President, perform all the duties, and have the same authority as the President in
210 the event of the death, refusal, inability, or resignation of the President. In the event both the
211 President and Senior Vice President are unable to serve as President, then, and in that event, the
212 Board of Trustees shall determine by a majority vote which Officer shall perform the duties of
213 President. The temporary appointment of President shall last until a special election of the
214 Congregation is held no later than sixty (60) days after the vacancy occurs.

215
216 **Section 9.** Filling Vacancy of Other Officer. Other than the President or Senior Vice
217 President, in the event of the death, refusal, inability or resignation of another Officer, said
218 position shall be filled for the remainder of the term by a Board Member upon recommendation
219 from the President and upon approval of a majority vote for the Board of Trustees.

220
221 **ARTICLE VI**
222 **EXECUTIVE COMMITTEE**

223
224 **Section 1.** The Executive Committee shall be composed of the Officers of the Congregation
225 and the immediate past President.

226
227 **Section 2.** The Executive Committee shall assist and advise the President in the intervals
228 between meetings of the Board of Trustees in carrying out the management of the Congregation.

229
230 **Section 3.** The Executive Committee shall meet at the request of the President or a majority
231 of the Members of the Executive Committee.

232
233 **Section 4.** The Executive Committee shall perform duties as assigned by the President,
234 including, but not limited to, review of all regular and supplemental budget requests, submission
235 of policy recommendations to the Board of Trustees for consideration, and completion of an
236 annual performance evaluation for the Senior Rabbi and the Executive Director.

237
238 **Section 5.** The Executive Committee shall act as the Human Resources Committee or may
239 appoint a separate committee to act on its behalf. The Executive Committee shall have the
240 authority to:

- 241 a) Employ, renew contracts, remove, or not renew the term of contracts of professional
242 staff, including establishing parameters for employment terms to be negotiated by the
243 President or a member of the Executive Committee assigned by the President.
244
245 b) Determine the compensation and terms of service for all Clergy of the Congregation, and
246 to establish parameters for employment terms to be negotiated by the President of the
247 Congregation or a member of the Executive Committee as assigned by the President of
248 the Congregation.

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250

251 **Section 6.** The Senior Rabbi shall have voice at proceedings of the Human Resources
252 Committee regarding direct reports, whether that is the Executive Committee acting in this
253 regard or a separately appointed special committee.

254

255 **Section 7.** All minutes of meetings of the Executive Committee not held in executive session
256 shall be made available to the Board of Trustees (and any individual Trustee) upon written
257 request to the President.

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ARTICLE VII BOARD OF TRUSTEES

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262 **Section 1.** The Board of Trustees shall consist of twelve (12) Members of the Congregation,
263 who are in good standing and are otherwise eligible to serve under the Bylaws of the
264 Congregation, together with the members of the Executive Committee. In addition, the President
265 of Temple Beth-El Brotherhood and the President of Temple Beth-El Sisterhood shall serve as
266 ex-officio members.

267

268 **Section 2.** All members of the Board of Trustees who are not ex-officio members shall be
269 elected at the Annual Meeting of the Congregation for terms of two (2) years each with such
270 terms established so as to have six (6) expire annually.

271

272 **Section 3.²** No member of the Board of Trustees, other than ex-officio members, may be
273 elected to serve on the Board of Trustees, more than three (3) consecutive terms; and, thereafter,
274 such person may not again be elected to the Board of Trustees until the expiration of a six-year
275 period.

276

² *Proviso: elected officers and trustees in office at the time of the adoption of these bylaws will be eligible to stand for re-election under the term limits rules of the bylaws under which they were elected. Once all for whom this proviso applies have ended their service or chosen not to stand for eligible re-election to their respective offices, this proviso shall automatically expire.*

277 **Section 4.** In the event a vacancy shall occur in the Board of Trustees, the President shall
278 submit a recommendation or recommendations to fill said vacancy, and the Board of Trustees
279 shall elect by a majority vote the person to fill the unexpired term of such Trustee.
280

