

## PROPOSED NEW BETH-EL BY-LAWS

<u>OLD</u>	<u>NEW</u>	
<b>Article I</b>	<b>Article I</b>	
Name - same		
<b>Article II - Purpose</b>	<b>Article 1 - Section 2-3 Purpose</b>	
Mostly the same – specifically says practice Reform Judaism.	Promote Judaism - nurture Jewish lives - Section 3 in keeping with Reform Judaism	
<b>Article III - Affiliation</b>	<b>Article I - Section 4</b>	
Affiliate with URJ and pay dues to URJ	Same	
<b>Article IV - Membership &amp; Dues</b>	<b>Article II - Membership</b>	
<b>Section 1</b> - Any person of good character, 18 years old or over	<b>Section 1</b> - Any Jewish person 18 or over and such person's non-Jewish spouse or Non-Jewish widow or widower may continue to be a member.	
<b>Article IV</b>		
Nothing similar	<b>Section 2</b> - Honorary Membership may be given by the Board - non-voting in congregational meetings	
Probably implied but not stated.	<b>Section 3</b> - Membership is not transferable to anyone else - cannot be sold or given to another person.	
<b>Article IV - Section 2</b>		
Unit of Membership shall be the family, including unmarried children, not self-supporting, and college kids	<b>Section 4</b> - Unit of membership is the family, including any Jewish person and that person's spouse sharing the same home.	

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No explicit statement about divorce.	<b>Section 5</b> - In the event of divorce, the non-Jewish spouse may remain a member if he/she chooses, subject to any terms and conditions the Board and Rabbi may determine.	
<b><u>OLD</u></b>	<b><u>NEW</u></b>	
This is implied by <b>Article IV, Section 2</b> but not explicitly stated.	<b>Section 6</b> - After age 28 or older, and children must apply for individual membership.	
<b>Article IV - Section 3</b>	<b>Article 2 - Section 7 - Privileges of Membership</b>	
Governance belongs to members, who have the right to vote in Annual or Special Meetings. The right to vote is vested in the individual members over 18 years. Management is delegated to be the Board of Directors. This delegation to the Board is in Article 4, Sections 1-4 of the New By-Laws.	Members in good standing may vote at all meetings of the Congregation. The Board and Rabbi may determine from time to time the nature and extent of any restrictions on the rights and privileges of non-Jewish members if appropriate. There is no comparable provision in the old By-Laws.	
Not explicitly stated, but implied.	To have the members' children attend Religious School and be eligible for life cycle ceremonies, provided that the child is Jewish and meets the requirements of Rabbi and Religious School.	
Not explicitly stated, but implied.	To have seats in the Sanctuary, space available.	
	<b>Article 2, Section 7</b>	
Not explicitly stated.	To participate in Congregational activities with whatever restrictions the Rabbi determines are appropriate for Non-Jewish members.	

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This is the same - no requirement to be Jewish for Board of Director Service	To be eligible for election to Board of Directors (no requirement to be Jewish).	
<b><u>OLD</u></b>	<b><u>NEW</u></b>	
Not explicitly stated. Probably implied.	To have use of the Sanctuary and common areas for bar/bat mitzvahs, weddings, funerals	
<b>Article IV, Section 3</b>	<b>Section 8 - Voting</b>	
This is the same	All members in good standing may vote. Each person gets one vote. Spouses may vote separately.	
Generally the same	All issues are decided by simple majority unless otherwise stated.	
<b>Article V - Meeting</b>	<b>Article 2 - Section 10 - Congregational Meetings</b>	
	Method of Voting at Meetings	
<b>Section 3</b> - A secret ballot is mandatory if requested by a member.	Voice vote or show of hands, unless a ballot is demanded by a member. The Chair of the Meeting may direct either a poll (show of hands or roll call).	
<b>Article V - Section 4</b> - No one will be allowed to vote by proxy at a meeting.	<b>Article 14 - Section 2</b> - Voting by proxy is prohibited.	
Perhaps implied, but not explicitly stated.	<b>Section 12</b> - Chair does not vote except in case of a tie	
No comparable provision, but we do this anyway.	<b>Section 13</b> - Members may resign upon written notice to Executive Director	

