

**BYLAWS OF
THE UNIFIED JEWISH CONGREGATION
OF BATON ROUGE**

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**BYLAWS of
The Unified Jewish Congregation of Baton Rouge**

1. Offices.

The principal office of The Unified Jewish Congregation of Baton Rouge (the “Congregation”) shall be in the City of Baton Rouge, Parish of East Baton Rouge, State of Louisiana, or in such other location as the Board of Directors may determine in their discretion.

2. Directors.

2.1.General: Subject to the provisions of the Articles of Incorporation and these By-laws, the Board of Directors may exercise all powers allowed by law.

2.2.Number of Directors: The Board shall consist of twelve (12) Directors selected and/or elected in accordance with the provisions of these bylaws.

2.3.Selection and Election of Directors

2.3.a)Selection of members of the initial Board of Directors

(1)Six members of the initial Board of Directors shall be selected by the Board of Directors or members of the former Beth Shalom Synagogue in any fashion that the former Beth Shalom Synagogue determines is appropriate. The former Beth Shalom Synagogue shall designate which two of those members shall serve a two year term, which two of those members shall serve a three-year term, and which two shall serve a four-year term.

(2)Six members of the initial Board of Directors shall be selected by the Board of Directors or members of the former Congregation B’nai Israel in any fashion that the former Congregation B’nai Israel determines is appropriate. The former Congregation B’nai Israel shall designate which two of those members shall serve a two year term, which two of those members shall serve a three-year term, and which two shall serve a four-year term.

2.3.b)Election of Directors following the initial selection.

(1)As the term of each of the members of the initial Board of Directors ends, the Nomination Committee shall propose a candidate for each vacant seat in accordance with the following provisions.

(1)(i) The Nomination Committee shall be composed of six congregational members selected by the Board.

- (1)(ii) The Nomination Committee during the first three years of the Congregation's existence: During the first three years of existence of the Congregation, the Nomination Committee shall include: (a) four members from the Board, with two members from the former B'nai Israel congregation and 2 members from the former Beth Shalom congregation; and (b) two members from the Congregation who are not on the Board, with one member from the former B'nai Israel congregation and one from the former Beth Shalom congregation.
- (i) The Board vote to appoint these members of the Nomination Committee shall require a vote of 75% of the Board members.
- (ii) The President of the Board may be an ex-officio member of the Nomination Committee but shall not have a vote on that committee.
- (1)(iii) The Nomination Committee after the first three years of the Congregation's existence: After the first three years of the Congregation's existence, the Nomination Committee shall consist of six members, four of whom are on the Board and two of whom are members of the Congregation who are not on the Board.
- (i) The Board vote to appoint these members of the Nomination Committee shall require a vote of two-thirds of the Board members.
- (ii) The President of the Board may be an ex-officio member of the Nomination Committee but shall not have a vote on that committee.
- (2) The election of directors shall take place at the annual meeting of the membership at which a quorum is present in person, by phone, electronically, or by proxy. In addition to those nominated by the Nomination Committee, members at the annual meeting may propose additional nominees. To be elected to fill a vacancy, the winner shall receive a majority of the votes of the members present in person, by phone, electronically, or by proxy at that meeting.
- (2)(i) If there are four vacancies on the Board and there are only four nominees to be voted on, the entire slate can be elected as a group.
- (2)(ii) If there are more than four nominees, each nominee shall be voted on individually by secret ballot. To be elected to a vacancy, a nominee must receive a majority of the vote of the members present in person, by phone, electronically, or by proxy at that meeting.
- (i) If less than four board members are selected by this process there shall be one or more run-off elections under the following conditions:

- (ii) If there are more than two nominees remaining for the slot or slots to be filled, one or more run-off elections shall be conducted among the top vote recipients using the formula: number of seats to be filled plus one = the number of nominees in the run-off.
 - (iii) For example, if there is one slot to be filled and there are three or more nominees remaining who have not received a majority vote in the prior round of voting, only the two nominees who had received the highest number of votes in the previous round would advance to run-off election.
- (3) Each director who is elected shall serve a three-year term.
- (4) Except as permitted by this subsection, no director may be elected for more than two consecutive terms.
- (4)(i) Notwithstanding any other provision of these Bylaws to the contrary, those initial directors appointed/selected for an initial four-year term may not stand for election for a second consecutive term.
- (4)(ii) Except as set forth in Section 2.3(b)4(i),above, an officer of the Board who is in his or her last year on the Board is eligible to be elected for one additional term as a member of the Board.
- (4)(iii) Subject to the provisions of subsection 2.3(b)4(ii):
- (i) a director (who may not stand for election because that director has already served two consecutive terms) is eligible to be elected for another term in the future and serve again for up to two consecutive terms.
 - (ii) There is no limit on how many times a member of the Congregation may be elected to the Board of Directors, as long as that member does not serve more than two consecutive terms.

2.4.Vacancies:

- 2.4.a) If any vacancies occur in the Board caused by death, resignation, disqualification or removal from office of any Director, a majority of the Directors then in office (though less than a quorum) may choose a successor. The Successor Director so chosen shall hold office until the next annual election for that position and until the successor's successor is duly elected, unless such position becomes vacant caused by death, resignation, disqualification or removal from office of the Successor Director, in which case that Successor Director's seat shall be filled in accordance with this paragraph 2.4.

2.4.b) If a vacancy occurs during the first two years of the formation of the Congregation, the Board shall endeavor to keep the balance of the Board between Beth Shalom Synagogue and Congregation B'nai Israel reflected in the membership of the initial Board.

3. Meetings of the Board of Directors, Quorum, Voting, and Service Without Compensation

3.1. Place of Meetings. The Board of Directors may hold its meetings, both regular and special, at any location in the State of Louisiana, but the preferred location is the building in which the Congregation operates.

3.2. Regular Meetings. The Board shall hold regular meetings at least once a month unless otherwise determined by the Board.

3.2.a) Meetings may be conducted telephonically or electronically, in such a manner that each participant can hear the entire meeting and be heard during the meeting.

3.2.b) Board members may attend meetings by telephone or electronically, in such a manner that each participant can hear the entire meeting and be heard during the meeting.

3.3. Special Meetings.

3.3.a) Special Meetings Called by the President. Special meetings of the Board may be called by the President on 48 hours' notice to each Director, either personally, by mail, by electronic mail, or by phone communication with the President speaking personally to the Director. Leaving a voice mail message is not sufficient notice. In the event of an emergency, however, the President may call a meeting upon less than 48 hours notice as long as due diligence is exercised in giving notice.

3.3.b) Special Meetings at the Request of Directors. After the first three years of existence of the Congregation, special meetings shall be called by the President or Secretary on the written request of any five (5) Directors. Such special meetings require 48 hours' notice to each Director, either personally, by mail, by electronic mail, or by phone communication with the President or Secretary speaking personally to the Director. Leaving a voice mail message is not sufficient notice.

3.3.c) Attendance at Special Meetings. Directors may attend special meetings by telephone or electronically, in such a manner that each participant can hear the entire meeting and be heard.

3.4. Quorum.

3.4.a) During the first three years of existence of the Congregation, a quorum shall consist of seventy-five percent (75%) of the Directors.

3.4.b) After the first three years of existence of the Congregation, a quorum shall consist of a majority of the Directors.

3.4.c) If at any time a quorum is not present, a majority of Directors present may adjourn the meeting from time to time without further notice until the necessary quorum is present.

3.5. Voting. The affirmative vote of a majority of all Directors shall be required for any act of the Board of Directors except as otherwise provided in these Bylaws.

3.6. Proxies Not Allowed. No proxy voting is permitted for Board of Directors' meetings. No member of the Board may give or accept a proxy from any other Board Member.

3.7. Minutes. The Board, through the office of its Secretary, shall keep and maintain regular minutes of its proceedings.