281 **Section 5.** The Board of Trustees shall be responsible for the general management of the
282 affairs, funds, records and property of the Congregation. It shall establish policies, guidelines and
283 direction with respect to matters within its management and control, which best promote the
284 welfare of the Congregation. The responsibilities of the Board of Trustees shall include, but not
285 be limited to, the following:
286

- 287 1) The authority to allocate funds appropriated in the budget adopted at the Annual Meeting of
288 the Congregation.
- 289
- 290 2) The responsibility to present a budget at the Annual Meeting, including a plan to address
291 projected budget surplus or deficit.
292

293 **Section 6.** Any possible conflict of interest on the part of a Trustee or Officer regarding
294 employment or doing business with the Congregation shall be disclosed to the other members of
295 the Board of Trustees and made a matter of record. Any Trustee or Officer having a possible
296 conflict of interest on any such matter shall not vote on the matter. The minutes of the meeting
297 shall reflect the disclosure and the abstention.
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299
300 **ARTICLE VIII**
301 **BOARD OF TRUSTEE MEETINGS**

302 **Section 1.** The Board of Trustees shall meet regularly on such day and time as determined by
303 the President and may meet more frequently upon the call of the President or petition of a
304 majority of Board of Trustee Members.
305

306 **Section 2.** A majority of the Board of Trustees shall constitute a quorum.
307

308 **Section 3.** Each ex-officio member of the Board of Trustees, other than the President of the
309 Congregation, shall serve with the right to vote as a Trustee on all matters considered by the
310 Board of Trustees.
311

312 **Section 4.** The agenda for Board meetings shall be prepared by the President, in consultation
313 with the Officers, Senior Rabbi, and Executive Director and sent to Trustees in advance of the
314 meetings.
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316 **ARTICLE IX**
317 **REMOVAL OF TRUSTEE OR OFFICER**

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Section 1. A Trustee or Officer may be removed from their position by a majority vote of the Board of Trustees (other than the Officer or Trustee to be removed). Reason for the removal of a Trustee or Officer shall include, but not be limited to, the following:

- a) Failure to attend without reasonable excuse three (3) or more consecutive meetings of the Board of Trustees or Executive Committee (in the case of an Officer);
- b) Failure to pay any financial obligation owed to the Congregation in accordance with the established guidelines as to when such obligation shall be due and payable;
- c) Failure by an Officer or Trustee to discharge their duties as a Trustee prescribed by these Bylaws; or
- d) Being found guilty of any infraction of the Bylaws, the Congregational Ethics Policy, or rules established by the Board of Trustees that is injurious to the good and welfare of the Congregation.

ARTICLE X
SPIRITUAL LEADERSHIP OF THE CONGREGATION

Section 1. The Board of Trustees shall ensure the employment of Clergy to meet the spiritual needs of the Members. The Board of Trustees by majority vote shall determine compensation and terms of service for all clergy, including initial contracts, subsequent contracts, and non-renewals (the process for electing a Senior or solo Rabbi, see Article X. 5).

Section 2. The Clergy of the Congregation may, but not necessarily, include at least one (1) Rabbi, including a Senior (or Sole) Rabbi. Additional Clergy may also include one (1) or more Associate or Assistant Rabbis, one (1) or more Rabbis Emeritus, one (1) or more Cantors, and one (1) or more Cantors Emeritus.

Section 3. In selecting the Clergy of the Congregation, and negotiating contracts with Clergy, the Board of Trustees and any committee responsible for recommending candidates, may look to the rules and regulation for the Joint Rabbinic Placement Commission of the URJ, the Central Conference of American Rabbis (CCAR) and the Hebrew Union College-Jewish Institute of Religion (HUC-JIR), as may be adopted from time to time, along with guidelines for Rabbinical Congregation Relationships, as may be recommended by the URJ and CCAR, and rules and regulations of the Joint Cantorial Placement Commission of American Conference of Cantors (ACC), the URJ and HUC-JIR School of Sacred Music.