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Same - but we have never sued anyone for dues.	<b>Section 14</b> - Members who resign remain liable for past unpaid dues.	
<b><u>OLD</u></b>	<b><u>NEW</u></b>	
	<b>Article II, Section 15 - Expulsion of Members</b>	
There is no comparable provision under old By-Laws.	There is a procedure established, including a hearing before the Ethics Committee. Expulsion takes a 2/3 vote of the Board.	
<b>Article IV - Section 4 - Dues</b>	<b>Article 3 - Annual Commitment</b>	
Members are responsible for paying dues, which are payable quarterly. The Board may grant variances. The Board may suspend anyone whose payments are more than 6 months overdue.	The Finance Committee shall fix the annual commitment structure with the approval of the Board. Members are responsible for paying dues. The Board may grant variances according to written policy established by the Board.	
	<b>Article 3 - Annual Commitment</b>	
In practice, this is the same.	Any member unable to meet the dues commitment may ask the Executive Director for a variance.	
No comparable provision.	Newlyweds get one year free if:	
	a) one is the child of a member	
	b) one is under 30, and	
	c) they are married at Beth-El	
<b>Article IX - Section 6</b> - same Fiscal Year is July 1 - June 30.	The fiscal year is July 1 - June 30, unless the Board orders otherwise	

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<p><b>Article IV - Section 4</b> Dues are payable quarterly - this is different.</p>	<p><b>Article 3 - Section 3</b> - Dues are due annually, in advance, unless the Board orders otherwise</p>	
<p><b><u>OLD</u></b></p>	<p><b><u>NEW</u></b></p>	
<p><b>Article IV - Section 4</b> Assessments are allowed, as determined by the Board, but there is no set procedure for them. Nor is there any limitation on assessments.</p>	<p><b>Article 3 - Sections 6-8 Special Assessments</b> The Board may impose a special assessment not to exceed 20% of a person's annual commitment fee due. This takes a 2/3 vote of the Board.</p>	
	<p><b>Article 3 - Section 7 - Special Assessments</b>  <b>D99</b>The Board may impose an assessment greater than 20% upon the vote of 2/3 of the members present at a congregational meeting called for that purpose. Members shall receive written notice of such meeting at a reasonable time before such meeting.</p>	
<p><b>Article IV - Section 4</b> allows this, but the payment must be six months overdue.</p>	<p><b>Article 3 - Section 9 - Delinquency</b>  The Board may suspend anyone who has defaulted on dues or a special assessment for more than 2 months. A member may appeal and show exceptional circumstances have prevented him from meeting his commitment.</p>	
<p><b>Article IV - Section 4</b> - same.</p>	<p><b>Article 3 - Section 10</b> - Upon suspension, all rights and privileges cease.</p>	

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Implied in old By-Laws.	<b>Section 11</b> - Upon payment of all amounts owed, the member will be reinstated.	
<b><u>OLD</u></b>	<b><u>NEW</u></b>	
No comparable provision in old By-Laws.	If any member fails to pay within twelve months, the Executive Director may suspend the member without Board action.	
<b>Article IV - Section 3</b> This is comparable.	<b>Article 4 - Board of Directors</b> The power to manage the Congregation is delegated to the Board.	
<b>Article VI - Section 1</b> is comparable. Also delegates management of Congregation to the Board of Directors.	<b>Section 1</b> specifies 14 elected Directors and identifies the Officers. Composition of the Board is the same.	
No comparable provision.	<b>Section 3</b> - Explicitly requires that all Directors must be in good standing.	
<b>Article VI - Section 1</b> is comparable.	<b>Section 4</b> - Expressly says Board shall administer affairs of Congregation.	
<b>Article VI - Section 2</b> Executive Committee advises the President.	Deletes Executive Committee. This would not prevent an Ad Hoc committee, but is not part of the By-Laws.	
No directly comparable provision.	<b>Article 4 - Section 4</b>	
The old Bylaws do not expressly prescribe these powers and responsibilities	Duties and Powers of the Board a) Supervise Finance Committee b) Levy assessments	
	c) Appoint Rabbi, Cantor, hire employees	

