

CHAVURAT SHALOM OF SOUTHWEST FLORIDA INC.

BY-LAWS

ARTICLE I

NAME AND PURPOSE

1. NAME/LOCATION: The name Chavurat Shalom means Fellowship of Peace, a Florida non-profit Corporation with its principal place of business: 20031 Sanibel View Circle, #202, Ft Myers, Florida 33908, and mailing address: P.O.BOX 722, SANIBEL FL 33957.

2. PURPOSE: Chavurat Shalom is operated exclusively for charitable, educational, and religious purposes within the meaning of section 501 C(3) of the Internal Revenue Code.

ARTICLE II

MEMBERSHIP, ANNUAL & SPECIAL MEETINGS, QUORUM AND VOTING

3. DEFINITIONS:

A. MEMBER: individuals who participate, demonstrate an interest in and support of the Chavurat Shalom Mission Statement.

B. GUESTS/INVITEES are welcome to attend and participate.

C. CHAVER/CHAVERIM: Hebrew term meaning associate, colleague, friend. Chaverim is the plural.

D. DUES: will be determined by the Board of Directors.

E. MISSION STATEMENT: Chavurat Shalom is a welcoming community in Southwest Florida committed to the study and celebration of our Jewish cultural heritage and religious traditions in order to enlighten and enrich our lives.

F. ADVISORY COUNCIL: Consists of members who advise the Board of matters to consider and act upon.

G. BOARD OF DIRECTORS(BOARD): consists of a President, 1st Vice President, 2nd Vice President, Secretary, and Treasurer.

H. VOTING ELIGIBILITY: Each member must be 18 years or older. Each member has one vote.

4. MEETINGS: An annual meeting of members shall be held in March at a time and place set by the President to do the following.

A. Elect member(s) to the Board.

B. Present an annual budget for approval by the members.

C. To conduct the above, the Secretary shall notify members at least twenty (20) days before the meeting. Notice may be given by email, U.S. mail, online social platform such as zoom, or by

telephone.

5. SPECIAL MEETINGS: may be called by the President. Any member may request a special meeting by notifying the President in writing. The President in consultation with the Officers shall determine if the request for a special meeting will be held. Notice of and the reason for the special meeting shall be transmitted by the Secretary to each member not less than twenty (20) days before the meeting by email, U.S. mail, online social platform such as zoom, or telephone.

6. QUORUM: a majority of members present constitutes a quorum. A quorum includes attendance and voting in-person, by an online platform such as zoom, or by teleconferencing.

ARTICLE III

BOARD

7. NUMBER OF OFFICERS, ELECTION, TERM OF OFFICE:

a. Five officers shall be elected for the Board by the members. The term of each officer shall be for two years, except that the terms shall be staggered, beginning at the March 2022 annual meeting as follows:

President-two years

1st Vice President-two years

2nd Vice President-one year until March 2023 and then two years thereafter

Secretary-one year until March 2023 and then two years thereafter

Treasurer-two years

b. Four non-officer Board members shall be elected for the Board by the members at the March 2022 annual meeting as follows:

Two members for a one year term until March 2023 and then two years thereafter

Two members for a two year term

c. Vacancies of an officer or non-officer Board member shall be filled by the board for the remaining term. At the annual meeting an election will be held to fill any vacancy. Spouses cannot serve on the Board at the same time.

8. BOARD MEETINGS: The President shall schedule and include an agenda for the Board meeting and for any special meeting. A quorum consisting of a majority must be present for the meeting to occur. A quorum permits attendance in person, by an online platform such as zoom, or by teleconferencing.

ARTICLE IV OFFICERS

9. OFFICERS: President, 1st Vice-President, 2nd Vice President, Secretary, and Treasurer. Each officer shall have one vote. The Officers shall manage the affairs of Chavurat Shalom with authority and discretion to determine all expenditures, disbursements, and distributions for the purpose of Chavurat Shalom and to accept or reject gifts and take such other administrative and operating actions as it deems necessary.