Section 4. After ten (10) years of service, the Senior Rabbi or sole Rabbi as the case may be,

359 may request election for an indefinite term. Election for an indefinite term shall not be construed
360 as granting life tenure. Termination of an indefinite term shall take effect six (6) months
361 following either:

- 362
- 363 a) submittal of a written resignation by the indefinite term holder to the President, or,
 - 364
 - 365 b) notice from the President to the indefinite term holder that the Congregation
 - 366 terminated the indefinite term at an election.
 - 367

368 **Section 5.** The Senior Rabbi (or sole Rabbi) of the Congregation shall be elected in the
369 following manner:

- 370
- 371 a) A Special Selection Committee, appointed by the President, with the approval of
 - 372 the Board of Trustees, shall recommend a candidate for Senior Rabbi (or sole Rabbi)
 - 373 to the Board of Trustees for approval; and,
 - 374
 - 375 b) upon approval of such candidate by a majority of the Board of Trustees, the candidate
 - 376 so recommended shall be submitted to the Congregation for election as Senior Rabbi
 - 377 (or sole Rabbi) at either an Annual Meeting or a Special Meeting of the Congregation
 - 378 called for such purpose.
 - 379

380 **Section 6.** The Senior Rabbi (or sole Rabbi, as the case may be) may only be removed, and
381 any decision to not renew the term of the service and contract of the Senior Rabbi (or sole Rabbi,
382 as the case may be) may be made only upon the vote of a majority of the Members of the
383 Congregation present at any Annual Meeting of the Congregation; or, any Special Meeting of the
384 Congregation requested pursuant to the terms outlined in the Bylaws of the Congregation.

385 **Section 7.** The Senior Rabbi shall work collaboratively with the Board of Trustees and
386 Religious Practices Committee to set the spiritual direction and tone of the Congregation.

387

388 **Section 8.** Rabbis and Cantors shall, upon accepting their respective positions with the
389 Congregation, agree to carry out the religious aims and purposes of the Congregation as
390 determined by the Congregation and shall perform the duties and carry out the responsibilities
391 established by the Board of Trustees from time to time.

392

393 **Section 9.** In the event the Congregation's Clergy shall consist of more than a sole Rabbi,
394 the Senior Rabbi shall have overall supervisory authority over such additional Clergy of the
395 Congregation.

396

397 **Section 10.** The Congregation shall require that the Rabbis and Cantors be enrolled in the
398 pension plan and disability insurance benefits prescribed by the CCAR, and/or the ACC for the
399 purpose of creating retirement benefits for all active Rabbis and Cantors of the Congregation.

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ARTICLE XI
OTHER EMPLOYEES OF THE CONGREGATION

404 **Section 1.** The President, by and with the approval of a majority of the Executive
405 Committee, shall employ an Executive Director at such compensation as may be determined by a
406 majority of the Committee. The Executive Director shall not be an Officer or a Trustee of the
407 Congregation. Under the direction of the Executive Committee, the Executive Director shall be
408 the chief administrator of the Congregation. The Executive Director shall perform such duties as
409 may be delegated by the President, the Executive Committee, or the Board of Trustees of the
410 Congregation.

411
412 **Section 2.** The Executive Committee, in consultation with the Senior Rabbi, and upon
413 recommendation of pertinent Special Committee(s), may employ an Education Director or
414 Director of Lifelong Jewish Learning (or such other title for such staff position as the Executive
415 Committee may from time to time designate in its discretion) at such compensation as may be
416 determined by a majority of the Executive Committee. The Education Director or Director of
417 Lifelong Jewish Learning shall perform such duties, under the supervision of the Senior Rabbi,
418 as may be determined by the Executive Committee, Board of Trustees, or pertinent Special
419 Committee(s) created for such purpose.

420
421 **Section 3.** The Executive Committee shall have the authority and power to engage any and
422 all staff positions or employees as it may deem necessary from time to time to administer
423 properly the affairs of the Congregation and to conduct its cemeteries. The Executive
424 Committee shall fix the wages or compensation and terms of employment of all such employees,
425 designate their duties and adopt such rules and regulations for such employees as it may deem
426 necessary and proper. The Executive Committee may designate this authority to the Senior
427 Rabbi and/or Executive Director.

