

AMENDED AND RESTATED
TEMPLE BETH SHALOM BYLAWS
As Amended June 2022

ARTICLE I
NAME

- 1.1 This Congregation will be known as Temple Beth Shalom. It will be located in Santa Fe, New Mexico.

ARTICLE II
PURPOSE

- 2.1. The purpose of this Congregation is to worship God in accordance with the faith of Reform Judaism, to cultivate a love and understanding of the Jewish heritage and to stimulate fellowship in the Jewish community.

ARTICLE III
MEMBERSHIP

- 3.1 Eligibility. Any person of the Jewish faith or any person seeking to be associated with those upholding the Jewish faith is eligible for membership in the Congregation.
- 3.2 Election to Membership. Any person or family will become a member upon fulfillment of all qualifications for membership in these Bylaws and as determined by the Board of Trustees from time to time, provided, however, that the payment of dues may be waived in accordance with subparagraph 3.5(g) herein.
- 3.3 Procedure.
- (a) A membership shall be considered a continuing membership if the membership was in compliance with all membership requirements at the conclusion of the previous fiscal year. To continue membership into the current fiscal year, the member must complete all forms required by the Board of Trustees, its delegated committee or Temple staff and comply with current dues requirements.
- (b) A new member must make application for membership which will include compliance with dues requirements, including resolution of any outstanding financial obligations to the Temple. Applications by new members will be decided on by the Clergy and the Executive Director unless an application is referred by the Clergy and Executive Director to the Board of Trustees for decision at the Board meeting immediately following such referral.
- 3.4 Voting.
- (a) Every adult member who is at least 18 years of age has one vote so long as membership is maintained in compliance with membership requirements as specified by the Board of Trustees. For the purpose of voting, dependent children who are part of a family membership shall not be considered adult members.

(b) Voting by proxy is permitted at any meeting of the Congregation. Every proxy must be executed in writing by the member conferring the same and must be received by the Temple prior to the start of such meeting. A proxy is valid only for a designated meeting or any adjournment thereof.

(c) An election may be conducted wholly or partially by mail or other procedures as established by the Board of Trustees from time to time.

(d) A vote will be held by secret ballot if requested by a majority of those voting members present in person.

(e) For voting purposes, compliance with all membership requirements will be determined pursuant to Board policy prior to the start of the meeting in which the vote is scheduled to occur.

3.5 Financial Obligations of Members.

(a) A member must pay the annual dues fixed by the Board of Trustees.

(b) Annual membership dues are payable and/or pledges of annual dues shall be made promptly after receipt of the annual dues letter approved by the Board of Trustees or as may otherwise be determined by the Board.

(c) The dues of a member joining after the first day of any fiscal year may be pro-rated in any manner established by the Board of Trustees or its designee.

(d) All members of the Congregation will make a donation and/or pledge to the Building Fund as such fund may be defined by the Board of Trustees from time to time. The Building Fund shall be utilized for capital improvements to the Congregation's physical facilities and for the payment of interest or principal on any debt incurred with respect to capital improvements.

(e) The Board of Trustees may levy assessments upon members of the Congregation in addition to annual dues. These assessments become effective upon approval by two-thirds of the members of the Congregation present in person or by proxy, or voting by mail, email, or other procedures adopted by the Board of Trustees, at a regular or special meeting of the Congregation, provided that the notice of such meeting contains a statement advising of the proposed assessment.

(f) A member who has not paid when due all financial obligations will not be deemed a member in compliance with membership requirements. A member who fails to pay a financial obligation due the Congregation after such obligation is due and payable may be suspended and deprived of all membership rights and privileges upon vote of the Board of Trustees pursuant to procedures adopted by the Board. These procedures will specify the prior notice to be given the member and the opportunity to object to this action.

(g) The Board of Trustees or its designated representatives specifically empowered with this authority may waive, extend, or modify any financial obligation due from a member.

(h) The resignation of any member does not relieve the member of the obligation for any payment due or pledged by the member to the Congregation.

