

# TEMPLE SHAAREI SHALOM CONSTITUTION

## ARTICLE I

### IDENTIFICATION OF CONGREGATION

This is the Amended and Restated Constitution of Temple Shaarei Shalom (hereinafter “the Congregation”).

## ARTICLE II

### PURPOSE

The purposes of the Congregation are to: (a) establish and maintain a synagogue for worship, education and assembly in accordance with the tenets of Reform Judaism; (b) cultivate love and understanding of the Jewish faith and heritage; (c) stimulate fellowship in the Jewish community; and (d) apply the principles of Reform Judaism to the values and conduct of its members.

## ARTICLE III

### AFFILIATION

The Congregation is affiliated with the Union for Reform Judaism (URJ) and shall abide by the URJ Constitution and Bylaws.

## ARTICLE IV

### MEMBERSHIP

Eligibility. Any person of the Jewish faith or any unit where at least one person upholds the Jewish faith shall be eligible for membership in the Congregation.

#### A. Membership Units

1. Family – A couple and his/her/their children under age 25. A Family has two (2) votes.
2. Couple – Two cohabiting adults. A Couple has two (2) votes.
3. Single Parent – An Individual Parent with children under the age of twenty-five (25). A Single Parent has (1) vote.

4. Single Person. A Single Person has one (1) vote.
  5. Seasonal Member – A member in good standing of a congregation affiliated with the URJ located outside the State of Florida, and who resides in Florida for no more than six (6) months per year. A Seasonal Member may serve on Committees and Auxiliaries, but cannot vote, serve on the Board, hold office or chair a committee. High Holy Days tickets are not included.
- B. Dues. A member shall pay such annual dues as shall be determined and fixed by the Board and approved by the Congregation at a regular or special meeting called for that purpose.
- C. Members in Good Standing. A member in good standing is one who is current in his/her financial obligations to the Congregation.
1. Financial Obligations. A member is obligated to pay dues, pledges, fees or assessments within forty-five (45) days of the issuance of a billing statement. Failure to meet a financial obligation shall be considered a delinquency.
  2. Delinquency. The Administrator shall notify any member who is delinquent. This notice shall be sent by certified mail, return receipt requested. The member must bring the account to current status within thirty (30) days after receipt of such notice or enter into a written financial agreement with the Financial Assistance Committee. Upon failure to make a satisfactory response within said thirty (30) days, the Board may suspend such member, and the member shall cease to be in good standing, and shall lose all rights and privileges.
  3. Financial Arrangements. The President, together with the Financial Assistance Administrator, and the VP Finance (hereinafter, “The Financial Assistance Committee”), shall have the authority to enter into confidential written financial arrangements with members as may be necessary for the payment of financial obligations. If necessary, by special appointment, members of the Board may serve on this Committee.
  4. Resignations. Resignation of a member shall not relieve the member from the obligation of payment of all amounts due, including obligations payable in installments. All amounts due shall be accelerated and become due and payable immediately and in full by the date of resignation.
- D. Rights and Privileges of Membership. Members in good standing shall have the right to:
1. Attend all religious services, including High Holy Days services.
  2. Participate in the rituals, ceremonies and practices observed by the Congregation.
  3. Have use of the Temple for life cycle events.
  4. Enroll children in Religious School.

5. Attend congregational and other meetings.
6. Vote on all matters brought before the Congregation. Each eligible person shall have one (1) vote, except as otherwise provided herein.
7. Serve on committees, on the Board, and hold office pursuant to Article V hereof.
8. Attend social, educational and cultural functions, subject to such fees as may be applicable.
9. All other privileges provided by this Constitution.

## ARTICLE V

### BOARD OF TRUSTEES

The Board of Trustees shall have full power, authority and responsibility to conduct the administration and business of the Congregation, establish operating policy, manage its property and revenue, and take such action as it shall deem best to promote the welfare of the Congregation. Only a person who is Jewish, who practices Judaism to the exclusion of all other faiths, upholds the Jewish faith, and is a Member in good standing, can serve as an Officer or Trustee of the Temple. Unless stated otherwise, all votes of the Board shall be by simple majority.

