



TEMPLE BETH AM
Embracing Jewish Life

TEMPLE BETH AM ANNUAL MEETING

ITEMS TO BE VOTED ON MAY 31, 2026

NOMINATIONS FOR ALL ELECTED OFFICERS OF TEMPLE BETH AM

President: **Shelley Jacoby**

Executive Vice President: **Josh Kaye**

Secretary: **Scott Bernstein**

Treasurer: **Jason Haim**

Recommendations for Vice Presidents

Vice President of Administration: **Gary Stein**

Vice President of Day School: **Jenna Citron-Pinchuk**

Vice President of Development: **Jessi Berrin Sherman**

Vice President of Branding/Communications: **Katie Scheiner**

Vice President of Membership: **Michelle Sarason**

Vice President of Programming: **Heidi Orley**

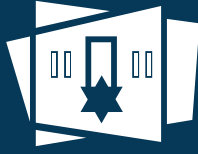
Vice President of Religious Practices: **Alex Moskovitz**

Vice President of Tikkun Olam: **Jessica Steiner**

Vice President of YERS: **Meredith Gussin**

Vice President (At Large): **Aaron Hollub**

Vice President (At Large): **Brett Scheiner**



TEMPLE BETH AM
Embracing Jewish Life

BYLAWS OF TEMPLE BETH AM

(Amended May 2025)

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ARTICLE I – NAME

The name of this organization shall be Temple Beth Am.

ARTICLE II – MISSION STATEMENT

Temple Beth Am embraces Jewish life through lifelong learning, spiritual growth, and community engagement.

ARTICLE III – FISCAL YEAR

The fiscal year shall be from July 1 through June 30 of the following year.

ARTICLE IV – MEETINGS

All meetings shall conform to *Robert's Rules of Order, Newly Revised*, 12th Edition.

ARTICLE V – MEMBERSHIP

Section 1. Eligibility for membership. The membership of Temple Beth Am shall be composed of individuals and families who comply with the provisions of these Bylaws, follow the Temple Beth Am Mission Statement, and abide by any ethics policy adopted by the Board of Directors.

Section 2. Obtaining membership. Each applicant for membership shall pay (or execute a written pledge for) an annual commitment, pay (or execute a written pledge for) a five-year commitment to the building fund, and pay any other fees required by the Board of Directors. The Board of Directors by majority vote may then reject an applicant for membership and return payments received within ninety days. Unless rejected, all applications for membership are accepted.

Section 3. Good Standing. A member shall be considered in “Good Standing” of Temple Beth Am when the member is in full compliance with the member's financial obligations to Temple Beth Am for the current and all prior fiscal years. All Officers, Directors, Advisors, Auxiliary Board Chairs, and Committee Chairs must be members in Good Standing.

Section 4. Retaining membership. Membership, having once been obtained, will continue from year to year as long as the member remains in Good Standing. Once the five-year building fund commitment is met, a member shall not be required to pay anything further towards the building fund, even if there is a lapse in membership.

Section 5. Termination of membership. Membership, having once been obtained, may be terminated only as follows:

- a. Voluntary termination by the member through written notice directed to the President, Executive Director, or Board of Directors, effective immediately; or

- b. Failure of a member to be in Good Standing during any fiscal year, unless the member returns to Good Standing status prior to the commencement of Rosh Hashanah in that fiscal year; or
- c. Involuntary termination by majority vote of the Board of Directors, effective immediately.
- d. Termination of membership shall not relieve the member of any portion of their outstanding financial obligations to Temple Beth Am.

ARTICLE VI – CONGREGATIONAL MEETINGS

Section 1. Regular meetings. An Annual Meeting shall be held each fiscal year on a date in May chosen by the President. The agenda for the Annual Meeting shall include a *d'var Torah*. The Executive Director shall deliver notice of the Annual Meeting to all members at least fifteen days prior to the Annual Meeting. The notice shall set forth the date, time, and location of the meeting, the agenda for the meeting, and whether attendance will be required in person or by remote appearance. Votes may be taken at an Annual Meeting only regarding matters set forth in the agenda.

Section 2. Special meetings. Special Meetings of the congregation may also be called by the President, by the Board of Directors (by majority vote), or by the membership (by written petition signed by no fewer than 10 percent of those members in Good Standing). The Executive Director shall deliver notice of any Special Meeting to all members at least fifteen days prior to the Special Meeting. The notice shall set forth the date, time, and location of the meeting, the agenda for the meeting, and whether attendance will be required in person or by remote appearance. Votes may be taken at a Special Meeting only regarding matters set forth in the agenda.

