

June 8, 2009

Dear Fellow Congregant,

Please join us for the Annual Meeting of Congregation Sherith Israel on Sunday July 12<sup>th</sup> at 10:00 A.M. at the Shul for election of Officers and Directors for the upcoming year. In addition, the Bylaws Committee is submitting the attached newly revised Bylaws to the Membership for adoption; the Board unanimously approved the proposed Bylaws at its last meeting. These Bylaws, which reflect current “best practices”, will modernize and streamline our governance and create greater accountability while eliminating the inconsistencies and outmoded provisions of the Bylaws that have been in effect for over 30 years.

As always, **only Full Members in Good Standing have voting rights.** Good Standing requires that all 2008-2009 dues owed have been paid in full. Associate Members are welcome to attend but cannot vote.

Pursuant to the By-Laws, the Nominating Committee is pleased to submit the following slate of proposed 2008-2009 Officers, Directors and Gabboim:

**EXECUTIVE COMMITTEE<sup>1</sup>**

**President:** Coby Hanai  
**Vice Presidents:** Sheldon Lutz, Elyse Frapart and Evelyn Koch  
**Financial Secretary:** Benjamin Walter  
**Treasurer:** Martin Satinsky  
**Recording Secretary:** Martin Kooperman

**NEW DIRECTORS**

**2009-2010 Directors:** Pam Kelner, Ian White  
**2009-2011 Directors:** Robert Lenter, Brad Shuman  
**2008-2012 Directors:** Lenn Goodman, Ramin Hanai, Carol Rubin, Jessie Barouch Silverstein

**CONTINUING DIRECTORS<sup>2</sup>**

**2009-2010 Directors:** Jay Geller, Michael Shapiro  
**2000-2011 Directors:** Mosh Koch, Kathe Oppenheimer

**GABBOIM<sup>3</sup>** Richard Chalal, Louis Lipschutz, David Naft

We thank departing Officers and Directors Marilyn Foyer, Anne Schreiber, Bill Schreiber, and Marlene Yancey for their service. In addition, we wish to dedicate this Annual Meeting to our departed Gabbai, Ahron Lucas, whose devoted presence has been sorely missed.

Respectfully submitted,  
*Roberta W. Goodman*  
*Chair, Nominating and Bylaws Committees*

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<sup>1</sup> In addition, the Immediate Past President serves on the Executive Committee and the Board

<sup>2</sup> In addition, the President of the Sisterhood serves on the Board

<sup>3</sup> Two Gabboim serve on the Board as voting members

**CONGREGATION SHERITH ISRAEL**  
**Nashville, Tennessee**

**Bylaws**

*Approved unanimously by the  
Board of Directors  
June 2, 2009*

Submitted to the Membership  
For approval at the  
2009 Annual Meeting  
July 12, 2009

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## **Article I. The Name of the Congregation**

**Section 1.01** – *This organization shall be known as Congregation Sherith Israel, a non-profit 501(c) (3) religious organization in Nashville, Tennessee.*

## **Article II. The Mission of the Congregation**

**Section 2.01** – *The mission of this Congregation shall be:*

- (a) to maintain an Orthodox Jewish Synagogue for public worship and for the promotion and advancement of Orthodox Judaism,
- (b) to facilitate Jewish education at every level,
- (c) to study and promote Jewish values and interests,
- (d) to maintain a cemetery, and
- (e) to maintain a mikveh.

## **Article III. Membership of the Congregation**

**Section 3.01** – *Any Jew who has reached the age of eighteen (18) is eligible for Full or Associate membership as described in Article III, Section 5.*

**Section 3.02** – *To become a member, a person shall first submit a membership application according to procedures established by the Board. The fees for admission, including Dues provided by the Bylaws as well as any other fees set by the Board, must accompany the application.*

**Section 3.03** – *All applications for membership shall be referred to the Rabbi of the Congregation whose duty it shall be to review and approve the qualifications of the applicant. The Rabbi shall report only his approvals at a regular meeting of the Board of Directors. The applicant shall be voted upon by the Board and, if approved by a simple majority, shall be admitted to membership.*

**Section 3.04** – *There shall be two (2) classes of membership:*

- (a) Provided that he or she is a Member in Good Standing as provided in Article IV Section 2, a Full Member shall be entitled to all rights and privileges including the rights (i) to vote on Congregational matters and (ii) to purchase a grave. For married couples whose membership is in Good Standing, both husband and wife have the right to vote in Congregational matters.
- (b) An Associate Member shall be entitled to all rights and privileges including the Member's prices for facility fees, but excluding (i) the right to purchase

a grave and (ii) voting rights. Associate Members must maintain full membership in another Congregation.