3.6 Reinstatement. A suspended member may be reinstated by the Board of Trustees or its designee on compliance with the terms and conditions set forth in subparagraph 3.3(b), above, or as established by the Board.

- 3.7 Privileges of Membership.
- (a) Only members of the Congregation in compliance with membership requirements specified by the Board of Trustees will have rights and privileges including, but not limited to, the following:
- (1) voting at meetings of the Congregation,
 - (2) serving as Officers or Trustees of the Congregation,
 - (3) serving as members of committees of the Congregation,
 - (4) serving as officers of officially affiliated auxiliary organizations of the Congregation,
 - (5) being assured seats for all religious services, with the limits imposed by the space available, and
 - (6) being prepared for and becoming Bar or Bat Mitzvah by the Congregation, subject to payment of such fees as are fixed by the Board of Trustees and satisfying the applicable requirements of the Religious School for the Bar or Bat Mitzvah student and parents.
- (b) The Board of Trustees may create categories of membership that do not include all of the rights and privileges set forth above.
- 3.8 Duties. Members are bound by these Bylaws and any amendments or any other rules and regulations established or approved by the Board of Trustees.

ARTICLE IV **BOARD OF TRUSTEES**

- 4.1. Composition. The Board of Trustees will consist of:
- (a) the Elected Officers of the Congregation;
 - (b) twelve Trustees elected by the Congregation;
 - (c) the immediate Past President of the Congregation; and
 - (d) in conformance with policies issued by the Board of Trustees, the President or designated representative of any auxiliary groups affiliated with both the TBS Congregation and the Union of Reform Judaism that are sanctioned by the Board of Trustees and in good standing with the URJ.
- 4.2 Trustees. In these Bylaws all members of the Board of Trustees (including, but not limited to, Officers) are referred to as Trustees except where the context indicates that only the subparagraph 4.1(b) trustees are intended. All Trustees will be members of the Congregation.
- 4.3. Term of Trustee. At each annual meeting of the Congregation four Trustees of those twelve under Article IV, subparagraph 4.1(b) will be elected by the membership to serve for a term of three years and additional Trustees will also be elected as necessary to fill such positions or terms as are vacant due to resignation, removal, or other cause. A person can serve no more than eight consecutive years as a Trustee.
- 4.4 Powers and Duties. The Board of Trustees will govern the affairs of the Congregation, have charge of its property and revenues, and take those actions which in its judgment best promote the welfare of the Congregation, subject to the provisions of these Bylaws, the

Articles of Incorporation, and the policies issued by the Board of Trustees. The powers of the Board of Trustees include, but are not limited to:

- (e) approving persons for membership in the Congregation;
- (f) hiring and contracting with Clergy, subject to the procedures specified in Article X of these Bylaws regarding the continuation of a then-current Clergy;
- (g) with the advice and consent of the Clergy, hiring an Executive Director or additional Clergy, fixing their compensation and duties, and terminating them;
- (h) designating the manner in which checks, credit card payments, electronic payments, drafts and other orders for the payment of money are signed and approved;
- (i) authorizing the appropriation and use of funds in accordance with Congregation approval as described in Article VII below;
- (j) reviewing the financial records of the Congregation, and requesting an audit or statement review of the financial records of the Congregation;
- (k) calling special meetings of the Congregation;
- (l) designating organizations as official auxiliaries of the Congregation;
- (m) performing such duties as may be set forth in these Bylaws, the Articles of Incorporation, as provided and allowed under the laws of the State of New Mexico, as amended, or as the Congregation may from time to time prescribe.

