

AMENDED AND RESTATED BY-LAWS

OF

JEWISH COMMUNITY CENTRE OF SHARON, INCORPORATED

(Amended May 25, 2024)

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**AMENDED AND RESTATED BY-LAWS
OF
JEWISH COMMUNITY CENTRE OF SHARON, INCORPORATED
(Amended February 28, 2024)**

ARTICLE 1. NAME AND ARTICLES OF ORGANIZATION

Section 1.1 Name. The name of this organization shall be Jewish Community Centre of Sharon, Incorporated (“Congregation”). The Congregation also may do business under the name Temple Israel of Sharon.

Section 1.2 Articles of Organization. These By-laws, the powers of the Congregation and of its Members and its Board of Trustees and the regulation of the affairs of the Congregation shall be subject to the Congregation’s Articles of Organization, as in effect from time to time.

Section 1.3 Office. The office of the Congregation shall be in the Town of Sharon, County of Norfolk, Commonwealth of Massachusetts.

Section 1.4 Corporate Seal. The corporate seal shall consist of a circular die having inscribed thereon the name of the Congregation, the year of incorporation, and the word “Massachusetts”.

ARTICLE 2. FORM OF WORSHIP AND OBJECT

Section 2.1 Object. The object of this Congregation shall be to sustain the Jewish faith; to maintain in the Town of Sharon, and/or at such other place as may be designated, a house of Jewish worship to be known as Temple Israel of Sharon; to provide for the education and instruction of the Jewish youth and adults in the tenets of the Jewish religion and customs; and to engage in philanthropic and communal activities.

Section 2.2 No Changes. No changes shall be made in the religious or customary services or rituals except such as are permitted by that trend of Judaism more commonly known and referred to as Conservative Judaism nor shall any new form of worship be established.

Section 2.3 Additional Purposes. The Congregation shall have the following additional purposes:

(a) To engage in such other charitable, civic, cultural and social activities as the Board of Trustees may from time to time determine;

(b) To do everything necessary or appropriate to accomplish any of the purposes set forth in Section 2.1 or Section 2.3(a) to the extent permissible under Chapter 180 of the General Laws of the Commonwealth of Massachusetts and other applicable laws of the Commonwealth of Massachusetts, as in effect from time to time, and to the extent consistent with (i) the requirements of Section 501(c)(3) of the U.S. Internal

Revenue Code of 1986, as amended from time to time; and (ii) the provisions of the Congregation’s Articles of Organization and other provisions of these By-laws.

ARTICLE 3. MEMBERS

Section 3.1 Eligibility. Any person of the Jewish faith, as determined by the Senior Rabbi of the Congregation, and of at least eighteen (18) years of age, along with any other person of at least eighteen (18) years of age in that person's household, shall be eligible to become a member of the Congregation ("Member"). A person who has been a Member may continue to be a Member even if they no longer meet these eligibility requirements.

Section 3.2 Domicile. A person's principal domicile shall be deemed to be the person's "Household" for the purpose of these By-laws.

Section 3.3 Application for Membership. Any person described in Section 3.1 shall make a written application for membership on a form prescribed by the Board of Trustees.

Section 3.4 Attendance, Voting and Good Standing.

3.4.1 Each Member shall be entitled to attend all meetings of Members of the Congregation, and each Member in Good Standing shall have one vote upon all matters lawfully before such meeting. No other individuals shall be entitled to vote at meetings of Members of the Congregation. At all meetings of Members of the Congregation, Members shall vote in person and not by proxy.

3.4.2 A "Member in Good Standing" and a "Household in Good Standing" is an individual, or a Household which contains at least one individual, as the case may be, who or which has fulfilled the requirements for membership in this Congregation, has been duly accepted for membership, and who or which neither has voluntarily withdrawn from membership nor has been suspended or expelled from membership after appropriate proceeding consistent with these by-laws. A "Member in Good Standing" or a "Household in Good Standing" may be removed from such status for Cause by the Board of Trustees after giving the Member or Household, as the case may be, reasonable notice of the reason for removal, and an opportunity to be heard before the Board of Trustees.

3.4.3 Nothing in these By-laws or any resolution of the Board of Trustees is intended to or shall confer or impose upon any person who is not Jewish any right or obligation that may be exercised or performed only by a Jew.

Section 3.5 Other Rights. In addition to other rights, privileges and duties of a Member provided by law or set forth in the Congregation's Articles of Organization or these By-laws, each Member and each Household in Good Standing shall be entitled to worship with the Congregation. In addition to other rights, privileges and duties of a Member provided by law or set forth in the Congregation's Articles of Organization or these By-laws, each Member in Good Standing and each non-Jewish adult who is part of a Household in Good Standing (other than adults described in Section 9.3.3) shall be entitled:

(a) To become an Officer, Trustee, member of a Committee of the Board, and chair or member of a Committee of the Congregation in accordance with the

provisions of these By-laws, except that non-Jewish adults may not become an Officer, Trustee, member of the Education Committee, member of the Ritual Committee or the chair or co-chair of a Committee of the Congregation;

(b) To have such person's children attend the Congregation's religious school and to celebrate, and to have such person's children celebrate, Bar or Bat Mitzvah, be confirmed and/or graduate from a Congregation school, in all cases in a manner consistent with usual and customary Conservative Jewish practice and in accordance with such rules as the Board of Trustees shall from time to time adopt; and

(c) To have a member of the Congregation's Clergy officiate at a marriage for the Jewish Member or Member's Jewish children or at a funeral for the Jewish Member, in all cases in a manner consistent with usual and customary Conservative Jewish practice, and in accordance with such rules as the Board of Trustees shall from time to time adopt.

Section 3.6 Rental of High Holy Days Seats. Each Member in Good Standing and each Household in Good Standing shall be entitled to rent a seat or seats for the Congregation's Rosh Hashanah and Yom Kippur services in accordance with such rules as the Board of Trustees shall from time to time adopt.

Section 3.7 Financial Obligations. Each Member shall be required to meet such Member's financial obligations to the Congregation as described in Article 9 of these By-laws. In the event of any failure to meet such obligations, the rights and privileges of the Member in question may be suspended or terminated in accordance with Article 9 of these By-laws and such policies and procedures as may be adopted by the Board of Trustees from time to time.

Section 3.8 Resignation. A Member may resign from the Congregation by giving written notice of such resignation to the President of the Congregation. Such resignation shall be effective upon receipt of such notice by the President of the Congregation but shall not affect the resigning Member's Household's liability for all amounts payable by such Member's Household with respect to the then-current and any prior fiscal years pursuant to Article 9 of these By-laws.

Section 3.9 Differing Levels of Membership The Board of Trustees may establish additional levels of membership based on criteria such as, but not limited to, proximity of domicile to the Town of Sharon, and determine the dues or commitment required to maintain such status, and the other rights and privileges of such Members and such Members' Households, including without limitation voting and information rights

Section 3.10 Termination or Suspension of Membership.

3.10.1 General. The Executive Committee of the Board of Trustees (the "Executive Committee") may terminate or suspend the membership of any Member with Cause (as defined below) by an affirmative vote of at least two-thirds (2/3) of the members of the Executive Committee present and voting at a duly held meeting of the Executive Committee, notice of which meeting shall include the proposed termination or suspension. Any such termination or suspension shall be made

only after giving the Member subject to the action reasonable prior notice of the proposed termination or suspension and an opportunity to be heard before the Executive Committee. "Cause" for termination or suspension shall mean: (i) continuing non-payment of financial obligations to the organization after notice thereof and a reasonable opportunity to cure, (ii) indictment for, conviction of, or entry of a plea of no contest with respect to, any felony or any crime involving moral turpitude, (iii) or conduct reasonably determined by the Board of Trustees to be unbecoming to the organization. Appeals of any termination or suspension may be made to the Board of Trustees, which may, by the affirmative vote of the members of the Board of Trustees present and voting at a duly held meeting of the Board of Trustees, overturn such termination or suspension, notice of which meeting shall include the consideration of the appeal.

3.10.2 Non-Payment of Financial Obligations. The Vice President, Finance and Executive Director, by unanimous decision after consultation with the Senior Rabbi, may terminate or suspend the membership of any Member for non-payment of financial obligations to the organization. Any such termination or suspension shall be made only after giving the Member subject to the action reasonable prior notice of the proposed termination or suspension and an opportunity to be heard by the Vice President, Finance and Executive Director. Appeals of any termination or suspension made by the Vice President, Finance and Executive Director may be made to the Executive Committee, which may, by the affirmative vote of the members of the Executive Committee present and voting at a duly held meeting of the Board of Trustees, overturn such termination or suspension, notice of which meeting shall include the consideration of the appeal.

3.10.3 Effective Time of Termination or Suspension. The termination or suspension of any member or associate member whose membership or associate membership is terminated or suspended shall be effective on the fifteenth (15th) day after notice of termination or suspension is mailed to such member or associate member as provided in Section 9.6 below (unless the membership is reinstated within such fifteen (15) day period).

ARTICLE 4. MEETINGS

Section 4.1 Annual Meetings. An annual meeting of the Members of the Congregation shall be held in the month of May in each year at 125 Pond Street, Sharon, Massachusetts, or such other location as may be designated by the Board of Trustees, on a date and at a time designated by the Board of Trustees.

Section 4.2 Special Meetings. Special meetings of the Members of the Congregation may be called at any time by the President of the Congregation or the Board of Trustees. A special meeting of the Members shall be called by the Secretary upon the written request of at least fifty (50) Members in Good Standing specifying the purpose for the applied for meeting; and in case of the Secretary's refusal or neglect to call said special meeting, then any seventy-five (75) Members in Good Standing may call such a meeting upon written application specifying the purpose of the applied for meeting.

