

# TEMPLE BETH TORAH BY-LAWS

## ARTICLE I. NAME & MISSION

This Congregation shall be known as TEMPLE BETH TORAH. Its purpose shall be to maintain a House of Worship in accordance with the principles of Conservative Judaism; a Religious School, which shall be called the Morris B. Nirenberg Religious School, for the education of our children in the religion, traditions, and culture of the Jewish people, to strengthen the bonds which unite us with Jewish people throughout the world; to contribute to the moral and physical well-being of the general community and thereby reinforce the spiritual foundations upon which our civilization rests.

## ARTICLE II. MEMBERSHIP

Except as otherwise set forth below, the Board of Directors shall establish the terms, dues, rights, privileges, obligations, and process for admission of Voting and Non-Voting Memberships, including categories within such membership classifications.

**Section 1:** The following individuals shall be eligible to become Voting Members:

- a. Any Jewish person, age 18 or older.
- b. Any non-Jewish spouse/partner of a Jewish member, or a surviving non-Jewish spouse/partner of a Jewish member, age 18 or older.

**Section 2:** Non-Jewish members may participate in Temple activities, except those proscribed by Jewish law according to the Conservative Movement, or except those proscribed by Temple Beth Torah policy. Non-Jewish Voting Members may serve on most committees (See Article X) and on the Board of Directors but may not serve as Officers of the Temple and may not serve on the Executive Committee of the Temple.

**Section 3:** An individual, age 18 or older, shall be eligible to become a Non-Voting member with such rights, privileges, obligations, and dues as the Board of Directors may establish from time to time.

**Section 4:** The congregation shall address Jewish identity based upon the principles established by the Conservative Movement (Rabbinical Assembly and United Synagogue of Conservative Judaism).

### **Section 5: Privileges of Voting Membership**

Except as set forth above, each individual who becomes a member under Section 1 above and who is age 18 or older and in good standing, shall be entitled to:

- a. One vote.
- b. Worship with the congregation.
- c. Seek election as a Director or Officer, or become a member of committee(s), in accordance with the provisions of these By-laws and/or as set forth above.
- d. Enroll dependent children in the Morris B. Nirenberg Religious School.
- e. Celebrate B'nai Mitzvot of dependent children, in a manner consistent with Conservative practice and in accordance with such rules and policies as the Board of Directors shall, from time to time, adopt.
- f. Attend all meetings of the Congregation, in accordance with the provisions of these By-laws.
- g. Attend meetings of committees and the Board of Directors, in accordance with the provisions of these By-laws.

- h. Use the services of the Congregation's clergy (Rabbi or Rabbi's designate) to officiate in a manner consistent with the usual and customary Conservative Jewish practice at life-cycle events of the member or the member's dependents (e.g., marriage, funeral, etc.). The Board of Directors may set special fees for such events. (See Article III, Section 4.)

**Section 6:** A member may resign from the Congregation by giving written notice to the Board of Directors on or before March 1<sup>st</sup>. This notice must be in written form, mailed or sent electronically to the Temple President. Such resignation shall become effective at the end of the fiscal year in which the resignation is submitted and only upon payment of all financial obligations due to the Congregation. Upon a resignation being accepted, the resigning member shall be rendered a statement for any annual dues and other amounts owed, which shall be payable as provided above and in these By-laws.

## **ARTICLE III. FINANCES**

**Section 1:** The Fiscal Year of the Congregation shall extend from July 1 through June 30 of the following calendar year.

**Section 2:** Except as otherwise provided in these By-laws, the annual dues, building fund, fees, and tuition for Religious School, for all classes and categories of membership, shall be in such amounts as shall be determined by the Board of Directors and approved by a majority of Voting Members of the Congregation present at the meeting where such voting occurs.

**Section 3:** Special assessments, which may be required from time to time, shall be determined by the Board of Directors and approved by a majority of Voting Members of the Congregation present at the meeting where such voting occurs, unless otherwise specified in these By-laws.

**Section 4:** Other fees shall be set, due, and payable as prescribed by the Board of Directors.

**Section 5:** Annual dues, building fund, tuition for Religious School, and other fees are established for each fiscal year. The Board of Directors shall determine and communicate to members the invoicing structure and payment schedule for dues, building fund, tuition and fees.