**Section 3.05** – *Persons who are not otherwise eligible to become Members may become A Friend of Congregation Sherith Israel. A Friend has the right to receive all communications, both written and electronic, sent to the Congregation, at no cost, and in addition, may pay the reduced member-fee for Congregational events and facility use. Friends have no right to (i) purchase a grave or (ii) vote on Congregational matters.*

## **Article IV. Dues and Other Fees**

**Section 4.01** – *The annual dues for Membership shall be payable in advance except as noted in Article IV Section 1(b) and 1(c). All other dues and charges shall be paid at such time as the Board may determine.*

- (a) Dues for Full and Associate membership shall be determined by the Board of Directors and cover the period of the Congregation's July 1 to June 30 Fiscal Year.
- (b) Dues may be paid on a periodic basis, with the written approval of the Financial Secretary. The Financial Secretary shall review all such payment schedules on an annual basis.
- (c) Dues may be adjusted in worthy cases, with the written approval of the Financial Secretary. The Financial Secretary shall review all such cases at least on an annual basis.

**Section 4.02** – *Only an individual who has paid his or her dues in full as provided in Article IV Section I shall be considered a Member in Good Standing.*

**Section 4.03** – *The Board shall be empowered to establish other fees to accomplish the mission of the Congregation.*

## **Article V. Meetings of the Congregation**

**Section 5.01** – *The regular Annual Meeting of the Congregation shall be held during the month of June. Each Full Member in Good Standing present at the meeting shall be entitled to vote.*

**Section 5.02** – *The President, or in his or her absence the Vice-President, may call a Special Meeting of the Congregation at his or her own discretion. The Recording Secretary shall cause reasonable notice via surface or electronic mail to be given to the Members. The purpose of the Special Meeting must be specified in the notice and no other business may be transacted at this session other than that specified in the meeting notice.*

**Section 5.03** – *It shall be the President's duty to call a Special Meeting of the Congregation whenever petitioned to do so in writing by twenty (20) Members in Good Standing of the Congregation. The Recording Secretary shall cause reasonable notice via surface or electronic mail to be given to the Members. The purpose of the Special Meeting must be specified in the notice and no other business may be transacted at this session other than that specified in the meeting notice.*

## **Article VI. Quorum**

**Section 6.01** – *Twenty (20) members, one of whom shall be legally qualified to preside, shall constitute a quorum for the conduct of business at any meeting of the Congregation.*

**Section 6.02** – *Those qualified to preside over meetings of the Congregation are in the following order: President, Vice President for Administration, Vice President for Programming, Vice President for Membership, Treasurer, Financial Secretary, Recording Secretary, and Immediate Past President.*

## **Article VII. Composition of the Board of Directors**

**Section 7.01** – *The Board of Directors shall consist of:*

- (a) The eight (8) Officers of the Congregation (President, Vice President for Administration, Vice President for Programming, Vice President for Membership, Treasurer, Financial Secretary, and Recording Secretary), and the Immediate Past President, ex officio;
- (b) Twelve (12) elected Directors
- (c) Two (2) Gabboim ex-officio; and
- (d) The President of the Sisterhood, ex-officio.

**Section 7.02** – *Four Directors of the Board (other than officers) are to be elected each year to serve for a period of three (3) years.*

- (a) A Director who has served two (2) consecutive three-year terms will not be eligible for the position of Director for a period of one (1) year, after which time he/she may again be eligible for two (2) consecutive three-year terms.
- (b) A Director who has served two consecutive three-year terms shall be eligible to be nominated as an Officer of the Congregation.
- (c) Any Director elected prior to the date of the adoption of these Bylaws shall be eligible to serve additional terms not exceeding six (6) years after

adoption of these Bylaws before becoming ineligible to serve for a period of one (1) year. Notwithstanding, such Directors shall be eligible to be nominated as an Officer of the Congregation.

