

AMENDED AND RESTATED BYLAWS OF TEMPLE JUDEA – June 2016

ARTICLE I

CONGREGATION

Section 1. Congregation. The congregation which comprises the membership of this organization shall be known as Temple Judea of the West San Fernando Valley (the Congregation. The Congregation may conduct its activities under the name Temple Judea.

Section 2. Affiliation. The Congregation shall be affiliated with the Union for Reform Judaism until such time as the Board of Trustees by the vote of a Super Majority (as hereinafter defined) shall determine that such affiliation is not in the best interest of the Congregation.

Section 3. Purposes. The Congregation is dedicated to the fulfillment of the following aims:

1. To provide a means of religious expression for its membership in the spirit of reform or liberal Judaism;
2. To foster cultural, educational, and social opportunities in keeping with the historic tradition of the synagogue;
3. To prepare and inspire leaders in the cause of Jewish and general philanthropy;
4. To defend the cause of the Jewish people;
5. To provide its congregation with dignified representation in the larger communities of which it is a part; and
6. To work in close cooperation and a spirit of brotherly love with the members of other Jewish congregations and organizations, with people of differing religious loyalties, and with people of good will everywhere in the effort to achieve the fundamental aim of Judaism - "to perfect the world under the sovereignty of God."

ARTICLE II

MEMBERSHIP

Section 1. Qualification. Any person who wishes to associate with the Jewish faith and the Congregation shall be eligible for membership.

Section 2. Professional Staff. The Rabbis, Cantors, Executive Director, and Education Director of the Congregation are considered Members of the Congregation with all privileges of membership.

Section 3. Admission to Membership. Each application for membership shall be in the form and manner prescribed by the Executive Director of the Congregation. Each applicant for membership shall be admitted to membership upon the approval of his/her application by the Executive Director if the applicant meets the requirements for membership as established from time to time by the Board of Trustees.

Section 4. Incompatibility. The Congregation may deny membership to any person whose religious beliefs or practices materially conflict with *The Guiding Principles of Reform Judaism* as adopted and revised by the Central Conference of American Rabbis and interpreted by the Senior Rabbi. Any perceived material conflict between the religious beliefs and practices of a prospective member or an existing member and those of the Congregation shall be resolved by the Senior Rabbi. Any determination of denial of membership or expulsion may be appealed to the Executive Committee, which after a hearing, shall either affirm such determination of denial or expulsion or authorize membership or continued membership.

Section 5. Membership Household. A Membership Household will include the following:

(i) Any person who is admitted to membership in accordance with Section 3 of this Article II (a “Member”);

(ii) Any person who is married to a Member or cohabitates with a Member in a permanent relationship with such Member regardless of whether the persons are married or legally registered as domestic partners;

(iii) The professional staff of the Congregation as provided in Section 2 of this Article II;

(iv) The unmarried children of a Member under the age of twenty-five (25) who are not self supporting.

Section 6. Special Classes of Membership. The Board of Trustees may establish special membership classifications with such rights and restrictions as it shall deem advisable.

Section 7. Good Standing. A Membership Household is in good standing if the Membership Household is current in all of its financial obligations to the Congregation and is otherwise in compliance with these Bylaws.

Section 8. Rights and Privileges. Members in good standing are entitled to all privileges of membership except where specifically provided otherwise herein, including voting, holding office, and the use of all facilities of the Congregation for and the right to participate in religious, educational and social activities subject to such rules and regulations as may be adopted, from time to time, by the Board of Trustees. Participation of Membership Households in youth activities and educational programs, including the religious school program, are subject to such rules and regulations as may be adopted, from time to time by the Education Director with the approval of the Education School Committee.

Section 9. Obligations; Restrictions.

A. Compliance with Bylaws and Policies. Members, committees and auxiliary organizations of the Congregation shall abide by these Bylaws and such regulations and policies as may be adopted from time to time by the Board of Trustees.

B. Payment of Financial Commitments. Except as provided in Section 10.C. below, Members shall timely pay their financial commitments to the Congregation. Members must pay all delinquent obligations and at least one-fourth of the financial obligation of the then current year in order to be entitled to tickets to High Holy Day Services and/or to register the Member's children in religious school.

C. United Jewish Fund. In recognition of the Congregation commitment to the total Jewish community at home and abroad, it is the policy of the Congregation that every Member make an annual contribution to the United Jewish Communities, Jewish Federations of North America.

D. No Representation of Congregation. Except for the Senior Rabbi or President of the Congregation, no Member is authorized to represent the views or decisions of the Congregation without specific authority of the Board of Trustees or the Executive Committee.

Section 10. Annual Financial Commitments.

A. Annual Contribution. The Congregation shall establish an annual dues structure or an alternate system of Member financial support at each Annual Meeting or at special meeting of the Members called for that purpose. If no action is taken at an Annual Meeting or at such a special meeting, the dues structure or alternate system of Member financial support then in effect shall continue for the succeeding fiscal year.

B. Payment of Annual Financial Commitment. Unless otherwise determined at the Annual Meeting or special meeting of the Members, the Executive Director, subject to the policies of the Finance Committee, shall have the right to determine the method of payment of

the Members financial commitments.

C. Assistance. The Executive Director, subject to the approval of the Vice President of Finance and Development, may alter the amount and/or timing of payment of a Member's annual financial commitment for demonstrated financial needs. Any financial accommodations made with a Member shall be valid only for the fiscal year for which it is made. All further or subsequent financial accommodations shall require the annual approval of the Executive Director and Vice President of Finance and Development.

Section 11. Resignation, Suspension and Reinstatement.

A. Resignation. A Member may resign by a written letter of resignation delivered to the Executive Director. The Member resignation will be effective on the date of receipt of the letter of resignation by the Executive Director or on such later date as specified in the letter of resignation.