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	d) Approve a budget for the year by 2/3 vote of members present	
	e) Call special meetings when necessary	
	Greater specificity but not a major change.	
<b><u>OLD</u></b>	<b><u>NEW</u></b>	
<b>Article V - Section 5</b> - Board may act on any business that the President or Board see fit to consider.		
<b>Article VIII - Section 4</b> Any Board Member absent for 3 consecutive meeting may be removed by the Board. No other grounds for removal.	<b>Article 4 - Section 5 Removal of Board Members</b> A Board Member may be removed by 3/4 vote of Board Members present at a Special Meeting called for that purpose.	
No comparable provision.	<b>Article 4 - Section 6</b> - Entire Board may be removed by a 2/3 vote of members present at Special Meeting called for that purpose.	
This is current practice, but there is no comparable provision.	<b>Article 4 - Section 7</b> - Board members shall not be paid for Board service	
<b>Article VIII - Section 1</b>	<b>Article 4 - Section 8</b>	
Generally the same. 3 year terms staggered.	Term of Office - 3 years for Board terms - terms shall be staggered.	
<b>Article IX - Section 7</b> - same. Also says officers other than President may serve more than 2 consecutive terms.	<b>Article 4 - Section 9</b> - No one except Past President may serve more than 2 consecutive 3-year terms.	

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<p><b>Article XIII - Same - No Change</b></p>	<p><b>Article 4 - Section 10 - Vacancies of Directors or Officers</b> - The President shall file vacancy by appointment until next Annual Meeting.</p>	
<p><b>Article V - Section 5</b> - This is comparable, but requires a majority of Board.</p>	<p><b>Article 4 - Section 11 - Quorum.</b> 50% of the voting members of the Board constitutes a Quorum.</p>	
<p><b><u>OLD</u></b></p>	<p><b><u>NEW</u></b></p>	
<p><b>Article V - Meetings</b> No statement about where meetings may be helpful.</p>	<p><b>Article 4 - Sections 12-13 Board Meetings</b> Board meets monthly 10 times per year, except in July and December. Meeting may be anywhere. Notice must be given at least 7 days in advance.</p>	
<p>There is no specific notice provision. Any business may be conducted - same.</p>	<p><b>Section 14</b> - Board may meet without notice right after Annual Meeting. Any business may be conducted at any Board Meeting.</p>	
<p><b>Article VIII - Section 4</b> This is the most comparable provision, but it is different. Allows removal by the Board if a member misses 3 consecutive regular meetings.</p>	<p><b>Article 4 - Section 15 - Attendance</b> Attendance at 2/3 of Board Meetings in a year is the minimum for continued Board membership. President has the discretion to request the resignation of any Board Member who does not meet the requirement.</p>	
<p>Implied but not explicitly stated.</p>	<p><b>Article 4 - Section 16 - Voting</b> Unless otherwise stated, matters are decided by majority vote of the Board.</p>	
<p>No comparable provision.</p>	<p>Section 17 - Chair does not vote, but may break a tie.</p>	



