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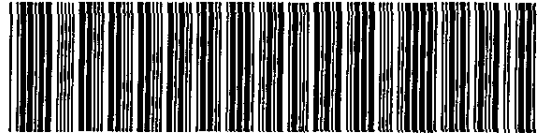
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TALLAHASSEE FLORIDA

GA 3/21 amend

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Beth Judah Messianic Congregation

DOCUMENT NUMBER: _____

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Jerry Miller

(Name of Contact Person)

Beth Judah

(Firm/ Company)

3217 S. R. 40

(Address)

Ormond Beach FL 32174

(City/ State/ and Zip Code)

For further information concerning this matter, please call:

Jerry Miller

(Name of Contact Person)

at (386) 672-8443

(Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

- \$35 Filing Fee \$43.75 Filing Fee & Certificate of Status \$43.75 Filing Fee & Certified Copy (Additional copy is enclosed) \$52.50 Filing Fee Certificate of Status Certified Copy (Additional Copy is enclosed)

Mailing Address

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address

Amendment Section
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

Articles of Amendment
to
Articles of Incorporation
of

FILED
05 MAR 14 PM 12:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Beth Judah Messianic Congregation Incorporated
(Name of corporation as currently filed with the Florida Dept. of State)

(Document number of corporation (if known))

Pursuant to the provisions of section 617.1006, Florida Statutes, this **Florida Not For Profit Corporation** adopts the following amendment(s) to its Articles of Incorporation:

NEW CORPORATE NAME (if changing):

(must contain the word "corporation," "incorporated," or the abbreviation "corp." or "inc." or words of like import in language; "Company" or "Co." may not be used in the name of a not for profit corporation)

AMENDMENTS ADOPTED- (OTHER THAN NAME CHANGE) Indicate Article Number(s) and/or Article Title(s) being amended, added or deleted: **(BE SPECIFIC)**

Article VII Section 4 Addition

Article VII Section 4, Sect 2 Amended

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05 MAR 14 PM 12:16
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TALLAHASSEE, FLORIDA

(Attach additional pages if necessary)

(continued)

The date of adoption of the amendment(s) was: Jan. 16, 2005

Effective date if applicable: Jan. 16, 2005
(no more than 90 days after amendment file date)

Adoption of Amendment(s) (CHECK ONE)

- The amendment(s) was (were) adopted by the members and the number of votes cast for the amendment was sufficient for approval.
- There are no members or members entitled to vote on the amendment. The amendment(s) was (were) adopted by the board of directors.

Signed this 9th day of March, 2005.

Signature Keith Ginsburg
(By the chairman or vice chairman of the board, president or other officer- if directors have not been selected, by an incorporator- if the hands of a receiver, trustee, or other court appointed fiduciary, by that fiduciary.)

Keith Ginsburg
(Typed or printed name of person signing)

Pres. Board of Directors
(Title of person signing)

FILING FEE: \$35

**ARTICLES OF INCORPORATION AND BYLAWS FOR
BETH JUDAH MESSIANIC CONGREGATION**

January 16, 2005

THE UNDERSIGNED, ACTING AS INCORPORATORS OF THIS CORPORATION PURSUANT TO CHAPTER 617.1006, FLORIDA STATUS, ADOPTS THE FOLLOWING ARTICLES OF AMENDMENT TO THE ARTICLES OF INCORPORATION AND BYLAWS.

ARTICLE I: NAME

THE NAME OF THE CORPORATION IS BETH JUDAH MESSIANIC CONGREGATION INCORPORATED.

ARTICLE II: EXISTENCE

THIS BODY IS TO EXIST PERPETUALLY UNLESS DISSOLVED ACCORDING TO LAW.

ARTICLE III: PURPOSE

SECTION 1: GENERAL

THE PURPOSES FOR WHICH BETH JUDAH MESSIANIC CONGREGATION IS ORGANIZED ARE EXCLUSIVELY AS A RELIGIOUS, CHARITABLE, SCIENTIFIC, LITERARY AND EDUCATIONAL WITHIN THE MEANING OF SECTION 501c (3) OF THE INTERNAL REVENUE CODE OF 1986 OR CORRESPONDING PROVISIONS OF ANY FUTURE UNITED STATES INTERNAL REVENUE LAW.

SECTION 2: SPIRITUAL

1) TO FOSTER THE SPIRITUAL GROWTH OF THOSE JEWISH PEOPLE WHO HAVE ALREADY RECEIVED YESHUA AS THE MESSIAH AS FORETOLD BY THE JEWISH OLD COVENANT.

2) TO HELP OTHER JEWISH PEOPLE TO RECEIVE/ACCEPT MESSIAH YESHUA.