**Section 6:** A member in good standing is defined as a member whose financial obligations to Temple Beth Torah are current, as determined by the Finance Chair and Treasurer according to the policies of the Temple outlining payment plans and due dates. Dues, payment plans, and other financial obligations of members may be adjusted according to need, as determined by the Board of Directors and outlined in the Temple Policy Manual. Any member who is not in good standing for a period of more than sixty (60) days shall be deemed in arrears, at which time the Board of Directors may then take action it deems necessary and in the best interests of the Congregation.

## **ARTICLE IV. CONGREGATIONAL MEETINGS**

**Section 1:** Annual Meeting. The Annual Meeting of the Congregation and election of Officers and Chairs shall be held at least 15 days before the end of each fiscal year, on such day as the President may designate. Notice of the Annual Meeting and a specific agenda shall be generated by the President or designee and shall cause it to be sent to Voting Members, directed to their addresses as they appear in the database of the Congregation, or by electronic means to each Voting Member's email address as it appears in the database of the Congregation, and sent not less than two (2) weeks prior to such meeting.

**Section 2:** Special Meetings. Special meetings of the Congregation may be called at the

discretion of the President and shall be called by the President at the written request of 25 Voting Members in good standing sent by mail or electronically, or by the vote of thirty (30) percent of the members of the Board of Directors. Said request shall be sent by mail or electronically and shall state the reason for and purpose of the meeting. In the event that the President fails to issue a call for the Special Meeting within five (5) days after being requested to do so, any other Officer may issue such notice. Special Meetings shall be held within twenty-one (21) days after the receipt of the written request.

**Section 3:** Notice of Special Meetings. Written notice containing the nature of business to be transacted at such Special Meeting shall be sent to the Voting Members, directed to their addresses, as they appear in the database of the Congregation, or by electronic means to each Voting Member's email address as it appears in the database of the Congregation, at least seven (7) days before any special meeting. No business shall be transacted at any Special Meeting, except for the purposes stated in the notice.

**Section 4:** Quorum. At all meetings of the Voting Members, regular and special, a quorum for the transaction of business shall consist of 25 Voting Members, in good standing, including Officers present, but a lesser number may adjourn the meeting to some future time, not less than six (6) or more than twenty (20) days from the date thereof, and a written notice of such adjourned meeting shall be sent by mail or electronic means by the President or designee to all Voting Members at least five (5) days prior to such meeting. Non-voting members of the Congregation may be invited by the Board of Directors to any such regular or special meeting, but they shall not count towards the establishment of a quorum.

**Section 5:** Voting.

- a. The right to vote at any regular or special meeting shall be limited to Voting Members. Each Voting Member in good standing shall be entitled to one (1) vote.
- b. Matters voted on at regular or special meetings shall be decided by majority vote of those present and eligible to vote, except as otherwise required by these By-laws.
- c. The Temple shall not take any of the following actions without the affirmative vote of two-thirds (2/3) of the Voting Members entitled to vote (it being understood that a two-thirds (2/3) vote of Voting Members present at a meeting will be insufficient if that number is less than two-thirds (2/3) of the total number of Voting Members of the Congregation):
  1. Enter into an agreement to sell, mortgage, encumber or transfer any right, title or interest in the real property of the Temple.
  2. Enter into any contract for any capital improvement, as distinguished from routine maintenance or repairs, or make any payment thereof if the total amount of such proposed capital improvement is in excess of One Hundred Thousand Dollars (\$100,000).
  3. Merge or combine with any other temple or religious organization.
  4. Affiliate with, address as a congregation Jewish identity based upon, or maintain a House of Worship in accordance with principles of other than Conservative Judaism and the Conservative Movement; or
  5. Dissolve.

**Section 6:** Electronic Meetings and Voting. Any and all meetings under this Article IV may be held in person, through electronic means (including telephonically, by video conference or any other virtual meeting platform accessible to members on the internet) or a combination thereof as determined most appropriate by the Board of Directors. All notices of meetings shall state whether the meeting will be held in person, through electronic means or a combination thereof, and provide the necessary links, log-in information, time, date and location. The Board of Directors shall establish the manner of casting votes at any such meeting, including, without limitation, determining how electronic votes are to be cast and tabulated, selecting the software or platform that will be used to vote electronically and how to confirm the identity/authenticity of Voting Members. Any such meeting may be held through electronic means or a combination of in person and electronic participation only if all Voting Members participating in the meeting can hear each other and be heard simultaneously.