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No comparable provision.	Section 18 - Voting by show of hands unless a poll or ballot is requested. In this context a poll would be roll call.	
No comparable provision.	Section 19 - President may call for an electronic vote for matters that are time sensitive and expected to be uncontroversial. The results shall be ratified at next Board meeting.	
<b><u>OLD</u></b>	<b><u>NEW</u></b>	
<b>Article - VII - Section 2-3</b>	<b>Article 4 - Section 20 - Indemnification of Directors</b>	
Congregation shall buy insurance to indemnify Board members, who shall be indemnified	The Congregation shall indemnify from its own fund Board members from liability for neglect or default.	
<b>Section 4</b> - Directors shall not be liable to Congregation except for:	This is not fundamentally different, but far less specific - an exception to the rule is that new Bylaws are more specific.	
1) Breaches of duty of loyalty		
2) Acts taken in bad faith, intentional misconduct, knowing violations of law		
3) Improper benefit		
4) Violation of statute		
5) Unlawful distribution of congregational property		
<b>Article VII - Section 1</b>		
Treasurer must purchase a \$10,000 bond to be paid by Congregation	No comparable requirement.	
No comparable terms; nothing prevents this, but it is not expressly authorized.	<b>Article 4 - Section 21 - Borrowing</b> The Board may authorize the Congregation to borrow money and sign debt and security documents.	

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<p><b>Article VI - Section 1</b> No comparable provision. Does not explicitly require President and President elect to be Jewish. Does require officers to be members of the Board of Directors.</p>	<p><b>Article 5 - Officers</b> Defines the duties of the officers. No major change except that the President and President-Elect must be Jewish. Other officers need not be, as long as they are Members &amp; Directors.</p>	
<p><b><u>OLD</u></b></p>	<p><b><u>NEW</u></b></p>	
<p><b>Article IX - Section 7</b> This is the same. No change.</p>	<p><b>Article 5 - Section 11</b> - President may fill Board vacancies by appointment until next Annual Meeting</p>	
<p><b>Article X - Rabbi</b></p>	<p><b>Article 6 - Rabbi</b> Section 3 - "shall" must be changed to "may"</p>	<p>Correction Needed</p>
<p>Nearly identical language</p>	<p>Other than this drafting error - the provisions are the same.</p>	
<p><b>Article X - Section 5</b> Same</p>	<p><b>Section 5 - Duties of the Rabbi</b> - Same</p>	
<p><b>Article XI - Appointive Committees</b></p>	<p><b>Article 7 - Standing and Special Committee</b> Standing Committees are the same except for the creation of the Ethics Committee as a Standing Committee</p>	
<p>No comparable provision</p>	<p>Chairs of Standing Committee must be Jewish. 2/3 of members of Standing Committees &amp; all members of Worship &amp; Religious School Committee must be Jewish, unless the Board, in consultation with Rabbi determines otherwise.</p>	<p>Might be hard to monitor.</p>

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No comparable provision	<b>Article 8 - Auxiliary Units</b> Auxiliary Units may be formed with the approval of the Board (Section 1).	
	<b>Section 2 - MRJ, WRJ, FWFTY</b> are auxiliary units.	
<b><u>OLD</u></b>	<b><u>NEW</u></b>	
No comparable provision. This is a bad change and should be deleted.	<b>Section 3 - All Auxiliary Units</b> must elect their director during the first week of March.	Correction Needed
<b>Article V - Section 1</b> Annual meeting shall be held in April or May.	<b>Article 9 - Annual &amp; Special Meetings</b> <b>Section 1 - Annual Meeting</b> must be held in May or June.	
<b>Article V - Section 1 - Same</b>	<b>Article 9 - Purpose - Section 2 - Annual Reports</b> will be submitted at Annual Meeting	
<b>Article V - Section 1 -</b> says that election of officers and directors shall occur at the Annual Meeting and the Treasury shall submit a report, Not a budget - for approval. Under old By-Laws, Article IX, Section 6, the Budget is approved by the Board, not the Congregation.	<b>Article 9 - Section 3 - Slate of officers and directors</b> will be submitted for election <b>as well as a budget for</b> approval by the Congregation.	This Must Be Changed
<b>Article V - Section 2 -</b> President may call a special meeting and shall do so upon a majority vote of the Board.	<b>Section 4 - Board</b> may call Special Meetings on ten days' notice.	