Section 3. Quorum. Fifty members in Good Standing shall constitute a quorum at any Annual or Special Meeting of the membership.

Section 4. Membership Voting. Each household is entitled to one vote. No proxies will be permitted.

ARTICLE VII – ANNUAL COMMITMENT, FEES, AND ASSESSMENTS

Section 1. Annual commitment, fees and assessments. The Board of Directors shall determine the annual commitment and may adjust the amount without prior notice to the membership. The Board of Directors also shall set any fees for use of the organization's educational, religious, social or cultural facilities, for security, and for any other activities, without prior notice to the membership. The Board of Directors shall determine when and how the annual commitment or other fees are payable.

Section 2. Building fund pledge. All new members shall sign a pledge to the building fund of Temple Beth Am in an amount the Board of Directors determines. The pledge may be paid in a lump sum or may be paid in equal installments over a term not to exceed five years.

Section 3. Prior payment. Members must be in Good Standing prior to scheduling any life-cycle-event (including b'nai mitzvah, wedding, or bris) on Temple premises or with Temple clergy.

Section 4. Arrangements. Those members who request to be excused from any portion of their annual commitment, building fund commitment, or other fees shall make special arrangements with the Executive Director. The Board of Directors by majority vote may reject any special arrangements within sixty days of the date the special arrangements are approved by the Executive Director. Unless rejected, all special arrangements are accepted and the member is considered in Good Standing for the remainder of the fiscal year. It is the policy of Temple Beth Am not to deny membership to any individual or family because of a demonstrated inability to pay an annual commitment, a building fund commitment, or other fees.

ARTICLE VIII – OFFICERS

Section 1. Elected officers. The elected officers of Temple Beth Am shall be President, Executive Vice President, Secretary, and Treasurer. All elected officers must be Jewish. No employee of Temple Beth Am, or of any of its auxiliary organizations, may serve as an elected officer.

Section 2. Election and term. The membership shall elect the President, Executive Vice President, Secretary, and Treasurer at the Annual Meeting by majority vote of those present. The elected officers shall serve for one year beginning upon their election and serve until their successors are elected, except for the Treasurer who shall serve from July 1 through June 30 of the following year. Elected officers may not hold the same office for more than two successive terms, except for the Secretary and the Treasurer, who may serve six successive terms.

Section 3. Filling vacancies. The Board of Directors shall fill a vacancy in the office of Executive Vice President, Secretary, or Treasurer as soon as practicable prior to the next Annual Meeting. The Executive Vice President shall fill the remainder of the President's term if a vacancy in that office occurs.

Section 4. Appointed officers. The President shall appoint all Vice Presidents from a list provided by the Nominating Committee. All appointed officers must be Jewish. No employee of Temple Beth Am, or of any of its auxiliary organizations, may serve as an appointed officer. There shall be eleven Vice Presidents:

- a. Vice President of Administration
- b. Vice President of Day School
- c. Vice President of Development

- d. Vice President of Marketing and Communications
- e. Vice President of Membership
- f. Vice President of Programming
- g. Vice President of Religious Practices
- h. Vice President of Tikkun Olam
- i. Vice President of Youth Engagement Religious School
- j. Two Vice Presidents appointed at large with no area of direct responsibility assigned; these two Vice Presidents shall serve with voice, but no vote.

Section 5. Term. The appointed officers shall serve for one year beginning upon their appointment and serve until their successors are appointed. Appointed officers may not hold the same office for more than four successive terms.

Section 6. Termination. Elected or Appointed officers of Temple Beth Am may be terminated only by:

- a. Resignation by the officer through written notice directed to the Executive Director or to the President; the resignation shall take effect immediately;
- b. Failure of an officer, upon ten days' written notice, to be a member in Good Standing of Temple Beth Am, in which case the termination takes effect ten days after notice, unless the officer returns to Good Standing status prior to this time;
- c. Absence at three meetings of the Board of Directors during the fiscal year, unless excused by the Executive Director or the President;
- d. Commission of any act of malfeasance, misfeasance and/or nonfeasance, as determined by a majority vote of the Board of Directors, including the commission of any breach of fiduciary duty owed to Temple Beth Am, the commission of a crime, or the commission of any act which could result in sanctions being imposed on Temple Beth Am by any government or religious entity; or
- e. Death, incapacity, or unwillingness to serve.

Section 7. Filling vacancies. The President shall fill a vacancy in any appointed office.