## **ARTICLE V. BOARD OF DIRECTORS**

**Section 1:** The management and administration of the property and affairs of the Congregation shall be vested in a Board of Directors, except as otherwise set forth under these By-laws or pursuant to applicable law.

**Section 2:** The Board of Directors shall be composed of:

- a. The Officers of the Congregation (President, First Vice President, Second Vice President, Treasurer, and the Secretary).
- b. The immediate past President of the Congregation, the President of the Sisterhood and the President of the Brotherhood.
- c. The chairpersons of the Standing Committees, and
- d. Three members-at-large.

**Section 3:** All members of the Board of Directors shall be chosen from Voting Members of the Congregation who are in good standing pursuant to the terms of these By-laws. A member of the Board of Directors may not vote on any matter that presents a conflict of interest.

**Section 4:** The Board of Directors shall be charged with the general administration of the Congregation and in accordance therewith shall assume control of all the property of the Congregation; shall designate the bank or other financial institution wherein the funds of the Congregation shall be deposited; shall be responsible for all expenditure and disposal of the Congregational funds and property, but shall not invest any of the funds of the Congregation in any investment which is not fully insured, nor set aside in any fund which would avoid the oversight of the President and Treasurer; and shall approve applications for membership in the Congregation.

**Section 5:** The Board of Directors shall make such rules and regulations, consistent with these By-laws, as it shall deem advisable, for the proper conduct of their meetings, and for the furtherance of the general purpose of the Congregation, which rules and regulations shall be set forth in a Written Policy Manual, maintained with the records of the Congregation and available for review by all members. The Congregation may supersede any action of the Board of Directors at any meeting held as designated by Article IV.

**Section 6:** The Board of Directors shall have a minimum of ten (10) monthly meetings each year, on such day as the Board, by resolution, may designate to conduct the business of the

Congregation.

**Section 7:** Any matter may be voted upon by the Board of Directors provided there is a quorum present. A quorum consists of 50% plus one (1) members of the Board. In the event a matter requiring a vote of the Board is one that, at the discretion of the President, does not require in person discussion and deliberation by the Board and must be decided prior to the next scheduled Board meeting, then the President may, in his/her discretion, notify Board members by electronic means and take a vote by electronic means. If the President exercises this discretion, the President may set forth the parameters for voting by electronic means and any matter decided by electronic means shall be considered the same as if it had been voted at a meeting. In the case of a vote occurring by electronic means, the President shall notify the Board members of the decision and note the decision in the minutes at the next Board meeting. The Presiding Officer shall not vote except to break a tie vote.

**Section 8:** Special meetings of the Board of Directors may be called by written request of the President or at the written request of five (5) Board Members. Said request shall be sent to all members of the Board of Directors and state the reason for and purpose of the meeting. No business shall be transacted at any Special meeting of the Board, except for the purposes stated in the notice.

**Section 9:** All meetings, except for Executive Sessions, shall be open to all members of the Congregation. Executive Sessions shall be used only when discussing personnel, employment matters and other confidential business that the President determines should be addressed in an Executive Session. Any individuals who will be discussed at such session, and any member of their immediate family, shall not be allowed to attend. The minutes of all meetings, except Executive Sessions, shall be available to the Congregation.

**Section 10:** Any Board of Directors Member or Officer may be removed for cause as defined by the Board or if he or she is no longer a Voting Member in good standing during his/her tenure by a two-thirds (2/3) vote of the entire Board of Directors. No removal shall be effective unless and until such Board Member has received notice of such proposed removal and been given an opportunity to be heard by the Board of Directors. Attendance at meetings shall be grounds for removal only if a Board Member fails to attend three (3) Board Meetings per year without good reason.

**Section 11:** In the event of a vacancy of any member of the Board of Directors, the President, with the ratification of the Board of Directors, may appoint any Voting Member to fill that vacancy. No appointment by the President and ratification by the Board of Directors shall extend beyond the next annual meeting.

## ARTICLE VI. OFFICERS AND CHAIRS

**Section 1:** The Officers and Standing Committee Chairs of the Congregation shall be as follows:

- a. President
- b. First Vice President
- c. Second Vice President
- d. Treasurer
- e. Secretary
- f. Marketing Chair
- g. B'nai Mitzvah Chair
- h. Membership Chair
- i. Facilities Chair
- j. Ritual Chair
- k. Education Chair
- l. Finance Chair
- m. Fundraising Chair
- n. Tikkun Olam Chair
- o. Early Childhood Chair
- p. Youth Chair
- q. Israel Action Chair

**Section 2:** The President, First Vice President, Second Vice President, Treasurer and Secretary shall be Jewish Voting Members in good standing. The Chairs of the following committees shall be Jewish Voting Members: the B'nai Mitzvah, Ritual, Education and Israel Action Committees.