- 4.5 Meetings. The Board of Trustees will meet monthly or as they may otherwise determine from time to time. Special meetings of the Board of Trustees may be called by the President, stating the purpose thereof. Special meetings must be called by the President upon the request of three members of the Board of Trustees. All meetings of the Board of Trustees are open to all members of the Congregation, unless otherwise voted by the Board.
- 4.6 Quorum. One half of the Trustees then in office excluding legal counsel constitute a quorum. The Board of Trustees must have at least a quorum of its members present at some time during a meeting in order to take action on behalf of the Board.
- 4.7 Voting. Decisions of the Board of Trustees will be by majority vote after a quorum is established except as may otherwise be specifically prescribed in these Bylaws, the Articles of Incorporation or under the laws of the State of New Mexico, as amended. After a quorum has been established at a meeting, if some Trustees leave the meeting and a quorum no longer exists, the Board may still take action on any matters for which a majority of a quorum votes for or against the matter.
- 4.8 Absence. If a Trustee is absent without good cause for three meetings of the Board of Trustees within a twelve (12) month period, the office of that Trustee shall be vacant from that point on without the necessity of the removal procedure set forth in subparagraph 4.9, unless decided otherwise by a majority vote of the Board. The Executive Director will notify the Board of this vacancy.
- 4.9 Removal of a Trustee. Any Trustee (including officers) may be removed from office by a two-thirds vote of the members of the Congregation present at any special meeting called by the Board of Trustees for the purpose of acting upon charges or at a regular meeting of the Congregation providing that notice of the intention to remove the individual has been stated in the notice of special or regular meeting and after written notice has been served (via certified mail, return receipt requested) on the Trustee to be proceeded against and an

- opportunity has been given that Trustee to be heard by the Board of Trustees.
- 4.10. Vacancy. Should a vacancy occur in the office of any Trustee, the Board will elect a Trustee to fill the vacancy and serve until the next annual or regular meeting of the Congregation, at which time the Congregation will elect a successor Trustee to serve for an unexpired term. Prior to such election, the Board will request a recommendation from the Nominations Committee.
 - 4.11. Recording of Business. The Board of Trustees will keep an accurate record of its proceedings.
 - 4.12. Indemnification. In addition to the indemnification of Officers and Trustees provided in the Non-profit Corporation Act of the State of New Mexico, as amended, herein adopted by the Congregation, the Congregation may indemnify or reimburse any Officer, Trustee or employee of the Congregation or the person's heirs or personal representative for reasonable expenses (including attorney's fees) incurred in connection with any action, suit or claim against the person by reason of the person's having been an officer, trustee or employee, but only if the person has not been judged guilty of gross negligence or willful misconduct in the performance of the person's duties and if the person has not made a settlement of the action, suit or claim without the consent of those members of the Board of Trustees who are not parties to the same or a related action, suit or claim.
 - 4.13. Arm's Length Transaction. No transaction of the Congregation will be affected because a member of the Board of Trustees is interested in the transaction, so long as the transaction is conducted at arm's length in good faith, and not in violation of the Articles of Incorporation, these Bylaws, as amended or the laws of the State of New Mexico. Such interested parties will be counted for quorum purposes but may not vote when the Congregation or Board of Trustees considers the transaction. Such interested parties will not be liable to the Congregation for the person's profits, or the Congregation's losses from the transaction.

ARTICLE V **OFFICERS**

- 5.1 Designation of Officers. The Officers of the Congregation shall be a President, three Vice Presidents, a Treasurer, a Secretary and a Legal Counsel (the "Elected Officers"). A person who has served for eight consecutive years as a Trustee is not disqualified for that reason from any office.
- 5.2 Term of Office. Each Officer elected will serve for a term of one year and may continue to serve as an officer until a qualified successor is elected or appointed.
- 5.3 Duties of President. The President will preside over all meetings of the Congregation and Board of Trustees, decide all questions of order, recommend for approval of the Board of Trustees the appointment of committee Chairpersons and the creation of new committees, approve selection of committee members, call special meetings of the Congregation, call special meetings of the Board of Trustees, only vote to cast the deciding vote in case of a tie at meetings of the Board of Trustees, be an ex-officio non-voting member of all committees (except that the President will have a vote in the Executive Committee), and

make an annual report of the activities of the Board of Trustees and of the status of the Congregation at its annual meeting. The President is authorized to arrange for a review of the Congregation's finances as deemed necessary by the President or the Board.

