

CONGREGATION KOL EMETH BY-LAWS

AS AMENDED AND RESTATED JUNE 2004

ARTICLE I NAME

The name of the congregation shall be Congregation Kol Emeth.

ARTICLE II OBJECT

The object of this congregation shall be to establish and maintain a synagogue and such educational, religious, social, cultural, and recreational activities as will further the cause and objectives of the synagogue and Conservative Judaism.

ARTICLE III AFFILIATION

This congregation shall be affiliated with the United Synagogue of Conservative Judaism.

ARTICLE IV MEMBERSHIP

Section 1. Eligibility. Any individual of the Jewish faith of good moral character shall be eligible for membership. A Family Unit shall be eligible for membership if it includes such an individual of any age.

Section 2. Definition. A "Family Unit" for purposes of this Article consists of either (i) a person 18 years of age or older with one or more unmarried dependents, or (ii) persons 18 years of age or older who identify themselves as a family unit.

Section 3. Types of Membership.

(a) For the purposes of dues and assessments, the types of membership units shall be as follows:

(1) Individual: Individual membership shall be extended to individual men and women 13 years of age or older.

(2) Family: Family membership shall be extended to a Family Unit.

(3) Single Parent Family: Single Parent Family membership shall be extended to a Family Unit consisting of an unmarried person 18 years of age or older with one or more unmarried dependents.

(4) Honorary: The Board may confer a membership free of dues and assessments upon deserving persons or Family Units by appropriate Board action.

(b) For the purpose of voting at all regular and special meetings of the congregation, the units of membership shall be as follows:

(1) Individual: Each individual membership shall have one (1) vote.

(2) Family: Each family membership unit (other than a single parent family) shall have two (2) votes regardless of the number of members in the Family Unit. Each of the votes of the Family Unit must be cast by a separate Jewish family member who is 18 years or older. If the Family Unit includes only one such Jewish family member, however, then the Family Unit shall have only one (1) vote.

(3) Single Parent Family: Each single parent family shall have one (1) vote, to be cast by a Jewish family member 18 years or older.

(c) The Board shall have the authority to establish additional membership types from time to time.

Section 4. Application for Membership. Application for Membership shall be made in writing to the Chair of the Membership Committee or his or her designee, who shall report on each application to the Board of Directors for appropriate action. The application shall be accompanied by a portion of the dues and fees as determined from time to time by the Board of Directors.

Section 5. Acceptance. A majority of those directors present at a meeting of the Board of Directors shall be required to accept an applicant for membership.

Section 6. Membership in Good Standing. If a membership is nine months (3 quarters) or more in arrears of all billed dues and fees, the membership may be declared not in good standing by the Financial Panel (defined in Article XVIII, Section 2). The Financial Panel shall review the Status of membership at least twice a year and notify those members who may be declared not in good standing. The Financial Panel shall give a member a minimum of fifteen (15) days notice prior to declaring a membership not in good standing. A membership declared not in good standing shall lose all privileges of membership.

Section 7. Suspension/Termination. At any regular or special Board meeting, upon recommendation of the Financial Panel, a membership may be terminated or the privileges thereof suspended by a two-thirds (2/3) vote of the Board of Directors.

Termination or suspension may take place only after the member has been given an opportunity for a hearing by the Financial Panel and has been informed of its recommendation. The member shall then have the privilege of presenting his/her case to the Board of Directors prior to its voting on the matter. At least twenty (20) days written notice shall be given to the member prior to the date of the hearing by the Financial Panel and if presentation of the case to the Board is requested by the member, an additional twenty (20) days notice shall be given prior to the date of the hearing by the Board of Directors.

Section 8. Voluntary Withdrawal. Withdrawal of membership from the congregation shall be effected by notice to the Financial Panel, preferably in writing.

ARTICLE V PRIVILEGES OF MEMBERSHIP

Section 1. General Privileges. Individual members in good standing and all members of member Family Units in good standing shall enjoy the following privileges:

- (a) To participate in divine worship at all religious services in the synagogue and have the benefit of all religious ceremonies and services traditionally performed outside of the synagogue, subject to the Rabbi's jurisdiction.
- (b) To enroll children in the Religious School of the congregation, subject to such rules and regulations as the Board of Directors may establish.
- (c) To attend, have a voice, and vote at all meetings of the congregation.

Section 2. Special Privileges. Individual members in good standing and Jewish members of member Family Units in good standing shall enjoy the following privileges:

- (a) To attend and have a voice at meetings of the Board of Directors and the various committees and organizations described in these By-Laws, subject to the limitations provided herein.
- (b) To hold office in the congregation if so elected.

ARTICLE VI DUES AND FEES

Section 1. Establishment of Dues. All members shall pay such dues and fees as are established, and thereafter published, from time to time by the Board of Directors. Dues and Fees may be changed by a majority vote of the Board of Directors or by a two-thirds (2/3) vote of the membership present at any properly noticed regular or special meeting of the congregation where the subject matter of a change in dues and/or fees has been stated in the agenda for such meeting.