Section 4.3 Notice of Meetings. The Secretary shall notify each Household of any meeting of the Members of the Congregation at least five (5) days before its date. The Secretary may directly mail the notification to each Household at the Household's last address shown on the records of the Congregation, or, alternatively, may electronically mail the notification to an email address the Household has provided to the Congregation. Each such notice so given shall be deemed to have been properly given to each Member included within such Household. Each notice shall state the time, place and purpose of the meeting.

Section 4.4 No Other Business at Special Meetings. No business shall be transacted at a special meeting of the Members other than that which is stated in the notice of such meeting.

Section 4.5 Waiver of Notice. Any failure to provide proper notice of a meeting of the Members of the Congregation shall be deemed waived by any Member who (a) attends such meeting without protesting the notice failure at commencement of the meeting or (b) signs a written waiver of notice before or after the meeting. Failure to provide such notice of meeting also shall be deemed waived in the event that within ninety days following such meeting, the President is not notified in writing of such alleged failure and of a resulting challenge to one or more specifically enumerated actions taken at such meeting.

Section 4.6 Quorum. Except as otherwise required by law, by the Congregation's Articles of Organization, or by these By-laws, a quorum for the transaction of business at any meeting of the Members of the Congregation shall consist of not less than twenty-five (25) Members in Good Standing. Notwithstanding the foregoing, a quorum for purposes of voting on the initial or continued employment of the Senior Rabbi of the Congregation shall consist of not less than fifty (50) Members in Good Standing.

Section 4.7 Voting. Each Member in Good Standing shall have one vote with respect to all matters submitted to the Members. Voting at any meeting of the Members at which a quorum is present shall be by majority vote of those present, except as otherwise required by these By-laws or applicable law.

Section 4.8 Secret Ballots Permitted. At any meeting, special or otherwise, of the Members of the Congregation, votes may be by secret ballot at the discretion of the Chairperson of the meeting, or if requested by ten (10) or more Members at such meeting.

Section 4.9 Minutes. The Secretary or the Secretary's designee shall keep contemporaneous minutes of each meeting of the Members of the Congregation. Such minutes shall be made available for inspection by any Member upon request in accordance with such procedures as may be established by the Board of Trustees from time to time.

Section 4.10 Closure of Meetings. Any adult who is part of a Household in Good Standing may attend meetings of the Members of the Congregation. Other non-Members of the Congregation may attend meetings of the Members of the Congregation with the approval of the President, but shall not have any right to vote.

ARTICLE 5. OFFICERS

Section 5.1 Enumeration. The officers of the Congregation ("Officers") shall be a

President, a Vice President for Education, a Vice President for Finance, a Vice President for Jewish Communal Life, a Vice President for Operations, a Vice President for Strategic Planning, a Vice President for Development, a Treasurer, ~~an Assistant Treasurer~~, and a Secretary. One of the Vice Presidents also shall be elected as the Executive Vice President in accordance with these By-laws.

Section 5.2 Eligibility.

5.2.1 Prior Status. No Member of the Congregation shall be eligible to be an Officer unless that Member has been a Member in Good Standing for at least one year prior to such member's election, unless such eligibility is determined to be in the best interests of the organization by a vote of at least 2/3 of the elected members of the Board of Trustees, such vote to be taken at a duly held meeting of the Board of Trustees, notice of which meeting shall specifically include the consideration of such determination. No Member shall be eligible to be the President of the Congregation unless that Member has been a member of the Board of Trustees for at least two years at some time prior to such Officer's election. Except for a Vice President also serving as Executive Vice President, no Member shall hold more than one Officer position at any one time.

5.2.2 Service. All Officers shall also serve as members of the Board of Trustees. No Member may serve as President of the Congregation more than one (1) consecutive term; however, a Member may serve as President for an unlimited number of non-consecutive terms. After serving three (3) consecutive terms as any other Officer, no Member shall serve as such Officer during the two (2) years following the expiration of the last of such consecutive terms. For the purpose of the preceding sentence service as any Vice President shall not be aggregated with service as any other Vice President.

Section 5.3 Election.

5.3.1 Committee on Leadership Development and Nominations. Nominations for Officers shall be made by the Committee on Leadership Development and Nominations. Unless approved by the vote of at least 2/3 of the elected members of the Board of Trustees such vote to be taken at a duly held meeting of the Board of Trustees, notice of which meeting shall specifically include the consideration of such matter, such nominations shall not include any member of the Committee on Leadership Development and Nominations (other than a member of the Committee on Leadership Development and Nominations serving *ex officio*), any person ineligible to serve as an Officer or any person unwilling or unable to serve as a Trustee as well as an Officer. The Committee on Leadership Development and Nominations' nominations for Officers shall be submitted in writing to the Secretary on or before the March 1 immediately preceding the election in question. The Secretary shall distribute to all of the Members of the Congregation on or before the next March 15 a copy of such Committee on Leadership Development and Nominations' nominations, together with notice of the provisions for nominations by petition pursuant to Section 5.3.2 below.

5.3.2 Nomination by Petition. Nominations for Officers also may be made by written petition signed by at least fifteen (15) Members of the Congregation

submitted to the Secretary on or before the April 15 immediately preceding the election in question. Each such nominating petition shall be accompanied by the nominee's written confirmation of willingness to serve if elected. A person may not be nominated for Executive Vice President unless that person is nominated for one of the Vice President positions. Except in the case of a person nominated as Vice President and Executive Vice President, no person may be nominated for more than one position.

5.3.3 Election of Officers. Officers shall be elected by the Members of the Congregation at their annual meeting. Balloting for Officers shall be conducted in accordance with policies and procedures established by the President of the Congregation for such purpose. The election of the Executive Vice President shall occur immediately following the election of all of the Vice Presidents.

Section 5.4 Term of Office. Except as otherwise provided in these By-laws, Officers shall hold office for a term of two years, commencing on June 1 of each odd numbered year, and in any event until the election of such Officer's successor or, if earlier, until such Officer's death, resignation, removal or disqualification.

Section 5.5 Removal.

5.5.1 General. The Members of the Congregation may remove any Officer with or without cause by the affirmative vote of at least two-thirds (2/3) of the Members present and voting at a duly held meeting of the Members, notice of which meeting shall include notice of the proposed removal. Any such removal shall be made only after giving the Officer in question reasonable prior notice of the proposed removal and an opportunity to be heard before the Members.

5.5.2 Financial Arrearage. Any Officer who is suspended from membership in the Congregation pursuant to Section 9.6 below shall cease to serve as an Officer on the fifteenth (15th) day after notice of such suspension is mailed to such Officer as provided in Section 9.6 below (unless the Officer's membership is reinstated within such fifteen (15) day period). In the event of any such cessation, the Treasurer and the Secretary (or in the event the Treasurer or Secretary is the subject of the cessation, another appropriate Officer) shall promptly furnish an appropriate certification of such cessation to the Board of Trustees and, at its first meeting after receipt of such certificate, the Board of Trustees shall declare a vacancy created by such cessation.

Section 5.6 Resignation. Any Officer may resign at any time by giving written notice of such resignation to the President of the Congregation. Such resignation shall be effective upon receipt of such notice by the President of the Congregation or, if later, such effective date as may be specified in the notice of resignation.

Section 5.7 Vacancies. Any vacancy created by the removal, resignation, death or disqualification of an Officer (including, but not limited to, a vacancy declared by the Board of Trustees pursuant to Section 5.5.2 above) shall be filled by the Board of Trustees from a nominee or nominees recommended by the Committee on Leadership Development and Nominations promptly after the creation of such vacancy for the remainder of the vacating Officer's term of office, by election at a duly held meeting of the Board of

Trustees, notice of which meeting shall include notice of the proposed election of the Officer. Unless approved by the vote of at least 2/3 of the elected members of the Board of Trustees, such vote to be taken at a duly held meeting of the Board of Trustees, notice of which meeting shall include the consideration of such action, any such nominee shall not include any member of the Committee on Leadership Development and Nominations (other than a member of the Committee on Leadership Development and Nominations serving *ex officio*).

Section 5.8 Powers and Duties. The Officers shall have the powers and perform the duties customarily belonging to their respective offices, including, but not limited to the following powers and duties and such other powers and duties as may be vested in their respective offices by law, these By-laws or the Board of Trustees.

5.8.1 President. The President of the Congregation, when present, shall preside at all meetings of the Members of the Congregation; shall be the chief executive officer of the Congregation, and shall take appropriate and necessary action to carry into effect all orders and resolutions of the Board of Trustees. The President shall submit a written report on the status of the affairs of the Congregation at each annual meeting of the Members of the Congregation and shall from time to time report to the Board of Trustees on matters within the President's knowledge which the interests of the Congregation may require to be brought to its notice. The President of the Congregation shall also have the following specific powers and duties:

- (a) To cast votes at Members' meetings on questions as to which the Members are otherwise equally divided; and
- (b) To make emergency expenditures, with the approval of the Executive Committee, provided that such expenditures do not exceed one-quarter of one percent (0.25%) of the total Budget in any one instance, or one-half of one percent (.5%) of the total Budget in any one fiscal year.

5.8.2 Executive Vice President. The Executive Vice President shall perform the duties of the President in the event of the death, disability, resignation, removal or absence of the President. The Executive Vice President shall also have the following powers and duties:

- (a) To furnish advice to the President as provided in these By-laws; and
- (b) To preside at meetings of the Board of Trustees.

5.8.3 Vice President, Finance. The Vice President, Finance shall be the chief financial officer of the Congregation and shall be custodian of all moneys and securities of the Congregation. The Vice President, Finance shall cause to be deposited all such moneys in the name of the Congregation in such banks, trust companies or other accounts as the Board of Trustees may from time to time designate. All disbursements of Congregation funds shall be made in accordance with such rules and regulations as may be prescribed by the Vice President, Finance and the Board of Trustees. The Vice President, Finance cause to be kept in suitable form detailed accounts of the assets, liabilities, receipts and disbursements of funds of the

Congregation. Such accounts and their supporting vouchers or checks shall be at all times open for inspection, examination or audit by the Board of Trustees and such committees as shall be relevant to the duties and functions of the Vice President, Finance. The Vice President, Finance shall report on the condition of the finances of the Congregation at such times as the Board of Trustees may direct. The Vice President, Finance shall have the power to abate or extend the time for payment of pledges and other financial obligations of Households in cases of financial hardship, in consultation with the Executive Director. The Vice President, Finance shall set the duties of the Treasurer, including, but not limited to, the delegation of certain of the duties set forth in this Section 5.8.3.

