

ARTICLE I

OFFICES

SECTION 1. PRINCIPAL OFFICE. The principal office of the Corporation in the State of Arizona shall be located in Sun Lakes, County of Maricopa. The Corporation may have such other offices, either within or without the State of Arizona, as the Corporation may require from time to time.

SECTION 2. REGISTERED OFFICE. The registered office of the Corporation required by the Arizona Nonstock Corporation Law, may be, but need not be, identical with the principal office in the State of Arizona and the address of the registered office may be changed from time to time by the Board of Directors.

ARTICLE II

MEMBERS

SECTION 1. GENERAL. There shall be one class of members. Each member shall be entitled to one vote on each matter submitted to a vote at a meeting of the general membership.

SECTION 2. Any person may become a member of the Congregation by registering with the Membership Chairperson/Treasurer and paying annual dues as per Article XII of these By-Laws.

ARTICLE III

OFFICERS

SECTION 1. EXECUTIVE COMMITTEE. The Executive Committee of the Corporation shall be President, Vice-President, Recording Secretary and Treasurer. Such other officers and assistant officers and agents as may be deemed necessary shall be appointed at the discretion of the President **for a term to be determined by the President.**

SECTION 2. ELECTION AND TERMS OF OFFICE. The officers of the Congregation shall be elected within the Board of Directors at a special meeting. Each officer shall hold office until the end of the year in which the officer was elected or until death or resignation. An officer or Director

may be removed for reasons considered detrimental to the Congregation by a two-thirds (2/3) vote of the Board of Directors.

SECTION 3. VACANCIES. A vacancy on the Board of Directors because of death, a Board resignation or otherwise, shall be filled, until the next election, by an appointment by the President of the current Board of Directors. If the vacancy is that of an Executive Committee member, the replacement of an Executive Committee member shall be appointed by the President from the current Board of Directors for the unexpired portion of the term of office. This paragraph shall not obligate the President of the current Board of Directors to fill a vacancy on the Board of Directors.

SECTION 4. PRESIDENT. The President shall preside at all meetings; set the agenda, and call all regular Board meetings and annual/special meetings.

The President shall appoint all standing committee chairpersons, liaisons to the Board and any other individuals necessary to conduct the business of the Congregation.

The President shall also assist the religious leader of the Congregation when necessary and make all announcements at religious services.

The President together with the Executive Committee shall be responsible for all matters related to personnel and/or contractors of the Congregation.

SECTION 5. VICE- PRESIDENT. The vice-President shall discharge the duties of the President in the event of the absence or disability of the latter and shall automatically become President in case of a vacancy in the office of the President.

SECTION 6. RECORDING SECRETARY. The Recording Secretary shall keep minutes of all meetings and supply copies of the minutes to the President and all Board members **prior to the next scheduled board meeting;** ~~within two weeks after a meeting~~ accept and record all committee reports, keep records of the Corporation and supply the Board members with the agenda prior to the **next scheduled** Board meeting. ~~and submit a summary of Board minutes for publication to The Shpiel.~~

SECTION 7. TREASURER. The Treasurer shall be responsible for maintaining all financial records of the Congregation, but not to include

those financial records of the Sisterhood and Men's Club. The Treasurer shall generate monthly reports and give a full financial report to the Board on a monthly basis except for July and August. The Treasurer will receive all dues and other monies from whatever sources and shall pay all bills authorized by the Congregation Board. The Treasurer shall have as additional signatures that of the President and that of the Vice President of the Congregation on all bank accounts. All checks sent out for \$500 or more will require two of the above signatures. The Treasurer shall file all necessary forms with proper government agencies including proper tax forms as well as to ensure that all necessary insurance policies in the name of the Congregation are paid for and consistent with the needs of the Congregation. The Treasurer shall be responsible for maintaining a current list of all Congregation members. The Treasurer shall submit all financial records of the Congregation for review prior to the Annual Meeting of the Congregation and must, at the request of the Board of Directors submit all financial records of the Congregation whenever requested to do so (as per revision—December, 2003).

SECTION 8. All material in the possession of an officer must be transferred to their successor within thirty (30) days following the election of the officers.

ARTICLE IV

BOARD OF DIRECTORS

SECTION 1. GENERAL POWERS. The affairs of the Congregation shall be managed by its Board of Directors.

SECTION 2. NUMBER AND TENURE. The Board of Directors shall consist of ~~ten (10)~~ **eleven (11)** members elected from the general membership for a two (2) year term, together with the President of the Sisterhood and President of the Men's Club. The religious leaders of the Congregation shall be ex-officio members. Each Director shall hold office until the end of the term for which they have been elected or until a successor shall have been appointed to complete their term.

All duly elected members of the Board of Directors will be limited to no more than ~~two (2)~~ three (3) consecutive 2-year terms. After a hiatus of two (2) years the former Board member may once again run for election

to the Board. (~~Voted and approved by Sun Lakes Jewish Congregation December 19, 2002.~~)

A Director may resign at any time by filing a written resignation with the secretary of the organization. Two (2) members of the same household shall not serve as elected Board Directors concurrently. **During a fiscal year**, by a 2/3 vote, the Board of Directors shall have the power to **temporarily** increase or decrease the number of Directors on the Board.