Any person making application for membership on or after the expiration of one-half (1/2) of the congregation's fiscal year shall have all dues and fees prorated over the remaining one-half of the congregation's fiscal year in which application is made.

Section 2. Fiscal Year. The fiscal year shall be from July 1 to June 30, unless otherwise established, and thereafter published, by the Board of Directors. In the event the Board of Directors establishes, and thereafter publishes, a fiscal year other than that set forth above, all references to and provisions regarding the fiscal year contained in these By-Laws automatically shall be deemed amended to conform to the change.

Section 3. Waiving of Dues and Fees. Upon determination by the Financial Panel, individual dues and fees or any part thereof may be waived for the current fiscal year, and may be extended for one (1) year increments, if warranted. Any other provision of these By-Laws notwithstanding, all meetings and determinations of this Panel shall be confidential and closed.

Section 4. Resignation Obligation. A member who resigns shall remain obligated to pay all dues and fees otherwise owing to the congregation, including the current fiscal year on a prorated basis.

ARTICLE VII CONGREGATION MEETINGS

Section 1. Annual Membership Meetings.

(a) Except in case of a natural disaster or emergency, the annual meeting of the congregation shall be held on a Sunday during the month of June of each year, as the President shall designate. Notice of the annual meeting shall be given by the Secretary of the congregation in writing, by mail, to all members of the congregation, and sent not less than twenty-one (21) days nor more than forty-five (45) days prior to the meeting. The agenda of the meeting and a copy of any proposal to alter, amend or repeal any of these By-Laws shall be included in the notice. The agenda must include:

(1) Election of officers and Board Members (other than the Executive Director/COO, who shall be employed and appointed by the Board of Directors without participation of any person then holding that office);

(2) Presentation of annual committee reports;

(3) Presentation of the annual financial report; and

(4) Presentation of the budget.

(b) At least nine (9) days prior to the annual meeting, the Secretary shall send by first class mail to the congregation the proposed budget and the items mentioned in Article VIII, Section 4(e).

Section 2. Special Membership Meetings.

(a) The President shall have the authority to call special meetings of the congregation at his or her discretion upon finding such a meeting to be necessary, and shall call such a meeting upon the written request of ten percent (10%) of the membership units of the congregation or of any five (5) members of the Board of Directors. Said request shall state the reason for and the 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 Board members may issue such a call. If no such call is issued after another five (5) days, ten percent (10%) of the membership unit may issue such a call.

(b) No business shall be transacted at a special meeting, except for the purpose stated. The Secretary shall send written notice of the special meeting by first class mail to all members of the congregation, directed to their addresses as they appear on the books of the congregation, not less than seven (7) nor more than forty (40) days prior to the meeting. The notice shall include the stated purpose and agenda of the special meeting and a copy of any proposal to alter, amend or repeal any of these By-Laws.

Section 3. Quorum.

(a) Subject to subsection (c) of this section, at all meetings of the congregation, annual or special, a quorum for the transaction of business shall consist of thirty percent (30%) of the voting membership units of the congregation, including officers, present in person or represented by written absentee ballot, provided that no less than ten percent (10%) of the membership units of the congregation shall be present in person at the meeting to proceed to a vote on any proposal brought before the meeting. For purposes of establishing a quorum, the presence, either in person or by written absentee ballot, of

each membership unit shall count as one unit toward the number of membership units present. A lesser number may adjourn the meeting to some future time, not less than six (6) nor more than twenty (20) days from the date thereof, and the Secretary shall thereupon give at least three (3) days notice, by first class mail, of the adjourned meeting, to all membership units.

(b) No proxy votes (as distinguished from absentee ballots) shall be authorized for congregation meetings.

(c) For the purpose of the annual meeting only, and solely for votes on approval of the budget and election of officers and directors who are unopposed, the quorum shall consist of those members present one-half (1/2) hour after the time set for the start of the meeting, as long as a minimum of ten (10) voting membership units are present in person.

Section 4. Voting.

(a) All congregational elections shall be by secret ballot, except when the number of candidates is equal to the number of vacancies, in which case the requirements herein may be waived by non-secret majority vote. Every membership unit entitled to vote on any matter brought before the members of the congregation at any meeting shall have the right to do so either in person or by a written absentee ballot received by the Secretary of the congregation at Congregation Kol Emeth, by the time the meeting is called to order. Each membership unit shall be entitled to cast the number of votes, either in person or by written absentee ballot, as set forth in Article IV, Section 2, of these By-Laws. Any membership unit voting by absentee ballot may attend the meeting of the congregation, but shall not vote again on the meeting.

(b) Except as otherwise provided by these By-Laws, all issues submitted to the congregation shall be determined by majority vote. All congregational elections shall be by secret ballot either voted on in person or by written absentee ballot, except when the number of candidates is equal to the number of vacancies, in which case the requirements herein may be waived by a non-secret majority vote.

(c) Only the matters that are contained in the notice of the general or special meeting shall be voted on by the congregation. If members wish to propose amendments or counter proposals they must submit such matters, in writing, to the Secretary at least 10 days prior to the meeting and such matters must be supported in the same manner as a call for a special meeting as set forth in Article VII, Section 2.