**Section 7.03** – *The President shall have the right to appoint two (2) additional Directors to serve for one-year terms during each of the President's years in office.*

**Section 7.04** – *The President shall have the authority to appoint a Parliamentarian of his/her choosing whose primary duty shall be to advise the President regarding proper parliamentary procedure before or during meetings.*

**Section 7.05** – *The Board shall accept the written resignation of any member who is free from indebtedness to the Congregation.*

## **Article VIII. Duties of the Board of Directors**

**Section 8.01** – *The Board shall adopt policies to accomplish the mission of the Congregation.*

**Section 8.02** – *The Board shall have control and jurisdiction over the business and assets of the Congregation through its various committees. It shall:*

- (a) Enact and enforce all necessary laws, rules and regulations for the administration of the Congregation, including establishing and enforcing Financial Policies and Procedures and a Conflict of Interest Policy. Both the Financial Policies and Procedures and the Conflict of Interest Policy shall be reviewed and updated not less than once every five (5) years.
- (b) Have the authority to select, employ and dismiss all employees, except the Rabbi who shall remain under the authority of the Congregation. Such authority may be delegated to the Executive Committee.

**Section 8.03** – *The Board shall approve the Congregation's annual budget and monitor interim financial results at its regular meetings.*

**Section 8.04** – *The Board shall have final charge and control of all the financial receipts and expenditures, and the investment of funds taking place under the Congregation's Federal Tax Identification Number.*

**Section 8.05** – *The Board shall be authorized and empowered to lease, manage and control any donations, gifts, legacies or devises of real and personal property, absolutely; or subject to the payment of such annuities or any other conditions the amount and time of such payment to be in each case determined and approved by the Board. Notwithstanding, the Board shall not be authorized to contravene the specific written intentions of donors.*

## **Article IX. Vacancies**

**Section 9.01** – *Should a vacancy occur in any elected office (the Presidency excepted) by death, resignation or otherwise, the Board of Directors shall appoint a member who shall serve for the remainder of the term for which the original incumbent was elected. Should the appointed member be reelected to such office, term limit provisions under Article VII Section 2 or Article XII Section 4 and 5 shall be calculated as of the date of such reelection.*

**Section 9.02** – *Should the President die, resign or otherwise be unable to serve, the Vice President for Administration shall assume the duties of the Presidency for the remainder of the Fiscal Year and a new President shall be nominated for the following Fiscal Year. The vacancy hereby created in the position of Vice President for Administration shall be filled pursuant to Article IX Section I.*

## **Article X. Meetings of the Board of Directors**

**Section 10.01** – *The Board of Directors of the Congregation shall meet monthly except as otherwise ordered by the President or the Board.*

**Section 10.02** *Unless the President or the Board designates a meeting as being in Executive Session, Full or Associate Members may attend Board meetings.*

**Section 10.03** *All proceedings at the meetings of the Board shall be governed by Robert's Rules of Order, Newly Revised.*

## **Article XI. Officers**

**Section 11.01** – *The Officers of the Congregation shall consist of:*

- (a) President,
- (b) Vice President for Administration,
- (c) Vice President for Programming,
- (d) Vice President for Membership,
- (e) Financial Secretary,
- (f) Recording Secretary,
- (g) Treasurer,
- (h) Immediate Past President, ex officio.

## **Article XII. Nomination of Officers and Board of Directors**

**Section 12.01** – *The Board shall appoint a Nominating Committee for recommendation of a slate of Officers and Directors to the Congregation by surface and/or electronic mail at least thirty (30) calendar days before the date of the Annual Meeting. The immediate Past President of the Congregation shall serve as Chair of the Nominating Committee. Should the immediate Past President be unable or unwilling to serve, the Board shall appoint another chair.*

**Section 12.02** – *No one may be nominated as an Officer or a Director unless he or she shall have been a Full Member in Good Standing for at least one year preceding such nomination.*

**Section 12.03** – *Upon election, Officers shall serve for a term of two (2) years. Except as noted in Article XII Sections 4 and 5, Officers shall be limited to four (4) consecutive two-year terms of office.*

**Section 12.04** – *A President who has served two (2) consecutive two-year terms will not be eligible for the presidency for a period of one (1) year, after which time he or she may again be eligible for two (2) consecutive two-year terms.*

**Section 12.05** – *A Treasurer who has served two (2) consecutive two-year terms will not be eligible for the position of Treasurer for a period of one (1) year, after which time he or she may again be eligible for two (2) consecutive two-year terms.*

**Section 12.06** – *Any Officer elected prior to the date of adoption of these Bylaws shall be subject to the maximum consecutive terms of office under these Bylaws and his or her tenure in office prior to these Bylaws shall be counted toward the term limit provisions of Article XII Sections 3, 4 and 5.*