SECTION 3: SOCIAL

TO PROVIDE OCCASION FOR FELLOWSHIP AMONG MESSIANIC BELIEVERS.

SECTION 4: CULTURAL

1) TO IDENTIFY WITH THE JEWISH PEOPLE EVERYWHERE

2) TO ASSIST WORTHWHILE JEWISH CAUSES, WHETHER MESSIANIC OR NOT, BY PRACTICAL DEEDS

3) TO SUPPORT MESSIANIC LITERATURE PROGRAMS

4) BETH JUDAH WILL NEVER BECOME PART OF A "CHURCH" OR ORGANIZATION THAT DOES NOT SHARE THE MESSIANIC VISION

5) THE MESSIANIC VISION IS THE PRACTICE OF A FAITH BASED ON THE ACCEPTANCE OF YESHUA (JESUS) AS THE MESSIAH. THIS INVOLVES AN ADAPTATION OF THE ASSUMED PRACTICES OF THE FIRST CENTURY MESSIANIC JEWS ("JEWISH BELIEVERS") TO CONTEMPORARY JEWISH CULTURE

6) THE JUDAICA SHOP IS A NON-PROFIT ENTITY OF BETH JUDAH. NET PROCEEDS WILL GO TO THE EXPENSES OF RUNNING BETH JUDAH

ARTICLE IV: MEMBERSHIP

SECTION 1: MESSIANIC JEWISH BELIEVERS AND GENTILE BELIEVERS WITH A MESSIANIC VISION, THEIR SPOUSES, AND THEIR CHILDREN OVER THE AGE OF 18, MAY APPLY FOR REGULAR MEMBERSHIP. THEIR VISION MUST BE ONE AND THE SAME WITH THE CONGREGATION.

SECTION 2: REQUIREMENTS

- 1) AT LEAST 18 YEARS OF AGE
- 2) CONFESSION OF AND REPENTANCE OF PERSONAL SIN
- 3) ACCEPTANCE OF YESHUA AS PROMISED MESSIAH
- 4) COMPLETE AND SIGNED MEMBERSHIP APPLICATION
- 5) FOLLOW THE MESSIAH YESHUA IN IMMERSION (MIKVAH)
- 6) VERBAL ACCEPTANCE OF BETH JUDAH'S DOCTRINAL STATEMENT OF FAITH
- 7) HAVE BEEN ATTENDING SERVICES REGULARLY FOR A PERIOD OF NOT LESS THAN SIX MONTHS (THIS TIME PERIOD MAY BE WAIVED AT THE DISCRETION OF THE RABBI OR BOARD OF DIRECTORS)
- 8) ALL APPLICATIONS ARE TO BE REVIEWED AND APPROVED BY THE BOARD OF DIRECTORS
- 9) CANNOT BE A MEMBER OR A REGULAR ATTENDEE OF ANY OTHER RELIGIOUS CONGREGATION OR CHURCH
- 10) SUPPORT BETH JUDAH WITH THEIR TITHES AND OFFERINGS

SECTION 3: JUNIOR MEMBERSHIP

JUNIOR MEMBERSHIP SHALL BE PROVIDED FOR THOSE UNDER THE AGE OF 18, IF THEY MEET THE ABOVE REQUIREMENTS.

SECTION 4: INACTIVE MEMBERS

MEMBERS THAT MISS FOUR OR MORE CONSECUTIVE SERVICES OR HAVE CEASED TO TITHE ARE CONSIDERED TO BE INACTIVE MEMBERS. TO BE REINSTATED TO THE ACTIVE MEMBERSHIP ROSTER, THE INACTIVE MEMBER MUST ATTEND FOUR OR MORE CONSECUTIVE SERVICES, MUST BE TITHING AND REQUEST IN WRITING REINSTATEMENT.

SECTION 5: VOTING PRIVILEGES

NEITHER JUNIOR MEMBERS NOR MEMBERS IN INACTIVE STATUS SHALL HAVE VOTING PRIVILEGES.

SECTION 6: REMOVAL OF MEMBERSHIP

THE RABBI OR BOARD OF ELDERS MAY REMOVE ANY PERSON AT ANY TIME FROM THE MEMBERSHIP ROLL FOR UNWORTHY CONDUCT, LACK OF ATTENDANCE OR THE DISCONTINUANCE OF THE STATED FAITH IN THE MESSIAH AND IN THE SCRIPTURES. SUCH REMOVAL SHALL BE IN ACCORD WITH BIBLICAL PRINIPLES OF TESTIMONY AND JUDICIAL AUTHORITY OF THE BODY OF BELIEVERS. (MATTHEW 18:15-17).