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President shall call a special meeting upon written request from 30 voting members -- 14 days' notice is required.	<b>Section 5</b> - Special Meeting may be upon written request of not less than one-tenth of the members of the Congregation. Notice must be given to each member at least 10 days in advance. For this section "member" includes spouses of members.	
<b><u>OLD</u></b>	<b><u>NEW</u></b>	
No comparable provision	<b>Section 6</b> - Error or omissions in Notice shall not invalidate action taken Annual or Special Meetings.	
<b>Article V - Sections 1 and 2</b> - Same.	<b>Section 7</b> - Quorum is 50 members.	
Quorum is 50 voting members.		
No comparable provision.	<b>Section 8</b> - Meetings may be adjourned and resumed later. <b>No notice is required.</b>	Will Want to Change
<b>Article V - Section 1</b>	<b>Article 9 - Section 9 - Convening Annual Meeting</b> - 30 days' notice must be given. Annual Reports shall be presented. The Treasurer shall report on the financial condition of Congregation. Directors and Officers shall be elected.	
No major changes - provisions are similar		
<b>Article VII - Section 3</b>		
<b>Article VIII - Section 1</b>	<b>Article 10</b>	

**PROPOSED NEW BETH-EL BY-LAWS**

Same provisions - No changes	<b>Section 1 - Nomination of Directors.</b> At least 90 days before the Annual Meeting, President shall appoint a six-person nominating Committee. Nominees shall be present before election. The Committee may not nominate themselves, spouses or domestic partners.	
<b><u>OLD</u></b>	<b><u>NEW</u></b>	
<b>Article VIII - Section 1 - Same</b>	<b>Article 10 - Section 2</b>	
	Nominees must be circulated at least 30 days before the Annual Meeting	
<b>Article VIII - Section 2 -</b> allows nominations from the floor at the Annual Meeting	<b>Section 3 -</b> Additional nominations may be made, if signed by two members, the nominee and the member nominating him. The nomination must be received by the President, Secretary or Chair of the Nominating Committee at least seven (7) days before the Annual Meeting. No nominations from the floor.	
<b>Article IX - Section 1 -</b> The President shall sign all legal documents.	<b>Section 1 - Executing of Document -</b> President shall sign all legal documents.	
	<b>Article 11</b>	

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	<b>Section 2</b> - Contracts in the ordinary course of the Congregation's operations may be signed by any two of the President, a Vice President, a Treasurer or other person so authorized by the Board [We probably want to authorize Executive Director]	
No specific comparable provision	<b>Section 3</b> - Congregation shall keep books & records (Redundant of Art. 12)	
No comparable provision	<b>Section 4</b> - Real estate transactions more than \$25,000 require approval of 2/3 of members present at a meeting called for that purpose.	
<b><u>OLD</u></b>	<b><u>NEW</u></b>	
No comparable provision	<b>Article 11 - Sections 5-8</b>	
	Board may appoint and compensate auditors to examine financial condition and report to the Congregation. This is discretionary, not mandatory.	
No comparable provision. The Board has been doing this simply by Board action.	<b>Article 11 - Transactions</b> 1) Contracts - Board may authorize any officer or agent to enter into contracts and deliver instruments. Signatory authority up to \$500 may be given to Executive Director. Obligation over \$500 will require the President or Treasurer.	
No specific provision, though we do this.	2) Deposits - All funds shall be kept in a bank, trust company - a depository selected by the Board.	