**Section 12.07** – *An individual who has served in one office for the maximum time may be nominated for and elected to another office.*

**Section 12.08** – *No member shall hold more than one elected office at any one time.*

**Section 12.09** – *Alternative nominations for Officers or Directors may be made in writing by twenty (20) Members in Good Standing. Such nominations shall be submitted to the President no less than ten (10) business days preceding the Annual Meeting so that electronic notification of such alternative nominees can be disseminated to the membership.*

## **Article XIII. Election and Installation of Officers and Directors**

**Section 13.01** – *Candidates who are absent from the election meeting may be elected to office provided that they have notified the Nominating Committee of their willingness to accept an office if elected*

**Section 13.02** .– *No absentee or proxy ballots will be honored.*

**Section 13.03** – *If there are no alternative candidates proposed, candidates receiving the majority of votes of the members present and voting “yea” or “nay” shall be elected to office. Abstentions shall be recorded only.*

**Section 13.04** – *If alternative candidates for one or more offices are proposed, the election shall be held by secret ballot. Candidates receiving the majority of votes of the members present and voting “yea” or “nay” shall be elected to office. Abstentions shall be recorded only.*

**Section 13.05** – *The Installation of Officers and Directors shall take place at the close of the Annual Meeting at which they are elected*

**Section 13.06** – *The Recording Secretary shall record the results of the election in the minutes.*

## **Article XIV. Duties of the Officers**

**Section 14.01** – *The President should be present at all meetings and he or she:*

- (a) Shall preside at all meetings of the Congregation and the Board.
- (b) Shall see that Bylaws and standing rules of the Congregation are observed and that the officers discharge their duties faithfully.
- (c) Shall appoint all standing and special committees, except the Nominating Committee,
- (d) Shall neither make nor second any motion while in the chair.
- (e) Shall preserve order at the meeting and put to a vote all proper motions.
- (f) Shall not vote except (i) in case of election of officers and of new members or (ii) in case his or her vote shall affect the final vote.
- (g) Shall render an annual report on the condition of the Congregation.
- (h) With the Treasurer, enforce the Congregation’s Financial Policies and Procedures.

- (i) May sign checks issued by the Synagogue as provided for under the Congregation's Financial Policies and Procedures.
- (j) Shall be an *ex-officio* member of all committees, except for the Nominating Committee.
- (k) Shall perform other duties as may be applicable to this Office.

**Section 14.02** – *The Vice Presidents should be present at all meetings and assist the President in the discharge of his or her duties. In the absence of the president, the Vice Presidents shall assume the power and authority vested in the President in the following order: Vice President for Administration, Vice President for Programming, and Vice President for Membership.*

- (a) The Vice President for Administration shall oversee the functioning of the Congregation's business operations. He or she may sign checks issued by the Synagogue as provided for under the Congregation's Financial Policies and Procedures.
- (b) The Vice President for Programming shall be chairperson of the Programming Committee.
- (c) The Vice President for Membership shall be chairperson of the Membership Committee.
- (d) Shall perform other duties as may be applicable to this Office.

**Section 14.03** – *The Treasurer should be present at all meetings and shall maintain proper oversight over the financial operations of the Congregation. The Treasurer shall:*

- (a) Assure that accurate Dues Statements are sent to Members on a timely basis,
- (b) See that all monies received are deposited promptly in the bank(s) designated by the Board and that receipts are issued to the contributor,
- (c) See that proper books are kept for the recording of all cash receipts and disbursements and that the balances are reconciled with the monthly bank statements,
- (d) Furnish each donor to the Congregation with an accounting of his or her tax-deductible contributions made during the calendar year,
- (e) Prepare a budget for the Fiscal Year of the Congregation,
- (f) Monitor the Congregation's interim financial results and report thereon to the Board at its regular meetings,

- (g) Prepare a financial report for the Congregation at the end of the Fiscal Year and provide a written report thereof to the Congregation by August 15<sup>th</sup>,
- (h) Sign checks issued by the Synagogue as provided for under the Congregation's Financial Policies and Procedures,
- (i) With the President, enforce the Congregation's Financial Policies and Procedures,
- (j) Deliver all monies, books and papers in his or her possession to his or her successor in office or to the presiding officers whenever required by the Congregation or Board.
- (k) Shall perform other duties as may be applicable to this Office.