- 5.4 Duties of Vice Presidents. In the event of the absence or inability of the President to act, a Vice President, selected by the Executive Committee, will exercise the powers and discharge the duties of the President. Vice Presidents will act as liaison to and be ex-officio non-voting members of committees and congregational groups assigned to each Vice President by the President (except that Vice Presidents will have a vote in the Executive Committee). The designated Vice President of Administration will act as a liaison to the office staff, the Personnel Committee, the Building and Grounds Committee, the Security Committee, and the Membership Committee. The designated Vice President of Programs will act as a liaison to and be ex-officio non-voting member of the Social Justice Committee, and the Adult Education/Programs Committee, the Israel Committee, and will be a liaison to all congregational organizations. The designated Vice President of Education will act as a liaison to and be ex-officio non-voting member of the Religious School Committee, Preschool Committee and a liaison to the Hochberg Academy.
- 5.5 Duties of the Treasurer. The Treasurer will be the custodian of all funds of the Congregation and will be the disbursing agent of the Congregation. Subject to policies issued by the Board of Trustees, the duties of the Treasurer may be delegated to the TBS Executive Director. The Treasurer will report monthly to the Board of Trustees and as may be requested. The Treasurer will present a financial report to the Congregation at all regular meetings. The Treasurer, in the absence of a Vice President who is able to act as President, will exercise the powers and discharge the duties of President. The Treasurer will be a member of the Finance Committee and act as a liaison to and be ex-officio non-voting member of the Development Committee.
- 5.6 Duties of the Secretary. The Secretary will be responsible for recording and reporting minutes of every meeting of the Board of Trustees and meetings of the congregation and be responsible for proper notice of all meetings of the Board and of the Congregation as a whole. If the Secretary is absent, any of the Trustees may serve as Acting Secretary. The Secretary will act as a liaison to and be ex-officio non-voting member of the Communications Committee.
- 5.7 Duties of Legal Counsel. The Legal Counsel will advise the Trustees and Officers of the legality and fitness of any act contemplated under the Bylaws or otherwise. The Legal Counsel may not make motions or vote as a Board member but may participate in all board meetings and discussions. The Legal Counsel will not be counted for the purposes of determining a quorum.
- 5.8 Disbursement of Congregation Funds. The disbursement of all Congregation funds in an amount above a level established by the Board of Trustees, from time to time, will require the signatures of two Trustees designated by the Board of Trustees to act, one of whom must be the Treasurer or President.
- 5.9 Removal of an Appointed Officer. Any officer appointed by the Board of Trustees may be removed from office by a two-thirds vote of the Board of Trustees.
- 5.10 Vacancy of an Office. Should a vacancy occur in any office, the Board of Trustees will elect

one of its members to fill the vacancy and serve until the next regular or Annual Meeting of the Congregation.

- 5.11 Contracts and Legal Documents. All contracts and other legal documents will be approved and signed in accordance with policies established by the Board of Trustees.
- 5.12 Meetings Held by Teleconferencing, Videoconferencing or Similar Technologies. At the President's discretion, meetings of the Board may be conducted by conference, telephone, video, or similar communications equipment by means of which all persons participating in the meeting can hear one another at the same time. Participation by the designated method shall constitute presence in-person at the meeting and voting by such means shall constitute voting in-person.

ARTICLE VI

NOMINATION AND ELECTION OF TRUSTEES AND OFFICERS.

- 6.1 Nominees. The Nominations Committee will nominate at least one candidate for each Officer position and at least one candidate for each Trustee position whose term of office is expiring and for each vacancy due to resignation, removal or other cause, effective as of the beginning of the new terms for Officer and Trustees. The Nominations Committee will submit nominations for the next year to the Board of Trustees no later than the November meeting of the Board of Trustees. If the Nominations Committee fails to nominate at least one candidate for each position stated above, the Board may complete the nominations on its own. The Board will formally determine and approve all of the nominations and notify members of the Congregation of the nominations approved by the Board at least twenty days prior to the election.
- 6.2 Nominations from the Floor. Nominations from the floor for Trustees and Elected Officers will not be allowed.
- 6.3 Nomination by Petition. Nomination for any elective office may be made by written petition signed by at least five percent of the members of the Congregation who are then eligible to vote at the time of the submission of the nomination petition. These nominations must be filed with the Secretary or the Chair of the Nominations Committee at least thirty days prior to the election.
- 6.4 Final Notice of Nominations. Notice of the final list of candidates, including those nominated by petition, must be mailed or emailed, as approved by the Board of Trustees, to all members of the Congregation at least twenty days prior to the election. All forms for voting by proxy pursuant to subparagraph 3.5(b) will accompany the Final Notice of Nominations.
- 6.5 Election of Officers and Trustees. The election of all Officers and Trustees will be by ballot at the annual meeting of the Congregation or any special meeting called for the purpose of elections. The individual receiving the most votes for each office will be considered elected.
- 6.6 Date of Election and Terms of Office. Elections will take place at the Annual Meeting in December, with the terms of Office for Officers and Trustees beginning the following January 1, unless otherwise determined by the Board of Trustees.