5.8.4 Vice President, Strategic Planning. The Vice President, Strategic Planning shall be the officer of the Congregation that serves as the custodian of strategic planning deliverables and, and in conjunction with the Senior Rabbi and/or Executive Director, ensures that strategic goals and associated action plans are assigned to the appropriate professional staff member and/or Committees of the Congregation. The Vice President, Strategic Planning will oversee the execution of the strategic plan and will report regularly to the Board of Trustees and the Congregation as to the status of strategic goals and other strategic planning deliverables.

5.8.5 Other Vice Presidents. Each Vice President shall perform such duties as pertain to the particular Vice Presidency to which the Vice President is elected or appointed. In the event of the death, disability, resignation, disqualification, removal or absence of the President and Executive Vice President, the duties of the President and Executive Vice President shall be performed by such Vice Presidents as may be designated by the Board of Trustees by secret ballot. The Vice Presidents shall serve as *ex officio* members of the Committees of the Board as set forth in Article 7 and as *ex officio* members of the Committees of the Congregation in accordance with Section 7.2 and Section 7.27.

5.8.6 Treasurer. The Treasurer shall report to the Vice President, Finance and perform such duties consistent with the role of Treasurer as shall be assigned to the Treasurer by the Vice President, Finance and the Board of Trustees.

5.8.7. ~~Assistant Treasurer.~~ ~~In the event of the death, disability, resignation, disqualification, removal or absence of the Treasurer, the Treasurer's duties shall be performed by the Assistant Treasurer. The Assistant Treasurer shall serve as the Chairperson of any Audit and Finance Committee.~~

5.8.8 Secretary. The Secretary shall keep and maintain a true record of all proceedings of the Members of the Congregation and the Board of Trustees in a book or readily accessible form to be kept for that purpose. Such records shall be kept within the Commonwealth of Massachusetts at the principal office of the Congregation. The Secretary shall generally have the duties and responsibilities imposed upon a clerk of a corporation organized under the laws of the Commonwealth of Massachusetts. The Secretary shall be a resident of the Commonwealth of Massachusetts unless and until the Congregation shall appoint a resident agent for service of process in the manner prescribed by law.

Section 5.9 Executive Committee.

5.9.1 Composition. The Executive Committee shall consist of the President of the Congregation, Vice President for Education, Vice President for Finance, Vice President for Jewish Communal Life, Vice President for Operations, Vice President for Strategic Planning, Vice President for Development, Treasurer, ~~Assistant Treasurer~~, Secretary, the Senior Rabbi, any Executive Director, and any other individuals as the President may appoint from time to time. The President shall act as chair of the Executive Committee, and shall report to the Board of Trustees on the conduct of activities by the Executive Committee. The President shall call such meetings of the Executive Committee at such times as the President deems appropriate.

5.9.2 Powers and Duties. The Executive Committee shall coordinate the agenda and work of the Board of Trustees. The Executive Committee shall have the authority to act in place of the Board of Trustees between Board of Trustees' meetings in the manner as expressly delegated by the Board of Trustees. The Executive Committee (through the President) shall make a report at each regular meeting of the Board of Trustees and also shall report any actions taken by the Executive Committee to the Board of Trustees in a timely fashion, not later than the next Board of Trustees' meeting. The Executive Committee shall identify annual and long-term goals of the Congregation, with the advice of the Board of Trustees.

Section 5.10 Bonds. The Treasurer, ~~the Assistant Treasurer~~, and such other Officers or agents of the Congregation as the Board of Trustees may from time to time determine, each shall give bond in such amount and with such surety or sureties as the Board of Trustees may from time to time determine. The expense of any such bonds shall be paid by the Congregation.

ARTICLE 6. BOARD OF TRUSTEES

Section 6.1 Powers. The Board of Trustees shall have control and management of the affairs of the Congregation, except as otherwise expressly provided by law, by the Congregation's Articles of Organization, or by these By-laws.

Section 6.2 Composition. The Board of Trustees shall consist of the following:

6.2.1 The Officers:

6.2.2 The Chairpersons of each of the Committees of the Board (other than the Audit and Finance Committee), elected by the Members of the Congregation ("Elected Trustees with Portfolio");

6.2.3 Nine (9) Trustees elected by the Members of the Congregation ("Elected Trustees without Portfolio");

6.2.4 The person who most recently served as President of the Congregation;

6.2.5 The duly elected president (or, if applicable, the designee of such president, which designee shall be a Member of the Congregation and must be

approved by the Committee on Leadership Development and Nominations) of the Temple Israel Brotherhood, the Sharon Hebrew Ladies Aid-Sisterhood, and Hazak; and

6.2.6 Any person who served as President of the Congregation and is a Member of the Congregation in Good Standing, but is not already a Trustee pursuant to Section 6.2.1 also shall serve on the Board of Trustees, provided however, that any person meeting the criteria set forth in this first sentence of this Section 6.2.6 shall only be entitled to vote on items presented to the Board of Trustees for a vote if such individual has, as determined by the Secretary, attended five of the preceding ten duly held meetings of the Board of Trustees (the “Past President Attendance Requirement”). For the avoidance of doubt, individuals failing the Past President Attendance Requirement shall continue to receive notice of all meetings of the Board of Trustees and all materials distributed to the Board of Trustees in advance of such meetings and shall retain the right to attend all such meetings.

Section 6.3 Eligibility.

6.3.1 Prior Status. No Member shall be eligible to serve as a member of the Board of Trustees (“Trustee”) unless that Member has been a Member in Good Standing for at least one year prior to such Member’s election or appointment, unless such eligibility is determined to be in the best interests of the organization by a vote of at least 2/3 of the elected members of the Board of Trustees, such vote to be taken at a duly held meeting of the Board of Trustees, notice of which meeting shall specifically include the consideration of such determination.

6.3.2 Service. After serving three (3) consecutive terms as an Elected Trustee with Portfolio, no Member shall serve as a Trustee (other than as an Officer) during the one (1) year following the expiration of the last of such consecutive terms. After serving three (3) consecutive terms as an Elected Trustee without Portfolio, no Member shall serve as a Trustee (other than as an Officer) during the one (1) year following the expiration of the last of such consecutive terms. No person serving as a Trustee pursuant to Section 6.2.5 may serve as Trustee for more than six (6) consecutive years. For the avoidance of doubt, partial terms shall not be considered in determining the number of consecutive terms of service under the Section 6.3.2 and years of service within such partial terms shall not be considered in calculating consecutive years of service under this Section 6.3.2, in each such case only to the extent such partial term had a duration of less than one calendar year. Notwithstanding any of the foregoing, the provisions of this Section 6.3.2 may, if such action is determined to be in the best interests of the organization, be waived by a vote of at least 2/3 of the elected members of the Board of Trustees, such vote to be taken at a duly held meeting of the Board of Trustees, notice of which meeting shall specifically include the consideration of such determination.

6.3.3 Voting and Attendance. Any Trustee (other than Trustees whose service on the Board of Trustees is as a result of Section 6.2.6 above) shall only be entitled to vote on items presented to the Board of Trustees for a vote if such individual has, as determined by the Secretary, attended five of the preceding ten duly held meetings of the Board of Trustees (the “Trustee Attendance Requirement”). Individuals failing the Trustee Attendance Requirement shall (i) be reported to the Committee on

Leadership Development and Nominations which shall consider the circumstances of the absences and determine whether the Trustee should be encouraged to resign from the Board of Trustees and (ii) while continuing in such Trustee's capacity as a Trustee, continue to receive notice of all meetings of the Board of Trustees and all materials distributed to the Board of Trustees in advance of such meetings and shall retain the right to attend all such meetings. Attendance at the meetings during a Trustee's first year of service shall not be considered for purposes of determining eligibility to vote under this Section.

Section 6.4 Election.

6.4.1 Committee on Leadership Development and Nominations.

Nominations for Elected Trustees with Portfolio and Elected Trustees without Portfolio shall be made by the Committee on Leadership Development and Nominations. Such nominations may include any member of the Committee on Leadership Development and Nominations (including a member of the Committee on Leadership Development and Nominations serving *ex officio*) but shall not include any person ineligible to serve as a Trustee. The Committee on Leadership Development and Nominations' nominations for Elected Trustees with Portfolio and Elected Trustees without Portfolio shall be submitted in writing to the Secretary on or before the March 1 immediately preceding the election in question. The Secretary shall distribute to all of the Members of the Congregation on or before the next March 15 a copy of such Committee on Leadership Development and Nominations' nominations, together with notice of the provisions for nominations by petition pursuant to Section 6.4.2 below.

6.4.2 Nomination by Petition. Nominations for Elected Trustees with Portfolio and Elected Trustees without Portfolio also may be made by written petition of at least fifteen (15) Members of the Congregation submitted to the Secretary on or before the April 15 immediately preceding the election in question. Each such nominating petition shall be accompanied by the nominee's written confirmation of willingness to serve if elected. A person may not be nominated for more than one position.

6.4.3 Election of Trustees. Elected Trustees with Portfolio and Elected Trustees without Portfolio shall be elected by the Members of the Congregation at their annual meeting by a plurality of votes cast. Balloting for the Trustees shall be conducted in accordance with policies and procedures established by the President of the Congregation for such purpose.

Section 6.5 Term of Office.