B. Suspension. The Executive Committee may suspend or terminate the membership of a Member who is not in good standing. Written notice of the intention to suspend or terminate must be given to the Member, and the Member must be offered the opportunity to be heard. Suspension or termination will only become effective if the Member fails to become in good standing within the time period for such Member as determined by the Executive Committee. All rights and privileges of membership shall cease during suspension.

C. Expulsion. The Executive Committee may expel a Member from the Congregation and terminate the membership of the Membership Household for conduct adversely affecting the interest of the Congregation including the failure to abide by the Member obligations under the Bylaws and the rules and regulations of the Congregation. Any determination of expulsion may be appealed to the Board of Trustees, which after a hearing, shall either affirm such determination of expulsion or authorize continued membership.

D. Continued Liability. Resignation, termination, or expulsion shall not relieve a Member from the obligation of payment of his/her financial obligations accruing prior to the date of the resignation, termination, or expulsion.

E. Reinstatement. A Member who has been suspended for failure to pay his/her financial obligations may be reinstated upon payment of the delinquent amount or upon the suspended Member entering into a financial assistance agreement approved by the Vice President of Finance and Development.

ARTICLE III

BOARD OF TRUSTEES

Section 1. Composition. The Board of Trustees shall consist of the following persons:

- (a) Nine (9) officers (see Article V, Section 1);
- (b) twelve (12) non-officer Trustees;
- (c) a designee of each adult auxiliary organizations of the Congregation (see Article VIII, Section 1);
- (d) the immediate past president of the Congregation;
- (e) the president of the Senior Youth Group;
- (f) up to four (4) persons from the membership at large appointed by the President with the approval of the Executive Committee.
- (g) The Rabbis, Cantors, Executive Director and Education Director shall serve as non-voting ex-officio members of the Board of Trustees.

The term Trustees shall include all persons with voting privileges serving on the Board of Trustees.

Section 2. Term of Office; Term Limits. Trustees shall be elected to terms of one (1) year each. No Trustee other than the officers shall serve as a Trustee for more than six (6) successive years; provided, however, up to two (2) of the persons appointed by the President pursuant to Section 1(f) of this Article III may serve without regard to term limits.

Section 3. Vacancies. Upon the office of President becoming vacant, the Executive Vice-President will become President. Upon the office of Executive Vice-President becoming vacant as a result of such person succeeding to the office of President, the Executive Committee shall nominate an existing member of the Board of Trustees for such office shall be subject to the approval of the Trustees. All other vacancies in the officers will be filled from the Board of Trustees by the Executive Committee (including a vacancy in the office of Executive Vice-President except as provided in the preceding sentence).

Section 4. Authority and Powers of Board of Trustees. Subject only to the provisions of these Bylaws, the Articles of Incorporation, and applicable law, the Board of Trustees shall be vested with all rights and powers to manage the affairs, funds and property of the Congregation and all of the Congregation powers shall be exercised by or under the authority of and under the control of the Board of Trustees including but not limited to the following rights and powers:

- (a) To enter into contracts;
- (b) To borrow money and incur debts and secure the same;
- (c) To engage and remove professional staff and other employees and to fix their duties and compensation;
- (d) To authorize the appropriation and expenditure of amounts from time to time during a fiscal year which do not cumulatively exceed ten percent (10%) of the approved budget for that fiscal year.
- (e) To do any and all other acts necessary or expedient for the administration of the affairs and attainment of the purpose of the organization; except that such powers shall not be interpreted as superseding any other articles herein.
- (f) To engage and remove legal counsel, independent certified public accountants, and such other professional advisors as the Board may determine appropriate from time to time and to define the scope of their engagement.

Section 5. Responsibilities and Duties. Trustees shall perform such duties in their capacity as Trustees as may be required of them under these Bylaws and as may be delegated and assigned to them by the President. Trustees shall attend scheduled meetings of the Board.

Section 6. Restrictions on Powers of Board of Trustees. In addition to any other restrictions set forth in these Bylaws, the Board of Trustees shall have no authority to undertake any of the following actions without the requisite consent of the Members:

- (a) To assess the membership;
- (b) To purchase, sell, and exchange real property;
- (c) To undertake any other act which requires the approval of the Members.

Section 7. Regular Meetings. The Board of Trustees shall meet no less frequently than once in each of eight of the twelve calendar months during the fiscal year; provided, however, that a Board of Trustees meeting shall be held in the calendar month following any month in which the Board of Trustees has not met. The Executive Committee shall establish the schedule for meetings of the Board of Trustees. Written, which includes e-mail, notice of the regular meetings of the Board of Trustees shall be given at least five (5) days prior to the date set forth for such meetings.

Section 8. Special Meetings. The President may call a special meeting of the Board of

Trustees on his/her motion. Any special meeting called by the President shall be held not earlier than three (3) days following written, which includes e-mail, notice thereof. In addition, the President shall call a special meeting of the Board of Trustees upon the written request of not less than three (3) Trustees. Upon receipt of such a request, the President shall immediately provide written notice thereof to the Trustees and any such requested special meeting shall be held within seven (7) days following the request, but no earlier than three (3) days following delivery of the notice. Notice of a special meeting shall state the general nature of the business to be transacted at such meeting, and no other business may be transacted thereat.

Section 9. Emergency Meetings. For good cause, the President may, on his/her motion, call an emergency meeting of the Board of Trustees upon not less than twenty-four (24) hours prior notice. Notice of an emergency meeting shall be given personally, telephonically or by e-mail. Notice of an emergency meeting shall state the general nature of the business to be transacted at such meeting, and no other business may be transacted thereat.

Section 10. Quorum. At any meeting of the Board of Trustees a majority of all the Trustees shall constitute a quorum. Ex-officio members of the Board of Trustees shall not be included in the determination of a quorum.

Section 11. Attendance by Members.

A. Meetings of Board of Trustees. Any Member may attend meetings of the Board of Trustees and Executive Committee except for any portions thereof which are held in executive session, at which time only Trustees or members of the Executive Committee, as the case may be, may attend.