ARTICLE VII
THE PLANNING AND BUDGETING PROCESS

- 7.1 Fiscal Year. The fiscal year will begin July 1 unless otherwise determined by the Board of Trustees.
- 7.2 Budgeting Process. The following steps will be taken to prepare the budget for each fiscal year:
- (a) The Finance Committee will prepare a budget based upon current year-to-date income and expenses and the projected income and expenses for the remainder of the current year as well as the projected needs and resources of the Temple for the new fiscal year. This budget will be submitted to the Board of Trustees for its approval no later than the May meeting.
 - (b) The Board of Trustees will approve a budget for submission to the Congregation at least one month prior to the beginning of the new fiscal year. At that time the Board will also approve the dues structure necessary for that budget.
 - (c) The Board of Trustees will notify the Congregation of its recommended budget (consisting of projected revenues and expenditures) at least two weeks before the meeting held for the purpose of discussing and approving the budget for the coming fiscal year.
 - (d) The Congregation will meet and vote on the budget for the coming fiscal year before the beginning of that fiscal year.
 - (e) If the Congregation disapproves the budget as submitted by the Board of Trustees, the budget may be amended by a vote of the majority of members present in person or by proxy or voting by mail or other procedures adopted by the Board of Trustees.
 - (f) If the Board of Trustees is unable to obtain approval of the budget for any reason other than lack of a quorum, the budget, including the then existing dues structure, for the prior fiscal year shall remain in effect until the next regular or special meeting of the Congregation.
- 7.3. Changes in the Budget. The Board of Trustees is authorized to make changes in the budget as circumstances require, as long as the aggregate amount of changes is not more than fifteen percent of the total budget and does not increase the total budget by more than fifteen percent. Budget adjustments exceeding this limit require approval by the Congregation.
- 7.4 Inclusion of Dues in the Budget. The budget submitted to the Congregation shall explicitly include the dues necessary to support that budget.

ARTICLE VIII
MANAGEMENT OF TEMPLE PROPERTY

- 8.1 Assignment of Seats. Seats in the sanctuaries of the Congregation are unassigned. The Board of Trustees, whenever circumstances may require, will reserve a sufficient number of seats to accommodate the membership, provided, however, that no specific assignment of seats to individuals will be made within the reserved area.
- 8.2 Other Uses of the Facility. The Temple facility may be used for purposes other than

worship, education, social or other activities of the Congregation so long as the activities do not interfere with or conflict with use of the facility by the Congregation. Nothing herein contained should be construed as preventing the lease or assignment of seats or spaces for special occasions not involving religious worship.

- 8.3 Acquisition and Disposition of Temple Real Estate. The purchase, sale, mortgage, lease for more than one-year, other acquisition or disposition of real estate by or for the Congregation shall require a vote of two-thirds of the members present in person or by proxy or voting by mail or other procedures adopted by the Board of Trustees, at a regular or special meeting of the Congregation.
- 8.4 Audit. If the cost of an audit has been included in the budget, the President may contract for an audit of the books and assets of the Congregation and present the results at the next meeting of the Board of Trustees following the end of the fiscal year.