**Section 14.04** – *The Financial Secretary:*

- (a) Should be present at every meeting of the Congregation and the Board.
- (b) Shall receive and adjudicate on a confidential basis requests for dues abatement and payment schedule adjustments from members and prospective members and transmit such information to the Treasurer for dues statements,
- (c) May sign checks issued by the Synagogue as provided under the Congregation's Financial Policies and Procedures,
- (d) Deliver all books, papers and other property under his or her care to his successor in office or whenever required by the Congregation or Board of Directors.
- (e) Shall perform other duties as may be applicable to this Office.

**Section 14.05** – *The Recording Secretary shall*

- (a) Be present at every meeting of the Congregation and the Board or provide for minutes to be taken in his or her absence.
- (b) Keep an accurate record of all official proceedings and cause copies to be available in the Congregation's office.
- (c) Serve all notices to attend meetings.
- (d) Keep a diagram of cemetery lots and of all interments in the cemeteries owned by the Congregation, consisting of maps of the Congregation's cemeteries showing locations of graves and plots, occupied and unoccupied.

- (e) Deliver all books, papers and other property under his or her care to his or her successor in office.
- (f) Perform other duties as may be applicable to this Office.

## **Article XV. Committees**

**Section 15.01** – *The Executive Committee shall comprise the current Officers of the Congregation and the immediate Past President. The President shall chair the Executive Committee. The Executive Committee shall supervise the operations of the Congregation, recommend policies and procedures to the Board, negotiate contracts with employees including the Rabbi, and other duties customary to Executive Committees.*

**Section 15.02** – *The President shall appoint the following Committees at the first meeting of each administration.*

- (a) Finance Committee, which shall be chaired by the Treasurer, and shall oversee the Congregation's operating budget, capital expenditures, and investment accounts.
- (b) House Committee, which shall supervise the Synagogue with regard to its properties and premises.
- (c) Membership Committee, which shall be chaired by the Vice President for Membership and shall secure eligible applicants for membership.
- (d) Programming Committee, which shall be chaired by the Vice President for Programming and shall oversee educational and social programs for the Congregation, including fundraising events.
- (e) Youth Committee, which shall oversee educational and social programs for youth.
- (f) Cemetery Committee, which shall have charge of all cemeteries owned by the Congregation.

**Section 15.03** – *From time to time, the President shall appoint other standing and special committees to accomplish objectives of the Board and the Congregation.*

## **Article XVI. The Rabbi**

**Section 16.01** *The Rabbi shall be selected or discharged at the discretion of the Congregation by a majority of the votes cast at a Special Meeting of the Congregation called for that purpose.*

**Section 16.02** – *The Rabbi's contract and subsequent renewals shall be negotiated and concluded by the Board. The Board shall have the authority to delegate responsibility for negotiating such contract to the Executive Committee or a Special Board Committee established for such purpose. The financial provisions of the Rabbi's contract shall be considered confidential.*

**Section 16.03** – *The Rabbi's duties shall include all functions traditionally allocated to him, including:*

- (a) He shall attend Divine services
- (b) He shall be the authority for all religious aspects of such services and for all religious functions of the Congregation.
- (c) He shall deliver sermons on Shabbatot, holidays and at such times as the occasion may require.
- (d) He shall officiate at life cycle events when requested.
- (e) He shall supervise educational activities conducted under the sponsorship of the Synagogue.

**Section 16.04** – *Additional specific duties of the Rabbi, not in conflict with the terms of these Bylaws that are mutually agreeable to the Rabbi and the Board may be incorporated in the Rabbi's contract.*

**Section 16.05** – *No person may hold or administer the Office of Rabbi in the Congregation unless he shall have Rabbinical ordination (S'micha) from a recognized Yeshiva or authority, and shall conduct himself in an Orthodox observant Jewish manner.*

## **Article XVII. Gabboim**

**Section 17.01** – *Not less than two (2) and no more than four (4) Gabboim shall be nominated by the Rabbi and presented to the Congregation as part of the slate of Officers and Directors at the Congregation's Annual Meeting.*

**Section 17.02** – *The duties of the Gabboim include but are not limited to allocating aliyot and other honors, reading blessings customarily interspersed during the reading of the Torah and other responsibilities customarily assigned to gabboim in Orthodox Congregations.*

**Section 17.03** – *Should there be more than two (2) Gabboim, the Gabboim shall select two (2) of their members to serve (ex-officio) on the Board.*