The Secretary shall give the congregation at least nine (9) days written notice of such submitted matters. No amendments or counter proposals from the floor shall be allowed at any general or special meeting.

ARTICLE VIII BOARD OF DIRECTORS

Section 1. Composition.

(a) The management and administration of affairs of this congregation shall be vested in the Board of Directors. The authorized number of voting directors shall consist of fifteen (15) regular (non-officer) members, the eight (8) officers of the congregation, the immediate Past President and the special members of the Board as designated in subparagraph (2) below. Three (3) of the regular (non-officer) members shall be elected in an "at-large" capacity as described in subsection (b) of this Section 1. In addition, the Rabbi, the Assistant or Associate Rabbi and the Executive Director/COO shall be entitled to participate as non-voting members of the Board.

(1) The officers of the congregation shall consist of those named in Article IX, Section 1 of these Bylaws. The President, First Vice President, Second Vice President, Secretary, Treasurer, Financial Secretary, and Membership Officer, shall be voting members of the Board of Directors for the term of their offices by virtue of their election to those offices. The Executive Director/COO, who shall hold office by appointment rather than by election, shall be a member of the Board during tenancy of that position.

(2) The special members of the Board of Directors shall consist of the designated representatives of each of the authorized auxiliary organizations of this congregation. All special members shall be fully participating, voting members of the Board.

(3) The regular (non-officer) members shall be elected to the Board for a term of three (3) years, overlapping in such a manner that each year the terms of office for five (5) members (including one (1) at-large member) shall expire.

(4) The immediate Past President shall serve until replaced.

(5) The designated representatives of the auxiliary organizations shall serve for the term of their designation as such pursuant to the rules of the respective organizations, subject to the provisions of the following subsection (b).

(b) Every member of the Board must be a member in good standing of the congregation during tenancy in office. By acceptance of membership on the Board, each regular (non-officer) member who is not an at-large member agrees to accept chairmanship of a Standing or Special Committee at the request and designation of the President. Board members at-large shall not be required to assume responsibility for chairing a Standing Committee. No person shall serve more than six (6) consecutive years as a regular (non-officer) member of the Board. No person shall serve more than six (6) consecutive years as an officer of the congregation. No person shall serve as a voting Board member in any capacity more than an aggregate of ten (10) consecutive years, except that (i) the Executive Director/COO shall continue to serve during tenancy in that position without specific term limitation; and (ii) a person may serve up to twelve (12) consecutive years if the first consecutive six (6) years are served as a regular member and the subsequent consecutive six (6) years are served as an officer. There shall not be more than one (1) voting Board member or officer from the same family membership unit serving at the same time.

Section 2. Powers of the Board.

(a) Subject to the Articles of Incorporation and these By-Laws, the Board of Directors shall manage and administer the affairs of the congregation; shall be charged with and assume control of all property of the congregation; shall designate the bank or banks wherein the funds of the congregation shall be deposited; shall have authority to authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instruments in the name of and on behalf of the congregation, following the review thereof by the legal advisor or his/her designee; and shall be responsible for all expenditures and use of the congregation funds and property.

(b) The Board of Directors may adopt such rules and regulations, consistent with these By-Laws, as it may deem advisable, for the proper exercise of the rights and duties imposed upon it by these By-Laws.

(c) The Board of Directors shall appoint a legal advisor.

(d) The Board of Directors shall appoint the Executive Director/COO, who shall be employed at the pleasure of the Board, on such terms and conditions as the Board of Directors shall deem advisable and in the best interests of the congregation.

(e) The Board of Directors shall have the power to appoint special committees as it shall deem necessary or appropriate from time to time, without requiring appointment of additional seats to the Board of Directors.

(f) Without limitation of subparagraph (e), the Board shall have the power to appoint an Executive Committee, consisting of the officers of the congregation as designated in Article IX, Section 1 and immediate Past President. All recommendations of the Executive Committee shall require ratification by the Board of Directors to take effect.

Section 3. Board Meetings.

(a) The Board of Directors shall hold regular meetings monthly.

(b) All Board meetings shall be open, provided that:

(1) The President shall have the authority to exclude non-Board members from Board meetings if the President deems it necessary to do so to prevent a significant disruption of the meeting, exercising reasonable discretion.

(2) The Executive Director/COO shall be excluded from participation in Board discussions concerning his or her authority, performance or employment, other than to present reports and make recommendations concerning the same.

(3) Board discussion of employment matters shall not be subject to public participation.

(c) The Secretary of the congregation shall notify the Board members and the congregation of all Board meetings, and keep written minutes of each meeting.