**Section 3:** The President, First Vice President, Second Vice President, Treasurer and Secretary shall constitute the Executive Committee. At the President's discretion, one additional Jewish Board member may be appointed by the President to the Executive Committee. The Executive Committee shall set the Board of Directors agenda, provide oversight of the Committees and address Congregation matters that require confidentiality, including, without limitation, personnel and membership issues. Any policy change(s) recommended by the Executive Committee shall be brought to the Board of Directors for consideration.

**Section 4:** The President shall:

- a. Preside at and be the Chair of all meetings of the Congregation and of the Board of Directors.
- b. Call all meetings of the Executive Committee, the Board of Directors and the Congregation.
- c. Appoint all Select Committee Chairs from among the members of the Congregation in good standing, after consultation with the other Officers and subject to the Board's confirmation of each appointment.
- d. Be an ex-officio member of all committees except the Nominating Committee, without the right to vote.
- e. Present a written report at each meeting of the Congregation on the Board's activities since the previous meeting of the Congregation.
- f. Present a written report on the status of the Congregation at the Annual Meeting.
- g. Sign all agreements, contracts, deeds, and other legal documents for the Congregation or

the Board of Directors, and

- h. Notwithstanding any other provision contained herein, the President may, with the concurrence of the Board, reassign duties or assign additional duties to any member of the Board.

**Section 5:** In succession, the Vice Presidents shall assist in discharging the duties of the President and shall have the authority to perform all duties in the absence, resignation, death, or disability of the President. They shall perform all such other duties as may be assigned to them by the President and/or the Board of Directors, provided such functions are not in violation of any other provision of these By-laws.

**Section 6:** The Treasurer shall be the custodian of all funds of the Congregation, shall receive all money belonging to the Congregation, give receipts therefore when necessary, and shall be responsible for distribution of all billing and assessment notices. All money received shall be deposited in the name of the Congregation in such banks, or other insured investments, as the Board of Directors shall direct.

The Treasurer shall pay all properly approved bills, in a timely fashion, make a written monthly report to the Board of Directors and a written Annual Report on the condition of the Treasury to the Congregation at the Annual Meeting of the Congregation. The Treasurer shall be a member of the Finance Committee and have books and accounts ready for settlement at the expiration of tenure.

**Section 7:** The Secretary shall keep an accurate and up-to-date record, to be maintained within the Temple Building and/or on the Congregation's electronic records system, of all of the proceedings of the Congregation and of the Board of Directors. The records of such proceedings shall be available for inspection by any member of the Congregation. The Secretary shall have the powers and responsibility to issue all notices of meetings of the Congregation and of the Board of Directors, to sign such instruments or documents as may be necessary from time to time and perform such other duties as the office requires or as directed by the Board of Directors.

**Section 8:** As terms of office warrant, Officers, Standing Committee Chairs and Members-at-Large shall be elected at the Annual Meeting for a term of two (2) years. They will assume office on the commencement of the Fiscal Year following their election. Terms of Standing Committee Chairs and Members-at-Large shall be staggered to ensure that not all Standing Committee Chairs and Members-at-Large are elected in the same year.

**Section 9:** Each Standing Committee Chair shall report to the Board of Directors on the activities of that committee.

## **ARTICLE VII. NOMINATION AND ELECTION OF OFFICERS AND CHAIRS**

**Section 1:** The Nominating Committee shall consist of no less than three (3) Voting Members who shall be elected for a one (1) year term by the Board of Directors at the first meeting of the Board of Directors following the Annual Meeting of the Congregation. The Nominating Committee will elect its Chair. Vacancies on the Nominating Committee shall be filled by appointment of the President with ratification by the Board of Directors.

**Section 2:** The Chair of the Nominating Committee shall report its nominations to the President and be responsible for generating the notification of the slate and causing it to be sent or emailed to the Temple Membership. This shall be done at least two (2) weeks prior to the Annual Meeting. No member of the Nominating Committee may be nominated for any office by the

Nominating Committee.