ARTICLE IX **COMMITTEES**

- 9.1 Standing Committees. At the first meeting of the Board of Trustees after the beginning of the new terms of office, the President will, subject to confirmation by the Board of Trustees, decide on any changes to the following standing committees:

- Executive Committee
- Building and Grounds Committee
- Communications Committee
- Development Committee
- Finance Committee
- Israel Committee
- Membership Committee
- Nominations Committee
- Personnel Committee
- Preschool Committee
- Programs/ Adult Education Committee
- Religious School Committee
- Ritual Committee
- Security Committee
- Social Justice Committee

- 9.2 Other Committees. The President with the approval of the Board of Trustees may, from time to time, create other committees and delegate to them such powers and duties as deemed appropriate, except those enumerated powers specifically entrusted by these Bylaws to the Board of Trustees and Officers. An organization designated as an official auxiliary of the Congregation is not a committee of the Congregation.
- 9.3 Size and Composition of Committees. The President will appoint the Chairperson and members of each committee. Each committee will have at least one Trustee as a member.

Unless otherwise stated herein, the number of members of each committee may be determined by the President or the Board of Trustees or may be left to the discretion of the committee chair. Except as to the Preschool Committee, only members of the Congregation may serve on a committee. The Preschool Committee may include non-members who are parents of currently enrolled students, but the Chairperson must be a member. A committee shall not be composed of the number of board members sufficient to be a quorum of the board.

9.4 Powers and Duties of the Committee Chairpersons. Except as otherwise stated in these Bylaws, the Chairpersons of all committees will recommend to the President appointment of the committee members and annually notify the Board of Trustees of committee members. Chairpersons will be responsible for calling all meetings and providing proper notice of their committee meetings, vote only in case of a tie, implement Board policies concerning the operation of committees and report back to the Board of Trustees on their committees' activities as requested by the Board of Trustees.

9.5 Powers and Duties of Committees. The powers and duties of standing committees include, but are not limited to:

(a) Executive Committee. This committee consists of the President, Vice Presidents, Treasurer, Secretary, Legal Counsel and other Board members the President appoints. The Executive Committee will administer the affairs of the Congregation between meetings of the Board of Trustees and will advise the President and the Board of Trustees on the general administration of the Congregation. It will oversee the activities of the committees of the Temple. The Executive Committee will set the agenda for the monthly meeting of the Board of Trustees.

(b) Building and Grounds Committee. The Building and Grounds Committee will work with the Finance Committee and the Executive Committee to ensure the necessary maintenance and improvement of all buildings and grounds.

(c) Communications Committee. The Communication Committee will serve as a resource to clergy, staff, and committees when written copy or content is needed for articles, letters, program, or promotional materials and provide recommendations when communication with the press, public, or membership is needed in any format.

(d) Development Committee. The Development Committee will coordinate fund raising efforts by means of planning, stewardship, events, programs and solicitations.

(e) Finance Committee. Subject to the direction of the Board of Trustees, the Finance Committee will have general supervision of the financial affairs, develop the annual budget and dues structure of the Congregation, and make recommendations regarding changes in the allocation, investment and control of Congregational funds.

(f) Israel Committee. The Israel Committee is responsible for organizing programs and activities to educate the congregation about Israel, planning events for discussing issues about Israel, working to establish a twinship with a community in Israel and planning out a congregational trip to Israel.

(g) Membership Committee. The Membership Committee will recruit and integrate new members and coordinate efforts to retain membership.

(h) Nominations Committee. The Nominations Committee will consist of at least one and

not more than three members of the Board and at least one non-Board member, all appointed by the President and approved by the Board. Its sole purpose will be to develop a slate of proposed trustees and officers for the next year. The Nominations Committee will present its proposed slate to the Board no later than the November meeting.

(i) Personnel Committee. The members of the Personnel Committee will be appointed by the President and approved by the Board of Trustees. The committee will recommend to the Board of Trustees the personnel policies of the Congregation and may also, at the discretion of the President, recommend salary levels and terms of employment for all employees other than a Rabbi and serve as an employee grievance board.

(j) Preschool Committee. The Pre-school Committee will work with the pre-school director in recommending the budget and policies of the pre-school.

