

TEMPLE OHABEI SHALOM

Proposition to Amend By-Laws

WHEREAS, Article XXII of the By-Laws of Temple Ohabei Shalom (the "By-Laws") provides that any proposition to alter or amend the By-Laws must be submitted, in writing, to the Recording Secretary, and bear the signatures of at least twenty-five (25) members of Temple Ohabei Shalom who are in good standing;

NOW THEREFORE, the undersigned individuals, each a member in good standing of Temple Ohabei Shalom, hereby propose to:

- 1) Amend the By-Laws, in their entirety, as set forth on the attached Exhibit A and incorporated herein by reference; and
- 2) Ensure that the proposed changes to the By-Laws, as set forth in attached Exhibit A, be implemented in accordance with the Transition Proposal as set forth on the attached Exhibit B which is incorporated herein by reference.

EXECUTED, in any number of counterpart copies, each of which counterpart copies shall be an original for all purposes, by the following members of Temple Ohabei Shalom:

1. Ronny Sydney Dated: 11/4/09
Name:

2. Cathryn Stein Dated: 11/4/09
Name:

3. David Bell Dated: 11/4/09
Name:

4. Oliver Rosen Dated: 11/7/09
Name:

5. Rebecca Tz Dated: 11/7/09
Name:

6. Mindy Berman Dated: 11/7/09
Name:

7. Carinda Wady Dated: 11/7/09
Name:

8. R. Rabinovitch Dated: 11/8/09
Name:

9. J. Green Dated: 11/8/09
Name:

10. Howard Kim Dated: 11-8-09
Name:

11. Ellen Mosier Dated: 11/8/09
Name:

12. Annabelle Dated: 11/8/09
Name:

13. [Signature] Dated: 11/8/2009
Name:

14. Josy R. G. Dated: 11/8/2009
Name:

15. [Signature] Dated: 11/8/09
Name:

16. [Signature] Dated: _____
Name:

17. [Signature] Dated: 11/8/09
Name:

18. A. Shisler Dated: 11/8/09
Name:

19. [Signature] Dated: 11/8/09
Name:

20. Margie Kaha Dated: 11/8/09
Name:

21. Marcia Levens Dated: 11/8/09
Name:

Name:

22. Spurlock Dated: 11/8/09
Name:

Gutah 11/8/09

23. Susan Zinn Dated: 11/8/09
Name:

24. Dina Berman Dated: 10/8/09
Name:

25. Moz Dated: 10/8/09
Name:

Miriam Krueger 11/8/09
Dorthe Berman 10/08/09

RECORDING SECRETARY VERIFICATION

I, Daniel Krueger, the Recording Secretary of Temple Ohabei Shalom, hereby state that:

- 1) I have verified the status of the individuals who signed this Proposition; and
- 2) I hereby certify that each such individual is a member in good standing of Temple Ohabei Shalom.

[Signature]

8 November 2009

Daniel Krueger
Recording Secretary
Temple Ohabei Shalom



BYLAWS OF TEMPLE OHABEI SHALOM

ARTICLE I

Name

The name of this corporation is Temple Ohabei Shalom, and shall be referred to in these Bylaws as the "Temple."

ARTICLE II

Form of Worship

The Temple shall generally follow the tenets, philosophies, principles and religious practices of the form of Judaism known as Reform Judaism; as such form is articulated by the Union of Reform Judaism.

ARTICLE III

Membership

Section 1. Any person of the Jewish faith shall be eligible to become a member of the Temple (each a "Member" and collectively the "Membership"). Spouses or domestic partners of Members shall be considered Members unless they elect not to be considered a Member by submitting a written notice to the Executive Director.

Section 2. A household unit shall be comprised of a Member and his, her or their children, if any, who are under the age of twenty-five (together, a "Household").

Section 3. The Temple's Board of Trustees (the "Board") may establish categories of special membership and establish the eligibility, rights, privileges and duties of Members in such categories.

Section 4. Application to become a Member shall be made in accordance with procedures established by the Board from time to time.