6.5.1 Elected Trustees. Except as otherwise provided in these By-laws, Elected Trustees with Portfolio shall be elected for a term of two (2) years, commencing on June 1 of each odd numbered year. Except as otherwise provided in these By-laws, Elected Trustees without Portfolio shall be elected for a term of two (2) years commencing on June 1 of each even numbered year. In any event, each Elected Trustee with Portfolio and Elected Trustee without Portfolio shall serve until the election of such Trustee's successor or, if earlier, until such Trustee's death, resignation, removal or disqualification.

6.5.2 Other Trustees. Each Trustee serving in such Trustee's capacity as the immediately past President pursuant to Section 6.2.4 above shall serve until the qualification of such Trustee's successor, or, if earlier, until such Trustee's death, resignation, removal or disqualification. Each Trustee serving as a president or designee pursuant to Section 6.2.5 above shall serve as a Trustee for so long as the Trustee holds such office of president or retains such designation, or, if earlier, until the designation is removed or until such Trustee's death, resignation, removal or disqualification.

Section 6.6 Removal of Trustees.

6.6.1 General. The Members of the Congregation may remove any Trustee with or without cause by the affirmative vote of at least two-thirds (2/3) of the Members present and voting at a duly held meeting of the Members, notice of which meeting shall include notice of the proposed removal. Any such removal shall be made only after giving the Trustee in question reasonable prior notice of the proposed removal and an opportunity to be heard before the Members.

6.6.2 Financial Arrearage. Any Trustee who is suspended from membership in the Congregation pursuant to Section 9.6 below shall cease to serve as a Trustee on the fifteenth (15th) day after notice of such suspension is mailed to such Trustee as provided in Section 9.6 below (unless the Trustee's membership is reinstated within such fifteen (15) day period). In the event of any such cessation, the Treasurer and the Secretary shall promptly furnish an appropriate certification of such cessation to the Board of Trustees and, at its first meeting after receipt of such certificate, the Board of Trustees shall declare a vacancy created by such cessation.

6.6.3 Chairperson of Committee of the Board. Any Elected Trustee with Portfolio who resigns or ceases to act as a Chairperson of any Committee of the Board shall cease to serve as a Trustee.

Section 6.7 Resignation. Any Trustee may resign at any time by giving written notice of such resignation to the President of the Congregation. Such resignation shall be effective upon receipt of such notice by the President of the Congregation or, if later, such effective date as may be specified in the notice of resignation.

Section 6.8 Vacancies. Any vacancy created by the removal, resignation, death or disqualification of an Elected Trustee with Portfolio or an Elected Trustee without Portfolio or a Trustee serving pursuant to Section 6.2.4 above (including, but not limited to, a vacancy declared by the Board of Trustees pursuant to Section 6.6.2 above) shall be filled by the Board of Trustees promptly after the creation of such vacancy for the remainder of the vacating Trustee's term of office, by election at a duly held meeting of the Board of Trustees, notice of which meeting shall include notice of the proposed election of the Trustee. Any vacancy created by the removal, resignation, death or disqualification of a Trustee serving pursuant to Section 6.2.5 above (including, but not limited to, a vacancy declared by the Board of Trustees pursuant to Section 6.6.2 above) shall be filled in accordance with the procedure set forth in Section 6.2.5.

Section 6.9 Chair. The Executive Vice President shall serve as Chair of the Board

of Trustees. The Chair shall preside at all meetings of the Board of Trustees. In the Chair's absence, or in the event of any vacancy in the position of Chair, a designee of the President of the Congregation shall preside at all such meetings.

Section 6.10 Additional Matters. Without limiting the generality of the powers and duties conferred upon the Board of Trustees, except as otherwise set forth in these By-laws, there shall be included within the powers and duties of the Board of Trustees each of the following:

6.10.1 Budget. All matters relating to the finances of the Congregation, including the preparation of an annual budget for each fiscal year ("Budget"), each such Budget to be submitted to the Members of the Congregation for approval at their annual meeting in May immediately preceding the start of the fiscal year covered by the Budget, and not to be amended without approval of the Members of the Congregation; provided, however, following receipt of a positive or negative recommendation from the Audit and Finance Committee, that the Board of Trustees may authorize additional expenditures in any one fiscal year, without approval of the Members of the Congregation, not exceeding for any one item, two percent (2%) of such fiscal year's Budget, and for all items in the aggregate, five percent (5%) of such fiscal year's Budget. The Board of Trustees may temporarily borrow funds from the Building Fund and/or reallocate funds between lines of a Budget without approval of the Members of the Congregation. The Budget shall always be balanced by the Board of Trustees, including without limitation by borrowing;

6.10.2 Collections. The adoption of rules governing the collection of amounts assessed, provided that such rules are not inconsistent with the provisions of these By-laws;

6.10.3 Abatement. In addition to the powers granted to the Treasurer in Section 5.8.6 above, the abatement, adjustment, or settlement of the financial obligations due from any Household, Member or person to the Congregation;

6.10.4 Employees. The engagement of an Executive Director (if the Board of Trustees so desires) to oversee the Congregation's day-to-day operations and perform such other duties as may be prescribed by the Board of Trustees, the engagement of all other employees of the Congregation, the establishment of any desired job descriptions and employment benefits and policies for all Clergy, any Executive Director and all other employees of the Congregation, and the annual evaluation of all Clergy, any Executive Director and all other employees of the Congregation; and

6.10.5 Rules. The adoption from time to time of rules, regulations and orders of business for the conduct of its affairs which are not inconsistent with these By-laws.

Section 6.11 Regular Meetings. Regular meetings of the Board of Trustees shall be held at such times as the Board of Trustees may designate, but in no event less than once each calendar quarter, at 125 Pond Street, Massachusetts, or such other location as may be designated by the Board of Trustees.

Section 6.12 Special Meetings. Special meetings of the Board of Trustees may be called by the President of the Congregation. A special meeting of the Board of Trustees shall be called by the Chair of the Board of Trustees upon written request of at least fifteen (15) Trustees specifying the purpose of the applied for meeting.

Section 6.13 Notice of Meetings. Notice of all meetings of the Board of Trustees shall be given by the Secretary to each Trustee at the Trustee's last address shown on the records of the Congregation or, alternatively, by electronic mail to an email address the Trustee has provided to the Congregation. Each such notice shall state the time, place and purpose of the meeting and shall be given (a) at least five (5) days prior to each regular meeting of the Board of Trustees; and (b) at least two (2) days prior to any special meeting of the Board of Trustees. No business shall be transacted at a special meeting of the Board of Trustees other than that which is stated in the notice of such meeting.

Section 6.14 Waiver of Notice. Any failure to provide proper notice of a meeting of the Board of Trustees shall be deemed waived by any Trustee who (a) attends such meeting without protesting the notice failure at commencement of the meeting or (b) signs a written waiver of notice before or after the meeting. Failure to provide such notice of meeting also shall be deemed waived in the event that within ninety days following such meeting, the President is not notified in writing of such alleged failure and of a resulting challenge to one or more specifically enumerated actions taken at such meeting.

Section 6.15 Quorum. Except as otherwise required by law, by the Congregation's Articles of Organization, or by these By-laws, one half of the Trustees then in office and eligible to vote at such meeting shall constitute a quorum for the transaction of business at any meeting of the Board of Trustees.

Section 6.16 Voting. Each Trustee shall have one vote with respect to all matters submitted to the Board of Trustees. Voting at any meeting of the Board of Trustees at which a quorum is present shall be by majority vote of those present, except as otherwise required by these By-laws or applicable law.

Section 6.17 Closure of Meetings. Any Member of the Congregation and any adult who is part of a Household in Good Standing may attend any meeting of the Board of Trustees; provided that only Trustees may vote and provided further that in the event the Board of Trustees determines that closure of any Board of Trustees meeting is appropriate and desirable, such meeting shall be so closed. Other non-Members may attend meetings of the Board of Trustees with the approval of the Board of Trustees but without the right to vote.

Section 6.18 Participation in Meetings. With the prior approval of the Board of Trustees, Trustees may participate in a meeting of the Board of Trustees by means of teleconference, video conference or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time. Participation by such means shall constitute presence in person at the meeting.

Section 6.19 Minutes. The Secretary or the Secretary's designee shall keep contemporaneous minutes of each meeting of the Board of Trustees. Such minutes shall be made available for inspection by any Trustee or Member of the Congregation upon request

in accordance with such procedures as may be established by the Board of Trustees from time to time.

Section 6.20 Past Presidents Council. The Past Presidents Council shall consist of all former Presidents of the Congregation. The current President and Vice Presidents of the Congregation may attend meetings of the Past Presidents Council. The Past Presidents Council shall receive copies of all Board of Trustees' agendas and minutes. It shall be a council familiar with the needs, desires and problems of the Congregation from which the President, when appropriate, may seek advice or guidance of any problem referred to it, and to which in its discretion, the Board of Trustees may refer such issues as it feels their group, by reason of its unique experience, is particularly suited to offer guidance of, and, when directed, final arbitration. The Past Presidents Council shall meet at least twice a year with the first meeting occurring between June 1 and October 31. Upon request of the Chairperson of the Board of Trustees, the Past Presidents Council shall report to the Board of Trustees between September 1 and December 31 its evaluation of any problems then facing the Congregation. It shall otherwise meet when so requested by the President of the Congregation or the Board of Trustees. The Past Presidents Council, at its first meeting each year, shall elect a chairperson for the ensuing year, one of whose duties shall be to call each meeting.

Section 6.21 Parliamentarian. The President shall annually appoint one of the Elected Trustees without Portfolio as the parliamentarian to advise the Board of Trustees regarding process and procedures under these By-laws. In the absence of the parliamentarian at a duly called meeting of the Board of Trustees, an acting parliamentarian shall be appointed by the chairperson of the meeting to serve in such capacity at such meeting. The opinion of the parliamentarian (or of the acting parliamentarian, if one is so appointed) shall be binding unless overruled by a two-thirds (2/3) vote of the Trustees present and voting at a duly held meeting.