B. Participation. Except for portions of meetings held in executive sessions, any Member attending a meeting of the Board of Trustees or Executive Committee may speak on any matter being considered until the presiding officer thereof determines that the views of the Member have been communicated.

Section 12. Removal. A Trustee may be removed from office by an action of not less than 75% of the total number of voting members then serving on the Board of Trustees with the Trustee subject to removal abstaining, for any of the following reasons:

(a) Absence from three (3) consecutive meetings of the Board, unless for good cause the Board excuses such absence;

(b) Failure to attend two-thirds (66 2/3%) of the scheduled Board meetings during a fiscal year, unless for good cause the Board excuses such absences;

(c) The willful breach of duty by the Trustee, the habitual neglect of his/her duties or the continued incapacity to perform his/her duties;

(d). Loss of good standing as a Member of the Congregation; or

(e) Conduct which adversely affects the interests of the Congregation.

Section 13. Manner of Notice. Except as otherwise specified in these Bylaws, notice to the Board of Trustees may be given by mail or by e-mail.

Section 14. Electronic Meetings. In the event that the President calls for a special meeting that in all practicality cannot happen as an in person meeting, the Board of Trustees may meet by videoconference, teleconference or similar means so long as it is via a technology that allows all persons participating to hear and be heard by each other at the same time. A mixed meeting (i.e. with some participants participating via electronic means and some in person) also must allow all persons participating to hear and be heard by each other at the same time. If any portion of the meeting will be electronic, notice of this shall be provided at the same time notice of the time and place of the meeting is provided. Electronic meetings shall be called at the discretion of the President for special circumstances only and should not replace regular in person board meetings. In the event that a board member or members cannot attend an in person meeting, it is at the discretion of the President to allow participation via electronic means as long as all persons participating can hear and be heard by each other at the same time.

ARTICLE IV

CONGREGATIONAL MEETINGS; ELECTIONS

Section 1. Annual Meeting and Election. The Congregation shall hold an Annual Meeting in May of each year on a date established by the Executive Committee. At each Annual Meeting the Congregation shall elect a Board of Trustees, approve an annual budget, and conduct any other proper business.

Section 2. Special Meetings. Special meetings of the Congregation may be called by the President or shall be called at the request of a majority of the Board of Trustees or on written application of five percent (5%) of the Members in good standing. Any such special meeting shall be held within fifteen (15) days of the call therefor. The call for a special meeting shall set forth the purpose of the meeting, and written notice thereof shall be given by mail or send by e-mail to the membership at least seven (7) days prior to the time of such meeting. Notwithstanding the foregoing, for good cause, the President, on his/her motion, may call an emergency special meeting of the membership at any time, provided that the Members are notified no less than twenty-four (24) hours prior to such meeting. Notice of any special meeting shall state the general nature of the business to be transacted at such special meeting, and no other business may be transacted thereat.

Section 3. Quorum. The presence in person of five percent (5%) of the Members in good standing shall constitute a quorum for the transaction of any business at any meeting of the Congregation. Members voting in person or by proxy (Article IV, Section 12) at a meeting of the Congregation shall be deemed present in person at such meeting.

Section 4. Appointment of Nomination Committee. Nominations of Trustees including officers shall be made by a Nominating Committee. The President shall appoint the Nominating Committee, subject to the approval of the Board of Trustees, at least one hundred twenty (120) calendar days prior to the Annual Meeting. The Nominating Committee shall consist of seven (7) members of which no more than three (3) shall be members of the Board of Trustees. The remaining four (4) members shall be from the Congregation at large. At least one member shall have served on the Nominating Committee during the preceding year. The President shall appoint a Chair of the Nominating Committee. The President shall also be an ex officio member of the Nominating Committee.

Section 5. Nominees by Nominating Committee.

A. Selection of Nominees. The Nominating Committee shall nominate one person for each elected position on the Board of Trustees. Selections of the Nominating Committee shall be reported to the Board of Trustees not later than forty-five (45) calendar days prior to the Annual Meeting. The Nominating Committee shall be responsible for providing the Board of Trustees with a statement of the qualifications and the biographical data for each

nominee and a statement that the nominee is willing and eligible to serve as an officer or Trustee together with its submission of the slate of officers and Trustees.

B. Qualification of Nominees. Designees and Appointed Members. No person shall be nominated or elected to be a Trustee unless he/she shall have been a member of a Membership Household of the Congregation for at least the one (1) year period prior to his/her election and at the time of his/her nomination and election he/she shall be a member of a Membership Household in good standing. No person shall be nominated or elected to be an officer unless he/she shall have been a member of a Membership Household of the Congregation for at least two (2) years= immediately prior to his/her election and at the time of his/her nomination and election, he/she shall be a member of a Membership Household in good standing. No person shall be appointed as a Trustee or designated to serve as a Trustee as a representative of an auxiliary organization unless such person is a member of a Membership Household in good standing. In addition, no person shall be nominated for or serve as President unless he/she shall be of the Jewish faith as defined by the Union of Reform Judaism.

C. Restrictions. No member or a member of a Membership Household of a member of the Nominating Committee may be nominated for a higher or new board position except by the unanimous closed written ballot vote of the other members of the Nominating Committee. The nomination of more than one member of a Membership Household to the Board, either as an officer or Trustee, shall be made only by closed written ballot vote of a majority of the members of the Nominating Committee. Notwithstanding the foregoing provision, both members of a Membership Household shall not be nominated for or serve concurrently as officers.