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ARTICLE XII COMMITTEES

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432 **Section 1.** The Congregation shall have the following standing committees, whose actions
433 shall be subject to the control and direction of the Board of Trustees. The President of the
434 Congregation shall be responsible for the appointment of Committee Chairpersons for all
435 standing committees.

436

437 a) **Budget and Finance Committee.** The Budget and Finance Committee shall monitor and
438 direct the financial operations of the Congregation. The Board of Trustees may delegate to
439 the Budget and Finance Committee the authority to buy and/or sell investments for the
440 Congregation on such terms and conditions, subject to such restrictions and within the
441 approved policies as the Board of Trustees may determine.

442

443 b) **Membership Committee.** The Membership Committee shall review all applications for
444 membership in the Congregation, including but not limited to applications for new
445 membership, reinstatement, and rejoining the Congregation. The Committee will also review
446 all membership suspensions.

447

448 c) **Nominating and Leadership Development Committee.** The Nominating and Leadership
449 Development Committee shall develop programs intended to identify individuals for

450 leadership positions in the Congregation, including, but not limited to potential Board of
451 Trustee Members Committee Members (and Chairpersons).

- 452
453 d) **Religious Practices Committee.** The Religious Practices Committee, in partnership with
454 the clergy, shall review the religious practices and functions of the Congregation and
455 recommend changes and enhancements that meet the religious and spiritual needs of the
456 members when appropriate.

457
458 **Section 2.** Special Committees may be appointed and discharged at the discretion of the
459 President or the Board of Trustees. The President of the Congregation shall be responsible for
460 the appointment of Special Committee Chairpersons.

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463 **ARTICLE XIII**
464 **CONGREGATION MEETINGS**

465
466 **Section 1.** The Annual Meeting of the Congregation shall be held at the Temple no earlier
467 than thirty (30) days before and no later than sixty (60) days after commencement of the fiscal
468 year of the Congregation at such time and date as may be designated by the President of the
469 Congregation.

470
471 **Section 2.** At the Annual Meeting, reports of Officers, Rabbis, and committees shall be
472 made, a budget for the fiscal year shall be adopted, and the annual election of Officers and
473 members of the Board of Trustees shall be conducted. The Congregation shall dispose of such
474 other business as may properly be brought before it.

475
476 **Section 3.** Notice of the Annual meeting shall be made to members of the Congregation no
477 less than thirty (30) days prior to the date of the Annual Meeting. Notification to each Member
478 shall be made by mail, electronic notification, public notification in the Congregational
479 newsletter, or in any other manner that the President of the Congregation determines is
480 reasonably likely to be received by the members.

481
482 **Section 4.** A Special Meeting of the Congregation shall be called by the President when
483 requested by resolution of the Board of Trustees, or when the President considers such a meeting
484 necessary, or when requested by petition signed by at least ten percent (10%) of Households.
485 Any request for a Special Meeting by petition of Households shall:

- 486
487 a) be made in writing;
488
489 b) be signed by at least ten percent (10%) of Households within sixty (60) days of the date
490 of requested meeting to be called; and,
491

492 c) specify the purpose for such requested meeting.

493

494 A Special Meeting of the Congregation shall be held within forty-five (45) days after the receipt
495 by the President of such request. Only such business as is set out in the call of a Special Meeting
496 of the Congregation may be transacted at such special meeting.

497

498 **Section 5.** Notice of a Special Meeting of the Congregation shall be made to Members of the
499 Congregation no less than fifteen (15) days prior to the date of the Special Meeting. Notification
500 to each member shall be made by mail, electronic notification, public notification in the
501 Congregational newsletter, or in any other manner that the President of the Congregation
502 determines is reasonably likely to be received by the members. However, notice of any Special
503 Meeting of the Congregation must include the purpose for such special meeting.

504

505 **Section 6.** Ten Percent (10%) of Households who are eligible to vote in accordance with the
506 Bylaws of this Congregation shall constitute a quorum for the Annual Meeting of the
507 Congregation.

508

509 **Section 7.** Twenty Percent (20%) of Households who are eligible to vote in accordance with
510 the Bylaws of this Congregation shall constitute a quorum for all Special Meetings of the
511 Congregation.