Section 5. The rights and privileges of a Member in good standing, subject to applicable rules, policies and conditions adopted from time to time by the Board shall include, but not be limited to, the following:

- Each Member shall be entitled to vote in all matters before the Annual Meeting or any Special Meeting of the Membership.
- Each member of a Household shall have the right to a seat in the Temple at all religious services.
- Each member of a Household shall have the right to participate in Temple-sponsored events, activities, and functions.
- Except as otherwise set forth in these Bylaws, each Member shall be eligible to hold either an elected or appointed Temple office.



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- Each Member shall have the right to have his or her children or grandchildren named in the Temple.
- Each Member shall have the right to become or have his or her children become a Bar or Bat Mitzvah at the Temple, to have his or her children attend the religious school operated by the Temple and to be confirmed at the Temple, subject to the requirements established by the Clergy and the School Committee and such other requirements as may be established by the Board from time to time.
- Each member of a Household shall have the right to have their marriage ceremony performed by a member of the Clergy at the Temple.
- Each Member shall have the right to have a member of the Clergy officiate at funeral services for a member of the Household at the Temple.
- Such other privileges as may be made available from time to time by the Board.

Section 6. A Member may resign from the Temple by submitting a notice to the Executive Director in accordance with policies and procedures established by the Board from time to time.

Section 7. Temple membership may be terminated for non-payment of dues in accordance with these Bylaws, or for other cause as determined by the Board.

ARTICLE IV

Dues and Assessments

Section 1. The Board shall establish, and from time to time may modify, all Temple membership dues categories, the amount of annual dues for each Temple membership category and any assessments.

Section 2. Any Member who has not paid or is not paying his or her annual dues and assessments in accordance with the payment terms established by the Board, after having been given written notice thereof, shall be deemed to be in arrears and not be considered a Member in good standing. A Member who is not in good standing may have his or her membership terminated in accordance with policies and procedures established by the Board from time to time.



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ARTICLE V

The Board of Trustees

Section 1. The Board shall consist of the following Members:

- Eight (8) Officers;
- Fifteen (15) elected Members each serving as a Trustee;
- Honorary Trustees;
- Affiliate Representatives; and
- Chairs of Standing Committees.

Section 2. The Officers of the Temple shall be the President, four (4) Vice-Presidents, the Treasurer, the Assistant Treasurer and the Recording Secretary, each of whom shall be elected by the Membership as set forth in these Bylaws.

Section 3. The Trustees of the Temple shall consist of fifteen (15) Members each of whom shall be elected by the Membership as set forth in these Bylaws. For a Member to be eligible for election as a Trustee, the individual must have been a Member for at least one (1) year immediately preceding the election and be a Member in good standing. Each Trustee shall hold his or her office as Trustee for a term of three (3) years and shall continue to hold his or her position until a successor has been elected or unless otherwise removed in accordance with the provisions of these Bylaws. A Trustee may not be elected to more than two consecutive three-year terms.

Section 4. Any Member who: (i) has held the office of President; (ii) has served for at least twelve (12) years, in the aggregate, as a Trustee, Officer and/or Affiliate Representative; or (iii) is deemed worthy by the Board after long and meritorious service to the Temple, may be elected an Honorary Trustee by a vote of two-thirds ($\frac{2}{3}$) of the Board.

Section 5. The Sisterhood, the Brotherhood and the Ohabei Shalom Temple Youth group shall each designate one of their members to serve as an Affiliate Representative. Each individual so designated shall have her or his name submitted to the President on or before the first meeting of the Board each fiscal year.

Section 6. The Rabbi, the Cantor, the Executive Director and Director of Education shall each serve as nonvoting ex-officio members of the Board and each shall have the right to attend all meetings of the Board and the Membership, except when requested by the President to recuse themselves for a special reason.



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Section 7. Each fiscal year at the first meeting of the Board, the President shall appoint one of the members of the Board to serve as the Parliamentarian for all Board meetings. The Parliamentarian shall be well versed in the provisions of the Bylaws, and shall assist the President, as necessary, in the conduct of all meetings of the Board in order to ensure compliance with the proper rules of order and procedure at all Board meetings.

Section 8. Where a Standing Committee has more than one Chair, the members of that Standing Committee shall designate one of such persons to serve as a member of the Board. Each individual so designated shall have her or his name submitted to the President on or before the first meeting of the Board each fiscal year.