Section 6. Notice to Congregation of Annual Meeting and Nominees. Notice to Members of the Congregation of the date, time and place of the Annual Meeting, of the nominees for the officers and for the non-officer Trustees and proposed annual budget shall be mailed and e-mailed to the Members not later than thirty (30) calendar days prior to the Annual Meeting. Notice by e-mail of this information shall not be lieu of notice by mail. Such Notice will also provide for the procedures for proxy voting. A supplemental statement shall be made available to all Members of the Congregation not later than twenty (20) calendar days prior to the Annual Meeting of the qualifications and biographical data of each of the nominees for the officers and non-officer Trustees if such information was not included in the Notice to Members of the Annual Meeting. The statement may be included in, or mailed or e-mailed with, Congregation publications. If the Congregation maintains a website, the Congregation shall also post the Notice, the statement and any accompanying materials on the website.

Section 7. Nomination by Petition

A. Petition. Nomination for each open office and for each open position on the Board of Trustees may be made by petition of eighteen (18) Members in good standing of the Congregation.

B. Procedure. Petitions for nominations shall be filed with the Executive Director not later than twenty (20) calendar days prior to the Annual Meeting and shall have attached thereto a statement of the qualifications and the biographical data of the nominee. Also appearing on the petition, or by a signed statement separate from the petition, shall be the nominee declaration of his/her willingness to serve as an officer or Trustee.

C. Notice to Members. Notice of nominations by petition together with the statement of qualifications and biographical statement shall be mailed and e-mailed to the Congregation by the Executive Director not later than ten (10) calendar days before the Annual Meeting.

Section 8. Acceptance of Duties and Responsibilities. Every nominee for election as an officer or as a member of the Board of Trustees, whether nominated by the Nominating Committee or by petition, shall in his/her submitted acceptance of nomination, affirm the he/she understands and accepts the duties and responsibilities of being an officer or member of the Board of Trustees and that he/she is a member of the Congregation in good standing and is otherwise qualified to hold the office for which he/she has been nominated.

Section 9. Voting.

A. Elections Committee. The President shall appoint an Elections Committee to consist of not less than three (3) members to monitor the election. The Elections Committee shall be responsible for distributing the ballots, collecting the ballots, counting the votes, certifying the results, and such other duties as are normally associated with elections.

B. Voting Privileges. Members of the Elections Committee in good standing as of date of the election are eligible to vote.

Section 10. Voice Vote; Ballots.

A. Voice Vote. A voice vote to elect nominees as officers and Trustees shall be permitted if there is no more than one nominee for such office to be filled. In contested offices and in all other elections, voting will be by written ballot.

B. Ballots. If written ballots are to be used:

1. The position of the names of the nominees on the ballot shall be determined by the alphabetical order using the nominee's surname. Nominees nominated by the Nominating Committee and nominees by petition shall not be segregated.

2. Ballots shall only be given to Members eligible to vote and the names of such Members shall be checked off on a roster of eligible Members provided by the Executive Director.

3. Ballots shall be cast so that the voter is not identified with the ballot cast.

4. Each voting Member may vote for the number of nominees equal to the number of positions to be filled. The voting Members may vote for fewer nominees, but may not accumulate votes (i.e., the Member may not cast more than one vote for a nominee).

5. An incumbent shall be identified with the word “incumbent” or “inc” on the ballot following the nominee name.

6. There shall be an indication on the ballot as to whether the nominee was nominated by the Nominating Committee or by petition.

Section 11. Absentee Voting. There shall be no absentee voting unless otherwise specifically authorized by the Board of Trustees. The Board of Trustees may only authorize absentee voting if (i) the meeting is streamed live and available for viewing over the internet, or is conducted in some other way such that Members may participate remotely while watching the meeting live at their remote location, (ii) the absent Members register at the commencement of the meeting through a procedure approved by the Elections Committee and are included in the determination of a quorum, and (iii) the absent Members vote in real time with the Members physically present at the meeting. At such time as absentee voting is so authorized, all votes cast in such manner shall be counted whenever Proxy Votes are to be included in a vote.

Section 12. Proxy Voting. There shall be no proxy voting except with respect to a Membership Household. Each adult Member of a Membership Household who is entitled to vote shall have the right to vote by proxy on behalf of the other adult Member who comprises the Membership Household.

Section 13. Approval by Majority. Unless otherwise specifically provided in these Bylaws, the election shall be determined by a plurality vote which shall include proxy votes where authorized, and absentee votes if and when authorized, but which shall exclude abstentions and those persons who are entitled to vote but who do not do so.

Section 14. Actions requiring Super Majority. The following actions shall only be taken by the Board of Trustees by a vote of a Super Majority at a duly held meeting of the Membership:

- (a) To purchase, sell and exchange real property;
- (b) To merge or consolidate the Congregation with another congregation;
- (c) To amend, repeal, or annul the Articles of Incorporation or Bylaws of the

Congregation;

(d) To undertake any other similar act which would fundamentally materially alter and change the structure and organization of the Congregation; or

(e) To undertake any other action in these Bylaws which require the approval of a Super Majority.

Section 15. Definition of Super Majority. Zzz Whenever the term Super Majority is used in these Bylaws it shall mean that at least two-thirds of the votes cast by those persons entitled to vote, which shall include proxy votes where authorized, and absentee votes if and when authorized, but which shall exclude abstentions and those persons who are entitled to vote but who do not do so, will be required for passage.

Section 16. Commencement of Terms of Offices. The term of office for each Trustee and Officer shall be from July 1 to the following June 30. During the period from the Annual Meeting to July 1, the newly elected Officers and Trustees shall attend all Board of Trustees meetings including executive sessions thereof together with the outgoing officers and Trustees to affect an orderly transition of administrative functions.

ARTICLE V

OFFICERS

Section 1. Designation.

- (a) President;
- (b) Executive Vice President;
- (c) Vice President, Finance and Development;
- (d) Vice President, Membership Engagement;
- (e) Vice President, Membership Outreach;
- (f) Vice President, Education;
- (g) Vice President, Personnel;
- (h) Secretary;
- (i) Treasurer.

Section 2. President.