- A. Members of the Board. The voting members of the Board shall consist of the elected officers of the Congregation, a Financial Assistance Administrator chosen from an elected Trustee, two (2) immediate Past Presidents, nine (9) elected members of the Congregation, and the Presidents of the Auxiliaries.
- B. Terms of Office.
  1. Officers. All Officers shall be elected for a two (2) year term. No Officer may serve more than two (2) consecutive terms in the same position. The following Officers will be elected; President, Three (3) Vice-Presidents, Secretary. The President and Vice-President one (1) and the Secretary will be elected in the odd years. Vice-President two (2) and Vice-president three (3) will be elected in the even years
  2. At the time of a change in the fiscal year, the terms of the Board of Trustees and Officers will be modified to coincide with the new fiscal year. Whether the terms are shortened or lengthened shall be determined by the Board of Trustees.
  3. Elected Trustees. Trustees shall be elected for a three (3) year term. No Trustee shall serve more than six (6) consecutive years. Three (3) Trustees will be elected each year so as to stagger the Board.
- C. Powers and Duties of the Board. The Board shall have the power, authority, and duty to:

1. Designate the manner in which checks, drafts and other payment orders are to be signed.
2. Designate the banks or financial institution(s) and types of accounts in which the funds of the Congregation shall be maintained.
3. Approve all contracts.
4. Approve the policies of religious services in consultation with the Ritual Committee and the Clergy.
5. Elect Honorary Trustees, without voting privileges, for a one (1) year term.
6. Remove Officers or Trustees for cause, which action shall require a two-thirds (2/3) vote of the Board.
7. Schedule meeting dates of the Congregation and Board, in addition to those specified herein.
8. Exercise all powers not expressly mentioned herein and necessary for the operation of the Congregation.

C. Trustee Responsibilities  
Trustee Responsibilities include

1. Participating in strategic planning to review purposes, priorities, funding needs and targets of achievement and measuring the progress towards reaching these goals,
2. Assuring financial responsibility by reviewing and approving and overseeing adherence to annual budget
3. Attending Board meetings regularly and participating in committee work,
4. Supervising clergy and professional staff, approving the selection and compensation of clergy and staff and assuring regular evaluation of performance,
5. Contributing personally and participating in the identification, cultivation, solicitation and stewardship of prospective supporters;
6. Assuring the Board fulfills the foregoing governance responsibilities and .maintains Effective organization, procedures, recruitment, transparency and confidentiality.

D. Budget. Recommend an operating budget for approval by the Congregation at the Annual Congregational Meeting, by majority vote of members attending.

E. Unspecified Disbursements. The President shall have the authority to spend up to Five Thousand (\$5,000) Dollars over the approved budget, for emergency purposes. Amounts in excess of this limit shall require the approval of the Board.

F. Meetings of the Board. Meetings shall be held monthly. The President, upon written request of one-third (1/3) of the members of the Board, must call a Special Meeting, which meeting shall be held within ten (10) days of such request.

G. Quorum. A majority of the voting members of the Board shall constitute a quorum.

H. Resignation. Resignations shall be submitted in writing to the President...

I. Vacancies on the Board. If the Office of the President shall become vacant, the Board shall elect one of the Vice-Presidents to fill the remainder of the term.

1. If an Office other than President shall become vacant, the President shall recommend to the Board a member in good standing to fill the vacancy for the remainder of that term, and the Board shall vote to elect such member to the Board for the remainder of the term. If such person is not then a member of the Board, the Board shall have the power to elect the person to the Board for the remainder of the term.
2. If an elected Trustee position shall become vacant, the Board shall elect, by majority vote, a member at large, in good standing, to fill the vacancy until the next election.

## ARTICLE VI

### OFFICERS

Executive Officers. The Executive Officers shall consist of the President, the Vice-Presidents, the Secretary and the Immediate Past President. The prerequisite for President is service for two (2) years or more as a Trustee of the Congregation.

## ARTICLE VII

### DUTIES OF THE OFFICERS

- A. Duties of the President. The President is the Chief Executive Officer of the Congregation, with all of the powers and duties which are usually vested in the office of the president of an association not for profit, and shall;
1. Supervise and execute all rules, regulations and policies of the Congregation and the Board.
  2. Call and preside at all meetings of the Congregation and the Board of Trustees.