- (d) A quorum for the transaction of business shall consist of ten (10) of the voting members of the Board in attendance in person at a regular meeting or a special meeting called and convened with due notice.
- (e) Except where otherwise stated in these By-Laws, the adoption or passage of all matters shall be by a majority vote of the voting members present, including officers.
- (f) No proxy votes or absentee ballots shall be authorized for Board meetings.
- (g) The President shall have the authority to call special meetings of the Board of Directors at his or her discretion, and shall call such a meeting upon the written request of three (3) members of the Board. Said request shall state the reason for and purpose of the meeting. In the event that the President fails to call for a special meeting within five (5) days after being requested to do so, any other Board member may issue a call. Special meetings shall require notice to all Board members, delivered by first class postage or electronic mail (to an address provided by the Board member for that purpose) sent not less than nine (9) days before the date of the meeting, stating the reason for and purpose of the meeting. No business not so stated shall be conducted at the meeting.

Section 4. Nomination and Election of Directors.

- (a) At least sixty (60) days before the date of each annual meeting, the Board of Directors shall select a nominating committee of five (5) members of the congregation, of whom no more than three (3) may be members of the Board of Directors. Within thirty (30) days thereafter, the nominating committee shall submit to the Secretary in writing its nominations of one (1) candidate for each of the directorships that are to be filled at the forthcoming annual membership meeting of the congregation.
- (b) The nominating committee shall designate with respect to each person nominated the term of office for which he or she is nominated and whether he or she is a candidate for a full term or an unexpired term. In the event that the nominating committee or nominating petition as the case may be, shall fail to designate the term for which a candidate is nominated, it shall be presumed that such as candidate is nominated for a full term.
- (c) The Secretary shall cause to be mailed to the congregation at least twenty-one (21) days before the date of the annual meeting, a notice, which shall state the nominations of the nominating committee and the date of the annual meeting.
- (d) Other candidates may be nominated by a petition containing the signatures of at least ten (10) voting membership units of the congregation submitted to the Secretary at least ten (10) days before the annual meeting.
- (e) At least nine (9) days before the annual meeting, the Secretary shall cause to be sent by first class mail to the members of the congregation a second notice which shall inform the members of (a) the time and place of the meeting, (b) all candidates nominated, and (c) the term of office for which each is nominated, and whether the nomination is for a full or an unexpired term.
- (f) Members shall vote separately for each Directorship to be filled. The candidate who receives the highest number of votes cast at the annual meeting for each position, shall be elected. No person shall qualify as a candidate for a Directorship unless prior to the election, they have indicated their willingness to serve.
- (g) In the event of death, resignation, removal or incapacity of a member of the Board other than a special member, the congregation shall be informed by written notice that the vacancy exists. Members interested in filling the vacancy shall contact the Executive Director. The Executive Director shall inform the Board of all applicants no later than the next board meeting. The Board shall select a replacement no sooner than fourteen (14) days after the congregation has been notified of the vacancy. The replacement shall serve only until the next congregational election at which time the remaining unexpired term of office shall be filled in accordance with the provisions of this article.
- (h) The term of each newly elected Director (including officers) shall commence as of July 1 following the annual meeting at which he or she is elected, provided that if the annual meeting shall be delayed past July 1 of the applicable year, he or she shall take office upon election.

Section 5. Suspension.

Any member of the Board may be removed from office by a majority vote of the voting membership units present at a regular or special meeting of the congregation. Removal shall take place only after the Board member has received at least twenty (20) days written notice prior to the meeting, and has been given the opportunity for a hearing at the said meeting.

ARTICLE IX
OFFICERS

Section 1. Officers. The officers of the congregation shall be:

- (a) President
- (b) First Vice President
- (c) Second Vice President
- (d) Secretary
- (e) Treasurer
- (f) Financial Secretary
- (g) Membership Officer
- (h) Executive Director/COO

Section 2. Duties of the Officers.

(a) President. The duties of the President shall be to preside at all meetings of the congregation and the Board of Directors; to call all meetings of the congregation and of the Board of Directors, both at his or her discretion and when required by other provisions of these By-Laws; to choose Committee Chairs for the Standing Committees from the Board of Directors with the advice and consent of the Board; to assist the Standing Committee Chairs in appointing all Standing Committees; to be an ex-officio member of each committee without the right to vote; to appoint ad hoc committees when necessary; and to perform all other duties incident to the office, and as may be provided in these By-Laws.

(b) First Vice President. The duties of the First Vice President shall be to assist the President in the discharge of his or her duties; to carry out the duties of the President in his or her temporary absence; to succeed to the office of President if it becomes vacated; to act in the capacity of executive liaison to all Standing and Appointed Committees, and to the United Synagogue Regional Board.

(c) Second Vice President. The duties of the Second Vice President shall be to assist the President in the discharge of his or her duties, to succeed to the office of First Vice President if it becomes vacated; and to act in the capacity of executive liaison to all Standing and Appointed Committees.

(d) Executive Director/COO. The Executive Director/COO shall be the chief operating officer of the congregation. Subject to supervision of the Board of Directors, he or she shall have the authority and responsibility for general day-to-day management of the business affairs of the congregation, including employment and supervision of administrative personnel, and spending/signature authority in accordance with policies and procedures as may be adopted from time-to-time by the Board of Directors. The Executive Director/COO shall supervise all staff other than congregational clergy. The Executive Director/COO shall be an automatic member of the Financial Panel and of the House, Grounds, and Finance & Budget Committees. The Executive Director/COO shall not chair Board, membership or committee meetings, but may chair the Financial Panel if so selected by the Panel. The Executive Director/COO shall cause a calendar for the scheduling of all activities in the synagogue to be established and maintained.