3.8. Compensation. Directors shall serve without compensation.

4. **Officers: Selection, Election, Term, and Responsibilities.**

4.1. Officers. The officers of the Congregation shall be a President, Vice President, Secretary, and Treasurer.

4.2. Election. The Board of Directors shall elect from the members of the Board a President, a Vice President, a Secretary, and a Treasurer.

4.2.a) Election of President.

(1) For the first three years of existence of the Congregation, the President shall be elected for a term of one year by seventy-five percent (75%) of all Board members. During the first three years of existence of the Congregation, the President may be re-elected during years two and three.

(2) After the first three years of existence of the Congregation, the President shall be elected for a term of one year by a majority of all Board members. A person who has served as President for two consecutive years may not be elected President for a third year, but that person may be elected President in subsequent years and, if so elected and then elected in the next year, may serve two consecutive one-year terms. After the first three years of the existence of the Congregation, no President shall serve three consecutive terms as President.

4.2.b) Election of Vice President, Secretary, and Treasurer.

(1) For the first three years of existence of the Congregation, the offices of Vice President, Secretary, and Treasurer shall be elected for a term of one year by two-thirds (2/3rd) of all Board members. During the first three years of existence of the Congregation, these officers may be re-elected during years two and three.

(2) After the first three years of existence of the Congregation, the offices of Vice President, Secretary, and Treasurer shall be elected for a term of one year by a majority of all Board members. A person who has served as an officer for two consecutive years in the same office may not be elected to that office for a third year, but that person may be elected to that or another office in subsequent years and, if so elected, may serve two consecutive one-year terms in that office. After the first three years of the existence of the Congregation, no officer shall serve three consecutive terms in any office .

(3) No limit on non-consecutive terms.

(3)(i) Except as specifically provided in these Bylaws, no person elected to the office of President, Vice President, Treasurer, or Secretary shall serve three consecutive terms in the same office. Nothing, however, shall prevent any person from being elected to: (a) one or more non-consecutive terms in the same office; (b) elected one or more times to the same office in future years and serving up to two consecutive terms; or (c) elected to another office on the Board after having completed a term in a different office.

(3)(ii) A person may serve on the Executive Committee in consecutive years in different capacities without violating the provisions of these Bylaws. For instance, a person may be elected to the office of Treasurer for one year and be elected the following year as Vice President and be elected the following year as President.

4.3. Office of the President.

4.3.a) The President shall be the chief executive officer of the Congregation and, subject to the control of the Board of Directors, shall in general supervise and manage all of the business and affairs of the Congregation.

4.3.b) The President shall preside at all meetings of the Board of Directors and of the membership of the Congregation.

4.3.c) The President may appoint all committees with the consent of the Board.

4.3.d) The President shall see that all actions and resolutions of the Board are carried into effect.

4.3.e) Signing of Documents.

(1) The President may sign any deeds, mortgages, bonds, contracts or other instruments that the Board of Directors have the power to authorize and have so authorized to be executed, except in cases where the signing and execution may be expressly delegated by the Board of Directors to some other officer or agent of the Congregation or shall be required by law to be otherwise signed or executed.

(2) For actions involving deeds, mortgages, bonds, or contracts for which the Articles or Bylaws require a membership vote, the President may sign any deeds, mortgages, bonds, contracts or other instruments that the membership has authorized to be executed.

4.4. Office of the Vice President. In the absence or disability of the President, the Vice-President shall perform (a) the duties and exercise the powers of the President and (b) such other duties as the Board of Directors may request.

4.5. Office of the Secretary

4.5.a) The Secretary shall attend all Board of Directors' meetings and keep the minutes in a fashion that those minutes may be examined by any member of the Board or any member of the Congregation. If the Secretary is unable to attend any meeting, the President shall appoint from the Board members an acting Secretary for the meeting.

4.5.b) The Secretary shall:

(1) See that all notices are duly given in accordance with the provisions of these Bylaws or as required by law;

(2) Be custodian of the corporate records;

(3) Be in charge of assuring that the Congregation maintains a register containing each member's mailing address, phone number, and email address (to the extent that the member maintains an email address), which information shall be furnished to the Secretary by each member; and

(4) Perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned by the President or by the Board of Directors.