ARTICLE 7. COMMITTEES

Section 7.1 Standing Committees. The Board of Trustees shall have the following standing committees ("Committees of the Board"): Adult Education, Audit and Finance, Committee on Leadership Development and Nominations, Development, Education, Investment Funds, Erna and Julius Hertz Nursery School Committee, House, Human Resources, Membership, Ritual, Strategic Planning, Inclusion, Hessed, and Youth; provided, however, that the Board of Trustees may dissolve any Committee of the Board (other than the Committee on Leadership Development and Nominations) or establish other Committees of the Board from time to time in all cases by amendment of this Article 7 in accordance with Section 12.8.2 below. Each Committee of the Board shall be subject to the direction of the Board of Trustees and shall, in addition to the powers and duties specified in these By-laws, have such powers and duties as may from time to time be delegated to it by the Board of Trustees. Except as otherwise provided in these By-laws, the size of each Committee of the Board shall be fixed by the President. The Chairperson of each Committee of the Board and the Vice President(s) serving on such Committee of the Board shall report not less than annually to the Board of Trustees on the activities of such Committee of the Board.

Section 7.2 Additional Committees. Subject to the approval of the Board of

Trustees, the President of the Congregation may from time to time establish such additional committees (“Committees of the Congregation”) as the President of the Congregation may deem necessary or appropriate. Any such Committee of the Congregation shall be subject to the direction of the Board of Trustees and, except as otherwise provided in these By-laws, shall have such composition (including at least one Vice President serving as an *ex officio*, voting member), powers and duties and term of existence as may be determined by the President of the Congregation, with the advice of the Executive Committee. The Chairperson of each Committee of the Congregation and the Vice President(s) serving on such Committee of the Congregation shall report not less than annually to the Board of Trustees on the activities of such Committee of the Congregation.

Section 7.3 Adult Education Committee.

7.3.1. Composition. The Adult Education Committee shall be composed of (a) the chairperson, who shall be the applicable Elected Trustee with Portfolio; (b) such additional members as may be appointed by the President, with the advice of the Executive Committee; and (c) the Vice President for Jewish Communal Life and such members of the Clergy and Congregation employees as are designated by the President (each acting in an *ex officio*, voting capacity).

7.3.2 Powers and Duties. The Adult Education Committee shall undertake and promote educational and cultural programs for Members and Households of the Congregation. Such programs may be carried out in conjunction with other Congregation, educational or communal institutions.

Section 7.4 Audit and Finance Committee.

7.4.1 Composition. The Audit and Finance Committee shall be composed of (a) the chairperson, who shall be the ~~Assistant~~ Treasurer; (b) such additional members as may be appointed by the President, with the advice of the Executive Committee; and (c) the Executive Vice President ~~and~~ the Vice President for Finance ~~and the Treasurer~~ (each acting in an *ex officio*, voting capacity).

7.4.2 Powers and Duties. The Audit and Finance Committee shall make a detailed estimate of the annual expenses and income of the Congregation, shall prepare a preliminary Budget for each fiscal year based on submissions to it from other committees (which shall be so submitted within forty-five (45) days after request therefor by the Audit and Finance Committee) and shall submit such preliminary Budget to the Board of Trustees. The Audit and Finance Committee shall investigate and make recommendations to the Board of Trustees with respect to all matters involving the finances of the Congregation. The expenditure of funds in accordance with the Budget approved by the Members of the Congregation shall be supervised by the Audit and Finance Committee. The Audit and Finance Committee also shall review the financial statements, books and records and accounting systems of the Congregation and shall report its findings and recommendations to the Board of Trustees. It shall have the power to employ a certified public accountant for the purpose of assisting it in the performance of its duties and for the purpose of performing such duties (including an audit, review or compilation of the Congregation’s financial condition) as may be

prescribed by the Audit and Finance Committee. Upon the request of the Audit and Finance Committee, the Board of Trustees shall include in the Congregation's Budget a reasonable amount to be expended by the Audit and Finance Committee, if it so elects, in connection with the services of such certified public accountant.

Section 7.5 Committee on Leadership Development and Nominations.

7.5.1 Composition. The Committee on Leadership Development and Nominations shall be composed of (a) the chairperson, who shall be the applicable Elected Trustee with Portfolio; (b) ten (10) additional members, provided that at least five (5) of such ten (10) members are then not Officers or Trustees; and (c) the President and the Executive Vice President (each acting in an *ex officio*, non-voting capacity).

7.5.2 Eligibility. The Executive Committee, after consultation with the Board of Trustees, shall appoint the ten (10) additional members of the Committee on Leadership Development and Nominations. It is expected that the membership of the Committee on Leadership Development and Nominations shall reflect the diversity of the membership of the Congregation. Members of the Committee on Leadership Development and Nominations may not serve more than three consecutive terms on the Committee on Leadership Development and Nominations (exclusive of any term served in an *ex officio* capacity) but may serve an unlimited number of nonconsecutive terms.

7.5.3 Powers and Duties. The Committee on Leadership Development and Nominations shall nominate candidates for (a) all Officers, Elected Trustees with Portfolio and Elected Trustees without Portfolio and (b) such other positions, if any, as the Board of Trustees may request from time to time as provided in these By-laws. The Committee on Leadership Development and Nominations shall carry out leadership development and leadership succession planning in the Congregation, including by formulating an ongoing leadership and training program for members of all committees and the Board of Trustees. With regard to leadership development and possible nominations, not less than thirty (30) days before submitting any nominations pursuant to Section 5.3.1 or Section 6.4.1, the Committee on Leadership Development and Nominations shall solicit the input of (a) the Executive Committee, (b) the Board of Trustees and (c) all Members and Households of the Congregation.

7.5.4 Quorum and Voting. Two-thirds (2/3) of the members of the Committee on Leadership Development and Nominations shall constitute a quorum at all meetings of the Committee on Leadership Development and Nominations. Voting at any duly held meeting of the Committee on Leadership Development and Nominations shall be by majority vote of the members present.

Section 7.6 Development Committee.

7.6.1 Composition. The Development Committee shall be composed of (a) the chairperson, who shall be the applicable Elected Trustee with Portfolio; (b) such additional members as may be appointed by the President, with the advice of the Executive Committee; and (c) the Vice President for Finance (acting in an *ex officio*, voting capacity).

7.6.2 Powers and Duties. The Development Committee shall undertake and promote ways and means for raising funds and endowments for the welfare of the Congregation.

Section 7.7 Education Committee.

7.7.1 Composition. The Education Committee shall be composed of (a) the chairperson, who shall be the applicable Elected Trustee with Portfolio; (b) such additional Members of the Congregation as may be appointed by the President, with the advice of the Executive Committee; (c) the president of the Parent-Teachers Organization of the Congregation's religious school; and (d) the Vice President for Education and any religious school Education Director (each acting in an *ex officio*, voting capacity).

7.7.2 Powers and Duties. The Education Committee shall make all rules and regulations for the operation of the religious school, which rules and regulations shall remain in effect unless and until disapproved by the Board of Trustees. The Education Committee shall, together with the Senior Rabbi and any religious school Education Director, have general supervision of the religious school including supervision of the selection of teachers and assistants.

Section 7.8 Investment Funds Committee.

7.8.1 Composition. The Investment Funds Committee shall be composed of (a) the chairperson, who shall be the Treasurer, ~~the Assistant Treasurer~~, or another member of the Board of Trustees, as approved by the Board of Trustees; (b) no fewer than four additional members, who shall be appointed by the President, with the advice of the Executive Committee; (c) the President, the Vice President, Finance, the chairperson of the Development Committee and the Senior Rabbi (each acting in an *ex officio*, non-voting capacity).

7.8.2 Powers and Duties. The Investment Funds Committee shall provide oversight of the fund created through the endowment campaign undertaken and commenced by the Congregation in 2011 (the "Endowment Fund") with respect to its maintenance, management and administration and shall have such other responsibilities consistent with policies and procedures adopted by the Board of Trustees. The Investment Funds Committee shall have the same oversight responsibility for such other funds that are established by the organization, as may be designated by the Board of Trustees, including, without limitation, the Building Fund.

Section 7.9 Erna and Julius Hertz Nursery School Committee

7.9.1 Composition. The Erna and Julius Hertz Nursery School Committee shall be comprised of (a) the chairperson, who shall be the applicable Elected Trustee with Portfolio; (b) such additional members as may be appointed by the President, with the advice of the Executive Committee and; (c) the president of the Parent-Teacher Organization of the Congregation's nursery/preschool and the (d) Vice President for Education and any nursery /preschool director (each acting in an *ex officio* voting capacity).

7.9.2 Powers and Duties. The Erna and Julius Hertz Nursery School Committee shall make all rules and regulations for the operation of the Erna and Julius Hertz Nursery School, which rules and regulations shall remain in effect until disapproved by the Board of Trustees. The Erna and Hertz Julius Nursery School Committee shall, together with the Senior Rabbi and any Erna and Julius Hertz Nursery School Director, have general supervision of the nursery school including supervision of the selection of teachers and assistants.

Section 7.10 House Committee.

7.10.1 Composition. The House Committee shall be composed of (a) the chairperson, who shall be the applicable Elected Trustee with Portfolio; (b) such additional members as may be appointed by the President, with the advice of the Executive Committee; and (c) the Vice President for Operations (acting in an *ex officio*, voting capacity).

7.10.2 Powers and Duties. Subject to the approval of the Board of Trustees, the House Committee shall have full charge of the real estate, buildings, facilities, and other property of the Congregation (“Congregational Property”).

Subject to the approval of the Board of Trustees, the House Committee shall annually establish a schedule of fees for the use of the Congregational Property, act on applications for use of the Congregational Property, supervise and direct the repair and maintenance of such property and approve all furniture, fixtures and other items purchased by or donated to the Congregation as a gift or otherwise. The House Committee shall annually propose to the Board of Trustees, for approval in accordance with Section 9.4 of these By-laws, a schedule for the use of the Congregation’s facilities.