SECTION 7: VOTING

1. MEMBERS MAY VOTE ON THE FOLLOWING:

- A) CANDIDATES FOR THE BOARD OF DIRECTORS
- B) ACQUISITION AND DISPOSAL OF PROPERTY INCLUDING ITEMS VALUED OVER \$10,000.00
- C) AMENDMENTS TO THE CONSTITUTION AND BYLAWS
- D) THE SELECTION OF RABBI
- E) APPROVAL OF ANNUAL BUDGET
- F) OTHER MATTERS AS DETERMINED BY THE BOARD OF DIRECTORS

ARTICLE V: PREROGATIVES

SECTION 1: THIS CONGREGATION SHALL HAVE THE RIGHT TO GOVERN ITSELF ACCORDING TO THE STANDARDS OF THE SCRIPTURES.

SECTION 2: TO HAVE A MEMBERSHIP WHICH IS DETERMINED BY THE LOCAL BODY AND TO DISCIPLE ITS MEMBERS ACCORDING TO THE SCRIPTURES.

SECTION 3: TO CHOOSE OR CALL ITS SPIRITUAL LEADER, ELECT ITS OFFICERS AND TRANSACT BUSINESS PERTAINING TO ITS LIFE AND CONDUCT AS A LOCAL BODY.

SECTION 4: TO ESTABLISH AND MAINTAIN SUCH PROGRAMS AND INSTITUTIONS AS MAY BE DEEMED NECESSARY FOR THE PROPAGATION OF THE GOSPEL AND FOR THE EDIFICATION OF THE BODY.

SECTION 5: TO PURCHASE OR ACQUIRE BY GIFTS, BEQUEST, OR OTHERWISE EITHER DIRECTLY OR AS TRUSTEE. TO OWN, HOLD IN TRUST, USE OR SELL, SUBJECT TO THE SECURING OF A COURT ORDER; CONVEY MORTGAGE, LEASE OR OTHERWISE DISPOSE OF ANY REAL ESTATE OR CHATTELS AS MAY BE NECESSARY FOR THE FURTHERANCE OF ITS PURPOSES. ALL IN ACCORDANCE WITH ITS CONSTITUTION AND BYLAWS OR AS THE SAME MAY BE HEREAFTER MODIFIED OR AMENDED.

SECTION 6: TO ORDAIN BOTH ELDERS AND MESSIANIC RABBIS. TO PLANT AND SUPPORT NEW MINISTRIES.

ARTICLE VI DISSOLUTION

IN THE EVENT OF DISSOLUTION, THE RESIDUAL ASSETS OF THIS BODY WILL BE TURNED OVER TO ONE OR MORE ORGANIZATIONS, WHICH WILL BE CHOSEN BY SAID CONGREGATION. SELECTED ORGANIZATIONS, WHICH WILL THEMSELVES, BE EXEMPT AS DESCRIBED IN SECTION 501(C)3 AND (170) (2) OF THE INTERNAL REVENUE CODE OF 1954 OR CORRESPONDING SECTIONS OF ANY PRIOR OR FUTURE LAW, FEDERAL STATE OR LOCAL GOVERNMENT FOR EXCLUSIVE PUBLIC PURPOSES. ***THIS MUST BE A MESSIANIC ORGANIZATION WITH A MESSIANIC VISION WITHOUT ANY ATTACHMENT TO A CHURCH GROUP OR CHURCH ORGANIZATION.***