4.6. Office of the Treasurer. The Treasurer shall:

- 4.6.a) Have the custody of all funds of the Congregation and shall keep full and accurate accounts of receipts and disbursements in books belonging to the corporation;
 - 4.6.b) Maintain a complete and accurate set of books and record of the financial condition of the Congregation in accordance with generally accepted accounting principles for non-profit organizations.
 - 4.6.c) Assure that all moneys and assets of the Congregation are kept in the name of the Congregation in such depositories as may be designated by the Board of Directors;
 - 4.6.d) Disburse the funds of the Congregation as may be ordered by the Board of Directors but only in strict accordance with the Articles and Bylaws, taking proper vouchers for such disbursements.
 - 4.6.e) Prepare and present a monthly financial report to the Board of Directors and an annual financial report and budget to the Membership of the Congregation; and
 - 4.6.f) Perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned by the President or by the Board of Directors.
- 4.7. Executive Committee. The Executive Committee of the Board shall consist of the President, the Vice President, the Secretary, and the Treasurer. The Executive Committee may meet from time to time as it deems appropriate.

5. Committees

- 5.1. The Board may create committees (including Standing Committees) and subcommittees for such term(s) and purposes as the Board deems appropriate.
- 5.2. The President, after consultation with the Board, shall appoint the Chair and members of each committee the Board has created or of whose membership the Board has approved.
- 5.3. All committees, including Standing Committees, may make recommendations to the Board but no committee can take actions not expressly authorized by the Board.
- 5.4. Committee Membership:
 - 5.4.a) Members of committees need not be members of the Board.

5.4.b) During the first three years of existence of the Congregation, each and every Committee shall have an equal number of members from the former Congregation B'nai Israel and the former Beth Shalom Synagogue.

6. Membership

6.1. Member. All individuals who meet the requirements of membership set forth in the Articles of the Congregation may apply to be a member of the Congregation.

6.2. “Member” definition. As used in these Bylaws, the term “member” means a member who

6.2.a) Has been accepted for membership by the Board of Directors, and

6.2.b) Has met that member’s financial obligations to the Congregation.

6.3. Unit of Membership.

6.3.a) For purposes of dues, assessments, and entitlement to member benefits, the unit of membership shall be any single individual or a “family” as defined in this Section 6.3. The word “family” shall mean (a) a single person, a married couple, or committed partners (b) along with any unmarried children who are members of the household, but such unmarried children shall not be considered members for purposes of either forming a quorum for any meeting or for voting.

6.3.b) Membership voting. A member who is a single person or a single individual shall be entitled to one vote. A married couple or committed partners shall be entitled to two votes. Subject to Section 6.2(b), above, each person so entitled to vote shall be deemed a “member” for the purposes of establishing a quorum under these Bylaws or for calling a special meeting under Section 7.2, below.

6.4. Honorary Members. Honorary Membership may be conferred upon such individuals as the Board determines from time to time. Honorary members shall not have voting rights.

6.5. Membership Application and Approval.

6.5.a) The membership application shall be in writing in a form approved by the Board of Directors.

6.5.b) The Board shall approve or disapprove applicants for membership in its discretion, subject to any additional approvals or recommendations the Board requires from any committee.

6.6. Member's Financial Obligation to the Congregation.

6.6.a) Membership in the Congregation entails a financial responsibility to the Congregation.

6.6.b) Members shall pay such dues and assessments as the Board from time to time approves. The Board may delegate to one or more committees the responsibility for determining the appropriate level of dues or assessments of any member.

6.6.c) Arrearages in financial obligations.

(1) Any member having an account balance more than 180 days past due for dues, assessments, or any other charges, shall not be entitled to vote on any issue at any meeting.

(2) A member may be reinstated by payment of all arrearages.

(3) The Board may terminate the membership of any member who has not timely paid the arrearages.

