

**CONSTITUTION AND BYLAWS
OF
BAT YAM TEMPLE OF THE ISLANDS
*as of April 4, 2024***

ARTICLE ONE – NAME

The name of this Congregation shall be BAT YAM TEMPLE OF THE ISLANDS (“Bat Yam” or “Congregation”).

ARTICLE TWO – NATIONAL AFFILIATION

This Congregation is affiliated with the Union for Reform Judaism (“URJ”). It shall pay dues to the URJ and be entitled to all services as well as privileges prescribed in the URJ Constitution and Bylaws.

ARTICLE THREE – MISSION AND PURPOSE

1. The Mission of this Congregation is to serve as a warm and welcoming Jewish spiritual and cultural center on Sanibel Island, serving Lee County, and providing a place of worship encompassing modern Jewish ritual.
2. Bat Yam’s Purpose is to foster the principles of Judaism and to help ensure the continuity of the Jewish people by worship, education, community service and interfaith activities.

ARTICLE FOUR – MEMBERSHIP AND DUES

1. Any person seeking to uphold the mission and purpose of the Congregation as expressed in ARTICLE THREE shall be eligible to apply for membership.
2. There shall be two primary *categories* of membership: “Full” and “Affiliate,” defined as follows:
 - a. A Full membership is a membership greater than 8 weeks per year and allows a member to vote on Congregation matters.
 - b. An Affiliate membership is a membership less than 8 weeks per year and does not have voting rights.
3. Within the two categories of membership, there are two membership *types*: “Single” and “Family,” defined as follows:
 - a. Single membership is for one person only.
 - b. Family membership is for two or more persons in a family or household.
4. A Full Family membership shall have two votes, and a Full Single membership shall have one vote on Congregation matters subject to a vote. Affiliate members shall not have a vote on Congregation matters subject to a vote.

5. The Board of Trustees (“Board of Trustees” or “Board”) shall set the amount of annual dues and annual fees and the schedule for payment, consistent with the Congregation’s budget and financial requirements.
6. A member facing financial hardship may ask for a reduction in dues or a longer dues-payment schedule, and the President, with the Treasurer, may, in their discretion, reduce a member’s dues or lengthen a member’s payment schedule.
7. The Board may, from time to time, vote to award complimentary membership to individuals or families based on either special circumstances or financial circumstances for those unable to afford Congregation dues.
8. A member who has not paid annual dues and annual fees and has not communicated with the Congregation or its leaders for two or more consecutive years, may, upon a vote of the Board, be removed from the membership rolls of the Congregation.
9. Members who have passed away will be respectfully and promptly removed from the membership rolls and mailing lists of the Congregation.
10. Any member wishing to resign shall do so in writing to the Board.

ARTICLE FIVE – MEETINGS OF THE CONGREGATION

1. The Annual Meeting of the Congregation shall be held during the first half of each calendar year, on such a date as the Board shall designate with at least fifteen (15) days written notice to the membership sent by an email blast to all members who have supplied their email addresses.
2. At each Annual Meeting, the voting-eligible members or their proxy shall:
 - a. vote to elect all trustees and officers. The trustees and officers may serve for consecutive terms that are two years in length, but must be re-elected annually for each year of their term.
 - b. be presented with the proposed Budget for the coming fiscal year (defined as beginning September 1 and concluding on August 31 of the year following), as approved by the Board.
3. Within at least fifteen (15) days prior to the Annual Meeting, the President or Recording Secretary shall provide the members with the slate of voting-eligible member(s) to serve as officers and trustees for the terms designated. At least five (5) voting-eligible Congregation members in good standing may nominate other voting-eligible members to serve as an officer or trustee by submitting electronically a written petition to the Recording Secretary at least ten (10) days prior to the Annual Meeting. The names of any new nominees shall be published digitally to the Congregation at least five (5) days prior to the Annual Meeting.
4. Special meetings of the Congregation may be called by the President or by a majority of the Board. A special meeting of the Congregation may also be called upon a written petition to

the Board requested by twenty (20) percent of the members eligible to vote. The special meeting called by the voting-eligible members must be set on a date not later than twenty (20) days after receipt of the valid written petition or after being called by the President or by a majority of the Board. A notice of the special meeting must be sent to the Congregation at least ten (10) prior to the special meeting by an email blast to all members who have supplied their email addresses. The notice of special meeting must set forth its purpose. No purpose other than that specified in the notice may be discussed at the special meeting.

5. At a regular or special meeting of the Congregation, a quorum shall consist of twenty (20) percent of members eligible to vote who are present. Quorum is defined as the minimum number of members that must be present, either in person or by proxy, at a meeting in order for to a vote at that meeting to be valid. A proxy presented to the Recording Secretary from a member eligible to vote is acceptable for the determination of a quorum. A majority of votes by the quorum shall be required for the adoption of any resolution or election of any officer or trustee. A special meeting shall be chaired by an officer or by a member appointed by a majority vote of the quorum.