SECTION 3. BOARD OF DIRECTORS RESPONSIBILITIES ARE THE FOLLOWING: Determine the Congregations' mission and purposes, elect the officers of the Board (Executive Committee), provide support and guidance for the President and Executive Committee, ensure adequate resources for the Congregation to fulfill its mission, manage Congregational resources effectively, represent the Congregation in the community and enhance its public standing, ensure legal ethical integrity, and maintain accountability, assist in recruiting new Board members who will continue to support the mission of the Congregation, attend Board meetings and Congregational activities regularly, assume a leadership role in the Congregation as:

A committee chairperson, as a liaison to the Board from a committee or outside organization or in performance of a necessary function to support the business of the Congregation, as appointed by the President, and preferably have the capability to communicate electronically regarding Congregational activities and business. They will report to the President upon request or at specified times.

SECTION 4. REGULAR MEETINGS. Regular meetings of the Board of Directors shall be held at such intervals as the Board of Directors may provide.

Any member of the Congregation may attend a regular meeting of the Board of Directors. Congregants may direct questions to the President relevant to the ongoing discussions when questions are solicited by the President.

If a member of the Congregation has an issue to be included on an agenda, a request must be submitted to the President at least seventy-two (72) hours prior to the meeting.

The Board of Directors may enter into an executive session as deemed necessary by the President based on the topic to be discussed. During the meeting of the executive session, only members of the Board of Directors may be present.

SECTION 5. SPECIAL MEETINGS. Special meetings of the Board of Directors may be held at any time on call of the President. The Board of Directors by majority vote may also call a special meeting. Notice of any such meeting shall be given by written notice to each Director at least twenty four (24) hours previously thereto.

SECTION 6: PROXY VOTE. A Director may submit to the President a vote in Proxy. Such Proxy vote shall be in writing addressing a specific agenda item(s) to be voted upon, which agenda item(s) has been previously discussed at a regular or special board meeting. The Proxy shall count toward a Quorum only for that particular vote.

SECTION 7: QUORUM. A minimum of 2/3 (two thirds) of the current Board of Directors must be present to constitute a quorum in order to conduct the business of the Congregation at any meeting of the Board of Directors.

SECTION 8. MANNER OF ACTING. The act of the majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by the Articles of Incorporation or By-Laws of the Corporation.

SECTION 9. PRESUMPTION OF ASSENT. A Director of the Corporation who is present at a meeting of the Board of Directors, or a committee thereof, at which action on any corporate matter is taken, shall be presumed to have assented to the action taken unless the Director's dissent is entered into the minutes of the meeting, the Director offers a written dissent to such action with the person acting as secretary of the meeting, before the adjournment of the meeting, or the Director sends his/her written dissent by registered mail or e-mail to the Secretary of the Corporation immediately after the adjournment of the meeting. Such right to dissent shall not apply to a Director who voted in favor of such action.

ARTICLE V

MEETINGS

SECTION 1. Meeting of the general members shall be held annually in ~~October~~ the first quarter of the year (September 1st to November 30th).

This meeting shall be called the annual/nominating meeting. The purpose of the meeting is to conduct relevant business of the Congregation as determined by the President and to present the slate of candidates for the Board of Directors. Nominations from the floor will be accepted at this time. A second to the nomination is required. If the number of candidates have increased at the end of the meeting, an election will be necessary. If the number of candidates has not increased at the end of the meeting, those candidates shall be deemed accepted by the Congregation and no election will be necessary. If the number of candidates have increased at the end of the meeting, but between the nomination meeting and an election date, one or more candidates have withdrawn their names from consideration for the election such that the number of candidates are the same as the number of candidates on the slate presented at the nomination meeting, those remaining candidates shall be deemed accepted by the Congregation and no election will be necessary.

The elections for the Board of Directors will be held in December if necessary. Only those members whose dues have been paid on or before the annual/nominating meeting will be eligible to vote. Ballots shall be numbered, distributed and checked according to the current membership list. Arrangements will be made for absentee ballots. Elections shall be conducted per the then current Nomination/Elections Procedure (See separate document).

SECTION 2. A special meeting of the Congregation members for any purpose can be called by the President, the Board of Directors by a majority vote, or by petition of no less than one-third (1/3) of members of the Congregation that are entitled to vote at such meetings.

SECTION 3. The Board of Directors may designate any place for any regular, annual or special meeting called by the Board of Directors.

SECTION 4. NOTICE OF MEETINGS. Maximum effort will be made to notify all Congregation members no less than three (3) days prior to said

meeting via, phone message, e-mail and postal mail when necessary. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail, addressed to the members at the addresses as they appear on the records of the Congregation, with postage prepaid.

SECTION 5. QUORUM. A defined quorum is necessary to conduct the business of the Congregation at any Congregational meetings. The quorum will be defined by the number of current Congregational members in attendance after prescribed notification procedures have been implemented. Because this quorum may represent a fraction of the total eligible attendees, any action by those in attendance will require a majority vote, unless less than ten percent (10%) of current members are present in which case a sixty percent (60%) majority vote will be required.