(k) Programs/Adult Education Committee. The Programs/Adult Education Committee will oversee the Congregation's educational programming outside of the religious school and preschool. It will serve the needs of members through programming, including, but not limited to, adult education, Shabbatons, outreach to interfaith families, and library maintenance.

(l) Religious School Committee. The Religious School Committee will work with the religious school director in recommending the budget and policies of the religious school.

(m) Ritual Committee. The Ritual Committee will work with the Clergy in carrying out the religious activities of the Congregation and plan special holiday celebrations. In the absence of Clergy employed by the Congregation, the Ritual Committee will, subject to the approval of the Board of Trustees, establish policies and practices for the religious activities of the Congregation, including recommendations to the Board of Trustees regarding the type, timing and basic structure of the weekly and Holy Day services.

(n) Security Committee. The Security Committee will review and evaluate the synagogue's safety and security planning, to identify steps, actions and policies and guide future decision-making and coordinate training for staff and congregants.

(o) Social Justice Committee. The Social Justice Committee will organize activities which reflect the Congregation's commitment to Tikun Olam.

9.6 Other Duties. The Board of Trustees may, from time to time, add to or alter the responsibilities and duties of committees.

ARTICLE X **THE CLERGY, EXECUTIVE DIRECTOR,** **AND PRESCHOOL DIRECTOR**

10.1 Responsibilities of the Rabbi. The Rabbi is the spiritual leader of the Congregation. The Rabbi will conduct the religious services of the Congregation and have freedom of the pulpit; will labor for the spiritual welfare of the Congregation and Jewish community; will perform all functions normally pertaining to the Rabbi's office and as specified in the Rabbi's contract, including oversight of and ultimate responsibility for the Congregation's religious, educational, and pastoral needs, to be mutually developed in cooperation with

the Congregation's members, its Board of Trustees, and committees. The Rabbi will supervise the Chaverim Committee, the Interfaith Committee, Mitzvah Corps Meals Committee, the Nechama Committee and the Shiva Minyan Committee.

- 10.2 Responsibilities of the Cantor-Educator. The Cantor-Educator shall be a spiritual leader of the Congregation, called to serve its religious, educational, and pastoral needs. The Cantor-Educator will have the primary responsibility for all musical programming of the Congregation and for the direction and implementation of the Congregation's educational programming other than those conducted by the principal Rabbi. The Cantor-Educator will act as Religious School and Adult Education Director and will, with the advice and consent of the Rabbi, hire, supervise, evaluate, discipline, terminate and determine the terms of employment of Religious School employees within the annual Congregation budget and subject to policies adopted by the Board. As determined by the Board of Trustees, the Cantor-Educator will be responsible for hiring, supervising, evaluating, disciplining and terminating the Preschool Director. The Cantor-Educator will have all other duties as mutually developed in cooperation with the Principal Rabbi, the Board of Trustees, and the committees.
- 10.3 Continued Employment of a Clergy and the Clergy's Employment Contracts. The Board of Trustees will make a recommendation to the Congregation regarding the continued employment of TBS Clergy at a regular or special meeting prior to expiration of the Clergy member's contract. A majority vote by the members of the Congregation present in-person or by proxy, or voting by mail or other procedures adopted by the Board of Trustees, will be required for approval of continued employment of the Clergy member. The Board is responsible for negotiating and approving any Clergy's contracts. If there is not a majority vote to approve continuation of a Clergy member's employment, the Clergy member will continue to serve under the terms of their most recent contract until its expiration. The issue of the continued employment of a Clergy member may be raised at a subsequent regular or special meeting of the Congregation.
- 10.4 Termination of a Clergy Member's Contract. A two-thirds vote of the members present or by proxy, or who vote by mail or other procedures adopted by the Board of Trustees, at a regular or special meeting of the Congregation with notice to the Clergy member of such proposed action is required for termination of the Clergy member's contract, subject to the terms of the Clergy member's contract, prior to the expiration of the Clergy member's contract.
- 10.5 Responsibilities of the Executive Director. With the advice and consent of the Clergy, the Executive Director is responsible for running the day-to-day affairs of the Temple office and will hire, supervise, evaluate, discipline, and fire all office employees and otherwise determine the terms of their employment within the annual Temple budget. The Executive Director will have all other duties as determined by the Board of Trustees.
- 10.6 Responsibilities of the Preschool Director. The Preschool Director is responsible for directing the TBS Preschool. The Preschool Director, with the advice and consent of the Clergy, as determined by the Board of Trustees, will hire, supervise, evaluate, discipline, terminate and determine the terms of employment of Preschool employees within the annual Temple budget and subject to policies adopted by the Board of Trustees.