**Section 3:** Any Voting Member in good standing may propose a nomination at the Annual/Election Meeting. Such nomination must be seconded, and the nominee must indicate acceptance at that time to be included on the ballot. The nominee may present written acceptance in the event of not being present.

**Section 4:** No member may hold more than one Board position at the same time.

**Section 5:** Elections of Officers and Board Members will be by the slate of nominees. In the event of a contested position, there shall be a separate vote for that position prior to the presentation of the slate. The winner of that contested election becomes a part of the slate of nominees.

**Section 6:** If any Voting Member present at the meeting requests a written ballot, then the voting will be conducted by a written ballot.

## **ARTICLE VIII. THE RABBI**

**Section 1:** The position of a spiritual leader of the Congregation shall be occupied by a duly ordained Rabbi committed to support the principles of the Conservative Movement as manifested through the United Synagogue of Conservative Judaism (USCJ) and the Rabbinical Assembly (RA). The Rabbi will be elected by the Board of Directors at a regular meeting or at a Special Meeting called for that purpose.

**Section 2:** The Rabbi's employment or any termination thereof shall be approved by the Board of Directors. The terms of employment for the Rabbi shall be determined by the Executive Committee and approved by the Board of Directors.

**Section 3:** The Rabbi shall act as the *Mara D'Atra* (master of the house) and spiritual leader of the Temple and its Congregants. The Rabbi shall serve the religious, educational, spiritual and pastoral needs of the Congregation. The Rabbi shall supervise and be responsible for all religious services, rituals and rites of the Temple. The Rabbi shall consult with the Board of Directors and appropriate committees when contemplating any changes in ritual or practice and shall be sensitive to the history, customs and traditions of the Congregation. The Rabbi shall supervise any other clergy employed by or contracted with the Congregation. The Rabbi shall have general supervision of the educational activities of the Congregation, working with the Board of Directors, relevant committees, Religious School and administrative staff, as appropriate and necessary to fulfilling the mission and goals of the Congregation.

**Section 4:** The Rabbi shall enjoy the freedom of the pulpit to preach, provided, however, at all times the Rabbi shall be guided by the standards and positions of the Conservative Movement.

**Section 5:** In the event that this position is not filled, the Board of Directors may choose an interim Spiritual Advisor.

## **ARTICLE IX. EMPLOYEES OF TEMPLE BETH TORAH**

In addition to the Rabbi/Spiritual Advisor, the Board of Directors, or its designee, may employ such staff as it deems necessary to fulfill the mission of the Temple. The Board of Directors shall determine the terms of employment, reporting structure, compensation and benefits of any such position. All such financial terms shall not exceed the approved Temple budget. Notwithstanding



the foregoing, the employment or contracting of Clergy and employed managers shall require Board approval. The Board shall determine the positions deemed to be in these categories.

## **ARTICLE X. COMMITTEES**

**Section 1:** There will be Standing Committees and Select Committees. Each Standing Committee will have a Chair.

**Section 2:** An employee or immediate family member may not be on a committee that has direct responsibility for that employee's area of employment.

**Section 3:** The Standing Committees shall consist of:

a. THE MEMBERSHIP COMMITTEE shall promote activities to retain current members and to increase the membership of the Congregation. This Committee shall also prepare appropriate membership application forms. A majority of the members of the Membership Committee shall be Jewish.

b. THE FACILITIES COMMITTEE shall keep the buildings and properties of the Congregation in good repair; rent or loan equipment and facilities for and of the Congregation; and be assisted by the Secretary in keeping a calendar of Congregational and community activities, and scheduling facilities for Congregational activities.

c. THE RITUAL COMMITTEE shall assist the Rabbi, or Spiritual Advisor, in furthering the religious purposes and aims of the Congregation which includes all religious services, including weddings, funerals, Bar or Bat Mitzvahs, Confirmation, and such other occasions in the synagogue, as needed. It is to encourage and inaugurate a sustained program to stimulate Congregational Membership to attend all services, helping to maintain decorum and dignity of the services at all times. It is to designate Gabbaim, who will assign all honors, and general ritualistic assistance in the synagogue. It shall consult with the Rabbi, or Spiritual Advisor, on ritual problems brought to its attention. In the absence of the Rabbi (the Rabbi's designee or Spiritual Advisor) the Ritual Committee shall provide a service leader for the Shiva period for congregants upon request. All members of the Ritual Committee shall be Jewish.