Section 7.11 Human Resources Committee.

7.11.1 Composition. The Human Resources Committee shall be composed of (a) the chairperson, who shall be the Elected Trustee with Portfolio; (b) such additional members as may be appointed by the President, with the advice of the Executive Committee; and (c) the Vice President for Operations (acting in an *ex officio* voting capacity).

7.11.2 Powers and Duties. The Human Resources Committee shall perform annual written performance assessments of all Clergy and professional staff. It shall perform regular market research and notify the Board of Trustees of market compensation (including benefits) for each member of the Clergy and professional staff. Subject to the approval of the Board of Trustees, it shall develop employment practices and procedures for all employees. Upon authorization by the Board of Trustees, it shall be responsible for the negotiation of the contracts with Clergy and professional staff; provided, however, that all such contracts shall be subject to final approval by the Board of Trustees, following receipt of a recommendation from the Audit and Finance Committee.

Section 7.12 Membership Committee.

7.12.1 Composition. The Membership Committee shall be composed of (a) the chairperson, who shall be the applicable Elected Trustee with Portfolio; (b) such additional members as may be appointed by the President, with the advice of the Executive Committee; and (c) the Vice President for Operations (acting in an *ex officio*, voting capacity).

7.12.2 Powers and Duties. The Membership Committee shall encourage and promote membership in the Congregation and shall provide information about the Congregation and its activities to prospective members and households. The Membership Committee may from time to time recommend to the Board of Trustees classes of membership.

Section 7.13 Ritual Committee.

7.13.1 Composition. The Ritual Committee shall be composed of (a) the chairperson, who shall be the applicable Elected Trustee with Portfolio; (b) such additional Members of the Congregation as may be appointed by the President, with the advice of the Executive Committee; and (c) the Vice President for Jewish

Communal Life, the Senior Rabbi, the Cantor, any Assistant or Associate Rabbis, and any Ritual Director (each acting in an *ex officio*, voting capacity).

7.13.2 Powers and Duties. The Ritual Committee shall, in conjunction and cooperation with the Senior Rabbi and the Cantor, have charge and direction of religious services and other religious activities of the Congregation, subject, in each case, to the approval of the Board of Trustees.

Section 7.14 Strategic Planning Committee.

7.14.1 Composition. The Strategic Planning Committee shall be composed of (a) the chairperson, who shall be the applicable Elected Trustee with Portfolio; (b) the Vice President for Strategic Planning, (c) such additional Members of the Congregation as may be appointed by the President, with the advice of the Executive Committee and the Vice President for Strategic Planning; and (d) the Senior Rabbi.

7.14.2 Powers and Duties. The Strategic Planning Committee shall on an ongoing basis facilitate a process that will result in recommendations related to the Synagogue's mission, vision, strategic initiatives, major programs and services and assist the Board of Trustees in identifying critical strategic issues facing the Synagogue and communicate with the Vice President of Strategic Planning and, if deemed desirable, the various Committees of the Synagogue responsible for implementing elements of any strategic plan.

7.14.3. Term of Strategic Planning Committee. Unless determined otherwise by a vote of the Board of Trustees, the Strategic Planning Committee shall be dissolved as of May 31, 2024.

Section 7.15 Youth Committee.

7.15.1 Composition. The Youth Committee shall be composed of (a) the chairperson, who shall be the applicable Elected Trustee with Portfolio; (b) such additional members as may be appointed by the President, with the advice of the Executive Committee; and (c) the Vice President for Education and any president of the Temple Israel United Synagogue Youth Senior Group (each acting in an *ex officio*, voting capacity). Notwithstanding the general requirement of Membership described in Section 3.5(a), the president of the Temple Israel United Synagogue Youth Senior Group may serve on this committee without being a Member of the Congregation, if they are the child of a Member.

7.15.2. Powers and Duties. The Youth Committee shall coordinate and supervise the Congregation's youth programs, including social, cultural and recreational activities for the Congregation's youth.

Section 7.16 Inclusion Committee.

7.16.1 Composition. The Inclusion Committee shall be composed of (a) the chairperson, who shall be the applicable Elected Trustee with Portfolio; (b) sufficient additional members, as may be approved by the chairperson, to better reflect the diversity of the Temple Israel community; and (c) the Vice President for Jewish Communal Life (acting in an *ex officio*, voting capacity).

7.16.2. Powers and Duties. The Inclusion Committee shall investigate and help to implement ways in which Temple Israel can be more accommodating to the full diversity of the community of the Congregation, and provide advice on related practices to other Committees and Affiliated Organizations of the Congregation.

Section 7.17 Hessed Committee.

7.17.1 Composition. The Hessed Committee shall be composed of (a) the chairperson, who shall be the applicable Elected Trustee with Portfolio; (b) sufficient additional members, as may be approved by the chairperson; and (c) the Vice President for Jewish Communal Life (acting in an *ex officio*, voting capacity).

7.17.2. Powers and Duties. The Hessed Committee shall support the Temple Israel Congregation in times of need and in times of joy, including shiva, health, healing, and times of mourning and celebration. The Committee shall also investigate and implement ways in which Temple Israel can forge connections through acts of giving, kindness, and support for our Congregation.

Section 7.18 Programming Committee.

7.18.1 Composition. The Programming Committee shall be composed

of (a) the chairperson, who shall be the applicable Elected Trustee with Portfolio; (b) sufficient additional members, as may be approved by the chairperson; and (c) the Vice President for Operations (acting in an ex officio, voting capacity).

7.18.2 Powers and Duties. The Programming Committee shall plan and facilitate events for the Congregation from time to time, as determined by the Executive Committee.

Section 7.19 Term. Each member of a Committee of the Board (other than the chairperson) shall serve on such committee for a term of one year, commencing on June 1 of the year in which appointed, and ending on the following May 31, or, if earlier, until such committee member's death, resignation, removal or disqualification. Each member of a Committee of the Congregation, including the chairperson, shall serve on such committee for a term of one year, commencing on June 1 of the year in which appointed, and ending on the following May 31, or, if earlier, until such committee member's death, resignation, removal or disqualification.

Section 7.20 Vacancies. Any vacancy created by the removal, resignation, death or disqualification of a member of any committee shall be filled by the President, with the advice of the Executive Committee, promptly after the creation of such vacancy for the remainder of the vacating committee member's unexpired term.

Section 7.21 Resignation. Any member of a committee may resign at any time by giving written notice of such resignation to the President of the Congregation. Such resignation shall be effective upon receipt of such notice by the President of the Congregation or, if later, such effective date as may be specified in the notice of resignation.

Section 7.22 Removal. Any non-chairperson member of a committee may be removed, with or without cause, by the President, with the advice of the Executive Committee.

Section 7.23 Committees of the Congregation Chairs. Each Committee of the Congregation shall have a chair or not more than two (2) co-chairs appointed by the President, for a one (1) year term. Each such chair and co-chair shall be a Member of the Congregation. No person shall serve simultaneously as chair or co-chair of more than one Committee of the Congregation. Each such chair or co-chair shall have such duties, responsibilities and powers as may be delegated to such chair or co-chair by the Board of Trustees or the members of the committee, subject in all cases, to the direction and control of the Board of Trustees. Any such chair or co-chair may be removed, with or without cause, by the President, with the advice of the Executive Committee. Any vacancy created by the removal, resignation, death or disqualification of any such chair or co-chair shall be filled by the President, with the advice of the Executive Committee, promptly after the creation of such vacancy, for the remainder of the vacating chair's or co-chair's unexpired term.

Section 7.24 Rules and Procedures. Each committee may adopt its own rules and procedures for the conduct of its business, provided such rules and procedures comply with these By-laws, resolutions of the Board of Trustees and the powers delegated to the

committee by the President or the Board of Trustees.

Section 7.25 Committee Meetings. Except as otherwise provided in these Bylaws, meetings of each committee shall be held at such times and places as may be determined by the members of the committee. Any Member of the Congregation (including any Trustee) who is not a member of a committee and any non-Member of the Congregation who is not a member of a committee may attend any committee meeting with the approval of the chairperson of the committee but shall not have any right to vote except as otherwise provided in Article 7 of these By-laws. In addition, in the event the committee determines that closure of any committee meeting (in whole or in part) to persons other than committee members is desirable and appropriate, such meeting shall be so closed.

Section 7.26 Reports. A written report of all material actions taken by each committee shall be made to the Board of Trustees at least annually upon such schedule as may be determined by the Chair of the Board of Trustees.

Section 7.27 Liaison Officers. For each Committee of the Congregation the President shall assign at least one Vice President to act as the Board of Trustees' liaison with such committee. Each such Vice President shall serve as an *ex officio*, voting member on each committee for which the Vice President is responsible. Any Vice President may simultaneously serve as a liaison for more than one committee.

ARTICLE 8. CLERGY

Section 8.1 Appointment. In accordance with Section 8.2 below, the Board of Trustees shall appoint a Senior Rabbi, a Cantor, and such Assistant or Associate Rabbis, if any, as may be deemed appropriate (collectively, the "Clergy"), upon such conditions and for such terms as it shall determine by the affirmative vote of at least two-thirds (2/3) of those Trustees present and voting at a duly held regular or special meeting of the Board of Trustees; provided, however, that any initial or continued employment of the Senior Rabbi (but not the conditions and terms thereof) must also be approved by vote of a majority of the Members of the Congregation present and entitled to vote at a duly held meeting for such purpose as described in Section 4.6. Notice of the meetings of the Board of Trustees and of the Members of the Congregation at which such votes are to be taken shall specify that the matter of the appointment of the Clergy in question shall be before the Board of Trustees or the Members of the Congregation, as the case may be, at such meeting. Any such vote shall be conducted by secret ballot, in accordance with such rules as the Chair of the Board of Trustees or the President of the Congregation, as the case may be, may establish for such purpose.