10. PRESIDENT: The President shall preside at all meetings, shall see that all orders and resolutions of the board are carried into effect and shall execute and deliver documents to the Secretary, appoint a nominating committee, perform all duties incident to the office of the President and other duties as may from time to time be designated by the Board.

11. FIRST VICE PRESIDENT: shall act as President due to the President's absence or disability.

12. 2ND VICE PRESIDENT: shall engage in public relations by and on behalf of Chavurat Shalom and due to the absence or disability of the President and of the First Vice President shall act as President.

13. SECRETARY: The Secretary shall transmit to members all notices of meetings by email or telephone or U.S. Mail or Zoom or an online social platform and shall record all meetings and minutes in a book to be kept by the Secretary and perform all duties incident to the Office of the Secretary.

14. TREASURER. The Treasurer shall receive the moneys of Chavurat Shalom, deposit same in the bank, pay expenses upon receipt of an unquestioned invoice, record donations, and other contributions to Chavurat Shalom and provide a financial report at an annual meeting.

15. COMMITTEES: The Board shall establish committees that include but are not limited to spiritual life including Shabbat services and any

other Jewish holidays, lectures, special events, fund raising, and other programs. The committee shall appoint a chairperson.

ARTICLE V

NOTICE AND WAIVER OF NOTICE

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16. MEETING NOTICES: Notice of a meeting will state the date, time, place, and may be sent by email, U.S. mail, or telephone text to members at their most recent address. Failure to receive notice will not affect the validity of holding the meeting. Notice by the Nominating Committee of its slate of Board candidates shall be sent to the board at the February Board meeting next prior to the annual meeting and the Nominating Committee shall forward the slate to the membership at least twenty days prior to the annual meeting. Any members may submit their own nominees for a Board position prior to or at the time of the annual meeting, at which time the nominees for the new Board will be voted on.

ARTICLE VI

CORPORATE SEAL

17. CORPORATE SEAL: Chavurat Shalom shall dispense with a corporate seal.

ARTICLE VII

MONETARY MATTERS

18. FUNDS: The Treasurer shall be responsible for deposits of Chavurat Shalom funds, and payment of Chavurat Shalom expenses. Expenses shall include but not be limited to renewal of corporate fees, tax filings, advertisements, websites, maintenance expenses, and other expenses directed by the President. Chavurat Shalom shall not borrow funds.

19. COMPENSATION AND PECUNIARY BENEFIT: Chavurat Shalom upon receipt of an expense paid and submitted with a receipt by a member, director or officer shall be reimbursed by the Treasurer upon approval by the President. No member or officer of Chavurat Shalom shall receive directly or indirectly compensation or pecuniary benefit from Chavurat Shalom.

20. DISSOLUTION. Upon dissolution or other termination of Chavurat Shalom, property or proceeds shall first be distributed in payment of all liabilities of the corporation in compliance with Section 501(C)(3) of the Internal Revenue Code of 1954, as amended.

ARTICLE VIII

PERSONAL LIABILITY

21. **PERSONAL LIABILITY.** The Board shall not be personally liable for any debt, liability, claim or obligation of Chavurat Shalom. Persons, corporations or other entities that proceed with any action against Chavurat Shalom may look only to the funds, property of Chavurat Shalom for payment of any debt that becomes due or payable to them from Chavurat Shalom.

ARTICLE IX

FISCAL YEAR

22. **FISCAL YEAR:** shall be from January 1 to December 31.

ARTICLE X

REPEAL OR AMENDMENT

23. **REPEAL/AMEND:** These BY-LAWS may be repealed or amended by two thirds (2/3) majority vote of the Board.

ARTICLE XI

PROCEEDINGS

24. **PROCEEDINGS;** The current edition of Robert's Rules of Order shall apply to all meetings except where such Rules are inconsistent with the Articles of Incorporation or these BY-LAWS.

25. **FLORIDA LAW:** shall govern in the event of any action by or against Chavurat Shalom, its officers and Board members.