## **Article XVIII. Employees of the Congregation**

**Section 18.01** – *The Board of Directors may employ such members of the Synagogue staff as it may deem necessary and shall determine the terms of their employment and their duties, such as Cantor, bookkeeper, secretary, custodian, etc.*

**Section 18.02** – *Neither the Bookkeeper or nor any other employee whose duties involve Member's financial statements of the Congregation shall be a Member of the Congregation.*

## **Article XIX. Religious Worship and Conduct**

**Section 19.01** – *All religious services, prayers and customs shall be conducted according to Orthodox ritual as specified in Shulchan Oruch and other accepted authorities.*

**Section 19.02** – *Controversies concerning religious worship and conduct shall be decided by the Rabbi of the Synagogue.*

**Section 19.03** – *No individual shall officiate at services at any time without the approval of the Rabbi or his authorized representative.*

**Section 19.04** – *No individual shall be invited to address the Congregation or any of its affiliated groups unless the Rabbi and the President are consulted and have given their consent.*

## **Article XX. Cemetery**

**Section 20.01** – *The Synagogue shall maintain a cemetery and a Chevra Kadisha, as is customary with Orthodox synagogues. The rules and regulations governing the operations shall be consistent with the laws of the State of Tennessee and according to Orthodox religious practice.*

## **Article XXI. Mikveh**

**Section 21.01** – *The Synagogue shall maintain a Mikveh, as is customary with Orthodox synagogues. The rules and regulations governing the operations shall be consistent with the laws of the State of Tennessee and according to Orthodox religious practice.*

## **Article XXII. Amendments**

**Section 22.01** – *These Bylaws shall be subject to changes or amendments.*

**Section 22.02** – *From time to time, the President of the Congregation may appoint a Bylaws Committee to consider changes or amendments to the Bylaws.*

*Such Committee shall report its recommendations to the Board of Directors. The Board of Directors shall transmit the recommendations of the Bylaws Committee to the Members in Good Standing along with its recommendations for adoption or rejections by surface and/or electronic mail at least ten (10) days prior to an Annual Meeting or Special Meeting called for their adoption. For adoption, the suggested changes or amendments shall require a majority of Members present and voting “yea” or “nay” at the meeting. Abstentions shall be recorded only.*

**Section 22.03** – *Proposed changes or amendments to the Bylaws may be made in writing by twenty (20) Members in Good Standing. The President shall within ten (10) calendar days of receipt of such proposal appoint a Bylaws Committee to evaluate the proposed changes or amendments. Within forty-five (45) days of appointment, the Bylaws Committee shall transmit such changes or amendments together with notice of a Special Meeting to consider such changes or amendments to the Members in Good Standing of the Congregation with its recommendations for adoption or rejection. Notices of proposed amendments shall be submitted to the Members in Good Standing by surface and/or electronic mail at least ten (10) business days prior to the Special Meeting called for the purpose of considering such amendments. The suggested changes or amendments shall require a majority of members present and voting at “yea” or “nay” the Special Meeting for adoption. Abstentions shall be recorded only.*

### **Article XXIII. Dissolution**

**Section 23.01** – *This Congregation shall not be dissolved as long as twenty (20) members in good standing for five (5) years or more are willing and able to continue it.*

**Section 23.02** – *Should the Congregation be dissolved, the Congregation’s Board of Directors shall assure that all assets remaining after payment of liabilities are conveyed to another Orthodox congregation. The Board shall have sole and exclusive discretion over such conveyance.*

### **Article XXIV. Parliamentary Authority**

**Section 24.01** – *The rules contained in the current edition of Robert’s Rules of Order, Newly Revised, shall govern all proceedings of Congregation Sherith Israel and its Board in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any special rules of order that the Congregation and its Board may adopt*

### **Article XXV. Indemnification**

**Section 25.01** – *Congregation Sherith Israel shall indemnify and hold harmless each member of the Board of Directors, all officers, and each member of any committee appointed pursuant to the By-Laws of the Congregation, against all contractual and other liabilities to others arising out of contracts made*