ARTICLE IX – DUTIES OF OFFICERS

Section 1. President. The President of Temple Beth Am shall:

- a. Preside as Chair at Annual, Special, and Board of Directors meetings;
- b. Appoint Vice Presidents;
- c. Appoint chairs of all committees or task forces the President may wish to form;
- d. Serve as an *ex officio* member of all boards, auxiliaries, committees, and task forces;
- e. Present an annual report to the membership;
- f. Assume the ultimate responsibility for the implementation of all activities at Temple Beth Am;
- g. Appoint General Counsel for Temple Beth Am;
- h. Chair the Management Team;
- i. Serve on the Advisory Board;
- j. Execute contracts and other documents on behalf of Temple Beth Am within the limits of these Bylaws.

Section 2. Executive Vice President. The Executive Vice President shall:

- a. Execute the President's duties in the President's absence;
- b. Serve on the Management Team;
- c. Chair the Advisory Board;
- d. Perform all other duties which the President may assign to the Executive Vice President;
- e. Serve as an *ex officio* member of all auxiliaries, boards, committees and task forces.

Section 3. Vice Presidents. Each Vice President shall oversee the portfolio the President has assigned to that Vice President including:

- a. Vice President of Administration coordinates with the Executive Director to manage the business affairs of Temple Beth Am;
- b. Vice President of Day School coordinates with the Head of the RAMBAM Day School to manage the business affairs of the RAMBAM Day School and serves as liaison to the Chair of the Day School Board;
- c. Vice President of Development coordinates all fundraising activities for Temple Beth Am;
- d. Vice President of Marketing and Communications coordinates with the Executive Director regarding all promotions, publications, and messaging for Temple Beth Am;
- e. Vice President of Membership coordinates with the Membership Director to manage existing and prospective members of Temple Beth Am;
- f. Vice President of Programming coordinates with the Executive Director to coordinate all programming at Temple Beth Am, except for programs at the RAMBAM Day School or the Youth Engagement Religious School;
- g. Vice President of Religious Practices coordinates with clergy regarding all religious activities at Temple Beth Am;
- h. Vice President of Tikkun Olam coordinates with the Executive Director regarding all Tikkun Olam activities at Temple Beth Am and serves as liaison to the Tikkun Olam Board;
- i. Vice President of Youth Engagement Religious School (YERS) coordinates with the Director of YERS to manage the business affairs of the Religious School and serves as liaison to the Chair of the YERS Board;
- j. Vice Presidents at large serve without any specific portfolio but shall perform all duties assigned by the President.

Section 4. Secretary. The Secretary shall:

- a. Conduct correspondence on behalf of Temple Beth Am;
- b. Coordinate presentations to *b'nai mitzvah*;
- c. Keep the minutes of all Annual Meetings, Special Meetings, and all meetings of the Board of Directors;
- d. Act as a custodian of the records of Temple Beth Am.

Section 5. Treasurer. The Treasurer shall:

- a. Oversee the care and custody of all funds and securities of Temple Beth Am;
- b. Deposit funds and securities in the organization's name in financial institutions as the Management Team shall direct, and disburse funds and securities under the Management Team's direction;
- c. Oversee the care and custody of all financial books and records of Temple Beth Am;
- d. Cause financial statements to be prepared monthly;
- e. Oversee an annual audit;
- f. Submit an annual budget to the Board of Directors for approval;
- g. Chair the Finance Committee and present the recommendations of the Finance Committee to the Board of Directors for approval;
- h. Serve on the Management Team; and
- i. Make financial presentations to the Board of Directors, the Advisory Board, and the Membership.

Section 6. Executive Director. The Executive Director is an employee of Temple Beth Am who shall perform the duties of chief operating officer of Temple Beth Am. The Executive Director reports directly to the President, the Management Team, and the Board of Directors. The Executive Director shall:

- a. Have charge of all daily operations of Temple Beth Am;
- b. Oversee all human resources of Temple Beth Am;
- c. Oversee the development department of Temple Beth Am;
- d. Oversee the technology department of Temple Beth Am;
- e. Supervise the Head of School for the RAMBAM Day School;
- f. Supervise the Head of the Youth Engagement Religious School;
- g. Oversee the membership department of Temple Beth Am;
- h. Provide support for all clergy of Temple Beth Am;

- i. Oversee all programming at Temple Beth Am, including the HUB.
- j. Collaborate with the athletic department of Temple Beth Am;
- k. Oversee the marketing department of Temple Beth Am;
- l. Execute contracts or documents on behalf of Temple Beth Am as directed by the Management Team or the Board of Directors;
- m. Develop a budget and monitor its progress in conjunction with the Finance Committee and the Treasurer;
- n. Ensure the preparation of monthly financial statements and balance sheets by the twentieth day after the end of the prior month;
- o. Serve on the Management Team;
- p. Act as a liaison to the Finance Committee;
- q. Report to the Board of Directors on the financial status of Temple Beth Am and the progress of all activities at Temple Beth Am; and
- r. Engage attorneys as necessary to assist in fulfilling the duties assigned to the Executive Director.