ARTICLE VII THE SPIRITUAL LEADER/RABBI

SECTION 1: DUTIES

- 1) SELECTION: THE RABBI IS SELECTED BY A BIMAH COMMITTEE AND CONFIRMED BY TWO-THIRDS MAJORITY OF THE ELIGIBLE-VOTING MEMBERS OF BETH JUDAH. THE SPIRITUAL LEADER/RABBI IS RESPONSIBLE FOR THE SPIRITUAL GROWTH OF THE CONGREGATION AND IS RESPONSIBLE FOR THE APPOINTING OF DEACONS AND ELDERS.
- 2) THE DUTIES OF THE RABBI CONSIST OF, BUT NOT LIMITED TO, CONDUCTING MIKVAHS, MARRIAGES, FUNERALS, BAR & BAT MITZVAHS, SABBATH SERVICES.
- 3) HE SHALL SUPERVISE AND OVERSEE THE DAY-TO-DAY ACTIVITIES OF THE CONGREGATION. HE SHALL HAVE THE AUTHORITY TO HIRE, DISMISS, AND TO SET THE SALARIES OF ALL STAFF AND OFFICE MEMBERS OF BETH JUDAH, AFTER DISCUSSING THE SAME WITH THE BOARD OF ELDERS AND REVIEWING THE FINANCIAL IMPLICATIONS WITH THE BOARD OF DIRECTORS.
- 4) HE SHALL HAVE THE PRIME RESPONSIBILITY FOR THE SUCCESSFUL OPERATION OF BETH JUDAH. TO THIS END HE SHALL AID AND EXHORT THE MEMBERS TO DO THEIR PART IN EVERY WAY POSSIBLE.
- 5) HE WILL BE AN EX-OFFICIO OF EVERY COMMITTEE. AS THE RABBI, HIS SENSE OF LEADING SHALL BE CAREFULLY AND SERIOUSLY CONSIDERED. HE SHALL FUNCTION AS THE CHIEF ELDER AND LEAD THE BOARD OF ELDERS, WHO HAVE THE FINAL AUTHORITY OF MATTERS RELATING TO THE SPIRITUAL CONCERN OF BETH JUDAH. HIS VOTE WILL BE EQUAL TO THE VOTE OF EACH INDIVIDUAL ELDER. HOWEVER, AS THE CHIEF ELDER, IN THE EVENT OF A TIE IN VOTING, HIS VOTE WOULD BE CONSIDERED AS THE DECIDING VOTE.

SECTION 2: COMPENSATION

THE RABBI SHALL HAVE A WRITTEN CONTRACT WITH BETH JUDAH. THE COMPENSATION PACKAGE WILL BE SPELLED OUT IN THIS CONTRACT. THE BOARD OF DIRECTORS WILL REVIEW THE REQUIREMENTS OF THE RABBI AS OFTEN AS DEEMED NECESSARY. IT SHOULD BE REMEMBERED THAT THE CONGREGATION HAS A RESPONSIBILITY TO SUPPORT THE RABBI. THE SCRIPTURAL MANDATE IS THAT THE TITHES WERE USED TO SUPPORT THE PRIEST.

SECTION 3: SABBATICAL/ADMINISTRATIVE LEAVE

BECAUSE OF THE STRESS ASSOCIATED WITH THE POSITION OF RABBI, THE RABBI WILL BE ABLE TO TAKE A SABBATICAL AFTER HE NOTIFIES THE BOARD OF DIRECTORS. TOGETHER THEY WILL SET THE DAYS AND DETAILS OF SUCH LEAVE.

SECTION 4: CONFLICT RESOLUTION

IN THE EVENT OF CONFLICT OR DISAGREEMENT BETWEEN THE RABBI AND ANY OF THE ELDERS, ANY ELDER CAN APPEAL AT ANY TIME TO TIKKUN INTERNATIONAL, FOR HELP FROM TIKKUN IN RESOLVING THE ISSUE. IN SUCH A CASE, TIKKUN WOULD BE EXPECTED TO MEDIATE THE SITUATION.

SECTION 5: REMOVAL OF THE SPIRITUAL LEADER/RABBI

1) THE RABBI IS ON A CONTRACT WITH BETH JUDAH AND MAY BE DISMISSED IF HE LOSES THE MESSIANIC VISION, WHICH IS TO THE "JEW FIRST."

2) AS THE CHIEF ELDER, HE MAY ALSO BE REMOVED FOR ANY OF THE REASONS STATED BELOW IN ARTICLE VIII UNDER "REMOVAL OF ELDERS." IT MAY BE NECESSARY FOR SUCH A PROCESS TO BE ADJUDICATED THROUGH OUTSIDE MEDIATION, BY EITHER TIKKUN INTERNATIONAL OR THE IAMCS (INTERNATIONAL ASSOCIATION OF MESSIANIC CONGREGATIONS AND SYNAGOGUES.)

ARTICLE VIII: ELDERSHIP

SECTION 1: POWERS

THE ELDERSHIP SHALL, IN ACCORDANCE WITH THE PRINCIPLES AND MANDATES OF THE SCRIPTURES, AS CONTAINED IN, BUT NOT LIMITED TO, 1 PETER 5:1-4, HEBREWS 13:17, EXODUS 18:21-23, NUMBERS 11:16-17 AND DEUTERONOMY 16:18-20, OVERSEE THE APPLICATION OF SCRIPTURAL TRUTHS AND PRINCIPLES TO THE CONGREGATION AND TO THE ACTIVITIES AND LIVES OF ITS MEMBERS. ELDERS SHALL BE MALES, SHALL BE MEMBERS OF THE CONGREGATION AS DEFINED BY THE BYLAWS FOR AT LEAST ONE YEAR, AND SHALL MEET THE SCRIPTURAL QUALIFICATIONS OF AN ELDER AS DEFINED IN 1 TIMOTHY 3:1-7, TITUS 1:5-9 AND 1 PETER 5:1-4.