ARTICLE VI

Powers and Duties of the Board

Section 1. The Board, as the body representing the Membership, shall manage and oversee the affairs of the Temple, and shall adopt and execute all measures, policies, guidelines, procedures and rules in furtherance thereof as it deems necessary.

Section 2. The Board shall manage or oversee all matters relating to the finances of the Temple, including but not limited to all dues, assessments, levies, salaries, and expenditures of every nature without exception, limitation or condition, and the Board shall report the same in the form of a budget to the Membership at the Annual Meeting. The Board shall oversee the appointment and retention of the Temple's Clergy, Executive Director, Director of Education and all paid staff.

Section 3. The Board shall meet at least once each month with the exception of the month of July. Notice of all meetings of the Board together with an agenda shall be provided to members of the Board at least ten (10) days prior thereto.

Section 4. Fourteen (14) voting members of the Board shall constitute a quorum for the transaction of business.

Section 5. Except as otherwise provided in these Bylaws, a majority vote of all members of the Board present and voting shall decide all motions presented for a vote before the Board.

Section 6. Each member of the Board shall comply with the Duties and Obligations guidelines approved and established by the Board.



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ARTICLE VII

Officers

Section 1. Each Officer shall be elected to office at the Annual Meeting as set forth in these Bylaws. No Member may serve as an Officer unless he or she is a member of the Jewish faith and has served as a Trustee for at least one (1) year. Except as otherwise set forth in these Bylaws, each Officer shall serve a term of one (1) year, and shall continue to hold his or her position until a successor has been elected. A President who holds office for three (3) successive one-year full terms and a Vice-President who holds office for nine (9) successive one-year full terms shall not be eligible for re-election to that office for the next term immediately following.

Section 2. The President shall serve as the Chair of the Board and shall preside at all meetings and Special Meetings of the Board as well as the Annual Meeting and all Special Meetings of the Members. The President may establish and appoint such non-standing committees not otherwise prescribed herein as he or she deems necessary and appropriate. By and with the advice of the Board, the President shall oversee the Clergy and the Executive Director, as well as all religious and business matters of the Temple. The President shall be an *ex-officio* member of all Temple committees.

Section 3. The Vice-Presidents shall advise the President, shall supervise the committee or committees assigned to them by the President and shall otherwise assume those responsibilities assigned to them by the President.

Section 4. For each fiscal year the Treasurer shall oversee the development of the Temple budget and present the Temple budget to the Board for a vote of approval. The Treasurer shall oversee and monitor the Executive Director's financial operations on an ongoing basis, and from time to time shall submit to the Board a report thereof. The financial records of the Temple shall be available for review by members of the Board.

Section 5. The Assistant Treasurer shall assist the Treasurer in the performance of the Treasurer's duties. In the absence or disability of the Treasurer, the Assistant Treasurer shall assume and perform the duties of the Treasurer.



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Section 6. The Recording Secretary shall keep a minute book and record the proceedings of all meetings of the Board and Temple membership, and shall keep and maintain such other books as may be required by the Board. The Recording Secretary shall give notice to each Board member of every upcoming Board meeting and as part of that notice shall provide an agenda of such meeting. The minutes of the immediately preceding Board meeting shall be presented for approval to the Board by the Recording Secretary at each Board meeting. In addition, the Recording Secretary shall preserve all books, papers, records, documents and the seal belonging to the Temple which may be entrusted to him or her, and all of these materials shall be available for review by members of the Board.

Section 7. Each Officer shall hold his or her office until their successor has been elected or unless otherwise removed in accordance with the provisions of these Bylaws.

ARTICLE VII

Nominating Committee and Nomination of Officers and Trustees

Section 1. The Nominating Committee shall consist of the following nine (9) Members:

- Three (3) members of the Nominating Committee shall be nominated and elected by the Membership at the Annual Meeting;
- One (1) member of the Nominating Committee shall be the immediate past President;
- Three (3) members of the Nominating Committee shall be elected by the Board no later than the third meeting of the Board subsequent to the Annual Meeting.
- Two (2) members of the Nominating Committee who have served on the Committee the previous year shall be elected by the Board no later than the third meeting of the Board subsequent to the Annual Meeting.