ARTICLE X – MANAGEMENT TEAM

Section 1. Responsibility. The Management Team shall direct all day-to-day operations of Temple Beth Am, including all receipts and expenditures, and shall direct all human resources of Temple Beth Am. The Management Team shall report to the Board of Directors on all activities of Temple Beth Am. The Management Team shall oversee all actions of the Executive Director.

Section 2. Composition. The Management Team shall be composed of the President, the Executive Vice President, the Treasurer, the Senior Rabbi, the Head of the Day School, and the Executive Director.

Section 3. Meetings. The President may invite others to attend meetings of the Management Team. However, only members of the Management Team may vote on actions to be taken at Temple Beth Am. All actions of the Management Team shall be by majority vote of its members.

ARTICLE XI – BOARD OF DIRECTORS

Section 1. Responsibility. The Board of Directors shall have the ultimate responsibility for all activities of Temple Beth Am. All decisions of the Board of Directors must be by majority vote

of those present at any meeting at which a quorum is present, unless otherwise specified in these Bylaws. The Board of Directors shall:

- a. Approve an annual budget for Temple Beth Am upon recommendation by the Finance Committee;
- b. Approve an annual budget for the RAMBAM Day School and approve any tuition or fee adjustments, as recommended by the RAMBAM Day School Board and as recommended by the Finance Committee;
- c. Conduct periodic evaluations of the operations and programs of Temple Beth Am;
- d. Approve the retention, renewal, or termination of all clergy, the Executive Director, the Head of the RAMBAM Day School, and the Youth Engagement Religious School Director, as recommended by the Personnel Committee;
- e. Present recommendations for action to the Management Team;
- f. Establish or abolish auxiliary organizations as may be necessary to carry out the work of Temple Beth Am;
- g. Establish or abolish committees or task forces as may be necessary to carry out the work of Temple Beth Am;
- h. Determine the amount of the annual commitment, building fund commitment, and other fees;
- i. Propose amendments to Temple Beth Am's Articles of Incorporation or Bylaws;
- j. Authorize the borrowing of funds, or the pledging, mortgaging, or hypothecation, of the assets of Temple Beth Am, if the amount to be borrowed is in excess of one hundred thousand dollars;
- k. Serve as ambassadors of Temple Beth Am's staff, clergy, and programs to the membership of Temple Beth Am.
- l. Serve as ambassadors of Temple Beth Am's staff, clergy, and programs to the Miami-Dade community.
- m. Support, participate in, and attend Temple-sponsored events;
- n. Uphold Temple Beth Am's Code of Ethics;
- o. Pay all Board of Directors dues;

- p. Make presentations to *B'nai Mitzvah* and make announcements at services;
- q. Participate in at least one Temple Beth Am auxiliary, committee, or task force.

Section 2. Composition. The Board of Directors shall be composed of the following:

- a. The elected officers of Temple Beth Am;
- b. The appointed officers of Temple Beth Am;
- c. The immediate Past President of Temple Beth Am;
- d. The General Counsel for Temple Beth Am, with voice but no vote;
- e. The Senior Rabbi of Temple Beth Am, with voice but no vote;
- f. The Executive Director of Temple Beth Am, with voice but no vote.

Section 3. General Counsel. The President shall appoint a General Counsel for Temple Beth Am who shall be Jewish, a member in Good Standing of Temple Beth Am, and a member of The Florida Bar. The General Counsel shall serve a one-year term and may continue to serve for six successive terms. The General Counsel shall give legal advice to the Board of Directors.

Section 4. Meetings. The Board of Directors shall meet at least once every six weeks from August through May on the date and at the time chosen by the President. Additional meetings shall be held as called by the President or upon the request of seven members of the Board of Directors. Ten voting members of the Board of Directors shall constitute a quorum for all meetings. Meetings of the Board of Directors may be held either in person or remotely, at the discretion of the President. The Secretary shall tally all votes taken by the Board of Directors at all meetings. All actions of the Board of Directors shall be by majority vote of those present at a meeting at which a quorum is present.