(e) Secretary. The duties of the Secretary shall be to keep an accurate record of all proceedings of the congregation and of the Board of Directors; to provide for the publication in the bulletin (currently *The Voice*) of a statement of the resolutions, motions, votes thereon, and other substantive actions of each meeting of the Board of Directors and of the congregation; to issue all notices for meetings of the congregation, and of the Board of Directors, to provide the agenda for each such meeting for publication in a Bulletin preceding the meeting; to prepare and issue ballots for all such meetings; to conduct such correspondence as may be requested by the Board of Directors; and to maintain a compendium of Board actions.

(f) Treasurer. The duties of the Treasurer shall be to chair the Budget and Finance Committee; to provide each member with a schedule of dues and fees; to keep an accurate record of all financial transactions of the congregation; to

collect all dues, fees, assessments, and donations; to maintain a current list of members and their status; to be custodian of all funds of the congregation; to orally report on the current financial status of the congregation to the Board of Directors at each monthly meeting and in writing at least once each quarter; to render a written financial report to the congregation for the fiscal year ended June 30 of each year, no later than the succeeding August 31, and as of the semi-annual period ended December 31 of each year, no later than the succeeding as of the succeeding February 28. Each such report shall include a statement of cash on hand at the beginning and end of the reporting period and an itemized list of income and disbursements by category during the period.

(g) Financial Secretary. The duties of the Financial Secretary shall be to assist the Treasurer in the billing and collecting of dues, fees, assessments and donations; to ensure that all members who fall in arrears are duly notified and that the provisions of Article IV and Article VI are applied to delinquent members; and to inform the Membership Committee of members who are in arrears and in danger of losing their membership. The Financial Secretary shall serve as chair of the Financial Panel.

(h) Membership Officer. The duties of the Membership Officer shall be to assume responsibility for organizing and conducting activities designed to identify Jewish families in the community and to encourage them to become members of the congregation. He or she shall also receive applications for membership and present them to the Board of Directors. He or she shall ensure that every member of the congregation receives a current copy of these By-Laws and, annually, a list of the members, officers, and directors.

Section 3. Election and Term of Office. Officers shall be elected for terms of one (1) year and, subject to Article VIII, Section 1(b), may be re-elected to the same office for a total of three (3) consecutive years. The procedure for nomination and election of officers shall be the same as that governing the nomination and election of other directors (Article VIII, Section 4).

Section 4. Filling Unexpired Term. In the event of death, resignation, removal, or incapacity of any officer, the vacancy shall be filled by the Board of Directors in accordance with the procedure described in Article VIII, Section 4(g), except that in the event of the death, resignation, removal or incapacity of the President, the First Vice President shall become President, the Second Vice President shall become First Vice President and the vacant Second Vice President's officer shall then be filled by the foregoing procedure.

ARTICLE X PULPIT

Section 1. Pulpit Requirement. The pulpit of this congregation shall be occupied by an ordained Rabbi, consistent with the guidelines established by the United Synagogue of Conservative Judaism and the Jewish Theological Seminary of America.

Section 2. Selection of the Rabbi. A Rabbi shall be selected or have his or her contract renewed or extended by sixty percent (60%) of the voting membership units present at the annual congregational meeting or at a special meeting called for that purpose.

Section 3. Terms of Contract. The terms under which a Rabbi shall be selected or have his or her contract renewed or extended shall be determined by the congregation upon the recommendation of the Board of Directors, and shall be in consonance with the standards established by the United Synagogue of Conservative Judaism. Any proposed rabbinical contract shall include a breakdown of the financial package by major categories and total cost (prepared by the makers of the proposal), which shall be mailed to the congregation with the first call for the meeting.

Section 4. Resignation of the Rabbi. In the event a Rabbi shall tender a resignation to the Board of Directors, the President must call a special meeting of the congregation in accordance with the provisions of Article VII, Section 2, to consider and take such formal action as shall be approved by a majority of those voting membership units present.

Section 5. Removal. The Rabbi may be removed, have his or her contract terminated, or, with his or her consent, have his or her contract amended or modified, by a vote of sixty percent (60%) of the voting membership units present at the annual congregational meeting or at a special meeting called for that purpose, subject to the provisions of Article VII of these By-Laws.

Section 6. Responsibility of the Rabbi. The Rabbi shall have the primary responsibility for implementing the religious and educational aims and functions of the congregation. He or she shall enjoy freedom of the pulpit and shall have jurisdiction when engaged in religious activities. He or she shall seek the advice and guidance of the Board of Directors and any standing or special committee to determine the views of the congregation and the most effective way of discharging his or her duties.