ARTICLE XI
MEETINGS OF THE CONGREGATION

- 11.1 Location. All meetings of the Congregation will be held in the City and County of Santa Fe, State of New Mexico, at dates and places to be fixed by the Board of Trustees, unless otherwise determined by the Board of Trustees for good reason to be held elsewhere.
- 11.2 Regular Meetings. There will be at least two meetings of the Congregation each year, the dates of which shall be determined by the Board of Trustees. Unless otherwise determined by the Board of Trustees, the Annual Meeting of the Congregation will be held in December. At the Annual Meeting, Officers and Trustees of the Congregation will be elected. Unless otherwise determined by the Board of Trustees, the Semiannual Meeting will be held in June at which time the annual budget will be approved.
- 11.3 Special Meetings. Special meetings of the Congregation may be called by the President. Special meetings must be called by the President if directed by the Board of Trustees or upon the written request of ten percent of the members of the Congregation in compliance with membership requirements.
- 11.4 Notice of Meetings. The Secretary will cause to be delivered to every member of the Congregation a notice of the time and place of all meetings of the Congregation mailed, emailed or posted on the Congregation's website, at least twenty days before the appointed day, or as otherwise specified in these Bylaws. Notice provided to the members listed on the current membership list shall be considered sufficient notice. The notices of all meetings shall include an agenda which will state the nature of the business to be transacted, and no other business requiring a vote of the Congregation can be brought before the meeting.
- 11.5 Solicitation of Proxies. Any member of the Congregation may solicit proxies for any agenda item according to procedures established by the Board of Trustees.
- 11.6 Placing Items on the Agenda. An item shall be placed on the agenda of the next regular meeting of the Congregation if a written request by at least 20 members in compliance with membership requirements is provided to the President of the Congregation at least 45 days before the date of the meeting.
- 11.7 List of Members in Compliance with Membership Requirements. Pursuant to policies adopted by the Board of Trustees, the Executive Director will maintain a membership list including the names and addresses of all members and whether members are members in compliance with all membership requirements for purposes of voting eligibility. The membership list shall be updated on at least a semi-annual basis.
- 11.8 Quorum. Twenty percent of the members in compliance with all membership requirements present in person or by proxy or voting by mail or other procedures adopted by the Board of Trustees, will constitute a quorum.
- 11.9 Voting. Decisions at all meetings will be by majority vote except as may otherwise be required by law or by these Bylaws.
- 11.10 Meetings Held by Teleconferencing, Videoconferencing or Similar Technologies. At the President's discretion, meetings of the congregation may be conducted by conference, telephone, video, or similar communications equipment by means of which all persons

participating in the meeting can hear one another at the same time. Participation by the designated method shall constitute presence in person at the meeting and voting by such means shall constitute voting in person.

ARTICLE XII
RULES OF ORDER

The rules of procedures at meetings of the Board of Trustees and the Congregation will be determined by Roberts Rules of Order, latest revised edition.

ARTICLE XIII
AMENDMENTS

Amendments to the Bylaws will be presented in writing and may be proposed by the Board of Trustees or by at least five percent of the members of the Congregation in compliance with all membership requirements and will be filed with the Secretary. Amendments may be acted on at any regular meeting of the Congregation or at any special meeting called for that purpose. The proposed amendments will be made available at least twenty days prior to the date of the meeting. A two-thirds vote of the members present in person or by proxy or voting by mail or other procedures adopted by the Board of Trustees, are required to adopt amendments.

Approved by vote of the Congregation June 2020.