Section 2. The Nominating Committee shall select the slate of Officers and Trustees open for election in any year. No member of the Nominating Committee may be nominated or otherwise serve as a Trustee or as an Officer.



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Section 3. No later than January of each year, the President shall convene a meeting of the Nominating Committee during which the Nominating Committee shall elect one (1) member of the Nominating Committee to serve as Chair. The Nominating Committee shall solicit suggestions for nominations for the positions to be filled and voted upon at the next Annual Meeting at a special Nominating Committee meeting open to the Membership. The Chair of the Nominating Committee shall notify the Membership of the date, time and place of such meeting by providing at least five (5) days notice in advance thereof.

Section 4. The Nominating Committee shall, on or before the first day of April, provide the Recording Secretary with a written list of nominees to be voted on at the Annual Meeting.

Section 5. Any Member, other than a member of the Nominating Committee, and unless otherwise excluded by the provisions of these Bylaws, may be nominated as an Officer or Trustee provided that a notice signed by not less than twenty-five (25) Members setting forth the name of such nominee, is filed with the Recording Secretary on or before the third Thursday in April.

Section 6. In the event of any vacancy on the Nominating Committee, the Board shall elect a Member to fill the vacancy.

Section 7. Four (4) members of the Nominating Committee shall constitute a quorum for the transaction of business.

ARTICLE IX

Annual Meeting and Elections

Section 1. At the Annual Meeting the Membership: (i) shall elect Officers and Trustees; (ii) shall nominate and elect three Nominating Committee members; (iii) may alter, change, or modify the proposed Temple budget and vote on whether to approve and adopt same; and (iv) may be heard with respect to any other matters pertaining to the Temple and its affairs.

Section 2. The Annual Meeting shall be held in May, after the fourteenth (14th) day of the month, or in June, as determined by the Board.



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Section 3. At least thirty (30) days prior to the date of the Annual Meeting, the Recording Secretary shall provide notice of the Annual Meeting to the Membership. In that notice, the Recording Secretary shall include a list of all nominees for Officer and Trustee, together with a statement showing how the nominations were made, whether by the Nominating Committee or otherwise. At the Annual Meeting, the Recording Secretary shall distribute a printed ballot containing the names of each nominee together with the title of the office for which he or she has been nominated.

Section 4. Officers and Trustees shall be elected by a majority vote of those Members present at the Annual Meeting. The Officers and Trustees so elected shall hold their respective positions until their successors have been elected.

Section 5. The Board shall recommend and present for vote and approval a budget at each Annual Meeting. The Members present at the Annual Meeting may alter, change, modify, or eliminate any or all of the items of the Board's recommended budget by a vote of not less than two-thirds ($\frac{2}{3}$) of the Members present at the Annual Meeting. The budget that is approved by a vote of a majority of the Members present at the Annual Meeting shall thereupon be adopted as the budget of the Temple for its ensuing fiscal year.

Section 6. Thirty (30) Members present at the Annual Meeting shall constitute a quorum for the transaction of business.

ARTICLE X

Vacancy and Removal of Officers and Trustees

Section 1. Upon written notice delivered to the President, any Officer or Trustee may resign from his or her position.

Section 2. The Board may, by a two-thirds ($\frac{2}{3}$) vote, remove any Officer or Trustee from his or her position for failure to comply with the Duties and Obligations guidelines approved and established by the Board or for other due cause.

Section 3. The Board shall, by a two-thirds ($\frac{2}{3}$) vote, fill the vacancy of any office except the office of President. Any Member so elected shall hold office for the balance of the term of the vacated position.

Section 4. If the office of President should become vacant, the office shall be filled by one of the Vice-Presidents, who shall be chosen at such time by a two-thirds ($\frac{2}{3}$) vote of the Board present at the next meeting of the Board following the occurrence of that vacancy. If the President, for any reason, is unable to discharge the duties of his or her office for a temporary period, he or she may designate one of the Vice-Presidents to assume the President's duties, subject to the approval of the Board.