*by or other acts of such Directors, Board, Officers, or committee members on behalf of the Congregation, or arising out of their status as Directors, Board, Officers, or committee members, unless any such contract or act shall have been made fraudulently or with criminal intent or are acts of willful misfeasance or malfeasance. It is intended that the foregoing indemnification shall include indemnification against all costs and expenses (including, but not limited to, counsel fees, amounts of judgments paid and amounts paid in settlement) reasonably incurred in connection with the defense of any claim, action, suit or proceeding, whether civil, criminal, administrative or other, in which any such Director, Officer, Board, or committee member may be involved by virtue of such person's being or having been such Director, Officer, Board member, or committee member provided, however, that such indemnity shall not be operative with respect to (a) any matter as to which such person shall have been finally adjudged in such action, suit or proceeding to be liable for fraud or willful misfeasance or malfeasance in the performance of his or her duties as such Director, Officer, Board member or committee member, or (b) any matter settled or compromised, unless the Board determines there is not reasonable ground for such persons being adjudged liable for fraud or willful misfeasance or malfeasance in the performance of his or her duties as such Director, Officer, Board member, or committee member.*

**Section 25.02** *To the extent that a member of the Board of Directors or an Officer of the Congregation or member of any committee appointed pursuant to the Bylaws of Congregation has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Article 24 Section 1 above or in defense of any claim, issue, or matter therein, he or she shall be indemnified against expenses (including attorneys fees) actually and reasonably incurred by him or her in connection therewith.*

**Section 25.03** *Expenses incurred in defending the civil, criminal, administration or investigative action, suit or proceeding may be paid by the Congregation in advance of the final disposition of such action, suit or proceeding as authorized by the Board of Directors in the specific case upon receipt of an undertaking by or on behalf of the person or entity seeking such indemnification or payment in advance.*

**Section 25.04** *The Congregation and the Board shall have the power to raise and the responsibility for raising by special assessment, insurance coverage or otherwise, any sums required to discharge its obligation under this Paragraph. Every agreement made by the Directors, Board, Officers, or members of such committees on behalf of the Members of Congregation shall provide that the Directors, Board, Officers, or members of such committees, as the case may be, are acting only as agents for the Members of the Congregation and shall have no personal liability thereunder. The indemnification provided by this Paragraph shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any statute, agreement, vote of Members of the Congregation or disinterested members of the Board of Directors*

*or otherwise both as to action in his or her official capacity and as to action in another capacity while holding such office. Such right to indemnification shall continue as to a person who has ceased to be a member of the Board of Directors, Officer, or member of such committee, and shall inure to the benefit of the heirs, executors, administrators, and successors and assigns of such person or entity. The Congregation may purchase and maintain insurance on behalf of any person who is or was a member of the Board, Director, Officer, employee, committee member or agent of the Congregation who is, or was, serving at the request of the Congregation as a member of the Board of Directors, Officer, employee, committee member or agent against any liability asserted against him or her and incurred by him or her in any such capacity, or arising out of his or her status as such, whether or not the Congregation would have the power to indemnify him or her against such liability.*

## **Article XXVI. Applicable Law**

**Section 26.01** *These Bylaws shall be governed exclusively by all applicable laws of the State of Tennessee.*

## **Article XXVII. Severability**

**Section 27.01** *If any provisions of these Bylaws are determined to be in conflict with the governing Tennessee laws thereby making said provision null and void, the nullity shall not affect the other provisions of these Bylaws which can be given effect without the void provision, and to this end the provisions of these Bylaws are severable.*

## **Article XXVIII. Disputes or Disagreements**

**Section 28.01** *Disagreements involving religious practice or policy shall be subject to Articles XVI Section 3(b) and XIX Section 2.*

*Should there be any disagreement or dispute regarding the operations of the Congregation, or any controversy or claim arising out of the actions taken by any member of the Board of Directors, officer, committee member, agent or employee or agents of the Board of Directors, the parties must first make a good faith effort to resolve the issue without resort to outside parties. However, if such resolution is unachievable, the parties should obtain mediation by a neutral party chosen by the parties or if unable to agree, by the presiding judge of the Circuit Court for Davidson County, Tennessee. If mediation does not resolve the dispute, then any controversy or claim arising out of the actions taken by any member of the Board of Directors, officer, committee member, agent or employee or agents of the Board of Directors, shall be settled by binding arbitration administered by the American Arbitration Association under its arbitration rules or binding arbitration conducted by a person agreed to by the Board of Directors and the aggrieved party. Any judgment on the award rendered by the arbitrator may be entered in any court having jurisdiction thereof.*

## **Article XXIX. Effective Date**

**Section 29.01** *These Bylaws shall be effective immediately upon adoption by the Congregation.*

**ADOPTED: JULY XX, 2009**