d. THE EDUCATION COMMITTEE shall provide support and assistance to the Religious School. The Chair of the Education Committee shall report to the Board of Directors on all matters relating to the Religious School and Adult Education. A majority of the members of the Education Committee shall be Jewish.

e. THE FINANCE COMMITTEE shall receive from each Committee, no later than March 31st of each year, a detailed estimate of the anticipated income and expenses for the next Fiscal Year. It shall draft, on the basis of these estimates, a budget for the next Fiscal Year and present a balanced budget to the Board of Directors. It shall keep a constant check on actual income and expenditures in relation to the budget and shall present to the Board, at any time of the year, any recommendations for changes to financial forecasts and allocations. The Finance Committee shall advise the Board of Directors from time to time on the financial future of the Congregation.

f. THE FUNDRAISING COMMITTEE shall be responsible for developing and coordinating strategies and tactics for the purpose of strengthening the financial stability of the Temple.

g. THE B'NAI MITZVAH COMMITTEE shall co-ordinate all the activities related to the B'nai Mitzvah, with the Rabbi, the Treasurer, the Ritual Committee, the Facilities Committee, the

Education Committee, and all other bodies of the Temple, as needed. It shall inform the family of each B'nai Mitzvah of their duties and responsibilities and assist them, as required. The Chair and a majority of the members of the B'nai Mitzvah Committee shall be Jewish.

h. THE TIKKUN OLAM COMMITTEE shall be responsible for developing and coordinating programming for the purpose of teaching and fostering social action that fulfills the Jewish responsibility of completing creation through acts of kindness.

i. THE EARLY CHILDHOOD COMMITTEE shall develop and implement educational and social programs geared to families with young children. A majority of the members of the Early Childhood Committee shall be Jewish.

j. THE YOUTH COMMITTEE shall work to strengthen the involvement of **children and** teens in the Temple and the larger Jewish Community. A majority of the members of the Youth Committee shall be Jewish.

k. THE ISRAEL ACTION COMMITTEE seeks to deepen the relationship of members of Temple Beth Torah with Israel, through programs that impact their lives with Israel learning, Passport to Israel and a connection with congregations in Israel. A majority of the members of the Israel Action Committee shall be Jewish.

l. THE MARKETING COMMITTEE shall be responsible for marketing, publicity and communications both externally to the community and internally to the congregation.

**Section 4:** Select Committees may be established from time to time by the Board of Directors for such purposes and durations as the Board deems appropriate. The President shall appoint Chairs of Select Committees, who shall be appointed for a term commensurate with the life of the committee. Any Voting Member of the Temple may be appointed by the President to be Chair of a Select Committee.

**Section 5:** No committee shall have the power to incur liabilities in excess of its budget without the authority of the Board of Directors having first been obtained. All committees shall at all times be responsible and subject to the direction of the Board of Directors.

## **ARTICLE XI. PARLIAMENTARY PROCEDURE**

Except as otherwise provided in these By-laws, meetings of the Board of Directors and of members of the Congregation shall be conducted using *Robert's Rules of Order* in effect from time to time, as a guide for parliamentary procedure.

## **ARTICLE XII. INDEMNIFICATION AND LIABILITY**

The Congregation shall indemnify and hold harmless any past, present or future Member of the Board of Directors, Committee Member or Officer, their heirs, executors, administrators, or successors in interest in connection with claims arising in the course of the good faith exercise of their duties and responsibilities, from any and all liabilities and expenses, including judgments, fines, penalties, and counsel fees incurred in connection with the defense or disposition of any action, suit or other proceeding, whether civil, criminal or administrative. Such indemnification shall not exist for any person finally adjudicated by a court of competent jurisdiction not to have acted in good faith in the reasonable belief that his or her actions were in the best interests of the Congregation.

No Member of the Congregation shall be personally liable for any debt, liability or obligation of the Congregation.

### **ARTICLE XIII. AMENDMENTS**

Any proposed amendment to the By-laws, or any portion of them, shall be approved by a majority of the Board of Directors, or may be submitted in writing to the President if it has been signed by at least ten (10) Voting Members in good standing. Proposals for amendment shall be voted upon at the Annual Meeting or a Special Meeting called for that purpose; notice whereof shall include the text of the proposed amendment. For adoption of such amendments, the vote of two-thirds (2/3) of all Voting Members present shall be required.