Section 7. Rabbi's Discretionary Fund. A Discretionary Fund shall be established for the Rabbi in the name of the congregation. This fund shall be used to assist the poor and needy, to cheer the infirm, and for other charitable purposes. Monies for this fund shall be obtained by voluntary contributions specifically for this purpose. The Rabbi shall keep appropriate records of all expenditures made from this fund.

ARTICLE XI THE CANTOR

Section 1. Selection of Cantor. The terms under which a Cantor, if any, shall be selected shall be determined by the Board of Directors, with the approval of the Rabbi.

Section 2. Responsibilities. The Cantor, if selected, shall be responsible for the musical program and activities of the congregation and shall be guided in the performances of his or her duties by the Rabbi and an appropriate committee which may be appointed for this purpose by the Board of Directors.

ARTICLE XII THE ASSISTANT OR ASSOCIATE RABBI

Section 1. Selection of an Assistant/Associate Rabbi. The Board of Directors, with the approval of the Rabbi, shall have the authority to hire the Assistant or Associate Rabbi and determine the terms of employment of the Assistant or Associate Rabbi.

Section 2. Renewal of the Assistant or Associate Rabbi. A renewal of the terms of employment of the Assistant or Associate Rabbi shall be approved by 60% of the votes cast, either in person or by absentee ballot, at the annual Congregational Meeting or at a special meeting called for that purpose.

Section 3. Responsibilities. The Assistant or Associate Rabbi's responsibilities shall include education, pastoral, and other general duties that support the maintenance and growth of the congregation. The Assistant or Associate Rabbi will report to the Board of Directors, with most day-to-day direction by the Rabbi.

Section 4. Resignation/Removal. The provisions of Sections 4 and 5 of Article X shall apply with respect to resignation or removal of the Assistant or Associate Rabbi.

Section 5. Assistant or Associate Rabbi's Discretionary Fund. A Discretionary Fund shall be established for an Assistant Rabbi in the name of the congregation. This fund shall be used to assist the poor and needy, to cheer the infirm, and for other charitable purposes. Monies for this fund shall be obtained by voluntary contributions specifically for this purpose. The Assistant Rabbi shall keep appropriate records of all expenditures made from this fund.

ARTICLE XIII AUXILIARY ORGANIZATIONS

Section 1. Authorization. The congregation shall have such auxiliary organizations as shall from time to time be authorized and constituted by the Board of Directors.

Section 2. Activities. The activities of all auxiliary organizations of this congregation shall always be conducted in such manner as to further the object of the congregation and advance its best interest. The President, with the advice and consent of the Executive Committee and in consultation with the designated representative(s) of the auxiliary organization, shall have the authority to approve or disapprove congregation sponsorship of any activities or events conducted by an auxiliary organization..

Section 3. Charters. The charters, by-laws and rules of all auxiliary organizations shall be consistent with the Articles of Incorporation, By-Laws and policies of the congregation.

Section 4. Finances. Each auxiliary organization shall obtain its own tax identification number and maintain its own funds in accounts separate from the funds of the congregation.

Section 5. Designated Representative. Each authorized auxiliary organization shall, pursuant to its own internal procedures, designate its representative to serve as a special member of the Board of Directors in accordance with Article VIII, Section 1(a)(2), of these By-Laws.

Section 6. Authorized Auxiliary Organizations. As of the date of this amendment and restatement of these By-Laws, the authorized auxiliary organizations of the congregation are the Sisterhood and the Retired Men's Club.

ARTICLE XIV STANDING COMMITTEES

Section 1. Committee Chair Selection. The President, with the advice and consent of the Board, shall choose the Committee Chairs for the Standing Committees, selected from among the members of the Board of Directors to the extent of available Board members (including, on a voluntary basis, at-large members), and the remainder selected from among interested members of the congregation, after each regular (non-officer) Board member has assumed the chair of a Standing Committee. Committee Chairs shall have the responsibility and discretion to form and conduct meetings of their respective committees in furtherance of the purposes described below.

Section 2. Standing Committee Actions. All actions of Standing Committees shall be consistent with the Articles, By-Laws, and Policies of the congregation. All actions shall be reported to the Board of Directors at the Board meeting immediately following such action.

Section 3. Committees.

(a) Finance & Budget Committee. This committee will prepare a proposed congregation budget for the following year, to be presented in writing to the Board not later than its May meeting. Following Board approval, the budget shall be distributed to the congregation prior to the annual meeting, for approval at that meeting. The committee shall make periodic review of the financial operations of the congregation, and shall be responsible for an annual internal audit review, reporting its findings to the Board of Directors and to the congregation.

(b) Education Committee. This committee will advise the Executive Director/COO, the Education Director, the Rabbi, and the Assistant or Associate Rabbi about the education of the congregation's youth, including, but not limited to, the religious school program. To assist the Executive Director/COO in hiring, supervising, or terminating the Education Director, this committee, the Rabbi, and the Assistant or Associate Rabbi will advise the Executive Director about the Education Director's performance.