512

513 **Section 8.** Proxy voting is not permitted.

514

515 **Section 9.** The President of the Congregation may recommend an alternative form of
516 meeting for either the Congregational Annual Meeting or Special Meeting of the Congregation.
517 These recommendations may include, but are not limited to, adjusting the date or time of the
518 meeting, changing the location of the meeting, conducting the meeting by Zoom or other
519 Videoconference format, and establishing specific rules for determining a quorum and counting
520 votes of the Members. Any modification to the form of meeting shall require approval by the
521 Executive Committee.

522

523 **Section 10.** In the event an Annual Meeting is suspended, rescheduled, or terminates before
524 the election of Officers and Trustees or approval of a budget for the ensuing year, the incumbent
525 Officers and Trustees shall continue in the office and the existing budget shall remain in effect
526 until action has been completed by the Congregation at a subsequent meeting to be promptly
527 called, for this purpose, by the President, such meeting to be held on a date not to exceed 30 days
528 from the date of the terminated meeting.

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ARTICLE XIV
AFFILIATED ORGANIZATIONS

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Section 1. No organization may qualify as an affiliated organization or use the name of Temple Beth-El or Congregation Beth-El unless and until its affiliation is approved by the Board of Trustees.

Section 2. The Board of Trustees shall receive full reports from time to time of purposes and activities of such affiliated organizations. Such associations shall thereafter be always subject to such restrictions and control as the Board of Trustees may determine to exercise.

**ARTICLE XV
FISCAL YEAR**

The fiscal year of the Congregation begins on June 1 and ends on May 31.

**ARTICLE XVI
CONGREGATIONAL BYLAWS**

Section 1. The Bylaws of the Congregation shall be reviewed at least every five (5) years beginning from the date of their most recent adoption.

Section 2. Recommendations to any additions, amendments, or modifications shall be made in writing and presented to the Board of Trustees for proposal or presented by at least ten (10) percent of the Members of the Congregation.

Section 3. Such amendments shall be acted on at the next Annual Meeting of the Congregation or at a Special Meeting called for that purpose.

Section 4. An affirmative vote of two-thirds of the Members present shall be necessary to adopt any amendments.

Section 5. The Board of Trustees shall be authorized and empowered to make non-material Amendments to these Bylaws, without the requirement of approval and adoption by the Members of the Congregation at an Annual or Special Meeting. In order to constitute a non-material Amendment, the proposed amendment may not in any way affect, alter or change the intent, substantive meaning or effect of these Bylaws, or any provision hereof, but may only:

- a) correct typographical, grammatical, syntax or spelling errors in these Bylaws,
- b) change the case of initial letters of various words or terms to make their use consistent throughout these Bylaws,
- c) correct inaccurate citations, internal references or other inaccuracies or errors

574 within the text of these Bylaws,

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576 d) add defined terms to facilitate understanding of various provisions of these
577 Bylaws, or

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579 e) make modifications that otherwise enhance the overall readability and facilitate
580 understanding of these Bylaws and/or clarify any ambiguous terms or provisions
581 hereof.

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ARTICLE XVII MISCELLANEOUS

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586 **Section 1.** Elections by Secret Ballot. All contested elections of Officers and Trustees shall
587 be by secret ballot. All elections of the Senior Rabbi (or Sole Rabbi, as the case may be) shall be
588 by secret ballot, unless such secret ballot requirement is waived by vote of the Members present
589 at such meeting prior to election of any such Clergy. At all such elections, the presiding Officer
590 shall select not less than two (2) tellers, who are not nominees, to distribute the ballots to those
591 entitled to vote, to collect the ballots, to tabulate same, and report the results at once to the
592 presiding Officer who shall announce the results of the election.

593

594 **Section 2.** Parliamentary Authority. The rules contained in the most current edition of
595 Robert's Rules of Order, Newly Revised, shall govern the meetings of the Board of Trustees,
596 Congregation and committees in all cases to which they are applicable and in which they are not
597 inconsistent with these Bylaws and any special rules of order the Board of Trustees may adopt.