Section 8.2 Committee Recommendations. If a vacancy shall arise or is contemplated in the position of the Senior Rabbi or the Cantor, and in any event, at least six (6) months prior to the expiration of the term of either, the President of the Congregation, with the approval of the Board of Trustees, shall appoint an ad hoc committee ("Clergy Committee") to furnish to the Board of Trustees, as soon as practicable, recommendations concerning the appointment or reappointment of the Senior Rabbi or the Cantor, as the case may be.

Section 8.3 Leaves of Absence; Temporary Appointment. The Board of Trustees

may grant leaves of absence for the Senior Rabbi, the Cantor or any Assistant or Associate Rabbi, upon such conditions as it may establish. The Board of Trustees may, by affirmative vote of at least two-thirds (2/3) of those Trustees present and voting at a duly held regular or special meeting of the Board of Trustees, fill any Clergy position on a temporary basis without approval of the Members of the Congregation, provided that no person may serve as Clergy on a temporary basis for more than twelve (12) months in any consecutive twenty-four (24) month period without approval of the Members of the Congregation.

Section 8.4 Senior Rabbi. The Senior Rabbi of the Congregation shall be duly ordained and shall profess and observe the tenets of Conservative Judaism. The Senior Rabbi shall determine such tenets of Conservative Judaism for himself or herself and for all other Clergy. The Senior Rabbi shall have full responsibility for the pulpit in conjunction with other Clergy, shall labor for the spiritual welfare of the Congregation, and shall perform such rabbinical duties as are usual and customary and as may be required from time to time by the Board of Trustees or the Congregation. The Senior Rabbi shall have general supervision of the educational activities of the Congregation, including formal and informal education. The Senior Rabbi also shall supervise and coordinate the activities of each Associate and Assistant Rabbi, if any. The Senior Rabbi shall render a report of the Senior Rabbi's Congregation activities to the Members of the Congregation at their annual meeting in May and at such other times as the Senior Rabbi deems appropriate or as the Board of Trustees or the Members of the Congregation shall require.

Section 8.5 Cantor. The Cantor of the Congregation shall profess and observe the tenets of Conservative Judaism, as defined by the Senior Rabbi, and, if the Cantor is a full-time Cantor, the Cantor shall be duly commissioned. The Cantor shall perform such cantorial duties as are usual and customary and as may be required from time to time by the Board of Trustees or the Members of the Congregation.

Section 8.6 Other Clergy. Any Assistant or Associate Rabbi shall be duly ordained and shall profess and observe the tenets of Conservative Judaism, as defined by the Senior Rabbi. Each Assistant and Associate Rabbi shall assist and support the Senior Rabbi in such manner as the Senior Rabbi may request and shall perform such other rabbinic duties as may be required from time to time by the Board of Trustees or the Members of the Congregation.

ARTICLE 9. DUES AND OTHER CHARGES

Section 9.1 Building Fund. The Board of Trustees, subject to the approval of the Members of the Congregation, may set a building fund charge on new members applying for membership or former members reapplying for membership (the funds therefrom being referred to herein as the "Building Fund"). The Executive Committee may, in its discretion, waive or defer such building fund charge if it determines such to be in the best interests of the organization.

Section 9.2 Commitment Structure. In lieu of a dues structure, the Board of Trustees may design and direct the implementation of a commitment structure to provide a source by which the organization's activities will be funded.

Section 9.3 Dues.

9.3.1 Assessment. Should the Board of Trustees direct implementation of a traditional dues structure in lieu of, or in combination with, a commitment structure, dues for membership shall be assessed to the Household and the amount of membership dues shall be based on the number of Eligible Persons constituting said Household.

9.3.2 Amounts Established by Board of Trustees. The Board of Trustees shall establish the amount of dues to be paid by a Household consisting of one, two, three or four Eligible Persons. A Household may not contain more than four Eligible Persons. For any residence containing more than four Eligible Persons, dues shall be assessed as though the residence consisted of multiple Households. The Board of Trustees may establish different dues levels for Households containing the same number of Eligible Persons therein based on the age or other status of the Eligible Persons.

9.3.3 Determination of a Household's Eligible Persons. The term "Eligible Persons" as used in these By-laws shall mean any Member of the Congregation, as well as any person of the Jewish faith, as determined by the Senior Rabbi of the Congregation, and of at least eighteen (18) years of age, excepting any person who is under the age of thirty (30) and who maintains such person's principal domicile with such person's parent/legal guardian, which parent/legal guardian is a Member of the Congregation.

Section 9.4 Other Charges. The Board of Trustees shall establish for each fiscal year, rental charges for High Holy Day seats, tuition fees, charges for the religious school, charges for use of facilities and any other charges that are to be made for services. The Board of Trustees may classify seats for the Congregation's High Holy Day services and establish different rental rates for each class.

Section 9.5 Obligation to Pay. The Households shall pay dues and all other charges in such a manner as the Board of Trustees shall, from time to time determine.

Section 9.6 Arrearages. Any Household failing to pay all amounts assessed under this Article 9 when due (or such later date as may be specified by the Treasurer pursuant to Section 5.8.6 above or by the Board of Trustees pursuant to Section 6.10.3 above) shall be declared in arrears except to the extent such assessment has been abated pursuant to Section 5.8.6 or Section 6.10.3 above. Households so declared in arrears shall not be entitled to rent seats for the Congregation's Rosh Hashanah or Yom Kippur services or to have their children enrolled in the Congregation's religious school or to celebrate a Bar or Bat Mitzvah or wedding at the Congregation's facilities unless and until such arrearage is remedied in full. If any such arrearage is not remedied or excused within thirty (30) days after the Household's receipt of final written notice of such failure (such notice to be prominently marked "FINAL NOTICE"), the Treasurer shall promptly report such failure to the President, who may declare the Household not to be in Good Standing, whereupon the Household shall be suspended from all rights and privileges of membership in the Congregation (including the holding of any office for which membership in the Congregation is a prerequisite, but excluding the right to worship with the Congregation,

which right shall not be suspended). In the event of any such suspension, the Treasurer shall promptly send to the suspended Household by certified or registered U.S. mail written notice of the suspension and all overdue amounts payable by the Household to the Congregation. If, within six (6) months following the sending of such notice, a suspended Household pays in full all such overdue amounts and any other assessments then due and payable (except to the extent abated by the Treasurer pursuant to Section 5.8.6 or by the Board of Trustees pursuant to Section 6.10.3 above), the Household's rights and privileges of membership in the Congregation shall be reinstated and the Treasurer shall promptly notify the Household in writing of such reinstatement. If, within such six (6) month period, a suspended Household does not pay in full all such overdue amounts and other assessments then due and payable (except to the extent abated by the Treasurer pursuant to Section 5.8.6 above or by the Board of Trustees pursuant to Section 6.10.3 above) the Household's rights and privileges of membership in the Congregation shall be automatically terminated. Suspension of a Household shall suspend the membership of all Members within the Household. Termination of a Household shall terminate the membership of all Members within the Household.

ARTICLE 10. AFFILIATED ORGANIZATIONS

Section 10.1 Enumeration. The term "Affiliated Organizations" as used in these By-laws shall mean the Temple Israel Brotherhood, Sharon Hebrew Ladies Aid-Sisterhood, the Erna and Julius Hertz Nursery School, Temple Israel United Synagogue Youth, the Parent-Teachers Organization of the Congregation's religious school and such other organizations as the Board of Trustees may from time to time designate as Affiliated Organizations for purposes of these By-laws.

Section 10.2 Jurisdiction. All Affiliated Organizations shall be subject to (a) the jurisdiction and general financial oversight of the Board of Trustees; (b) these By-laws; and (c) such additional rules as the Board of Trustees may establish from time to time.

Section 10.3 Charter Documents. Any constitution, by-law or other charter document (including any amendment thereto) of an Affiliated Organization shall be subject to approval by the Board of Trustees prior to adoption by the Affiliated Organization.

Section 10.4 Presidents. All presidents of Affiliated Organizations shall be Members of the Congregation (other than any presidents of each group of Temple Israel United Synagogue Youth, who shall be children of Members).

ARTICLE 11. INDEMNIFICATION AND LIABILITY

Section 11.1 Indemnification of Trustees and Officers. To the extent legally permissible, the Congregation shall indemnify each person who serves or has served as a Trustee or an Officer of the Congregation, against all liabilities, costs and expenses (including, but not limited to, amounts paid in satisfaction of judgments, in settlement or as fines and penalties, and counsel fees and disbursements) reasonably incurred by or imposed upon such person in connection with the defense or disposition of, or otherwise in connection with, or resulting from any action, suit or other proceeding, whether civil, criminal, administrative or investigative, before any court or administrative, legislative or

investigative body, in which such person may be or may have been involved as a party or otherwise or with which such person may be or may have been threatened, while in office or thereafter, by reason of such person being or having been such an Officer or Trustee, or by reason of any action taken or not taken in any such capacity; except that no indemnification shall be provided with respect to any matter as to which such person shall have been finally adjudicated by a court of competent jurisdiction not to have acted in good faith in the reasonable belief that such person's action was in the best interests of the Congregation. Expenses, including but not limited to counsel fees and disbursements, so incurred by any such person in defending any such action, suit or proceeding, may be paid from time to time by the Congregation in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of the person indemnified to repay the amounts so paid if it shall ultimately be adjudicated that indemnification of such expenses is not authorized hereunder, which undertaking shall be accepted without reference to the financial ability of such person to make repayment. Promptly after becoming aware of any claim, demand or other action giving rise to a claim for indemnification under this Article 11, but in no event later than thirty days after becoming aware of any claim, demand or other action giving rise to a claim for indemnification under this Article 11, each party indemnified hereunder shall advise the Congregation's President of the existence of such claim, demand or action. Failure to provide such timely notice shall constitute a basis on which the organization may deny indemnification otherwise available under this section.