Section 5. Term of Directors. The term of office for directors of Temple Beth Am shall be for a period of one year, commencing upon their election or appointment and terminating at the next Annual Meeting. Other than the Senior Rabbi and the Executive Director, whose terms on the Board of Directors shall not be limited, no director may serve on the Board of Directors more than six consecutive terms, unless that director is elected as an officer of Temple Beth Am. Any director who completes six consecutive terms and is not then elected an officer must wait two years before assuming any other position on the Board of Directors.

Section 6. Termination. After having been elected or appointed, directors of Temple Beth Am may be terminated only in the following manner:

- a. Resignation by the director through written notice directed to the President or the Executive Director; the resignation shall take effect immediately;
- b. Failure of a director, upon ten days' written notice, to be a member in Good Standing of Temple Beth Am, in which case the termination takes effect in ten days unless the director returns to Good Standing status prior to such time;
- c. Absence at three meetings of the Board of Directors during the fiscal year, without cause satisfactory to the President;
- d. The commission of any act of malfeasance, misfeasance and/or nonfeasance, as determined by a majority vote of the Board of Directors, including the commission of any breach of fiduciary duty owed to Temple Beth Am, the commission of a crime, or any act which could result in sanctions being imposed on Temple Beth Am by any government or religious entity;
- e. Death, incapacity or unwillingness to serve.

Section 7. Filling vacancies. The President shall fill a vacancy in any director position as soon as practicable prior to the next Annual Meeting.

ARTICLE XII – ADVISORY BOARD

Section 1. Responsibility. The Advisory Board shall have the following responsibilities:

- a. Evaluate all programs at Temple Beth Am, report to the Board of Directors, and make recommendations for action;
- b. Review all religious practices at Temple Beth Am, report to the Board of Directors, and make recommendations for action;
- c. Review all functions of the RAMBAM Day School and the Youth Engagement Religious School, report to the Board of Directors, and make recommendations for action;
- d. Evaluate the work of all committees, auxiliary organizations, and task forces, report to the Board of Directors, and make recommendations for action;
- e. Solicit feedback from the membership about all programs at Temple Beth Am, report to the Board of Directors, and make recommendations for action;
- f. Serve as ambassadors of Temple Beth Am's staff, clergy, and programs to the membership of Temple Beth Am;

- g. Serve as ambassadors of Temple Beth Am's staff, clergy, and programs to the Miami-Dade community;
- h. Participate in at least one Temple Beth Am auxiliary, committee, or task force;
- i. Make presentations to *B'nai Mitzvah* and make announcements at services;
- j. Participate in leadership development activities to encourage members to become future leaders of Temple Beth Am.

Section 2. Composition. The Advisory Board shall be composed of the following:

- a. The President;
- b. The Executive Vice President;
- c. The Secretary;
- d. Chairs of all committees, auxiliaries, and task forces established by the Board of Directors;
- e. Up to forty people chosen by the President among the membership of Temple Beth Am;
- f. All past presidents of Temple Beth Am;
- g. All clergy of Temple Beth Am, with voice but no vote;
- h. The Executive Director of Temple Beth Am, with voice but no vote;
- i. The General Counsel for Temple Beth Am, with voice but no vote.

Section 3. Meetings. The Advisory Board shall meet at least four times per fiscal year on the date and at the time chosen by the Executive Vice President. The Executive Vice President shall preside as Chair at all meetings of the Advisory Board. A majority of the Advisory Board shall constitute a quorum for all meetings. Meetings of the Advisory Board may be held either in person or remotely, at the discretion of the Executive Vice President. All decisions by the Advisory Board, including reports and recommendations for action, shall be by majority vote of those present at a meeting at which a quorum is present

Section 4. Term of Advisors. The term of office for advisors of Temple Beth Am shall be for a period of one year, commencing upon their appointment and terminating at the next Annual Meeting. Past Presidents shall have no term limits. All other advisors may serve on the Advisory Board no more than four consecutive terms, unless that advisor is then elected as an officer of Temple Beth Am or is serving as chair of a committee or an auxiliary organization. Any advisor other than a Past President who completes four consecutive terms and is not then elected an

officer, appointed a committee chair, or elected chair of an auxiliary board, must wait two years before assuming any other position on the Advisory Board.