- (a) Preside at all meetings of the Board of Trustees and the Congregation;
- (b) Appoint all necessary committees;
- (c) Serve as an ex-officio member of every committee, unless otherwise noted in these Bylaws;
- (d) Sign all legal documents on behalf of the Congregation unless the Board of Trustees otherwise instructs;
- (e) Call meetings of the Congregation and Board of Trustees in the manner provided in these Bylaws;
- (f) Delegate and assign duties to the other Members of the Board of Trustees other than the officers; and
- (g) Perform such other duties as are incident to the office and as the Board of Trustees shall prescribe.

Section 3. Vice Presidents

(a) Executive Vice President. The Executive Vice President will assist the President in the carrying out of his/her duties. The Executive Vice President shall, in the absence, disability, inability or refusal to act of the President, perform the duties and exercise the powers of President, preside at the Board of Trustees meetings, and perform all such other duties as the Board of Trustees shall prescribe. The Executive Vice President shall be the Parliamentarian of the Congregation. The Executive Vice President shall be an ex officio member of all committees.

(b) Vice President, Finance and Development. The Vice President, Finance and Development, working with the professional staff, shall be in charge of financial affairs of the Congregation including the responsibility for the preparation of the oversight and monitoring of all aspects of the Congregations financial matters and the performance of such other duties as the Board of Trustees shall prescribe. The Vice President, Finance and Development shall monitor the payment of the Member financial obligations to the Congregations and assist in the collection of amounts due and shall act upon applications of the Members for relief of financial obligations and shall perform such duties as are necessary or appropriate to implement, monitor and supervise any program of enhanced giving. The Vice-President, Finance and Development shall be responsible for the oversight of Congregation wide fund raising activities should such activities be, from time to time, as may be deemed appropriate . The Vice-President, Finance and Development shall also serve as the chair of the Finance Committee.

(c) Vice President, Membership Engagement. The Vice President, Membership Engagement, working with the professional staff, and complementing efforts of the Vice President, Membership Outreach, shall be in charge of membership engagement and retention and shall perform such other duties as the Board of Trustees shall prescribe. The Vice President, Membership Engagement shall serve as the Chair of the Membership Engagement Committee.

(d) Vice President, Membership Outreach. The Vice-President, Membership Outreach, in collaboration with the professional staff shall be in charge of member recruitment, complementing efforts of the Vice President, Membership Engagement. The Vice President, Membership Outreach will work with staff on communication to the congregation and community at large and shall be in charge of the public relations efforts for the temple to enhance our brand, increase positive perceptions, build community and drive membership/development.

(e) Vice President, Education. The Vice-President, Education working with the professional staff and particularly with the Educational Director shall be in charge of education and youth activities and shall perform such other duties as the Board of Trustees shall prescribe. The Vice President, Education shall serve as the Chair of the Education Committee.

(f) Vice President, Personnel. The Vice President, Personnel, working with the professional staff, shall be in charge of personnel practices and administration for all senior staff of the Congregation, and shall perform such other duties as the Board of Trustees shall prescribe. The Vice President, Personnel shall be the Chair of the Personnel Committee.

Section 4. Secretary. The Secretary shall keep all minutes of the meetings of the Trustees, the Executive Committee and of the Congregation. The Secretary shall perform such other duties as are incident to the office of Secretary of a non-profit corporation and perform other such duties as the Board of Trustees shall prescribe. The Secretary shall be the Chair of the Elections Committee.

Section 5. Treasurer. The Treasurer shall cause to be maintained (i) a correct account of all assets of the Congregation, its receipts and expenditures, and (ii) such books of account as may be required by the Board of Trustees. The Treasurer shall cause to be prepared (i) such financial reports from time to time as requested by the Board of Trustees, and (iv) the Budget for the ensuing year, and (iv) shall perform such other duties as the Board of Trustees shall prescribe. The Treasurer shall at all times have access to the foregoing and the Board of Trustees shall have access thereto on reasonable notice.

ARTICLE VI

COMMITTEES

Section 1. Executive Committee

A. Members. The Executive Committee shall consist of all of the officers of the Congregation and the immediate past President. The Executive Committee shall make recommendations to the Board of Trustees relating to the business and general welfare of the Congregation, have such rights and powers as are otherwise set forth in these Bylaws, and fulfill such other obligations as the President may request it to undertake from time to time, and as the Board of Trustees shall determine. The Senior Rabbi and the Executive Director shall be ex-officio members of the Executive Committee.

B. Meetings. The Executive Committee shall meet no less frequently than once in each of ten (10) of the twelve (12) calendar months during the fiscal year; provided, however, that an Executive Committee meeting shall be held in the calendar month following any month in which the Executive Committee has not met. The determination of when the Executive Committee shall not meet shall be made by the President. Absent such a determination, the Executive Committee shall meet at least once in each calendar month, and the Members of the Executive Committee shall be provided at least three (3) days notice for which e-mail shall suffice, of the time and place of such meeting. The required number of meetings of the Executive Committee shall include meetings of the Board of Trustees.

C. Electronic Meetings. Executive Committee meetings may be conducted via electronic means-subject to the same requirements as Article III, Section 14, above.

Section 2. Standing Committees.

A. Designations and Descriptions. The Congregation shall have the following Standing Committees with their prescribed duties:

1. Elections Committee. The Elections Committee shall be appointed by the President and shall consist of not less than three (3) Members. The Elections Committee shall monitor Congregational elections and have the responsibilities set forth in Article IV, Section 9.A. The Secretary shall be the Chair of the Elections Committee. The Executive Director shall be an ex-officio member of the Elections Committee.

2. Endowment Fund Committee. The Endowment Fund Committee shall consist of not less than five (5) members which shall include the Vice-President, Finance and Development, the Treasurer, and one Trustee appointed by the President who shall be the Chair of the Committee and two (2) members from the Congregation who are not Trustees. The Senior Rabbi and the Executive Director shall be ex-officio members of the Committee.