## PROPOSED NEW BETH-EL BY-LAWS

No specific provision. Previously addressed by Board adoption of Gift Acceptance Policy	3) Gifts - Board may accept gifts to Congregation according to Gift Policy and approved by the Board	
No specific provision.	4) Loans and Related Parties - Congregations may not make loans to a Director or Officer	
No specific provision.	5) Affiliated Transaction-D323Restricts business transaction between the Congregation and its officers or companies in which they have a financial interest to prevent conflicts of interest.	
<b><u>OLD</u></b>	<b><u>NEW</u></b>	
	<b>Article 11 - Transactions</b>	
No directly comparable provision. Article VII, Section 4 states that directors may be liable for receiving an improper benefit, but that is not defined.	Section 5(a)-(c) allows transactions with Officers, Directors, or companies in which they have an interest if - (a) all materials facts are disclosed and transaction is approved by a majority of disinterested Directors or the majority of a Committee formed to review the transaction	
	(b) the contract - a transaction is fair to the Congregation - Transactions may be approved retroactively (c) the interested D376Director or committee member counts to make a quorum and may participate in discussion but may not vote on the transaction.	

**PROPOSED NEW BETH-EL BY-LAWS**

<p>No comparable provision.</p>	<p><b>Article 11 - Transactions</b>  <b>Section 6 - Prohibited Acts</b>          As long as the Congregation exists, no Director, Officer or Committee member may:          (a) violate the By-Laws          (b) do any act with the intention to harm the Congregation or its operation          (c) impede the operation of the Congregation          (d) receive an improper benefit from the operation of the Congregation          (e) use the assets of the Congregation for any purpose other than carrying out its business          (f) wrongfully transfer or dispose of Congregational property          (g) use the name of the Congregation except on behalf of the Congregation in the ordinary course of its business.</p>	
<p>No comparable provision, though the Board has approved a Gift Policy.</p>	<p><b>Article 11</b>  <b>Section 7 - Gift Policy</b>          The receipt of gifts will be governed by the Board approved Gift Policy</p>	
<p><b>Article IX, Section 6</b>          Treasurer shall keep books of accounts.</p>	<p><b>Article 12 - Section 1</b>          Required books of records - Congregation shall keep books and records of accounts.</p>	



**PROPOSED NEW BETH-EL BY-LAWS**

<u>OLD</u>	<u>NEW</u>	
No comparable provision.	<p>Congregation's books &amp; records shall include</p> <ul style="list-style-type: none"> <li>(a) incorporation documents</li> <li>(b) current By-Laws</li> <li>(c) Board Minutes and Committee Minutes</li> <li>(d) list of Officers, Director and Committee Members</li> <li>(e) Three years of Financial Statements</li> <li>(f) Income statement for the past year.</li> <li>(g) Rulings, letters, and documents regarding tax status</li> <li>(h) Past three years of Tax Returns.</li> </ul>	
	<b>Section 2 - Inspection and Copying</b>	
No comparable provision.	(a) Directors and Officers Inspection - Upon written request, stating the purpose, an individual Director, Officer, or member may inspect or copy books and records of the Congregation. The Congregation may charge expenses for copying in line with IRS guidelines.	
No comparable provision.	(b) Board may require a Non-Disclosure or Confidentiality Agreement to protect confidential or proprietary information.	
No comparable provision.	(c) Public Inspection - The Congregation will make available for public inspection documents the IRS requires to be made available to the public.	

**PROPOSED NEW BETH-EL BY-LAWS**

<u>OLD</u>	<u>NEW</u>	
<b>Article VII</b>	<b>Article 13 - Indemnification</b>	
<b>Bonding, Indemnification Insurance, Liability of Directors.</b>	1. When Indemnification is Required, Permitted and Prohibited	
<b>Section 2</b> - Officers and Directors shall be mandatorily indemnified by the Congregation in a manner consistent with TX Non-Profit Corp. Act Art. 1396-2.22A, as it may be amended. Similar language exists in Article VII, Section 2-3.	a) Congregation may indemnify an Officer, Director, Committee Member, employee or agent for acts or omissions within his or her official capacity. The Congregation shall indemnify a person if he or she acted in good faith and reasonably believed the conduct was in the Congregation's best interests. The Board of Directors may make this determination on an interim basis, and allow indemnification without waiting for the final outcome of litigation.	
<b>Section 3</b> - The Congregation may purchase insurance to indemnify people entitled to indemnification under the By-Laws or Section 1396-2.22A of Tx Non-Profit Corp Act.	In a criminal proceeding the Congregation may indemnify a person only if the person had no reasonable cause to believe that the conduct was unlawful. The Congregation shall not indemnify a person who is found liable to the Congregation or to someone else for improperly receiving a personal benefit. A person is conclusively considered to be found liable after being found liable by a court of competent jurisdiction and exhaustion of all appeals. If a person is found liable to the Congregation, the Congregation shall be entitled to reimbursement of any fund expended to defend him.	