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ARTICLE XI

Rabbi, Associate Rabbi, Assistant Rabbi and Cantor

Section 1. The Board shall recommend to the Membership the candidate or candidates to fill the positions of Rabbi or Cantor. The Board's recommendation for the position of Rabbi and Cantor shall be voted on and ratified by the Members at the Annual Meeting or a Special Meeting of the Membership.

Section 2. In addition to the Rabbi and the Cantor, the Board may appoint one or more Assistant or Associate Clergy members at its discretion as it deems appropriate and necessary from time to time.

Section 3. With the input, guidance and recommendation of the Executive Committee, the Board shall determine the terms and conditions of employment of the Rabbi, the Cantor, and any Assistant or Associate Clergy (together, the "Clergy" and each individually a "Clergy member") including, without limitation; (i) the duration of employment; (ii) compensation; (iii) a schedule and procedure for performance review and contract renewal; and (iv) the scope of duties and responsibilities. These terms and conditions shall be set forth in each Clergy employment contract.

Section 4. As further delineated in the terms of his or her contract with the Temple, the Rabbi shall oversee and be responsible for implementing and coordinating the religious and spiritual aims and objectives of the Temple and, with the advice and guidance of the Board, shall enjoy freedom of the pulpit.

Section 5. The Rabbi and the Cantor shall have the right to attend all meetings of the Board and the Membership, except when requested by the President to recuse him or herself for a special reason. The Rabbi and the Cantor shall be ex-officio members of all committees, without the right to vote.

Section 6. When appropriate the Board may designate a Rabbi Emeritus/Emerita and shall determine the terms, conditions and scope of his or her duties and relationship with the Temple in the form of a written contract or agreement of understanding with the designated Rabbi Emeritus/Emerita.

Section 7. For due cause, and by a two-thirds ($\frac{2}{3}$) vote, the Board may recommend to the Membership the termination, removal or suspension of the Rabbi or Cantor. The Members present at an Annual Meeting or a Special Meeting of the Membership may, by a two-thirds ($\frac{2}{3}$) vote, terminate the services of the Rabbi or Cantor. The Board may, by a two-thirds ($\frac{2}{3}$) vote, terminate or remove any other Clergy member.



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ARTICLE XII

Committees

Section 1. At the first regular meeting of the Board following the Annual Meeting, the President shall designate the following standing committees (herein referred to as the "Standing Committees"):

- Executive Committee
- Finance and Budget Committee
- Ritual Committee
- School Committee

Section 2. The Executive Committee shall consist of the Officers and the immediate past President. The Chair of the Executive Committee shall be the President. The Executive Committee shall be responsible for advising and reporting to the Board on all matters pertinent to the Temple that are submitted to it by the President or the Board.

Section 3. The Finance and Budget Committee shall consist of the Treasurer and Assistant Treasurer and three (3) other Members. The Finance and Budget Committee shall assist the Treasurer in developing the annual Temple budget and advise the Board from time to time as to the Temple's financial affairs. The President shall appoint the Chair of the Finance and Budget Committee.

Section 4. The Ritual Committee shall consist of three (3) Members selected by the President. The Ritual Committee shall be responsible for advising the Rabbi and the Cantor relative to matters related to the Temple's religious practices and, together with the Rabbi, may recommend to the Board any change or changes to the Temple's religious practices that it may deem advisable. The members of the Ritual Committee shall designate one individual to serve as its Chair.

Section 5. The School Committee shall be comprised of Members selected in accordance with the School Committee's by-laws or procedures. The School Committee's by-laws and procedures shall be subject to the approval of the Board. The President, the Rabbi, the Cantor and the Education Director shall serve as nonvoting ex-officio members of the School Committee. The School Committee shall be responsible for advising the Education Director on the curriculum, budget, rules, and policies of the Temple's religious school which shall be deemed to include but not be limited to the Temple's youth and other education programs as well as the Temple's school library.



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Section 6. The President may appoint other non-standing committees and designate the Chairs thereof. The Chair and members of such committees must be Members.

Section 7. All Chairs of Standing Committees and any other committee established by the President shall serve until their successors have been chosen.

Section 8. All matters that come within the scope of the duties assigned to a particular Standing Committee shall, unless the Board determines that immediate action is required, be referred to such Standing Committee before final action is taken by the Board.