SECTION 2: TENURE

EACH ELDER SHALL HOLD OFFICE UNTIL HE RESIGNS, DIES, OR HIS ELDERSHIP IS TERMINATED PURSUANT TO THE SECTION BELOW ON "REMOVAL OF ELDERS." TO BECOME AN ELDER, AN ELIGIBLE MAN SHALL BE NOMINATED BY THE EXISTING ELDERS IN OFFICE, PRESENTED TO AND EXAMINED BY THE CONGREGATION'S MEMBERS FOR COMMENT AND COUNSEL, CONFIRMED BY THE ELDERS, AND SET INTO OFFICE VIA THE LAYING ON OF HANDS BY THE ELDERSHIP.

SECTION 3: MEETINGS

1) **REGULAR MEETINGS:** REGULAR MEETINGS OF THE ELDERSHIP SHALL BE HELD AT LEAST MONTHLY. THE TIME AND PLACE OF THE REGULAR MEETINGS SHALL BE DETERMINED AND ANNOUNCED TO ALL ELDERS WITH SUFFICIENT ADVANCE NOTICE TO ASSURE THAT ALL ELDERS DESIRING TO BE PRESENT MAY DO SO. IN ANY EVENT, A VERBAL OR WRITTEN NOTICE GIVEN AT LEAST TWO WEEKS IN ADVANCE SHALL CONSTITUTE SUFFICIENT NOTICE FOR THE CALLING OF A REGULAR MEETING OF THE ELDERSHIP.

2) **SPECIAL MEETINGS:** ANY ELDER MAY CALL FOR A SPECIAL MEETING OF THE ELDERSHIP. NOTICE OF A SPECIAL MEETING SHALL BE GIVEN AT LEAST FIVE DAYS PREVIOUS THERETO BY WRITTEN NOTICE SENT BY MAIL OR TELEGRAM TO EACH ELDER AT HIS ADDRESS AS SHOWN BY THE RECORDS OF THE CONGREGATION. PUBLIC ANNOUNCEMENT BY THE SPIRITUAL LEADER/RABBI AT THE SHABBAT SERVICE IMMEDIATELY PRECEDING THE DATE SET FOR SUCH AZ MEETING SHALL ALSO CONSTITUTE SUFFICIENT ADVANCE NOTICE FOR A SPECIAL MEETING.

3) **AGENDA:** ALL BUSINESS TO BE TRANSACTED AT A REGULAR OR SPECIAL MEETING SHALL BE PLACED ON AN AGENDA BY THE SPIRITUAL LEADER/RABBI AND DISTRIBUTED TO EACH ELDER PRIOR TO SUCH A MEETING. ANY ELDER MAY PLACE AN ITEM OF BUSINESS ON THE AGENDA OF AN UPCOMING MEETING BY SUBMITTING THAT ITEM TO THE SPIRITUAL LEADER/RABBI PRIOR TO THE DISTRIBUTION OF THE AGENDA FOR THAT MEETING. BUSINESS NOT ON THE AGENDA MAY BE TRANSACTED IF THE REQUIREMENT IS WAIVED BY A UNANIMOUS DECISION OF ALL ELDERS PRESENT AT THE MEETING.

4) **QUORUM:** A MAJORITY OF THE ELDERSHIP INCLUDING THE SPIRITUAL LEADER/RABBI SHALL CONSTITUTE A QUORUM FOR THE TRANSACTION OF BUSINESS AT ANY MEETING OF THE ELDERSHIP; IF LESS THAN A MAJORITY IS PRESENT, THE MEMBERS PRESENT MAY ADJOURN THE MEETING. A QUORUM SHALL NOT EXIST IF THE SPIRITUAL LEADER/RABBI IS NOT IN ATTENDANCE UNLESS HE WAIVES HIS RIGHT TO BE IN ATTENDANCE, OR IS PHYSICALLY OR MENTALLY INCAPACITATED, OR REFUSES TO ATTEND AT LEAST TWO CONSECUTIVE ELDERSHIP MEETINGS.