**PROPOSED NEW BETH-EL BY-LAWS**

<u>OLD</u>	<u>NEW</u>	
<p><b>Article VII - Section 4</b>            Board members shall not be liable to Congregation except for:            1) breaches of loyalty            2) acts taken in bad faith            3) Improper benefits            4) Violations of statute            5) unlawful distribution</p>	<p>(b) The termination of a proceeding by judgment, order, settlement, conviction or plea of nolo contendere or its equivalent does not necessarily preclude indemnification.            (c) Congregation may reimburse expenses for a person not named as a defendant.</p>	
<p><b>Article VII - Section 4</b></p>	<p>(d) Congregation may indemnify Director, officer, Committee Member, agent to the extent allowed by law, but may not indemnify any person when prohibited by Paragraph 13.1(a)</p>	
<p>No comparable provision</p>	<p>(e) Congregation may indemnify for expenses permitted by the By-Laws before a final disposition of a proceeding.</p>	
<p><b>Article VII - Section 4</b>            Address the general topic, but there is no comparable provision</p>	<p>Congregation shall not indemnify before final disposition of a proceeding if:            (i) the person is a defendant or respondent in any action brought by the Congregation or            (ii) the person is alleged to have received an improper personal benefit or to have committed other willful or intentional misconduct.</p>	

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No comparable provision.	(f) If the Congregation may indemnify a person under the By-Laws, the indemnification may include judgments, fines, penalties, and settlement. If the proceeding is brought by or on behalf of the Congregation, indemnificatin is limited to the expenses reasonably incurred by the person in the proceeding.	
No comparable provision.	<b>Article 13, Section 2, Procedure Related to Indemnification Payments.</b>	
	(a) The Congregation may not pay any indemnification until approved by the Board of Director, a Committee designated by the Board to decide or special legal counsel selected by the Board.	
No comparable provision.	Procedure Related to Indemnification Payments (continued...)	
	(b) The Congregation may authorize indemnification and determine what expenses are reasonable in the same manner that it determines whether indemnification is permissible. If the decision is made by special counsel, a provision in the By-Laws or a Board resolution shall be sufficient authorization.	

**PROPOSED NEW BETH-EL BY-LAWS**

<u><b>OLD</b></u>	<u><b>NEW</b></u>	
	(c) Congregation may pay indemnification before final disposition of a proceeding only if facts then known would not preclude indemnification and the Congregation receives written affirmation and promise to repay from the indemnified person, if it is determined that the person was not eligible for indemnification under the facts as determined.	
<b>Article VII - Section 3</b>	<b>Article 13 - Section 3 - Insurance</b>	
The Congregation may purchase insurance for people entitled to indemnification.	The Congregation may purchase insurance to indemnify Directors, officers, employees, or agents entitled to indemnification. Board resolution shall be sufficient.	
	<b>Article 14 - Special Procedures Concerning Meetings</b>	
No comparable provision.	(1) Meetings by Electoral Means	
	The Board of Directors, or any committee may meet electronically by telephone or other electronic means.	
<b>Article V - Section 7 - Voting by Proxy is Prohibited</b>	(2) Voting by Proxy - Voting by Proxy is prohibited.	