Section 9. The Board may, for due cause and by a two-thirds ($\frac{2}{3}$) vote, remove any Standing Committee Chair from his or her position.

ARTICLE XIII

Board of Managers

Section 1. All funds, securities and property owned or acquired by the Temple as a result of testamentary or *intervivos* gifts or bequests, and any interest and dividends earned thereon (collectively, the "Property"), held in accounts established and maintained by the Temple, shall be in the custody of and managed by a Board of Managers who shall have full power to invest and reinvest the same and to change investments as they shall deem proper. The Board of Managers shall have authority to represent and vote any stock, security, or other ownership interest in the Property, to attend any and all meetings and to act upon any and all questions that may come before such meetings, and in its discretion to grant proxies to authorize others to vote any such stock, security, or ownership interest. Property in the control of the Board of Managers may be deposited in an account in the name of the Temple in such institutions as the Board of Managers may designate, subject to withdrawal by check or order signed by the President or Treasurer and a member of the Board of Managers. The Board of Managers may use the income or principal from the Property in any manner beneficial to the Temple, subject to the approval of the Board. At the Annual Meeting, the Board of Managers shall render an account summary of the Property, including but not limited to income, disbursements, and assets held.



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Section 2. The Board of Managers shall be comprised of seven (7) Members, who shall include the President, the Treasurer, the Assistant Treasurer, and four (4) additional members. The four (4) additional members shall be recommended by the Executive Committee to the Board, who shall vote the acceptance thereof at the first meeting of the Board following the Annual Meeting. Each elected member of the Board of Managers shall serve a term of two (2) years or, if later, until their individual successors have been designated by a vote of the Board. Each term shall commence on the date of the first meeting of the Board following the Annual Meeting. The Board of Managers shall elect one (1) member to serve as its Chair.

Section 3. A quorum of four (4) members of the Board of Managers shall be necessary for the conduct of business. Unless otherwise specified, a majority vote of all members of the Board of Managers present and voting shall decide all matters voted on by the Board of Managers.

ARTICLE XIV

Execution of Checks and Instruments

Section 1. Checks or drafts against funds held in the name of the Temple, except those in custody of the Board of Managers, are valid when they are in payment of expenditures that are consistent with the budget, and are signed by the Executive Director and where appropriate, the Treasurer or President, all in accordance with and in amounts not in excess of maximums established by the Board.

Section 2. All deeds, contracts, notes and other obligations made, accepted or endorsed by, and all instruments transferring, selling, or assigning stocks, bonds or other securities and evidences of indebtedness belonging to the Temple, in excess of five thousand dollars (\$5,000.00), other than those subject to the custody, control and management of the Board of Managers, shall be valid and binding on the Temple only when signed by the President or a Vice-President, and countersigned by the Treasurer or Assistant Treasurer, or when signed as otherwise authorized by vote of the Board.

Article XV

Executive Director

Section 1. The Board shall determine the specific terms and conditions of employment of the Executive Director. The Executive Director shall serve as the Temple's administrator and, except as otherwise set forth under the terms of his or her contract, shall oversee and manage the day to day operations of the Temple in a manner consistent with Temple policies and procedures in effect from time to time and at the direction of and in consultation with the Board.



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Section 2. The Executive Director's duties and responsibilities shall include, but not be limited to: (i) maintaining a complete record of the Temple's finances and tracking all cash in-flows and out-flows with the Temple's budget; (ii) preparing and issuing bills; (iii) maintaining all Temple records; (iv) supervising all facilities and operations staff; (v) maintaining up-to-date job descriptions and an organizational chart for the Temple's facilities and operations staff; and (vi) performing such other duties and responsibilities, under the direction of the President and as may be prescribed by the Board.

ARTICLE XVI

Fiscal Year

The Temple shall have a fiscal year ending June 30.

ARTICLE XVII

Special Meetings

Section 1. A meeting of the Board, other than as regularly scheduled pursuant to Article VII, ("Special Meeting of the Board"), may be called: (i) by the President in the President's discretion; or (ii) by written application made to the Recording Secretary signed by five (5) members of the Board. Notice of all Special Meetings of the Board shall be given to members of the Board at least ten (10) days prior thereto, and shall state the purpose for which the Special Meeting of the Board is called.