Section 5. Termination. After having been appointed, advisors of Temple Beth Am may be terminated only in the following manner:

- a. Resignation through written notice directed to the Executive Vice President or the Executive Vice President; the resignation shall take effect immediately;
- b. Failure of an advisor, upon ten days' written notice, to be a member in Good Standing of Temple Beth Am, in which case the termination takes effect in ten days unless the advisor returns to Good Standing status prior to such time;
- c. Absence at two meetings of the Advisory Board during the fiscal year, without cause satisfactory to the Executive Vice President;
- d. Commission of any act of malfeasance, misfeasance and/or nonfeasance, as determined by a majority vote of the Board of Directors, including the commission of any breach of fiduciary duty owed to Temple Beth Am, the commission of a crime, or the commission of any act which could result in sanctions being imposed on Temple Beth Am by any government or religious entity; or
- e. Death, incapacity or unwillingness to serve.

Section 6. Filling vacancies. The President shall fill a vacancy on the Advisory Board as soon as is practicable prior to the next Annual Meeting of the membership.

ARTICLE XIII – AUXILIARY ORGANIZATIONS

Section 1. General. There shall be auxiliary organizations to further the mission of Temple Beth Am. Each auxiliary organization shall choose its own structure, elect its own Board, elect its own Treasurer, and elect its own Chair. All auxiliary board Chairs must be Jewish and a member in Good Standing of Temple Beth Am. No employee of Temple Beth Am, or of any of its auxiliary organizations, may serve as Chair of an auxiliary organization. At a minimum, there shall be auxiliary organizations formed for the RAMBAM Day School, the Youth Engagement Religious School, the Parent and Teacher Involvement Organization (PATIO), the Sisterhood, the Brotherhood, the Beth Am Federation of Temple Youth (BAFTY), and Tikkun Olam. The Board of Directors may create or abolish additional auxiliary organizations as it deems fit.

Section 2. Duties. Each auxiliary organization shall report to the Advisory Board and shall submit an annual summary detailing income and expenses, which the Secretary shall file with the records of Temple Beth Am. Each auxiliary organization shall maintain minutes of its meetings.

Section 3. Removal. The President has the right to remove any member of any auxiliary organization without cause.

Section 4. Meetings and quorum. Auxiliary organizations shall meet at the direction of their chair. A simple majority of auxiliary members shall constitute a quorum. Auxiliary organizations may meet in person or remotely.

ARTICLE XIV – COMMITTEES

Section 1. General. There shall be as many committees as the President deems necessary to carry out the programs of Temple Beth Am. At a minimum, there must be a Finance Committee, a Nominating Committee, and a Personnel Committee. Each committee term is for one year. The President appoints all members of each committee, as well as a chair, unless specified in the Bylaws. All committee chairs must be Jewish. Each member of a committee must be a member in Good Standing of Temple Beth Am. No employee of Temple Beth Am, or of any of its auxiliary organizations, may serve as chair of a committee.

Section 2. Duties. Each committee shall report to the Advisory Board and shall submit an annual summary detailing income and expenses, which the Secretary shall file with the records of Temple Beth Am. Each committee shall maintain minutes of its meetings.

Section 3. Removal. The President has the right to remove any member of any committee without cause.

Section 4. Meetings and quorum. Committees shall meet at the direction of the committee chair. A simple majority of committee members shall constitute a quorum. Committees may meet in person or remotely.

ARTICLE XV – FINANCE COMMITTEE

Section 1. General. There shall be a Finance Committee.

Section 2. Composition. The President, the Executive Vice President, the Treasurer, the Executive Director, a representative of the Board of Directors of the RAMBAM Day School, a representative of the Board of Directors of Youth Engagement Religious School, and up to ten other members in Good Standing whom the Treasurer may appoint, shall serve on the Finance Committee. The Treasurer shall be the Chair of the Finance Committee.

Section 3. Meetings. The Finance Committee shall meet as often as the chair deems necessary. A simple majority of Finance Committee members shall constitute a quorum.

Section 4. Duties. No later than May 1st of each year, the Finance Committee shall present to the Board of Directors a budget of the estimated income and expenditures to carry out the operations of Temple Beth Am for the coming fiscal year. The Finance Committee chair shall also report at each meeting of the Board of Directors on actual income and expenses.

Section 5. Audit. The Finance Committee shall undertake an annual audit of all income and expenses of Temple Beth Am, review any financing or refinancing of any debt for Temple Beth Am, and report to the Board of Directors.