(c) Religious Practices Committee. This committee shall assist the Rabbi(s) in formulating and conducting religious activities, and shall offer whatever advice and guidance the Rabbi(s) may request with respect to the character and mode of the various services. It shall collaborate with administrative staff regarding the procurement and repair of religious books and other religious articles, and support administrative arrangements in connection with religious activities, such as arranging locations for special services, promoting the presence of minyanim, encouraging participation of congregants, and appointing ushers.

(d) Membership Committee. This committee shall be charged with the responsibility of organizing and conducting activities designed to identify unaffiliated Jewish families in the community and encouraging them to become members of the congregation. It shall also receive applications for membership and present them to the Board of Directors. This committee shall ensure that every member of the congregation receives a current copy of these By-Laws and, annually, a list of members, officers and directors.

(e) Social Action Committee. This committee shall promote and engage in projects, activities and programs to fulfill the mandate of pursuing justice and righteousness, "Tzedek, tzedek tirdof." Such projects and programs may address local, state, national or international concerns. This committee shall work with other synagogue standing committees and with other local Jewish organizations and agencies, and shall appoint a synagogue representative to the Jewish Community Relations Council.

(f) United Synagogue Liaison Committee. This committee shall serve as liaison with the United Synagogue of Conservative Judaism and shall be charged with the responsibility of keeping the congregation informed on national and regional activities of the Conservative Movement.

- (g) Youth Activities Committee. This committee shall plan and administer a program of youth activities for the congregation, and shall supervise the hiring and termination of the Youth Director, in consultation with the Executive Director/COO.
- (h) Bulletin Committee. This committee shall be responsible for the bulletin of the congregation (currently *The Voice*), which shall be published at least monthly and mailed to all congregation members. The bulletin shall contain, if timely submitted, the official announcements required by these By-Laws, a calendar of congregation activities, periodic reports from the standing committees, messages from the Rabbi and/or the Assistant Rabbi, the President, or other directors, or any other items deemed by the Bulletin Committee to be of interest to the congregation. This committee shall have prime responsibility for the composition, reproduction and timely distribution of each bulletin.
- (i) House Committee. This committee shall be responsible for the security of the facilities and synagogue programs and for the maintenance and overall appearance of the building, both inside and out; and shall maintain in good condition and repair all personal property owned, leased, or otherwise used by the congregation.
- (j) Grounds Committee. This Committee shall be responsible for the maintenance and overall appearances of the synagogue grounds and landscaping.
- (k) Adult Education Committee. This committee shall be charged with the responsibility of developing a program of adult education for the congregation and shall determine policy and formulate rules and regulations for the administration of such programs.
- (l) Library Committee. This committee shall be responsible for maintaining the library of the congregation, selecting books and periodicals and encouraging use of the library and its resources.
- (m) Publicity Committee. This committee shall be responsible for all external congregational publicity, including media relations, community affairs, web infrastructure and content, and advertising. This committee shall maintain a close working relationship with the Bulletin Committee.
- (n) High Holy Days Committee. This committee shall be responsible for the integration, coordination and administration of the High Holy Days Services. The committee shall work cooperatively with the Executive Director/COO and the Religious Practices, House, Grounds, Membership, Education, Fundraising and Publicity Committees, in planning and conducting High Holy Day Services.
- (o) Fundraising Committee. This committee shall be responsible for planning and carrying out all congregation fundraising activities. All plans shall be presented to the Board of Directors for approval.
- (p) Chesed Committee. This committee shall coordinate aid to people in the community who are ill, or who have had a death in the family, or who have other needs.
- (q) Israel Action Committee. This committee shall conduct programs and activities designed to enhance the congregation's contact and familiarity with the State of Israel and keep the congregation informed of developments in the State of Israel.
- (r) Young Adults Committee. This committee shall assist with planning and implementation of programs targeted at the young Jewish adults community, including potential participants who are not currently members of the congregation.

ARTICLE XV
PARLIAMENTARY PRACTICE

Robert's Rules of Order shall be the standard for parliamentary procedure in this congregation, in the absence of any other rule or law governing the procedure in a particular situation. All questions of parliamentary procedure shall be referred to the Parliamentarian, who shall be appointed by the President from among the members of the Board.

ARTICLE XVI
AMENDMENTS

These By-Laws, or any portion thereof, may only be altered, amended or repealed as set forth below, except for Articles I and II which may not be altered, amended, or repealed under any circumstances.

Section 1. Procedures.

(a) A proposal to alter, amend or repeal one or more Articles of these By-Laws or to introduce new articles to it shall be submitted to the Board of Directors in either of the following manners:

(1) In writing signed by not less than ten percent (10%) of the membership units of the congregation.

(2) By recommendation of not less than five (5) members of the Board at any regular or special meeting of the Board of Directors.

(b) The Board of Directors shall consider such proposal not later than its next meeting for the purpose of preparing a recommendation to be presented to the congregation at its next annual meeting.

(c) In the event that the next annual meeting of the congregation falls more than 120 days after submission of the proposal to the Board of Directors, then within sixty (60) days after submission of the proposal a special meeting of the congregation shall be called in accordance with Article VII of these By-Laws to consider the proposal and the recommendation of the Board and thereafter to vote on the adoption or rejection of said proposal.