ARTICLE SIX – BOARD OF TRUSTEES

1. The Board of Trustees shall consist of at least eleven (11) but not more than fifteen (15) voting-eligible trustees, which trustees include at least five (5) of the officers listed in Article Eight below.
2. Officers and Trustees are recommended by the Nominating Committee, and then approved by the Board prior to the notice of Annual Meeting. Consistent with Article Five above, Trustees are elected by a quorum of the voting-eligible members at the Annual Meeting. The length of an Officer's or Trustee's term is likewise recommended by the Nominating Committee, and then approved by the Board prior to the notice of Annual Meeting.
3. Spouses or members of the same household may not serve simultaneously as trustees.
4. A majority of the Board present in-person or by video or audio or proxy shall constitute a quorum. Trustees who are not able to be present in-person or by video or audio at a meeting may submit a vote by proxy.
5. The Board shall manage the affairs of the Congregation, its finances and its properties and assets. The Board shall set such standards and safeguards as to ensure the integrity of Bat Yam's finances, properties and assets. The Board shall fill all vacancies of officers and trustees in case of resignation, death, removal, disqualification or otherwise, until the next election by the Congregation to fill any remainder of a vacant term.
6. Trustees are required to disclose to the Board all actual or potential conflicts of interest as soon as such actual or potential conflicts arise.
7. The meetings of the Board of Trustees shall be held on a monthly basis from October through April, and at the call of the President from May through September. A special meeting of the

Board may be called by the President at any time and must be called by the President at the written request to the Recording Secretary of at least five (5) trustees. The Recording Secretary shall provide the Board with immediate notice of the special meeting request, and the special meeting must be called within seven (7) days of the written request received by the Recording Secretary.

8. Unless otherwise provided herein or by resolution of the Board, the Florida Not for Profit Corporations Act, followed by Roberts Rules of Order - Latest Revision, shall govern the procedure at all meetings of the Congregation and Board of Trustees.
9. The President may appoint a Parliamentarian to advise the Board of Trustees on the construction of any Bylaws, policies, rules and regulations.
10. All significant new projects, contracts, vendors, or changes in procedure shall be approved by the Board prior to implementation.

ARTICLE SEVEN – COMMITTEES

1. After the annual election of the Board of Trustees for the ensuing year, the President, in organizing the administration of the Congregation, shall appoint the chairpersons of the following ten (10) Standing Committees, whose chairperson or another committee member shall report to the Board on the committee's activities when called upon by the President or another Officer of the Board to do so:
 - a. The FINANCE COMMITTEE shall consists of the Treasurer, the President, and at least two other committee members, one of whom should be selected by the President as the committee chair. The duties of the Finance Committee shall be to (1) review the finances, income, expenses, and financial statements of the Congregation, (2) recommend to the Board policies pertinent to the fiscal operations of the Congregation, (3) formulate a budget for the Congregation for the ensuing fiscal year, to be readied for presentation, adoption and/or amendment by the Board, and later presented to the Congregation at the Annual Meeting, and (4) arrange for and recommend to the Board if it believes an annual compilation, review, or audit of the Congregation's fiscal operations for the previous fiscal year is warranted.
 - b. The MEMBERSHIP COMMITTEE shall take steps necessary to (1) encourage new membership and retain current members and make them all feel welcome, and (2) obtain and maintain current contact information (phones, emails, and mailing addresses) for all members, prospective members and guests.
 - c. The PUBLICITY COMMITTEE shall be responsible for the publication of information about the Congregation, its events and its leadership, or other topics of interest to the Congregation and wider community, in local media (including, where applicable, newspapers and other print media, television and other broadcast media, social media, digital media, and newsletters) in order to keep the membership and the

community informed of the activities of the Congregation and to help build awareness of the Congregation and enhance its image and its brand.