3. Appoint or remove Chairs of Standing Committees in consultation with the Vice President responsible for management of said Committee, and appoint Chairs for Special Committees, with the exception of the Nominating Committee.
  4. Engage and discharge employees, and designate their duties and compensation in consultation with the applicable Vice President, consistent with contractual obligations and consistent with all federal, state and local laws, ordinances, codes and regulations.
  5. Create new committees from and among the members as the President may determine to be appropriate to assist in the conduct of the affairs of the Congregation.
  6. Sign agreements, contracts, deeds and other documents on behalf of the Congregation and pursuant to resolutions of the Board of Trustees and the Congregation, except for those documents legally required to be signed by the Trustees.
  7. Serve as signatory on bank and financial accounts and notes.
  8. Serve as Chair of the Executive Committee.
  9. Serve as an ex-officio member of all committees other than the Nominating Committee, without the right to vote on any such committee.
  10. Establish the Nominating Committee and appoint the Immediate Past President as Chairperson of that Committee.
  11. Serve as the initial point of contact with outside organizations.
  12. Oversee and co-ordinate, when necessary, the activities of the various Committees/Vice Presidents.
  13. Select the Recording Secretary from among the members of the Board of Trustees.
- B. Duties of the Vice-President of Administration. This Vice-President, in the temporary absence or disability of the President, shall exercise the powers and perform the duties of the President. Specific duties include:
1. Supervise all administrative functions.
  2. Oversee with Administrator and VP Planning the preparation, posting and maintenance of a Master Calendar of Events for the fiscal year.
  3. Provide monthly written reports to the Executive Committee and Board of Trustees.
  4. Manage current year budget and develop following year's budget, in conjunction with Finance Committee.

C. Duties of the Vice-President of Finance. This Vice-President shall be the Chief Financial Officer and oversee the raising of operating and reserve funds for the Congregation. Specific duties include:

1. Oversee committees within the areas of Fund Raising, Development and Finance.
2. Coordinate the fund-raising calendar with The Administrator
3. Maintain a list of ideas/events for two (2) years of fund-raising appropriate to a synagogue.
4. Present monthly written reports to the Executive Committee and the Board of Trustees regarding the financial conditions and affairs of the Congregation, including current financial statements.
5. Assist in the preparation of an operating budget for the Congregation and submit same to the Board for its recommendation and to the Congregation for its approval
6. Conduct the financial affairs of the Congregation in accordance with all applicable federal, state, and local laws, ordinances, codes and regulations
7. Chair the Financial Assistance Committee

D. Duties of the Vice-President of Planning This Vice-President shall manage Short Range and Long Range Planning in accordance with the congregation's needs, growth and priorities. Specific duties include:

1. Oversee committees within areas of Short Range and Long Range Planning
2. Coordinate with each VP two years of programs and activities
3. Foster communication and facilitate program coordination among VPs
4. Assist in the evaluation and measurement of success and costs of programs and activities.
5. Coordinate two year calendar with VP Administration and VP Finance.
6. Facilitate Leadership Development Program every two years.
7. Provide monthly written reports to the Executive Committee and Board of Trustees.
8. Manage current year budget and develop following year's budget, within their area in conjunction with Finance Committee.

E. Duties of the Vice-President of Membership. This Vice-President shall manage recruitment, integration and retention of Congregational membership and shall manage community outreach programs. Specific duties include:

1. Oversee committees within the areas of membership with specific attention to Recruitment, Integration and Retention.
  2. Provide monthly written reports to the Executive Committee and Board of Trustees, including relevant information on interests of new members.
  3. Manage current year budget and develop following year's budget, within their area in conjunction with Finance Committee
- F. Duties of the Vice-President of Religious Services. This Vice-President shall manage the various Congregational committees in the areas of religious practices and services, and social action. Specific duties include:
1. Oversee committees within areas of Ritual, Social Action, Interfaith and High Holy Day ushering.
  2. Work with the Rabbi and the Cantor to develop appropriate services for specific events.
  3. Coordinate with other Committees to plan special events, as needed (Purim, Passover, etc.).
  4. Present monthly written reports to the Executive Committee and Board of Trustees.
  5. Manage current year budget and develop following year's budget, within their area in conjunction with Finance Committee.
- G. Duties of the Vice-President of Education. This Vice-President shall manage the areas of education, including Religious School and Youth. Specific duties include:
1. Oversee committees within the areas of Education. In consultation with the Education Director, shall recommend employment contracts, and termination of teachers and school personnel (as necessary).
  2. Supervise the Education Director and Youth Director, including evaluation of performance with input from the clergy and the Religious School Committee Chair and Youth Committee Chair.
  3. Present monthly written reports to the Executive Committee and Board of Trustees.
  4. Manage current year budget and develop following year's budget, within their area in conjunction with Finance Committee.
- H. Duties of the Secretary. The Recording Secretary shall serve as custodian of the corporate seal and vital documents of the Congregation and shall record and maintain the attendance and minutes of all Executive Committee and Board meetings. The Secretary shall maintain the records of all approved motions of the Board of Trustees, as well as all things usual to this office, or imposed by law. Specific duties include:



1. Prepare materials for Executive Committee and Board of Trustee Meetings.
  2. Maintain an ongoing Policy Manual of Board approved policies, which shall be updated annually.
  3. Send out Notice of Meetings of Executive Committee and Board of Trustees.
- I. Immediate Past President. The Immediate Past President shall manage Short-Term and Special Projects. Specific duties include:
1. Annual review, in conjunction with the Strategic Planning Committee, of the By-Laws and Constitution.
  2. Communication with the U.R.J.
  3. Serve as Chair of the Nominating Committee.