The Endowment Fund Committee is specifically charged with the responsibility for the management of the Endowment Fund subject to the overall control thereof by the Board of Trustees as provided in Article VIII, above. Its duties shall include:

- (1) Obtaining contributions for the Endowment Fund.
- (2) Investment and re-investment of the principal of the Endowment Fund.
- (3) Preservation of the integrity of approved restricted gifts.
- (4) Making recommendations for the use of the income from the Endowment Fund.

Members of the Endowment Fund Committee other than permanent members as herein provided, shall serve "staggered" two-year terms so that at least two committee members serving during any fiscal year shall have served during the preceding fiscal year.

3. Finance Committee. The Finance Committee shall consist of not less than six (6) members. The Finance Committee will include of the Executive Vice-President, Vice-President, Finance and Development, Vice President, Membership Outreach, and Treasurer. The Vice President, Finance and Development shall Chair the Finance Committee. The Executive Director and Director of Education shall be an ex-officio member of the Finance Committee.

The Finance Committee shall consider and make recommendations to the Board of Trustees with regard to all matters of a financial nature including the structure for the payment of dues or other financial support by the Members.

The Finance Committee, or a subset thereof, shall, from time to time, convene as a Budget Committee of which the Treasurer shall be the Chair.

4. Membership Engagement Committee. The Membership Engagement Committee shall consist of not less than five (5) members. The Vice President, Membership Engagement shall serve as the Chair of the Membership Engagement Committee. The Executive Director and one other member of the Senior Staff, as the Board of Trustees shall designate from time to time, shall be ex-officio members of the Membership Committee.

The Membership Engagement Committee shall have the responsibility to engage membership, retain membership, serve as a liaison between the membership and the Board of Trustees, and promote the spirit of fellowship among the Members.

5. Personnel Committee. The Personnel Committee shall consist of not less than six (6) members including the President, Executive Vice-President and Vice-President,

Education, and Vice-President, Finance and Development, and Vice-President, Personnel. The Vice President Personnel shall be Chair of the Personnel Committee. The Senior Rabbi and Executive Director shall be an ex-officio member of the Personnel Committee.

The Personnel Committee shall act as liaison between the Board of Trustees, on one hand, and Congregation professional staff and other employees, on the other hand, have the responsibility for establishing policies, guidelines and procedures for the Congregation employees including their qualification and remuneration, and for the review of the Senior Staff.

6. Education Committee. The Education Committee shall consist of not less than five (5) members including the Vice President of Education who shall be the Chair of the Education Committee. The Rabbis and Educational Director shall be ex-officio members of the Education Committee.

The Education Committee shall have the responsibility to make all regulations necessary for the operation of the Religious School, including the employment of teachers and adoption of courses of study and shall oversee and advise on matters concerning the operation of the Early Childhood Center and the activities of the Adult Education Committee, if any..

7. Ritual Committee. The Ritual Committee shall consist of not less than three (3) members. The Rabbis and Cantors shall be ex-officio members of the Ritual Committee.

The Ritual Committee, in conjunction with the Senior Rabbi, shall consider, review, develop and recommend congregational policies and practices in the area of observance and religious practices performed at the Temple and to promote the underlying teachings to enhance the value of Jewish living.

8. Youth Activities Committee. The Youth Activities Committee shall consist of not less than five (5) members, including the President of Senior Youth group. Any person who is hired from time to time to serve as a Youth Director, or if none, then the Director of Education shall serve as an ex-officio member of the Youth Activities Committee.

The Youth Activities Committee shall have the responsibility to oversee and support those organizations and activities of youth under age 19 who are affiliated with the Congregation.

9. Past Presidents Committee. The Past Presidents Committee shall consist of all of the past Presidents of the Congregation (including the past Presidents of Temple Solael) who are then Members in good standing and who wish to participate as a Member of the Past Presidents Committee. The Past Presidents Committee shall serve in an advisory capacity to the Board of Trustees. All Members of the Past Presidents Committee shall have the right to attend executive sessions of meetings of the Board of Trustees. The Past Presidents Committee shall meet no less frequently than semi-annually at which time the President (or his/her designee) shall

make a report to the Committee as to the current status of the Congregation. The immediate past President shall be the Chair of the Past Presidents Committee. In the event that the immediate past President is unwilling or unable to Chair the Committee, the President shall appoint a Chair from among the past Presidents.

B. Appointment to Committees. Except as specified otherwise in these Bylaws, the President shall appoint the Committee Members who shall serve on each Standing Committee. The President shall also appoint the Chair of each Standing Committee from among persons then serving as a Trustee.

C. Electronic Meetings. Committee meetings may be conducted via electronic means-subject to the same requirements as Article III, Section 14, above, with the Chairman of a Committee having the discretion to call for an electronic meeting in lieu of the President.

Section 3. Approval of Actions by Board of Trustees. Any committee action is subject to the approval of the Board of Trustees.

ARTICLE VII

CEMETERY PROPERTY

Section 1. Cemetery Property. The Congregation may lease or own land and other property for use as a cemetery.

Section 2. Management. The management of the Cemetery and its improvements shall be under the direction of the Board of Trustees.

Section 3. Sale of Lots. Lots in any cemetery which may be acquired by the Congregation may be sold, without any special meeting and without any general meeting of the Congregation itself, for such prices and upon such terms and conditions and may be held by the respective purchasers, under such rules and regulations as the Board of Trustees may provide.

ARTICLE VIII

AUXILIARY ORGANIZATIONS

Section 1. Auxiliaries.

- (a) Women of Temple Judea;
- (b) Brotherhood;

- (c) Early Childhood Center Parents Association;
- (d) Temple Judea Seniors;
- (e) Caring Community; and
- (f) Other groups that have the approval of the Board of Trustees as auxiliary organizations.