(4) The Board may waive these requirements if warranted by an individual's circumstances. The Board may delegate the decision to waive these requirements to a committee.

(5) A person who will not be entitled to vote because of arrearages shall be so notified in writing by the Treasurer.

6.7. Resignation of Member. A member may resign from membership at any time upon written notice to the Board.

7. **Membership Meetings**

7.1. Annual Meeting. There shall be one annual meeting of the members of the Congregation during the month of January. The Board shall determine the specific time, date, and place of this meeting.

7.2. Special meetings. Special meetings of the members of the Congregation shall be called by either (a) the President, at the request of the Board of Trustees, or (b) upon written application of no less than ten percent (10%) of the members.

7.3. Notice and information.

7.3.a) Except as provided below, notice of any meeting, annual or special, shall be given no later than 30 days in advance of the meeting.

7.3.b) The President, authorized by a vote of two-thirds (2/3) of the Board's members, may call a special emergency meeting. Notice of such a meeting shall be given no later than 10 days in advance of that meeting. At a special emergency meeting, no action may be taken to amend the Articles or Bylaws or to take any action which these Bylaws require a super majority vote.

7.3.c) At any special or special emergency meeting, no business shall be transacted except that specified in the notice of the meeting.

7.3.d) The notice of any meeting (annual, special, or special emergency) shall include the following information:

- (1) The purpose of the meeting
- (2) The time and date of the meeting
- (3) The agenda for the meeting
- (4) The text of any proposals, amendments, or matters for vote to the extent such items are available at the time of the notice.
- (5) For an annual meeting, minutes of the last meeting

7.3.e) Quorum.

- (1) Twenty percent (20%) of the members of the Congregation present in person, by phone, electronically, or by proxy shall constitute a quorum at the annual meeting.
- (2) Twenty percent (20%) of the members of the Congregation present in person, by phone, electronically, or by proxy shall constitute a quorum at any special meeting other than a special emergency meeting.
- (3) Twenty-five percent (25%) of the members of the Congregation present in person, by phone, electronically, or by proxy shall constitute a quorum at any special emergency meeting.

7.4. Member Proxies.

7.4.a) Proxies are permitted at annual meetings, special meetings, and special emergency meetings.

7.4.b) Any member may designate another member to vote on behalf of the giver of the proxy.

7.4.c) No member may hold or vote more than two proxies per meeting.

7.4.d) Proxy Requirements.

- (1) Every proxy shall be in writing, which includes a handwritten, typed, or electronic document,
- (2) Every proxy shall clearly state the name of the giver of the proxy and the name of the member entitled to vote the proxy.

(3) Proxies may be limited by the proxy giver to allow the proxy recipient to vote on certain matters only or in certain ways on certain matters, or the proxy may be unlimited so that the proxy recipient may vote the proxy on any and all matters.

7.4.e) Voting at Member Meetings Except as provided in Section 8 below for matters requiring Super Majority Votes, the passage of any resolution, motion, or action requires the majority of the members present in person, by phone, electronically, or by proxy.

8. Super Majority Votes

8.1. None of the following actions may be taken without a super majority vote (as defined in this Section 8) of the members of the Congregation present in person, by phone, electronically, or by proxy at an annual meeting, special meeting, or special emergency meeting properly called at which a quorum was present.

8.1.a) Buying, selling, mortgaging, or encumbering any immovable property.

8.1.b) Leasing any immovable property for a term longer than twelve months.

8.1.c) Dissolving the Congregation.

8.1.d) Merging the Congregation.

8.1.e) Changing the name of the Congregation.

8.2. During the initial three years of the existence of the Congregation, the requirement of a super majority vote shall mean a vote of seventy-five percent (75%) of the members present in person, by phone, electronically, or by proxy.

8.3. After the initial three years of existence of the Congregation, the requirement of a super majority vote shall mean a vote of two-thirds (2/3) of the members present in person, by phone, electronically, or by proxy.