- d. The CARING COMMITTEE shall have four main areas of focus: (1) birthdays and anniversaries, (2) other simchas (such as marriages, births, and Bnai Mitzvah, (3) deaths and shivas, and (4) sicknesses, hospitalizations and needs for pastoral care. The Caring Committee shall adopt and follow processes for attending to these four focus areas, such as sending cards and other expressions of comfort to congregants who are ill or in need.
 - e. The TZEDAKAH COMMITTEE shall accept Tzedakah donations from Congregation members and others and distribute those funds to non-profit or charitable organizations that meet the criteria set by the Tzedakah Committee. Tzedakah funds shall be kept in a separate account for such purpose.
 - f. The VENUE & SECURITY COMMITTEE shall prepare the ritual elements and all other necessary elements of the Congregation for religious services and Congregation events, and shall adopt and follow processes and procedures for providing security as needed at worship Services and other Congregation events, including but not limited to coordinating with and hiring local law enforcement as needed.
 - g. The PROGRAM COMMITTEE shall plan and organize education, holiday events and special programs sponsored wholly or partly by the Congregation.
 - h. The DEVELOPMENT COMMITTEE shall recommend to the Board ways and means of fundraising and shall administer and coordinate such activities.
 - i. The RITUAL COMMITTEE shall serve in an advisory capacity to the Rabbi and Board in the creation, evolution and implementation of ritual and worship practices, including organizing Shabbat Service and High Holy Day honors roles, that will encourage participation and spiritual growth for the Congregation and its members.
 - j. The NOMINATING COMMITTEE shall identify candidates to fill open officer and trustee positions and designate the length of their terms, which candidates and term-lengths shall be approved by the Board. Where there is a Past President, the Past President shall serve as the chairperson of the Nominating Committee. Including the chairperson, the Nominating Committee shall consist of at least five (5) members, appointed by the President and approved by the Board.
2. The President shall also appoint the chairpersons of such other Committees or Subcommittees as the Board may approve from time to time.
 3. With the exception of the Nominating Committee, the chairperson of each Standing or Special Committee, may appoint the members of that Committee.

ARTICLE EIGHT – OFFICERS

- 1. The Congregation and Board shall have at least the following four Officers: a President, a Vice President, a Secretary, and a Treasurer. The Congregation and Board may have two Vice Presidents (a First Vice President and a Second Vice President) and two Secretaries (a Recording Secretary and a Corresponding Secretary), Treasurer, and also an Immediate Past President if one is available. The duties of these seven Officer positions shall be as follows:**
 - a. The President will preside at all meetings of the Congregation and the Board. The President shall perform such duties as are usual for such office and may be an *ex-officio* member of all committees, except the Nominating Committee.**
 - b. The First Vice-President, in the absence or incapacity of the President, shall perform the duties of the President. The First Vice-President is expected to serve as the successor to the President although in certain circumstances, this may not always be the case.**
 - c. The Second Vice-President, in the absence or incapacity of the First Vice-President, shall perform the duties of the First Vice-President, and in the absence or incapacity of both the President and the First Vice-President, shall perform the duties of President. The Second Vice-President is expected to serve as the successor to the First Vice-President.**
 - d. The Recording Secretary shall record all minutes of the meetings of the Board and of the Congregation, ensure timely notice of all meetings, receive petitions, proxies and any electronic votes, and be custodian of the documents and records of the Congregation.**
 - e. The Corresponding Secretary shall attend to all correspondence of the Congregation and the Board, including but not limited to all tax acknowledgement receipts and gift notices related to donations and non-dues/non-fees related financial contributions to the Congregation. The Corresponding Secretary shall also notify the rabbi weekly of Yahrzeits for the following week, and shall notify members of their beloved's impending Yahrzeit.**
 - f. The Treasurer shall pay and track the expenses and income of the Congregation, keep the financial statements, records and accounts of the Congregation, and prepare such reports as the Board may require. The Treasurer shall serve as a permanent member of the Finance Committee. The Treasurer, or a designee, shall present and explain the Budget at the Annual Meeting of the Congregation.**
 - g. The Immediate Past President shall have voting power at the Board meetings and shall serve until there is a succeeding Immediate Past President.**
- 2. If there is only one Vice President, then the First and Second Vice President duties above are combined. Likewise, if there is only one Secretary, then the Recording and Corresponding Secretary duties above are combined.**

ARTICLE NINE – AMENDMENTS

- 1. Any amendments to these Bylaws may be proposed by the Board of Trustees or by at least ten (10) percent of the members eligible to vote by submitting a written petition to the Recording Secretary who shall immediately transmit the petition to the Board. The proposed amendments may be acted upon at a regular or special meeting of the Congregation called for that purpose. Electronic voting on amendments is permissible if approved by the Board. The Board may also approve using the opt-out method of voting in which votes are considered to be in the affirmative unless a member states otherwise in writing.**
- 2. A two-thirds affirmative vote of the voting-eligible who are either present in person or who have given their proxy in advance, is required for a Bylaws change. Amendments to the Bylaws shall become effective immediately upon approval by the Congregation.**

ARTICLE TEN – HISTORICAL NOTE

This Constitution and Bylaws shall supersede the Constitution and Bylaws adopted the membership on February 12, 1993 and amended on the following dates: April 3, 2002; March 25, 2004; November 19, 2009; March 14, 2013; March 26, 2015; and December 11, 2019.

Approved by the Congregation

April 4, 2024