598

599 **Section 3.** Meetings Held Electronically. Meetings of the Board of Trustees, Standing
600 Committees, and Special Committees may be conducted using internet meeting services. These
601 electronic meetings may also be hybrid in-person/electronic. Electronic meetings shall be
602 subject to all rules governing how meetings are conducted and any additional rules that may be
603 adopted by the Board of Trustees.

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ARTICLE XVIII INDEMNIFICATION AND INSURANCE

606

607

608 **Section 1.** To the greatest extent permitted by the Texas Business Organizations Code (the
609 "TBOC") and other applicable law, the Congregation shall indemnify any person who is, or who
610 is threatened to be made, a party to any action, suit or proceeding, because they are or were a
611 Trustee, Officer or committee Member of the Congregation, against expenses (including
612 attorney's fees), judgments, fines and amounts paid in settlement (if approved by the Board in
613 advance) actually and reasonably incurred by them in connection with such action, suit or
614 proceeding, if they reasonably believed that they was acting in, or was not opposed to, the best
615 interests of the Congregation and with respect to any criminal action or proceeding, had no
616 reasonable cause to believe their conduct was unlawful.

617
618 **Section 2.** To the greatest extent permitted by the Texas Business Organizations Code (the
619 “TBOC”) and other applicable law, the Congregation may indemnify any person who is, or who
620 is threatened to be made, a party to any action, suit or proceeding, because they are or were an
621 employee, professional staff member, Rabbi, Cantor, or agent of the Congregation, against
622 expenses (including attorney’s fees), judgments, fines and amounts paid in settlement (if
623 approved by the Board in advance) actually and reasonably incurred by them in connection with
624 such action, suit or proceeding, if they reasonably believed that they was acting in, or was not
625 opposed to, the best interests of the Congregation and with respect to any criminal action or
626 proceeding, had no reasonable cause to believe their conduct was unlawful.

627
628 **Section 3.** The termination of any action, suit or proceeding by judgment, order, settlement,
629 conviction or upon a plea of nolo contendere or its equivalent shall not, of itself, create a
630 presumption that the person did not act in a manner that they reasonably believed that they was
631 acting in or was not opposed to the best interests of the Congregation and, with respect to any
632 criminal action or proceeding, had reasonable cause to believe that their conduct was unlawful.
633

634 **Section 4.** Indemnification as provide will also apply to the heirs, executors, and
635 administrators of any person who held a position named in this Section.
636

637 **Section 5.** Expenses incurred in defending a civil or criminal action, suit or proceeding shall
638 be paid by the Congregation in advance of the final disposition of such action, suit or proceeding
639 upon receipt of an undertaking (with sufficient security, if required) by or on behalf of the
640 indemnified person to repay such if it shall ultimately be determined that they is not entitled to
641 be indemnified by the Congregation.
642

643 **Section 6.** The Congregation shall purchase and maintain insurance on behalf of any person
644 (or may reimburse any such person for the reasonable and necessary cost of obtaining and
645 maintaining personal insurance) against any liability which may be incurred by such person
646 arising out of such person’s status as a Trustee, Officer, committee Member, or employee of the
647 Congregation, whether or not the Congregation would have the power to indemnify such person
648 against any such liability.
649

650 **Section 7.** Indemnification will not be exclusive to any other rights to which a person who
651 held a position identified may be entitled by law, agreement, vote of disinterested Trustees, or
652 otherwise.
653

654 **ARTICLE XIX**
655 **DISSOLUTION OR MERGER**
656

657 In the event of the dissolution or merger of the Congregation, no Officer, Trustee, employee,
658 agent or representative of the Congregation shall be entitled to any distribution or division of its
659 remaining property, assets or proceeds. The balance of all money and other assets or property
660 owned, held, or received by the Congregation from any source, after the payment of all debts and
661 obligations of the Congregation, shall be distributed by the Board of Trustees to any religious,

662 charitable or educational organization that qualifies as a Section 501(c)(3) organization of the
663 most recent Code. Moreover, any such use or distribution of the money or property of the
664 Congregation shall, to the extent possible, be in accord with the Congregation's purpose as set
665 forth above, and, to the extent possible, shall promote similar or related purposes.
666