Section 6. School Budgets. The Finance Committee shall review the budgets of the RAMBAM Day School and the Youth Engagement Religious School and make recommendations to the Board of Directors;

Section 7. Endowment Funds. The Finance Committee shall insure the establishment and administration of endowment fund accounts and recommend to the Board of Directors the use of the principal or income derived from endowment funds for the benefit of Temple Beth Am. The Finance Committee shall be responsible for overseeing the investment of Temple Beth Am's endowment funds. The Finance Committee shall be responsible for establishing an endowment policy and shall report quarterly to the Board of Directors on compliance with that policy.

ARTICLE XVI – NOMINATING COMMITTEE

Section 1. General. There shall be a Nominating Committee. The Nominating Committee shall nominate all elected officers of Temple Beth Am who must then be voted upon at the Annual Meeting. The Nominating Committee shall also provide a list to the President of recommendations for all appointed officers.

Section 2. Composition. The Nominating Committee shall be composed of the Immediate Past President, the President, the Executive Vice President, two additional past presidents chosen by the Immediate Past President, and two additional members in Good Standing chosen by the Immediate Past President. The Immediate Past President shall serve as Chair.

Section 3. Meetings and quorum. The Nominating Committee shall meet at the direction of the chair. Four members shall constitute a quorum. Meetings may be conducted in person or remotely.

Section 4. Nomination procedure. A call for nominations shall be distributed to the membership at least five months prior to the Annual Meeting. The Nominating Committee shall choose a slate of elected officers from the individuals nominated. The Nominating Committee shall also choose a recommended list of potential appointed officers from the individuals nominated. A copy of the report of the Nominating Committee shall be distributed to each member of Temple Beth Am at least forty-five days prior to the Annual Meeting. Additional nominations for any elected office may be made by filing a petition with the Nominating Committee chair, signed by at least twenty members in Good Standing of Temple Beth Am, at least thirty days prior to the Annual Meeting. These additional nominations shall be distributed to each Temple member at least fifteen days prior to the Annual Meeting.

Section 5. Election procedure. The membership shall approve elected officers at the Annual Meeting by majority vote of those present.

Section 6. Appointment Procedure. The President shall appoint Vice Presidents from the list recommended by the Nominating Committee.

ARTICLE XVII – PERSONNEL COMMITTEE

Section 1. General. There shall be a Personnel Committee whose responsibility is to recommend to the Board of Directors the retention, renewal, or termination of clergy, the Executive Director, the Head of Day School, and the Youth Engagement Religious School Director.

Section 2. Composition. The Personnel Committee shall be composed of the President, the Executive Vice President, the Secretary, the Treasurer, the Senior Rabbi, the Executive Director, the Immediate Past President, the General Counsel, and the Vice President of Administration. The President shall serve as chair. The President may invite others to attend meetings of the Personnel Committee, with voice but no vote. The Senior Rabbi shall not participate in any discussions with respect to that position. The Executive Director shall not participate in any discussions with respect to that position.

Section 3. Head of RAMBAM Day School. The Rambam Day School Board shall recommend to the Personnel Committee the retention, renewal, or termination of the Head of Day School.

Section 4. Director of the Youth Engagement Religious School. The Youth Engagement Religious School Board shall recommend to the Personnel Committee the retention, renewal, or termination of the Director of the Youth Engagement Religious School.

Section 5. Meetings and quorum. The Personnel Committee shall meet at the direction of the President. Five members shall constitute a quorum. Meetings may be conducted in person or remotely.

ARTICLE XVIII – SOLICITATION OF FUNDS

No appeal or solicitation for funds may be made during any religious service of Temple Beth Am without the express permission of the Management Team or the Senior Rabbi.

ARTICLE XIX – FINANCES

Section 1. Expenditures. All expenditures of Temple Beth Am shall be by check (signed by any two of the following) or electronic transfer (authorized by any two of the following): the President, the Executive Vice President, the Treasurer, the Vice President of Administration, or the Executive Director. All expenditures of Temple Beth Am shall be compatible with policies established by the Board of Directors. No Temple Beth Am committee, auxiliary, or task force may commit to any expenditure of five thousand dollars or more without the prior approval of the Board of Directors.

Section 2. Charitable contributions. The Board of Directors shall approve all requests for non-budgeted charitable contributions.

Section 3. Bank accounts and records. No Temple Beth Am committee, auxiliary, or task force may maintain a bank account separate from the accounts of Temple Beth Am without the approval of the Board of Directors. All Temple Beth Am committees, auxiliaries, and task forces shall provide annual reports to the Executive Director listing all receipts and expenditures. The Board of Directors shall have the right at all times to review or audit the books and records of each committee, auxiliary, or task force.