SECTION 4: REMOVAL OF ELDERS

AN ELDER MAY BE REMOVED FOR FAILURE TO MEET THE BIBLICAL QUALIFICATIONS OF AN ELDER, OR FOR PHYSICAL OR MENTAL INCAPACITY. REMOVAL IS BY DECISION OF THE ELDERSHIP (EXCLUDING THE ELDER BEING REMOVED), WITH PUBLIC EXPLANATION AND THE ELDER WHO IS BEING REMOVED PERMITTED TO ADDRESS THE CONGREGATION AT A SPECIAL MEETING OF THE CONGREGATION PRIOR TO SUCH REMOVAL. AFTER COMMENT AND COUNSEL ARE RECEIVED FROM THE CONGREGATION, REMOVAL SHALL BE ANNOUNCED AT A SPECIAL MEETING OF THE CONGREGATION. FOR REMOVAL OF AN ELDER BASED ON FAILURE TO MEET THE BIBLICAL QUALIFICATIONS OF AN ELDER, THERE MUST BE AN APPROPRIATE JUDICIAL PROCESS IN WHICH OBJECTIVE EVIDENCE IS PRESENTED TO THE ELDER BEING REMOVED. THIS PROCESS IS IN ACCORDANCE WITH THE PRINCIPLES DESCRIBED IN MATTHEW 18:15-17.

ARTICLE IX: BOARD OF DIRECTORS

SECTION 1: GENERAL

1) THE BOARD OF DIRECTORS SHALL MANAGE THE NON-RELIGIOUS (SECULAR) AFFAIRS OF BETH JUDAH. THE BOARD OF DIRECTORS SHALL OPERATE WITH DELEGATED AUTHORITY IN THE AREAS OVERSEEN AND SHALL BE ACCOUNTABLE TO THE ELDERS BOARD.

2) A MINIMUM BOARD SHALL CONSIST OF CHAIRMAN/PRESIDENT, TREASURER, AND A SECRETARY.

3) THE RABBI WILL BE INVOLVED WITH ALL BOARD MEETINGS AND HIS INPUT WILL ALWAYS BE CONSIDERED. HOWEVER, HE IS A NON-VOTING MEMBER.

SECTION 2: NUMBERS, ELECTIONS AND TENURE:

THE NUMBER OF THE BOARD SHALL NOT BE LESS THAN THREE. THE BOARD SHALL BE ELECTED AT THE ANNUAL BUSINESS MEETING OF THE CONGREGATION. THE ELECTED BOARD MEMBERS SHALL SERVE THEIR TERM OF OFFICE (TWO YEARS) AFTER WHICH THEY MAY STAND FOR RE-ELECTION. AFTER TWO CONSECUTIVE TERMS THEY MUST STEP DOWN FOR AT LEAST ONE YEAR, AFTER WHICH THEY MAY STAND FOR RE-ELECTION. THE TERMS OF THE BOARD OF DIRECTORS SHALL BE STAGGERED.

SECTION 3: QUALIFICATIONS

THE MEMBERS OF THE BOARD OF DIRECTORS SHALL CONSTITUTE THE SOLE MEMBERSHIP OF THE CONGREGATION WITH VOTING RIGHTS REGARDING LEGAL MATTERS. THEY MAY NOT BE A MEMBER OF ANY OTHER CONGREGATION. THEY MUST HAVE THE MESSIANIC VISION AND LEAD A MESSIANIC LIFESTYLE. THE BOARD MEMBERS MUST BE OF GOOD CHARACTER AND THEIR LIVES MUST BE A WITNESS FOR THE MESSIAH YESHUA. BOARD MEMBERS MUST BE REGULARLY AND REASONABLY TITHING MEMBERS. SPOUSES CANNOT SERVE CONCURRENTLY.

SECTION 4: REMOVAL

THE ELECTED BOARD MEMBERS MAY BE REMOVED WITH CAUSE BUT WITHOUT THE NECESSITY OF DISCLOSURE BY THE BOARD OF DIRECTORS. THIS WILL PROTECT THE RIGHTS OF THE EFFECTED BOARD MEMBER AS WELL AS THE RIGHTS OF THE CONGREGATION.

SECTION 5: REGULAR BOARD MEETINGS

THE BOARD OF BETH JUDAH WILL BE REQUIRED TO HAVE AT LEAST TWO BUSINESS MEETINGS PER YEAR. A SPECIAL MEETING OF THE BOARD OF DIRECTORS MAY BE CALLED AT THE REQUEST OF THE CHAIRMAN OR BY A MAJORITY OF THE BOARD. REASONABLE TIME MUST BE GIVEN TO HAVE SUCH A MEETING AND PURPOSE OF MEETING MUST BE REVEALED BEFORE SUCH MEETING.

SECTION 6: QUORUM

A MAJORITY OF THE BOARD OF DIRECTORS SHALL CONSTITUTE A QUORUM FOR THE TRANSACTION OF BUSINESS AT ANY BOARD MEETING.

SECTION 7: MANNER OF ACTING

THE ACT OF THE MAJORITY OF THE BOARD OF DIRECTORS PRESENT AT THE MEETING AT WHICH A QUORUM IS PRESENT SHALL BE THE ACT OF THE ENTIRE BOARD OF DIRECTORS, UNLESS THE ACT OF THE GREATER NUMBER IS REQUIRED BY LAW OR BY THESE BYLAWS. IN THE EVENT OF A TIE VOTE, THE CHAIRMAN/PRESIDENT SHALL CAST THE DECIDING VOTE.