Section 2. A meeting of the Membership, other than as scheduled pursuant to Article X ("Special Meeting of the Members"), may be called: (i) by the President in the President's discretion; or (ii) by written application made to the Recording Secretary signed by twenty-five (25) Members. Notice of all Special Meetings of the Members shall be given at least ten (10) days prior thereto, and shall state the purpose for which the Special Meeting of the Members is called.

Section 3. Unless otherwise provided herein, votes at Special Meetings of the Board and Special Meetings of the Members shall be by simple majority.

ARTICLE XVIII

Amendments

Section 1. These Bylaws may be amended, in whole or in part, upon the written submission of a proposal bearing the signatures of at least twenty-five (25) Members ("Proposal"). The Proposal shall be delivered to the Recording Secretary at least forty-eight (48) hours prior to any meeting of the Board.



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Section 2. The Proposal shall be presented at the next meeting of the Board following the submission of the Proposal. The Proposal shall, without motion or vote, be automatically tabled for consideration and vote at the next meeting of the Board, which shall be held no sooner than fourteen (14) days following the meeting at which the Proposal is presented.

Section 3. The Recording Secretary shall provide a written copy of the Proposal, including the names of those Members having signed the Proposal, to each member of the Board no less than fourteen days prior to the meeting of the Board at which the Proposal is to be voted on. The Recording Secretary shall also provide members of the Board with notifications that the Proposal shall be considered and voted on at the next meeting of the Board. The notice shall also set forth the date, time and place of such meeting.

Section 4. At the meeting of the Board at which the Proposal shall be voted upon, pursuant to Section 3 above, the Board shall, by majority vote, recommend to the Members to either adopt or reject the Proposal.

Section 5. The Recording Secretary shall, by written notice, make available a written copy of the Proposal, including the names of those Members having signed the Proposal, to each Member no less than fourteen days prior to the Annual Meeting or Special Meeting of the Members at which the Proposal is to be voted on. In such written notice, the Recording Secretary shall inform the Members that the Proposal shall be considered and voted on at that meeting. The notice shall also set forth the date, time and place of such meeting.

Section 6. The Proposal shall be adopted upon a vote of two-thirds ($\frac{2}{3}$) of all Members present at the Annual Meeting or Special Meeting of the Members, as the case may be.

ARTICLE XIX

Parliamentary Procedure

Section 1. Questions of parliamentary procedure not expressly covered by these Bylaws shall be decided in accordance with the latest revision of "Robert's Rules of Order (Revised)".

Section 2. In the event any provision of these Bylaws is held to be invalid or unenforceable, the remaining provisions of these Bylaws will remain in full force.



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ARTICLE XX

Effective Date and Transition

These Bylaws shall become effective when adopted pursuant to the amendment procedures set forth at Article XIX. Following the adoption of these Bylaws, the Board shall formulate and implement necessary procedures in order to ensure a smooth transition which is consistent with the structure described in these Bylaws.



BYLAWS OF TEMPLE OHABEI SHALOM

BOARD OF TRUSTEES

Current Bylaws (42+)

Officers (9)

President
Treasurer
Assistant Treasurer
Recording Secretary
Five Vice-President

Elected Trustees (21)

Chairs of Standing Committees (9)

Building/Maintenance
Committee
Cemetery
Finance and Budget Committee
Membership Committee
Dues Committee
Executive Committee
Planning Committee
Development Committee
Ritual and Pulpit Committee
Legal Committee

Affiliate Presidents (3)

Sisterhood
Brotherhood
School Committee Chair

Honorary Trustees

Proposed Bylaws (28+)

Officers (8)

President
Treasurer
Assistant Treasurer
Recording Secretary
Four Vice-Presidents

Elected Trustees (15)

Chairs of Standing Committees (2)

Executive Committee (President)
Finance and Budget Committee
(Treasurer)
Ritual Committee
School Committee

Affiliate Representatives (3)

Sisterhood
Brotherhood
TOS Youth group

Honorary Trustees