Section 11.2 Settlements. As to any matter disposed of by settlement by any such person, pursuant to a consent decree or otherwise, no such indemnification either for the amount of such settlement or for any other expenses shall be provided unless such settlement shall be approved as in the best interests of the Congregation, after notice that it involves such indemnification, (a) by vote of a disinterested majority of the whole Board of Trustees then in office, or (b) by vote of a majority of the Board of Trustees then in office but only if the Board of Trustees shall have been furnished with an opinion of independent legal counsel to the effect that such settlement is in the best interests of the Congregation and that such person appears to have acted in good faith in the reasonable belief that such person's actions were in the best interests of the Congregation. No such approval shall prevent the recovery from any such Officer or Trustee of any amounts paid to such person or on such person's behalf as indemnification in accordance with the preceding sentence if such person is subsequently adjudicated by a court of competent jurisdiction not to have acted in good faith in the reasonable belief that such person's actions were in best interests of the Congregation.

Section 11.3 Employees, Agents and Others. By the same procedures set forth in Sections 11.1 and 11.2 above, the Board of Trustees may vote to extend indemnification provisions substantially similar to those rights and subject to those limitations described in Sections 11.1 and 11.2 to employees or agents of the Congregation who are not Officers or Trustees or to other persons serving at the Congregation's request as members of the Endowment Committee, or as officers, trustees, employees or agents of another organization or in a capacity with respect to any employee benefit plan.

Section 11.4 Nonwaiver of Other Rights. The right or grant of indemnification hereby provided shall not be exclusive of or affect any other rights to which any Officer,

Trustee, employee or agent may be entitled or which may lawfully be granted to such person.

Section 11.5 Insurance. By action of the Board of Trustees, notwithstanding any interest of the Trustees in such action, the Congregation may purchase and maintain insurance, in such amounts as the Board of Trustees may from time to time deem appropriate, on behalf of any person who is or was an Officer, Trustee, employee or agent of the Congregation or who is or was serving at the request of the Congregation as an officer, trustee, employee or agent of another organization, against any liability incurred by such person in any such capacity, or arising out of such person's status as such, whether or not the Congregation would have the power to indemnify such person against such liability.

Section 11.6 Definitions. As used in this Article 11, the terms "Officer," "Trustee," "officer", "trustee", "employee" and "agent" include their respective executors, administrators and other legal representatives; an "interested" person is one against whom an action, suit or other proceeding on the same or similar grounds is then or had been pending or threatened; and a "disinterested" person is a person against whom no such action, suit or other proceeding is then or had been pending or threatened.

Section 11.7 Personal Liability. The Trustees and Officers of the Congregation shall not be personally liable for any debt, liability or obligation of the Congregation. All persons or entities extending credit to, contracting with, or having any claim against the Congregation may look only to the funds and property of the Congregation for the payment of any such contract or claim, or for the payment of any debt, damages, judgment or decree, or of any money that may otherwise become due or payable to them from the Congregation.

ARTICLE 12. GENERAL AND MISCELLANEOUS

Section 12.1 Fiscal Year. The fiscal year of the Congregation shall be from each June 1 to the next May 31.

Section 12.2 Robert's Rules of Order. Except as otherwise provided in these By-laws, meetings of the Board of Trustees and of Members of the Congregation shall be conducted in accordance with Robert's Rules of Order, as in effect from time to time.

Section 12.3 Execution of Instruments; Receipt and Disbursement of Funds. Except as otherwise provided in these By-laws or as the Board of Trustees may generally or in particular cases authorize, all instruments, documents, deeds, leases, transfers, contracts, bonds, notes, checks, drafts and other obligations made, accepted or endorsed by the Congregation shall be signed by (a) the President, the Executive Vice President or the Vice President for Finance and (b) the Treasurer. Facsimile signatures may be used in the manner and to the extent authorized generally or in particular cases by the Board of Trustees. The Board of Trustees may designate an Officer, Trustee or employee of the Congregation who, in addition to or instead of the Treasurer, shall be authorized to receive and receipt for all monies due and payable to the Congregation from any source whatever, to endorse for deposit checks, drafts, notes, or other negotiable instruments, and to give full discharges and receipts therefor. Funds of the Congregation may be deposited in such

bank or banks or with such other entities as the Board of Trustees may from time to time designate.

Section 12.4 Custodian and Other Agents. The Board of Trustees shall have power in its discretion, from time to time, (a) to employ a bank or trust company or brokerage firm as custodian of any funds or securities of the Congregation and to delegate to such custodian such powers as it may deem appropriate, including the power to make payments from and execute checks drawn on the funds of the Congregation; (b) to employ clerks, accountants, legal counsel, investment counsel and any special services and to delegate the power to make investment changes on a discretionary basis; and (c) to pay compensation for any expenses of all such services. Each such custodian, employee or agent shall retain such person's authority at the pleasure of the Board of Trustees.

Section 12.5 Voting of Securities. Except as the Board of Trustees may otherwise designate or require, the President may appoint any person or persons, with or without power of substitution, to act as proxy or attorney-in-fact for the Congregation at any meeting of stockholders of any other entity, the securities of which may be held by this Congregation.

Section 12.6 Conflict of Interest. Except as otherwise provided by law, in the Congregation's Articles of Organization or in such policies as may be adopted by the Board of Trustees, no contract or other transaction of the Congregation shall, in the absence of fraud, be affected or invalidated by the fact that any Trustee or Officer of the Congregation (or any entity of which the Trustee or Officer may be a trustee, officer, stockholder, member, employee or agent) may be a party to or may have an interest (pecuniary or otherwise) in, any such contract or other transaction. All Trustees and Officers have an affirmative obligation to disclose in writing to the President an actual or potential personal interest in a contract or other financial arrangement in which the organization is participating, or is considering participating, as soon as such interest is known to such Trustee and Officer and, upon request from the President, to recuse himself or herself from any action on behalf of the organization in connection with such contract or financial arrangement. Failure to provide such notice shall constitute a ground for termination of, or suspension from, the service of such individual as a Trustee or Officer.

Section 12.7 Compensation. No Trustee, Officer or member of any committee shall receive compensation for serving as such. Trustees, Officers and members of committees may be reimbursed for reasonable expenses properly incurred in connection with the affairs of the Congregation. Subject to the other provisions of these By-laws, the Board of Trustees shall determine the salary or other compensation of each employee or agent of the Congregation.

Section 12.8 Amendments. These By-laws may be amended, in whole or in part, only in accordance with the following procedure:

12.8.1 Trustees' Approval. The proposed amendment shall be approved by the Board of Trustees at a duly held regular or special meeting, notice of which meeting shall include notice of the proposed amendment and a reasonably detailed description of the substance of the proposed amendment.

12.8.2 Members Approval (exclusive of amendment to Sections 2.1 or Section 2.2). Upon approval of a proposed amendment (exclusive of a proposed amendment of Section 2.1 or 2.2) by the Board of Trustees pursuant to Section 12.9.1 above, the proposed amendment shall be approved by affirmative vote of at least two-thirds (2/3) of the Members present and voting at the next annual meeting of Members of the Congregation (or, if the Board of Trustees deems it desirable, at a special meeting of Members of the Congregation called for such purpose), notice of which meeting shall include notice of, and a copy of, the proposed amendment. Notwithstanding the foregoing, no approval of the Members shall be required hereunder with respect to any amendment which is approved by at least two-thirds (2/3) of the Board of Trustees and which relates solely to the revision of Article 7 (a) to add or delete one or more Committees of the Board (other than the Committee on Leadership Development and Nominations) or (b) to modify the composition or powers or duties of one or more Committees of the Board (other than the Committee on Leadership Development and Nominations).

12.8.3 Members Approval of Amendment to Sections 2.1 or 2.2. Upon approval of a proposed amendment of existing provisions of Section 2.1 or 2.2 by the Board of Trustees pursuant to Section 12.8.1 above, the proposed amendment shall be approved by affirmative vote of at least three-fourths (3/4) of the Members present and voting at a special meeting of the Members of the Congregation called for such purpose (at which one-half (1/2) or more of the membership is present), notice of which meeting shall include notice of and a copy of the proposed amendment.

12.8.4 Scope of Amendment. Each amendment approved by the Board of Trustees and the Members pursuant to this Section 12.8 shall be within the scope of the description included in the notice of the meetings at which such approval is given.

12.9 Definitions

“Affiliated Organizations” shall have the meaning set forth in Section 10.1.

“Associate Member” shall have the meaning set forth in Section 3.9.

“Budget” shall have the meaning set forth in Section 6.10.1.

“Building Fund” shall have the meaning set forth in Section 9.1.

“Cause” shall have the meaning set forth in Section 3.10.1.

“Clergy” shall have the meaning set forth in Section 8.1.

“Clergy Committee” shall have the meaning set forth in Section 8.2.

“Committees of the Board” shall have the meaning set forth in Section 7.1.

“Committees of the Congregation” shall have the meaning set forth in Section 7.2.

“Congregation” shall have the meaning set forth in Section 1.1.

“Congregational Property” shall have the meaning set forth in Section 7.10.2.

“Elected Trustees with Portfolio” shall have the meaning set forth in Section 6.2.2.

“Elected Trustees without Portfolio” shall have the meaning set forth in Section 6.2.3.

“Eligible Person” shall have the meaning set forth in Section 9.3.3.

“Endowment Fund” shall have the meaning set for in Section 7.8.2.

“Executive Committee” shall have the meaning set forth in Section 3.10.1.

“Household” shall have the meaning set forth in Section 3.2.

“Household in Good Standing” shall have the meaning set forth in Section 3.4.2.

“Member” shall have the meaning set forth in Section 3.1

“Member in Good Standing” shall have the meaning set forth in Section 3.4.1.

“Officers” shall have the meaning set forth in Section 5.1.

“Past President Attendance Requirement” shall have the meaning set forth in Section 6.2.6.

“Trustee” shall have the meaning set forth in Section 6.3.1.

“Trustee Attendance Requirement” shall have the meaning set forth in Section 6.3.3.