Section 2. Purposes. The purposes of auxiliary organizations shall be to promote those activities which benefit the Congregation as a whole, and to promote the welfare and aims of the national and regional organizations with which they are affiliated.

Section 3. Use of Funds. All funds raised by auxiliary organizations, other than funds necessary for their operations, shall be used for the following purposes:

- (a) Support the Auxiliaries affiliated national or regional organization;
- (b) Support projects sponsored by the Auxiliaries national or regional organization;
- (c) Support the Congregation or projects sponsored by the Congregation; and
- (d) Make contributions to other organization in furtherance of the objectives of the auxiliary organization in amounts not to exceed a limitation established from time to time by the Board of Trustees.

Section 4. Management. Each auxiliary organization shall govern itself and elect its own officers; provided, however, only Members of the Congregation in good standing may serve as the President, Vice-President, Secretary or Treasurer of the auxiliary organization.

Section 5. Compliance with Exempt Purposes; Books and Records. As an organization created and operating in affiliation with the Congregation, each organization shall strictly comply with the tax exempt requirements of the Congregation as set forth in Article XV. Each auxiliary organization shall make available to the Board of Trustees or its designees true, correct and complete books and records of all of its financial affairs from time to time and upon request as the Temple shall deem necessary to assure compliance with applicable laws and regulations. In making such requests Temple shall be mindful of the rules and regulations imposed upon such organization by its parent organization, if any.

ARTICLE IX

CLERGY

Section 1. Selection. Upon any vacancy in the position of Senior Rabbi of the Congregation, the President of the Congregation, with the approval of the Board of Trustees, shall establish a special Search Committee. The Search Committee shall recommend a nominee for Senior Rabbi to the Board of Trustees. Upon the approval of a nominee by the Board of Trustees, the nominee shall then be presented to the Members at the Annual Meeting or at a special meeting of the Members. A majority vote of those Members present shall be required to approve the selection of the nominee as the Senior Rabbi. Termination of the services of the Senior Rabbi during the term of any contract shall require the approval of a Super Majority at a meeting of the Congregation.

Section 2. Duties. The Clergy shall perform all duties incumbent upon and in accord with the position as stipulated in his/her contract.

Section 3. Freedom of Pulpit. The Rabbis shall have total freedom of the pulpit. Sharing of the pulpit shall be at the option of and with the consent of the Senior Rabbi.

ARTICLE X

FISCAL YEAR AND BANK RECORDS

Section 1. Fiscal Year. The fiscal year of the Congregation shall be from July 1 to the following June 30.

Section 2. Bank Accounts. The Board of Trustees shall designate one or more banks to act as custodian for funds and securities belonging to the Congregation. Withdrawals from such bank account(s) shall be made by one or more persons and in accordance with such procedures as may be established from time to time by the Board of Trustees.

ARTICLE XI

ENDOWMENT FUND

Section 1. Establishment of Endowment Fund. The Congregation has established an Endowment Fund for the Congregation which is known as the "Temple Judea Endowment Fund" (hereinafter referred to as the "Endowment Fund").

Section 2. Purposes. The Endowment Fund shall be a separately established permanent capital fund. The principal of the Endowment Fund shall be maintained and invested to produce income for the following purposes:

- (a) To maintain, develop and expand the programs of the Congregation.
- (b) To augment, if necessary, essential needs of pension or retirement plans or funds, established from time to time for staff personnel of the Congregation.
- (c) For specific purposes or subject to such conditions as may be requested by the donors of gifts, which purposes and conditions shall, however, be subject to approval by the Board of Trustees.

Section 3. Manager. The Endowment Fund shall be managed directly by the Endowment Fund Committee, established pursuant to these Bylaws, subject, nevertheless, to the supervision of the Board of Trustees as hereinafter provided.

Section 4. Control by Board of Trustees. The control, policies and operations of all matters concerning the Endowment Fund shall be vested with the Board of Trustees, except as to the conditions and restrictions accepted by the Board of Trustees in connection with approved restricted gifts, and except for the power to disburse, pledge, impair or invade the principal or corpus of the fund, which power shall be subject to the restrictions and provisions set forth in the next section hereof. The Board of Trustees shall from time to time on its own motion, or upon

request of the Endowment Fund Committee, establish policies and investment criteria for the Endowment Fund Committee to carry out.

Section 5. Invasion of Endowment Fund.

(a) The Board of Trustees shall have adopted a resolution specifically setting out the amount of such principal to be so disbursed or pledged, and the specific purpose or purposes therefor. The adoption of such resolution by the Board of Trustees shall require a vote equal to two-thirds (66 2/3%) of the entire number of its members then serving, whether or not present at the meeting where such vote is taken (and no proxy voting shall be inferred herefrom).

(b) Prior to the adoption of such resolution, the Endowment Committee shall have had reasonable opportunity to make its recommendation respecting the proposed expenditure known to the members of the Board of Trustees.

(c) Prior to the Board of Trustees meeting at which such resolution is considered, written notice shall have been given to the membership of the Congregation by mail and e-mail at least seven (7) days prior to the meeting which notice shall specifically state the date, time and place of the meeting and the intent of the proposed resolution, including the proposed use or uses and amount or amounts of principal funds affected. In addition, if the Congregation maintains a website, notice shall also be posted on the website.

(d) Following the adoption of the resolution of the Board of Trustees, the issue shall be submitted to the membership for approval or disapproval of the Board resolution, at a duly held and noticed meeting of the membership of the Congregation. Action on the Board resolution by the membership shall be subject to the following conditions, limitations and requirements:

(1) Approval of the resolution, or any modification which results in any disbursement, pledge, invasion or impairment of the capital or corpus of the Endowment Fund, shall require the approval of a Super Majority of the votes cast at said meeting.

(2) Written notice of the meeting of the membership shall include a full copy of the proposed resolution together with a statement of the intent of the proposed resolution including the proposed use or uses and amount or amounts of principal funds affected. In addition, if the Congregation maintains a website, the notice, the resolution, and the statement shall be posted on the website.