9. Amendments

9.1. Amendments to these Bylaws may be proposed either by:

9.1.a) The Board of Directors, or

9.1.b) At least twenty percent (20%) of the members of the Congregation.

9.2. Notice of amendments. Any proposed amendment to these Bylaws shall be sent by mail or electronic transmittal to each member of the Congregation at least thirty (30) days prior to such meeting.

9.3. The required vote to amend.

9.3.a) During the initial three years of the existence of the Congregation, these Bylaws may not be amended except at an annual or special meeting of the member

of the Congregation for which notice of the amendment and of the meeting shall be given no later than thirty (30) days in advance of the meeting. The vote required to amend is seventy-five percent (75%) of the members present in person, by phone, electronically, or by proxy.

9.3.b) After the initial three years of the existence of the Congregation, these By-laws may not be amended except at an annual or special meeting of the member of the Congregation for which notice of the amendment and of the meeting shall be given no later than thirty (30) days in advance of the meeting. The vote required to amend is two-thirds (2/3) of the members present in person, by phone, electronically, or by proxy.

10. Rabbi

10.1. Employment of a Rabbi for the Congregation and renewal or extension of a Rabbi's contract shall be decided by the Congregation's Board of Directors.

10.2. Any vote of the Board of Directors to employ a Rabbi or to renew or extend a Rabbi's contract shall be subject to the following requirements:

10.2.a) For the first three years of existence of the Congregation, any vote to employ a Rabbi or renew or extend a Rabbi's contract shall require a vote of seventy-five percent (75%) of all Board members.

10.2.b) After the first three years of existence of the Congregation, any vote to employ a Rabbi or renew or extend a Rabbi's contract shall require a vote of two-thirds (2/3rds) of all Board Members.

11. Indemnification.

11.1. Subject to the provisions of this Section, any and all incorporators, directors, officers, employees, former directors, (and the heirs, executors or administrators of any such person), shall be indemnified by the Congregation against all costs and legal or other expenses, including costs and amounts paid in settlement, that are:

11.1.a) reasonably incurred by or imposed upon them (or any of them in connection)

11.1.b) with or resulting from any claim, action, suit or proceeding, whether civil or criminal, in which they, or any of them, are made parties, or a party, by reason of being or having been directors or officers or a director or officer of the Congregation.

11.2. This indemnification shall be to the fullest extent allowed by Louisiana law. The right of indemnification shall not be exclusive of other rights to which those indemnified may be entitled under any statute, bylaw, agreement, or otherwise.

11.3. If any such claim, action, suit or proceeding for which indemnity is sought is settled (whether by agreement, entry of judgment by consent, or otherwise), the determination in good faith by the Board of Directors of the corporation that such claim, action, suit or proceeding did not arise out of negligence or misconduct in the performance of duty by the director or officer or former director or officer or person indemnified and that such director or officer or former director or officer or person would not be held liable for the claim, action, suit or proceeding in question, shall be necessary and sufficient to justify indemnification.

11.4. In the absence of justification made by the Board of Directors in accordance with Section 11.3 is found, the right of indemnification in this Section 11 shall not apply in relation to matters as to which any such director or officer or former director or officer shall be finally adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of that person's duty to the Congregation or any other person or entity, unless the proper court shall determine that despite such adjudication of liability, the party seeking indemnity is fairly and reasonably entitled to indemnity for such expense as the court shall deem proper.

12. Rules of Order and Procedure.

All meetings of the Board and of the membership of the Congregation shall be governed by Roberts Rules of Order, latest revised edition, except to the extent that something in the Articles or Bylaws of the Congregation contain different provisions or requirements.

13. Titles.

Titles to each provision of these Bylaws are for ease of reference and have no substantive meaning.

14. Fiscal Year.

The fiscal year of the Congregation shall begin on the first day of January and end on the last day of December of each year.

CERTIFICATE

I certify that these Bylaws were adopted unanimously by the Board of Directors of the Congregation at their duly called initial meeting on the _____ day of _____, 20__.

SECRETARY