Section 4. Bonding. If required by the Board of Directors, all persons who are empowered to sign checks or authorize electronic transfers pursuant to these Bylaws shall be bonded by a surety company acceptable to the Board of Directors in such amounts and for such periods of time as the Board of Directors determines.

Section 5. Non-budgetary appropriations. All requests for appropriations in excess of twenty five thousand dollars not provided for in Temple Beth Am's budget for the current fiscal year must be approved by a majority vote of the Board of Directors.

ARTICLE XX – CONTRACTS

Section 1. General. All contracts, conveyances, and other instruments entered into by Temple Beth Am shall be signed by the President, Executive Vice President or Executive Director on behalf of Temple Beth Am. The General Counsel shall approve the form of any contract, conveyance, or other instrument to be executed on behalf of Temple Beth Am. All contracts, conveyances, or other instruments obligating Temple Beth Am must be for matters approved by the Management Team, the Board of Directors, or contained within the budget approved by the Board of Directors.

Section 2. Emergencies. The President, Executive Vice President, or Executive Director shall have the authority to sign contracts not otherwise approved by the Board of Directors which are emergency in nature and which do not obligate Temple Beth Am to spend more than fifty thousand dollars. All emergency contracts must be signed by at least two authorized people.

ARTICLE XXI – AMENDMENTS

Section 1. Proposal. Amendments to these Bylaws shall be proposed upon the recommendation of the Board of Directors, or upon the written petition by ten percent of the members in Good Standing of Temple Beth Am.

Section 2. Approval. These Bylaws may be amended by a vote of two-thirds of the voting members of the Board of Directors. These Bylaws shall become effective at the annual meeting held in 2026. Any subsequent amendment becomes effective immediately upon ratification, unless the proposed amendment specifies otherwise.

ARTICLE XXII – INDEMNIFICATION AND INSURANCE

Section 1. Indemnification. Any person who was or is a party, or is threatened to be made a party, to any pending, threatened, or completed action, suit, or proceeding, whether civil,

criminal, administrative, or investigative, and whether or not brought by or in the right of Temple Beth Am, by reason of the fact that he or she is or was a director, officer, employee, or agent of Temple Beth Am, or is or was serving at the request of Temple Beth Am as a director, officer, employee or agent of another corporation, partnership, joint venture, trust, or other enterprise, shall be indemnified by Temple Beth Am, against expenses (including reasonable attorneys' fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit, or proceeding, including any appeal thereof unless the conduct of such person is finally adjudged by a court of competent jurisdiction or is determined by Temple Beth Am to have been grossly negligent or to constitute willful misconduct in the specific case. Such determination by Temple Beth Am shall be made by the Board of Directors by a majority vote of a quorum consisting of persons who are not, and were not, parties to such action, suit, or proceeding. Expenses (including reasonable attorneys' fees) incurred in defending a civil or criminal action, suit, or proceeding shall be paid by Temple Beth Am in advance of the final disposition of such action, suit, or proceeding upon receipt of a written undertaking by or on behalf of the director, officer, employee or agent to repay such amount, unless it shall ultimately be determined that he or she is not entitled to be indemnified by Temple Beth Am as authorized in these Bylaws. Indemnification shall continue as to a person who has ceased to be a director, officer, employee or agent, and shall inure to the benefit of the heirs, executors, and administrators of such person. The foregoing rights of indemnification shall not be deemed exclusive of any other rights to which any such person may otherwise be entitled apart from these Bylaws. If any expenses or other amounts are paid by way of indemnification (other than by court order, or an insurance carrier pursuant to insurance maintained by Temple Beth Am), Temple Beth Am shall deliver to each member of the Board of Directors a statement specifying the persons paid, the amounts paid, and the nature and status at the time of such payment of the litigation or threatened litigation. Such a statement shall be delivered not later than the time of delivery to such members of written notice of the next meeting of such members, unless such meeting is held within one month from the date of such payment, and, in any event, within three months from the date of such payment.

Section 2. Purchase of insurance. The Board of Directors may authorize the purchase and maintenance of insurance on behalf of any person who is or was a director, officer, employee or agent of Temple Beth Am, or is or was serving at the request of Temple Beth Am as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against him or her and incurred by him or her in any such capacity or arising out of his or her status as such, whether or not Temple Beth Am would have the power to indemnify him or her against such liability under the provisions of these Bylaws.