(d) The adoption of a proposal to alter, amend or repeal one or more Articles of these By-Laws or introduce new Articles to it shall require a two-thirds (2/3) vote of the voting membership units present at any regular or special meeting of the congregation.

Section 2. Rejected Amendment Proposals. A proposal to alter, amend or repeal one or more Articles of these By-Laws or to introduce new Articles to it, or any part thereof, which has been rejected by the congregation may not be resubmitted to the congregation for consideration or adoption for a period of one (1) year following its rejection.

ARTICLE XVII
FINAL AUTHORITY

Any other provision of these By-Laws notwithstanding, the congregation reserves to itself complete and final authority in any matters over which these By-Laws give authority to the officers of the congregation or the Board of Directors.

ARTICLE XVIII
FINANCIAL PROTOCOLS

Section 1. Power to Bind the Congregation. Unless so authorized by the Board of Directors or pursuant to these By-Laws, no officer, agent, or employee shall have any power or authority to bind the congregation by any contract or engagement or to pledge its credit or to render it liable for any purpose or any amount.

Section 2. Financial Panel Composition. The Financial Panel shall include the Financial Secretary, Treasurer, Membership Officer, and Executive Director/COO.

Section 3. Financial Panel Function. The Financial Panel shall determine policies for the waiving of dues and/or fees of members; and shall provide oversight and support to the Executive Director/COO in appointing and supervising personnel involved in bookkeeping responsibilities and in the implementation of proper bookkeeping practices, including double-entry bookkeeping system, with checks and balances and appropriate backup procedures for verification of financial transactions.

Section 4. Separation of Functions. All checks for congregation funds and instruments binding the congregation to financial obligations shall require the signature of an officer other than the person who prepares or approves the backup for the transaction, pursuant to the congregation's bookkeeping procedures.

Section 5. Officer Signature Authority. The officers of the congregation shall have authority to sign checks and bind the congregation to financial obligations pursuant to policies and authorities established by the Board of Directors from time to time.

No officer shall set aside any funds that would avoid the provisions or requirements of any resolution of the Board pertaining to instruments for the payment of money issued in the name of or payable to the congregation.

Section 6. Financial Investments. The funds of the congregation shall not be invested in any securities or instruments which are not legal for bank trust departments in this state.

ARTICLE XIX
INDEMNIFICATION AND LIMITATION OF LIABILITY
OF DIRECTORS, OFFICERS AND AGENTS

Section 1. Statutory Provisions. Reference is made to §§ 5047.5, 9246 and 9247 of the California Nonprofit Corporation Law ("CNPL"), as in effect on the date of adoption of this amendment and restatement of the Bylaws, and as the same (and any successor statute) may be amended from time to time after the date hereof, which statutes provide the congregation the power to indemnify persons who serve the congregation in the capacity of a Director, officer, employee or agent, and provide certain protections of those persons from liability, under the terms and conditions described therein. For the purposes of this Article XIX, "agent," "proceeding" and "expenses" have the meanings set forth in CNPL § 9246(a).

Section 2. Liability Insurance. The congregation shall have the power to purchase and maintain insurance on behalf of any person who is or was an agent, against any liability asserted against that person and incurred by him or her in any such capacity, or arising out of his or her status as such, whether or not the congregation would have the power to indemnify that person against the liability under the provisions of this Article XIX. The congregation shall in any case maintain general liability insurance in the amount required under CNPL § 5047.5, as the same (and any successor statute) may be amended from time to time, in order for the protections from liability provided by that statute to apply.

Section 3. Indemnification. In each case in which the congregation shall have the power to indemnify an agent of the congregation pursuant to CNPL § 9246, the congregation shall indemnify an agent who has been successful on the merits in defense of any proceeding referred to CNPL § 9246, or in defense of any claim, issue or matter therein, against expenses actually and reasonably incurred by the agent in connection therewith. Otherwise, the congregation shall seek in good faith to obtain the determination that indemnification of the agent is proper in the circumstances because the agent has met the applicable standard of conduct, by a majority vote of a quorum consisting of Directors who are not parties to the proceeding, or by approval of the voting membership units of the congregation, with the persons to be indemnified not being entitled to vote thereon, or by the court in which the proceeding is or was pending; and upon that determination the congregation shall provide indemnification to the maximum extent allowed under CNPL § 9246.

Section 4. Advance of Expenses. The congregation shall advance expenses (including attorneys' fees) incurred by an agent in defending any proceeding prior to its final disposition upon receipt of an undertaking by or on behalf of the agent to repay the amount unless it shall be determined ultimately that the agent is entitled to be indemnified as authorized in CNPL § 9246.

Section 5. Other Rights and Remedies. The indemnification provided by this Article XIX shall not be deemed exclusive of, and shall not affect, any other rights to which an agent seeking indemnification may be entitled under any law, other provision of these Bylaws, the congregation's articles of incorporation, agreement, vote of members or disinterested directors or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be an agent and shall inure to the benefit of the heirs, executors, and administrators of such a person.