## ARTICLE VIII

### COMMITTEES

The primary purpose of a committee is to gather information and make recommendations, and serve in an advisory capacity to the applicable Vice-Presidents, to the President and to the Board. Committees shall follow the express guidelines of the Board, and implement policy and directives when requested to do so by the Board.

The President shall appoint the chair of all committees in consultation with the applicable Vice-President. The chair shall select the members of the committee. A committee shall consist of at least three (3) members.

The Standing Committees shall be:

- A. Executive Committee. The Executive Committee shall consist of the elected Officers of the Congregation and the Immediate Past President. It shall meet at least once a month, with the President serving as Chair. It shall prepare the agenda for meetings of the Board and of the Congregation, and recommend policy for the approval and action of the Board. The committee shall also serve as an evaluation committee of all senior staff members.
- B. Finance Committees. The Finance Committee shall report to the VP of Finance. The Finance Committee shall advise and recommend actions consistent with overall fiscal responsibility for the Congregation. The Committee shall develop the budget for the next fiscal year in collaboration with Vice Presidents and their committee chairs and Auxiliary Presidents.. This budget shall be reviewed with the President and Executive Committee before it is submitted to the Board for review, modification and approval. The budget shall be presented to the Board at least forty-five (45) days prior to the annual Congregational meeting. A copy shall be mailed to members in good standing at least thirty (30) days prior to the Annual Meeting, and shall be submitted to the

Congregation for approval at the Annual Meeting. The Committee shall present written monthly reports to the Board...

- C. Fundraising and Development Committees. The Fundraising and Development Committees shall report to the Vice-President of Finance. They shall assist in the establishment, development, coordination and implementation of plans to raise funds, to augment the operating budget and develop and coordinate vehicles for planned giving.
- D. Membership Committees. The membership committees shall report to the Vice-President of Membership. They shall develop programs for the recruitment of new members; integration and retention of current members, and information and assistance for prospective members and develop outreach programs.
- E. Planning Committees. The planning Committees shall report to the Vice-President of Planning. They shall develop and facilitate Short Range and Long Range Planning in conjunction with the other Vice-Presidents and committees.
- F. Religious School Committee. The Religious School Committee shall report to the Vice-President of Education. It shall recommend Religious School policies and procedures, subject to the approval of the Board and will evaluate and review the needs of the Religious School and make recommendations, accordingly.
- G. Ritual Committees. The ritual committees shall report to the Vice-President of Religious Services. They shall have the duty, in consultation with the Clergy, to oversee the Religious activities of the Congregation.
- H. Youth Committee. The Youth Committee shall report to the Vice-President of Education. They shall assist in policy recommendations involving all Youth Groups and their activities.
- I. Leadership Development Committee. This Committee shall identify, develop and train potential candidates for Temple leadership positions. VP Planning shall chair this committee.

The Special Committees shall include:

- A. Financial Assistance Committee. The Financial Assistance Committee shall consist of the Financial Assistance Administrator (elected from the Board), the President, and the VP Finance. If necessary, by special appointment of the President, members of the Board of Trustees may serve on this Committee. This Committee shall make such written confidential arrangements as may be necessary for the financial assistance of members, subject to financial oversight by the Board of Trustees.
- B. Nominating Committee. The Board shall appoint a Nominating Committee on or about ninety (90) days prior to the Annual Meeting. The Committee shall consist of three (3) members of the Board, one of whom shall be the Immediate Past President, plus two (2) alternates; and four (4) members of the Congregation, plus 2 alternates. The Immediate Past President shall be the Chairperson. An alternate votes in the absence of a member.