ARTICLE VI

COMMITTEES

SECTION 1. STANDING COMMITTEES. The President shall assign a chairperson for the following to the ~~various~~ standing committees and liaisons each year as deemed appropriate: bereavement, ritual, chapel Board, caring, The Shpiel, inter-faith council dialogue with the Sun Lakes United Methodist Church, financial review, public relations and education. ~~form appropriate committees each year and shall assign chairpersons and/or liaisons to the board from those committees. The president shall also assign various liaisons to the Board for any outside committee in which the Congregation participates.~~

~~**SECTION 2. AD HOC.** The President shall create ad hoc committees and appoint chairpersons when deemed necessary.~~

SECTION 3. The nominating chairperson shall appoint **up to** four (4) non Board members from the Congregation to serve on the nominating committee. The chairperson shall not vote except in case of a tie. The chairperson of the nominating committee will present the committee members to the Board of Directors at the regular Board meeting in ~~May~~ September. The number of the candidates will match the number of openings on the Board. The nominations/elections process will be conducted in accordance with the then current Nomination/Elections Procedure (See separate document).

SECTION 4. Any financial or other commitments proposed to carry out the work of any committee must be reviewed and approved by the Board of Directors. Disagreements within the committees will be resolved by the Board of Directors.

ARTICLE VII

INDEMNIFICATION

The Corporation shall indemnify any Director or officer, or former Director or officer of the Corporation against reasonable expenses, including attorney's fees, actually and necessarily incurred by him or her in connection with the defense of any civil, criminal or administrative action, suit or proceeding in which he or she is made a party or with which he or she is threatened by reason of being or having been or because of any act as such Director or officer, within the course of his or her duties, except in relation to matters as to which he or she shall be adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of his or her duties. The Corporation may also reimburse to any Director or officer the reasonable costs of settlement of any such action, suit or proceeding, if it shall be found by a majority of a committee composed of Directors not involved in the matter in controversy (whether or not a quorum) that it was to the interests of the Corporation that such settlement be made and that such Director or officer was not guilty of negligence or misconduct.

ARTICLE VIII

FISCAL YEAR

The fiscal year of the Corporation shall begin on the first (1st) day of September in each year through August thirty-first (31st) of the following year.

ARTICLE IX

INFORMAL ACTION BY MEMBER AND DIRECTORS

Any corporate action may be taken without a meeting if a consent setting forth the action so taken shall be signed or officially agreed upon by the necessary majority of members or Directors entitled to vote with respect to the subject matter thereof.

ARTICLE X

CONTRACTS, LOANS, CHECKS AND DEPOSITS

SECTION 1. CONTRACTS. The Board of Directors may authorize any officer or officers, agent or agents to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation and such authority may be general or confined to specific instances.

SECTION 2. LOANS. No funded indebtedness shall be contracted on behalf of the Corporation and no evidence of such indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances.

SECTION 3. CHECKS, DRAFTS, ETC. All checks, drafts or other orders for payment of money, notes or other evidence of indebtedness issued in the name of the Corporation shall be signed by such officer or officers, agent or agents of the Corporation and in such manner, including facsimile signature, as shall from time to time be determined by resolution of the Board of Directors. (See Art. III. Sec. 7. TREASURER).

SECTION 4. DEPOSITS. All funds of the Corporation, not otherwise employed, shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the Board of Directors may select.

SECTION 5. EXPENDITURES. Expenditures may be encumbered by the President and Treasurer without a formal vote of the Board of Directors up to a maximum amount to be determined by the Board of Directors at the beginning of each fiscal year.

ARTICLE XI

AMENDMENTS

Proposed amendments to the By-Laws must initially be approved by a majority vote of the then current Board of Directors. Then the proposed amendments shall be submitted to the members of the Congregation. The proposed amendments to the By-Laws shall be approved by the members entitled to vote by an affirmative vote of not less than a majority of the members at any regular or special meeting. Including absentee ballots, the total vote must represent at least twenty percent (20%) of the membership. Any amendment to the By-Laws shall become effective immediately upon approval by the members.

~~Written~~ Notice must be given to the members at least three (3) weeks prior to the meeting specifying the provision or provisions of the By-Laws to be acted upon. If the ~~written~~ notice is by postal mail, such notice shall be deemed to be delivered when deposited in the United States mail, addressed to the members at the addresses as they appear on the records of the Congregation, with postage prepaid.

ARTICLE XII

DUES

The amount of the annual dues shall be determined by the Board of Directors with advice from the financial committee. This shall be done at or before its last meeting previous to the end of the fiscal year. Dues notices will be published in The Shpiel prior to the beginning of the fiscal year and ~~shall be payable upon receipt. Persons who are new to the community and join the Congregation after March First (1st) shall pay one-half (1/2) of the annual dues for that year.~~ **at which time the dues shall be payable (upon receipt).**

ARTICLE XIII

RULES OF ORDER

All questions of order not provided for in these by-laws shall be governed by the then current Robert's Rules of Order, Newly-revised.

Rewritten on _____ and includes app previous amendments.

The approval was on _____ and was by the **SLJC Board of Directors**.