(3) At the membership meeting, the Board resolution may be approved, rejected or modified; provided, however, that the membership shall in no event have the power to increase the amount proposed to be disbursed, pledged or otherwise affected, or materially to change the purposes of the proposed expenditures.

ARTICLE XII
SEATS

Seats in the synagogue shall be unassigned except when and to the extent the Board of Trustees may, from time to time, provide otherwise for ushers, clergy, choir, Bar/Bat Mitzvah families, past presidents, and dignitaries.

ARTICLE XIII

AMENDMENTS

These Bylaws, or any portion thereof, may be amended at the Annual Meeting or at a duly held and noticed regular or special meeting of the membership of the Congregation called for such purpose. The Board of Trustees may recommend one or more amendments to these Bylaws. In addition, amendments may be proposed by a petition signed by not less than twenty-five (25) members and delivered to the Secretary. Notice of such proposed amendment or amendments as recommended by the Board of Trustees or proposed by petition of members shall be mailed and e-mailed to the Members not less than ten (10) days prior to the meeting at which amendment or amendments are to be considered. In addition, if the Congregation maintains a website, the proposed amendment or amendments shall be posted on the website at least ten (10) days prior to the meeting at which they are to be considered. The Bylaws may be amended, repealed or annulled only with the approval of a Super Majority at a duly held and noticed meeting.

ARTICLE XIV

NON-LIABILITY OF OFFICERS, TRUSTEES AND PROFESSIONAL STAFF

Section 1. Indemnification. The Congregation shall indemnify any person who is, or is threatened to be made, a party to any legal proceeding, because he/she is or was a Trustee, officer, employee, professional staff, rabbi, cantor, or agent of the Congregation, against expenses (including attorneys fees), judgments, fines and amounts paid in settlement (if approved by the Board of Trustees in advance) actually and reasonably incurred by him/her in connection with such action, suit or proceeding, if he/she reasonably believed to be in or not opposed to the best interests of the Congregation and with respect to any criminal action or proceeding, had no reasonable cause to believe his/her conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in a manner which he/she reasonably believed to be in or not opposed to the best interests of the Congregation and, with respect to any criminal action or proceeding, has reasonable cause to

believe that his/her conduct was unlawful.

Section 2. Procedure for Indemnification. Any indemnification under Section 1 of this Bylaw provision (unless ordered by a court) shall be made by the Congregation only as authorized in the specific case, upon the determination that the indemnification of the person is proper in the circumstances because he/she has met the applicable standard of conduct set forth in Section 1. Such determination shall be made: (1) by the Board of Trustees of a majority vote of a quorum consisting of Trustees who were not parties to such action, suit or proceeding; or, if no quorum can be reached, (2) by the affirmation vote of a majority of the members of the Congregation, excluding those who are parties to the action, at a duly constituted meeting.

Section 3. Expenses. Expenses incurred in defending a civil or criminal action, suit or proceeding shall be paid by the Congregation in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking (with sufficient security, if required) by or on behalf of the indemnified person to repay such if it shall ultimately be determined that he/she is not entitled to be indemnified by the Congregation as authorized in this bylaw provision.

Section 4. Insurance for Congregation Agents. Unless otherwise determined by the Board of Trustees, the Congregation shall purchase and maintain in effect a policy of insurance to insure agents of the Congregation (including those serving as trustees, officers, employees and other agents of the Congregation as determined by the Board of Trustees) against liabilities asserted against or incurred by such agent in such a capacity or arising out of the agent status as such, whether or not the Congregation would have the power to indemnify the agent against such liability under the Articles of Incorporation, these Bylaws or provisions of law.

ARTICLE XV

COMPLIANCE WITH TAX EXEMPT REQUIREMENTS

Section 1. Religious Purposes. The Congregation's assets are irrevocably dedicated to religious purposes. No part of the net earnings, properties, or assets of this Corporation, on dissolution or otherwise, shall inure to the benefit of any private person or individual, or to any Director or officer of this Corporation.

Section 2. No Private Profit. No Member of the Congregation shall receive any of the earnings or pecuniary profit from the operations of the Congregation. This shall not prevent the payment to any such person of reasonable compensation for services rendered to or for the Congregation in carrying out any of its religious purposes.

Section 3. No Activities Contrary to Tax Requirements. Notwithstanding any other provision of these Bylaws, no officer, employee, Trustee, or representative of the Congregation shall take any action or carry on any activity by or on behalf of the Congregation not permitted to be taken or carried on by an organization exempt under Section 501(c)(3) of the Internal

Revenue Code (“IRC”) and the regulations promulgated thereunder, as they now exist or as they may hereafter be amended, or by an organization to which contributions are deductible under Section 170(c)(2) of such code and regulations promulgated thereunder, as they now exist or as they may hereafter be amended.

Section 4. Dissolution or Merger. In the event of the dissolution or merger of the Congregation, no officer, Trustee, employees or representative of the Congregation shall be entitled to any distribution or division of its remaining property, assets, or proceeds. The balance of all money and other assets or property owned, held or received by the Congregation from any source, after the payment of all debts and obligations of the Congregation, shall be used exclusively for exempt purposes within the intention and purpose of the IRC as it now exists or may be amended from time to time, or it shall be distributed to an organization or organizations exempt under Section 501(c)(3) of the IRC. Moreover, any such use or distribution of the money or property of the Congregation shall be in accord with the Congregation’s purpose as set forth above, and, to the extent possible, shall promote similar or related purposes.

ARTICLE XVI

CONSTRUCTION

Wherever the singular or plural is used herein, it shall be deemed to include the other where the context requires.

ARTICLE XVII

ROBERT’S RULES OF ORDER

In matters of procedure not otherwise provided for herein, the most current version of Robert's Rules of Order shall govern.