SECTION 8: VACANCIES

IN THE EVENT OF A VACANCY, THE BOARD OF DIRECTORS MAY ELECT A PERSON TO FILL THE VACANCY AS SOON AS POSSIBLE. THIS POSITION WILL BE IN EFFECT UNTIL THE NEXT ANNUAL ELECTION. THE ELECTED INDIVIDUAL MUST MEET ALL THE REQUIREMENTS AS STATED ABOVE IN SECTION 3.

SECTION 9: RESIGNATION

ANY OFFICERS MAY RESIGN BY GIVING WRITTEN NOTICE TO THE BOARD OF DIRECTORS.

SECTION 10: PRESIDENT/CHAIRMAN

THE BOARD OF DIRECTORS WILL CHOOSE ONE OF ITS MEMBERS TO ACT AS ITS PRESIDENT/CHAIRMAN. THE CHAIRMAN SHALL ALSO HOLD THE DUAL POSITION OF PRESIDENT OF THE CONGREGATION.

SECTION 11: SECRETARY

DUTIES: THE SECRETARY SHALL KEEP ALL THE MINUTES OF ALL THE MEETINGS OF BETH JUDAH. HE/SHE SHALL SEE THAT ALL NOTICES ARE DULY GIVEN IN ACCORDANCE WITH THE PROVISIONS OF THESE BY-LAWS OR AS REQUIRED BY LAW. HE/SHE SHALL PERFORM OTHER DUTIES FROM TIME TO TIME AS REQUESTED BY THE BOARD.

SECTION 12: TREASURER

DUTIES: HE/SHE SHALL KEEP THE RECORDS BELONGING TO BETH JUDAH AND TO ISSUE A TIMELY, FULL AND ACCURATE ACCOUNT OF ALL RECEIPTS AND DISBURSEMENTS. HE/SHE SHALL HAVE CHARGE OF AND CUSTODY OF WEEKLY TITHES AND OFFERINGS AND CAUSE THEM TO BE DEPOSITED IN A TIMELY MANNER (USUALLY THE NEXT BUSINESS DAY). HE/SHE CAN ASSIGN THE TASK OF DEPOSIT TO THE ADMINISTRATOR. HE/SHE WILL SEE THAT ALL TITHES AND OFFERINGS ARE COUNTED IN THE PRESENCE OF AT LEAST ONE BOARD MEMBER ON THE DAY OF COLLECTING. HE/SHE WILL BE RESPONSIBLE FOR MAINTAINING A COPY OF THE WEEKLY CONTRIBUTIONS TO THE SPIRITUAL LEADER/RABBI FOR REVIEW AND PERMANENT FILE.

SECTION 13: RECORDS

ALL RECORDS ARE TO BE HELD AND SECURED AT A CENTRAL LOCATION. THE CHECKBOOK, COMPUTER REPORTS AND BANK STATEMENTS OF BETH JUDAH WILL BE MAINTAINED AT THE BETH JUDAH OFFICE. THE OFFICE WILL BE RESPONSIBLE FOR THE TIMELY PAYMENT OF BILLS AS WELL AS RECONCILIATION OF ALL ACCOUNTS.

ARTICLE X: MEETINGS

SECTION 1: MEETINGS FOR PUBLIC WORSHIP SHALL BE HELD ON A WEEKLY BASIS AS MAY BE PROVIDED FOR UNDER THE DIRECTION OF THE RABBI AND THE BOARD.

SECTION 2: THERE SHALL BE AN ANNUAL BUSINESS MEETING OF THE ENTIRE MEMBERSHIP AND ALL OF THE BOARD. AT THIS TIME, THE REPORTS OF ALL OFFICERS SHALL BE READ AND THE ELECTION OF OFFICERS SHALL TAKE PLACE. THIS MEETING WILL BE HELD IN THE MONTH OF JANUARY, DUE NOTICE BEING GIVEN ON THE TWO WEEKENDS PRIOR TO THE DATE OF THE MEETING.

SECTION 3: SPECIAL BUSINESS MEETINGS OF THE BODY MAY BE CALLED WHEN NECESSARY BY THE RABBI OR BY THE MAJORITY OF THE BOARD, AFTER PROPER NOTICE HAS BEEN GIVEN BY THE RABBI OR BY THE SECRETARY.