1. If the Immediate Past President shall be unable or unwilling to serve, the next most recent past president able and willing to serve shall be appointed to the Nominating Committee and serve as Chair. In the event no Past President is available or willing to serve, the Board of Trustees shall appoint a Board member to the Nominating Committee as an alternate to the Past President, and the Executive Committee shall appoint the Chair.
  2. The Nominating Committee shall submit to the Board a list of proposed candidates for Officers and Trustees, in accordance with Article IX – Congregational Meetings. Current members of the Nominating Committee are prohibited from seeking or accepting election to the Board of Trustees or as an Officer of the Congregation.
- C. HR Committee. The Human Resources Committee shall be responsible for facilitating the recruitment of Senior Staff and contracted employee searches (as necessary), and assuring a 90 day probationary review. It shall act as a transitioning team for new contracted employees to assure their integration as effective organizational members.

Upon completion of the recruitment process, the Committee shall recommend Clergy candidates to the Board. The Board shall then select, by majority vote, the candidate to be presented to the Congregation for a vote of approval by a majority of the members in good standing in attendance at a Special Meeting.

## ARTICLE IX

### CONGREGATIONAL MEETINGS

- A. Annual Meeting. The annual meeting of the Congregation shall be held in Palm Beach County, Florida, on or about forty-five (45) days prior to the start of the fiscal year. Written notification of the Annual Meeting shall be sent to the Congregation not less than fifteen (15) calendar days prior to the meeting.
- B. Special Meetings. Special meetings of the Congregation may be called by the President, by a majority vote of the Board, or by written application of at least ten (10%) percent of the membership eligible to vote. Special meetings must be convened within thirty (30) days of the receipt of application. Notice of a Special Meeting shall be mailed at least ten (10) days prior to the meeting, and shall state the specific purpose(s) for which the special meeting is called, and no other business may be transacted at the meeting.
- C. Quorum. The presence of fifteen (15%) percent of the members in good standing present, or by absentee ballot, shall constitute a quorum for the transaction of business at any meeting of the Congregation.
- D. Voting. A majority vote of members in good standing present at Congregational meetings, or by absentee ballot, shall be required to pass, or otherwise accept, motions or actions proposed. The President or presiding officer shall not vote unless necessary to resolve a tie.

- E. Nominations from the Nominating Committee. On or about forty-five (45) days prior to the Annual Meeting, the Nominating Committee shall submit to the Board a report indicating nominees proposed for Officers and as Trustees. The President shall ensure that the list of nominees is mailed to the membership approximately thirty (30) days prior to the date of the Annual Meeting.
- F. Nominations by Petition. Nominations may be made by written petition signed by fifty (50) members in good standing, with the consent of the nominee. The petition shall be presented to the President at least twenty (20) days prior to the Annual Meeting. The President shall ensure that such additional nominations are mailed to the membership at least ten (10) days prior to the Annual Meeting. Nominations are formally closed at the time of said mailing and no nominations may be made from the floor.
- G. Elections. The Chair of the Nominating Committee shall conduct the election. The Nominating Committee shall prepare ballots and absentee ballots, count and verify votes, disqualify votes as justified, announce the names of the candidates and certify the election results to the membership. Those candidates receiving the largest number of votes for each Officer position and for each Trustee position shall be declared elected by the Chair of the Nominating Committee. In the event of a tie, there shall be an immediate run-off of the candidates involved.

## ARTICLE X

### CLERGY

The Rabbi shall be an ordained graduate of an accredited rabbinical academy or seminary recognized by the Union for Reform Judaism. The Rabbi and the Cantor, or Cantorial Soloist, shall profess, observe and teach the tenets of Reform Judaism.

- A. Duties of the Rabbi. Subject to the policies of the Board, the Rabbi shall:
  - 1. Conduct religious services with freedom of expression in the pulpit, attend to the spiritual welfare of the Congregation, and perform all other functions of the position.
  - 2. Officiate at marriages and funerals, and tend to all duties pertaining to the life cycle, and religious needs of the members of the Congregation and their immediate families.
  - 3. Supervise the religious educational program and implement the course of religious instruction.
  - 4. Supervise all other members of the Clergy.
  - 5. Assure *Bema* coverage by Rabbi or Cantor at all times.
  - 6. Perform such other duties as the Board may determine that do not conflict with the Rabbi's conscience or professional ethics.
- B. Duties of the Cantor or Cantorial Soloist. Under the direction of the Rabbi, and subject to the policies of the Board, duties shall include:

1. Chant the prayers on the Sabbath, Festivals and Holidays.
2. Choose the musical portion for such services.
3. Prepare the choir, whether volunteer or professional, for participation in worship services.
4. Officiate or participate at life cycle events of members and their immediate family as requested, and in accordance with Board policy.
5. Perform such other cantorial duties as the Rabbi and Board may determine.
6. Serve on the *Bema* when the Rabbi is absent.