## PROPOSED NEW BETH-EL BY-LAWS

<u>OLD</u>	<u>NEW</u>	
	<b>Article 15 - Procedure for Amendments</b>	
<b>Article XV - Section 1</b> No provision allowing members to propose amendments	(1) Proposed amendments to By-Laws must be in writing and proposed by Board or ten members and filed with the Board.	
<b>Article XV - Section 1</b> No provision allowing members to propose amendments	(2) Proposed amendments may be acted upon at any congregational meeting or special meeting called for such purpose. Written notice must be sent to members of Congregation at least 30 days before such meeting.	
<b>Article XV - Section 1</b> No provision allowing members to propose amendments	(3) An affirmation vote of 2/3 of members present shall be required to approve the amendment.	
	<b>Article 15 - Sections 4-5</b>	
No comparable provision.	The Board of Directors, by a 2/3 vote may provisionally amend the By-Laws until the next Annual Meeting, but the provisional amendments shall expire and revert back unless the provisional amendments are approved at the next Annual Meeting or at a special meeting called for that purpose.	
	<b>Article 16 - Notice</b>	
No comparable provision.	(1) Notices may be given by personal delivery, U.S. Mail, fax or email.	
	(2) Notice sent by mail shall be deemed given on the third business day after mailing. Otherwise, notice shall be deemed given on the day sent.	
	(3) Notice shall be sent to last known address on file at Congregation office.	

**PROPOSED NEW BETH-EL BY-LAWS**

<u>OLD</u>	<u>NEW</u>	
	<b>Article 16 - Rules of Order</b>	
No comparable provision.	(4) For procedural matters not dealt with in the By-Laws, the Chair shall refer to Robert's Rules of Order, or such other manual of procedure the Board may designate.	
<b>Article XIV - Section 1</b> No comparable provision.	Interpretation - (5) For purposes of construction, the singular may include the plural of the masculine may include the feminine gender and vice versa.	
No comparable provision.	<b>Article 17 Repeal of Previous By-Laws</b>	
	(1) All prior By-Laws are repealed.	
	<b>Article 18 - Miscellaneous Provisions</b>	
No comparable provision, but not a change	(1) Legal Authority - the By-Laws will be governed by and construed according to the laws of the State of Texas.	
No comparable provision, but not a change	(2) Legal Construction (severability). If any provision of the By-Laws is held to be invalid, illegal, or unenforceable, the remainder of the By-Laws is still valid.	
No comparable provision, but not a change	(3) Headings - The headings are for convenience only and shall not be used to construe By-Laws.	
<b>Article XIV - Section 1</b>	(4) Gender - The masculine gender shall include the feminine gender and the singular shall include the plural.	

**PROPOSED NEW BETH-EL BY-LAWS**

<u>OLD</u>	<u>NEW</u>	
No comparable provision, but not a change	(5) Seal - The Board of Directors may provide a corporate seal.	
No comparable provision, but not a change	(6) Power of Attorney - the Congregation may be a power of attorney to act for the Congregation, if an original is provided to the Secretary and kept with the Congregation records.	
No comparable provision, but not a change	(7) Parties Bound - The By-Laws shall bind the Directors, officers, committee members, employees, and agents of the Congregation.	
No comparable provision, but this is a change. Nothing in the existing By-Laws addresses or specifically authorizes electronic signatures.	(8) Electronic Signatures - Electronic signatures, including emails shall be valid for purposes of required consent, unless a Director, officer, a member submits a written refusal to conduct business by electronic means.	
No comparable provision. This is a change.	<b>Article 19 - Emergency Powers &amp; By-Laws</b>	



### PROPOSED NEW BETH-EL BY-LAWS

<u>OLD</u>	<u>NEW</u>	
	<p>In an emergency, if a quorum of the Board cannot be obtained, the Board may modify lines of succession to accommodate the incapacity of any officers or Directors. Notice of meetings may be given by any practicable means. The Board may take emergency action, appoint temporary Directors or temporarily amend By-Laws. The temporary changes expire once the emergency ends. The Board shall not be liable for action taken during the emergency, as long as the actions were taken in good faith.</p>	