SECTION 4: RIGHT OF INITIATIVE. SPECIAL BUSINESS MEETINGS MAY ALSO BE CALLED BY PETITION, HAVING BEEN SIGNED BY NOT LESS THAN ONE FOURTH OF THE VOTING MEMBERSHIP OF THE BODY. THE PETITION TO BE PLACED IN THE HANDS OF THE PRESIDENT OR THE SECRETARY AND THE ANNOUNCEMENTS MADE ON THE TWO WEEKS PRIOR TO THE DATE OF THE MEETING.

SECTION 5: A QUORUM SHALL CONSIST OF THOSE ACTIVE MEMBERS PRESENT AT A DULY CALLED BUSINESS MEETING.

SECTION 6: A DULY CALLED BUSINESS MEETING

1) A DULY CALLED MEETING OF THE BOARD OF BETH JUDAH IS ONE IN WHICH THE TIME AND PLACE OF THE MEETING HAS BEEN SUBMITTED IN WRITTEN OR ORAL FORM TO EACH MEMBER BY THE MODERATOR/CHAIRPERSON AT LEAST THREE DAYS PRIOR TO THE MEETING.

2) A DULY CALLED MEETING OF THE ENTIRE MEMBERSHIP OF BETH JUDAH IS ONE IN WHICH THE TIME, PLACE, AND PURPOSE OF THE MEETING IS ANNOUNCED AT LEAST SEVEN DAYS PRIOR TO THE MEETING.

3) THE RABBI, PRESIDENT, OR TWO THIRDS OF THE BOARD MAY CALL A BUSINESS MEETING.

ARTICLE XI: FINANCES

SECTION 1: BANK ACCOUNTS AND RECORDS

BETH JUDAH SHALL KEEP A BANK ACCOUNT AT A LOCATION APPROVED BY THE BOARD OF DIRECTORS. THE BOOKS AT BETH JUDAH WILL BE MADE AVAILABLE TO ALL ACTIVE MEMBERS UPON THEIR REQUEST IN WRITING.

SECTION 2: DEPOSITS, CHECKS AND LOANS

1) THE TREASURER, BOARD MEMBER OR SOMEONE AUTHORIZED BY THE ADMINISTRATOR MAY MAKE DEPOSITS.

2) ANY PERSON AUTHORIZED BY THE BOARD OF DIRECTORS MAY SIGN CHECKS

SECTION 3: FISCAL YEAR

THE FISCAL YEAR FOR BETH JUDAH SHALL BE FROM JANUARY 1 TO DECEMBER 31

SECTION 4: BUDGET

AN ANNUAL PROJECTED BUDGET SHALL BE PREPARED BY THE BOARD OF DIRECTORS AND PRESENTED TO THE CONGREGATION AT THE ANNUAL BUSINESS MEETING FOR VOTING MEMBERS' MAJORITY APPROVAL OF THOSE PRESENT. THIS CORPORATION SHALL BE FINANCED ACCORDING TO THE SCRIPTURAL METHOD OF THE TITHES AND OFFERINGS OF THE MEMBERS AND FRIENDS OF THE ORGANIZATION (MALACHI 3:10, MATTHEW 23:23, HEBREWS 7:4-9). THUS, THIS CORPORATION IS ORGANIZED ON A NON-STOCK BASIS.

ARTICLE XII: PROPERTY

SECTION 1: ALL PROPERTY, REAL OR CHATTEL, SHALL BE TAKEN, HELD, SOLD, LEASED, TRANSFERRED OR CONVEYED IN THE NAME OF THE BODY IN ACCORDANCE WITH FLORIDA STATE LAW.

SECTION 2: NO REAL PROPERTY OF THE CONGREGATION SHALL BE SOLD OR MORTGAGED WITHOUT APPROVAL BY THE MAJORITY OF THE BOARD. ANY AMOUNT OVER \$10,000 (TEN THOUSAND DOLLARS) MUST BE PRESENTED TO THE CONGREGATION AND APPROVED BY A MAJORITY OF THOSE PRESENT AT THE DULY CALLED MEETING.

ARTICLE XIII: AMENDMENTS

1) THE BOARD OF ELDERS SHALL HAVE THE RESPONSIBILITY OF RECOMMENDING THE AMENDMENTS TO THE BYLAWS OF THIS CORPORATION. IN RELATION TO THIS, THE ELDERS WILL RECEIVE SPECIFIC INPUT FROM THE BOARD OF DIRECTORS.

2) THE RECOMMENDED AMENDMENTS SHALL BE PRESENTED TO THE MEMBERSHIP AT THE ANNUAL BUSINESS MEETING FOR APPROVAL BY A TWO-THIRD VOTE OF THE ACTIVE MEMBERS THAT ARE PRESENT AT SUCH MEETING.