## ARTICLE XI

### AUXILIARY ORGANIZATIONS

All organizations formed within the Congregation must have the approval of the Board of Trustees prior to their establishment. Auxiliary Organizations may be formed from time to time with the approval of the Board.

The purpose of an Auxiliary Organization shall be to further the goals and objectives of the Temple, and to support such functions as fund raising, programming, social, cultural and ritual events. Auxiliary organizations operate at the pleasure of the Temple Board of Trustees. Auxiliary organizations may be formed from time to time with the approval of the Board.

Each Auxiliary Organization shall have a Charter and By-Laws that are approved by the Auxiliary Organization and by the Board of Trustees prior to its establishment. The Charter and By-Laws will outline the Auxiliary Organization's organizational structure, and the Auxiliary Organization's objectives for fund-raising, programming, social, cultural, and ritual events.

Each Auxiliary organization will be responsible for presenting an Annual Treasurer's Report and Budget to the Board of Trustees prior to the Annual Congregational Meeting. Such report may also be subject to outside review or audit. An Auxiliary Organization shall be responsible for supporting the Temple by providing an agreed upon portion of its net income to the Operating Fund of the Temple by June 30th each year.

Each Auxiliary organization shall have one (1) vote on the Board; such voting member shall be a member in good standing of the Congregation. The Auxiliary President (or designee) is expected to attend all Board meetings.

## ARTICLE XII

### AMENDMENT

This Constitution may be amended or repealed, and new provisions may be adopted by:

- A. An affirmative vote of two-thirds (2/3) of the Board of Trustees at any regular meeting of the Board, or any Special Meeting of the Board called for that purpose, shall be required to bring repeals or amendments before the Congregation for adoption.
- B. Written petition executed by not less than ten (10%) percent of the members in good standing shall be required to bring repeals or amendments before the Congregation for adoption.
- C. After a successful vote of the Board or receipt of a qualifying written petition, the President shall then convene a Meeting of the Congregation as provided herein, the notice for which shall contain a statement of the proposed repeals or amendments.
- D. An affirmative vote of a majority of the members of the Congregation in good standing, voting in person or by absentee ballot, shall be necessary to adopt any amendment or repeal an existing provision of the Constitution.

### ARTICLE XIII

#### REAL ESTATE

Before any contract or other agreement shall be entered into for the purchase, construction, option to purchase, lease or sale of real estate by or for the Congregation, the Board shall ascertain all the relevant material facts and submit them to the Congregation at an Annual Meeting or Special Meeting called for that purpose. A vote of a majority of the members in good standing voting in person or by absentee ballot shall be required to authorize such action.

### ARTICLE XIV

#### INDEMNIFICATION AND INSURANCE

The Congregation shall, at its expense, bond all Officers and Trustees, purchase Directors and Officers Acts and Omissions Liability Insurance, Public Liability Insurance, Casualty Insurance, Worker's Compensation Insurance, and other insurance as required by law or as the Board may deem advisable.

Every Trustee and Officer shall be indemnified by the Congregation against all expenses and liability, including attorneys' fees, incurred in connection with any proceeding resulting from their involvement as a Trustee or Officer or member of the Congregation, except when an individual is adjudged guilty of willful misfeasance or malfeasance in performing his/her duties.

### ARTICLE XV

## DISSOLUTION

To effect dissolution of the Congregation, a resolution of the Board must be adopted in accordance with the Florida Not for Profit Law No. 617.1402, as amended, or subsequent laws covering such corporation. The Board shall adopt a resolution to dissolve, and submit the resolution to a special Congregational meeting called for that purpose. Written notice stating the reason for dissolution shall be sent to all members by certified mail at least thirty (30) days prior to such meeting. A vote of seventy-five (75%) percent of the membership is required for approval. A plan for distribution of assets and the payment and discharge of all obligations must be adopted at this meeting, in accordance with law.

## ARTICLE XVI

### RULES OF ORDER

Robert's Rules of Order, latest revised edition, shall govern the conduct of meetings.

## ARTICLE XVII

### LITIGATION

In the event of litigation between the Congregation and a Member, the prevailing party shall be entitled to reimbursement of reasonable attorney's fees and costs.

## ADOPTION

This amended and restated Constitution of Temple Shaarei Shalom shall become effective upon adoption by the Congregation, which occurred on May 9, 2017