

BYLAWS
OF
COLUMBIA JEWISH CONGREGATION

We, the members of Columbia Jewish Congregation (the “Congregation”), have come together to seek, explore and develop meaningful forms of religious expression by reference to new concepts as well as historical and traditional approaches to Judaism. We seek a better understanding of the evolution of our Jewish culture and heritage through active participation in Jewish-oriented activities.

The Congregation has a special relationship with three different communities. We strive to foster good relations and develop meaningful programs with:

- Member organizations of the Reconstructing Judaism movement and other Reconstructionist congregations in the Chesapeake area.
- Organizational members of the Jewish Federation of Howard County.
- Our neighbors with whom we share space in the Oakland Mills Interfaith Center.

As a Reconstructionist congregation, we emphasize a spirituality that includes Jewish art, history, learning, prayer, music, languages and social events. We are a multi-generational, diverse and inclusive congregation committed to learning and understanding Jewish history alongside contemporary developments. It is in the marriage of the past with the present that we strive to create a sacred future for ourselves and our children.

We hereby resolve to strive to attain these objectives with our best efforts and abilities.

The principal office of the Congregation is the Oakland Mills Interfaith Center, also known as The Meeting House, 5885 Robert Oliver Place, Columbia, Maryland 21045.

ARTICLE I
BOARD OF DIRECTORS

Section 1: General Duties

The Board of Directors shall be entrusted with the administration and management of the affairs of the Congregation.

Section 2: Composition

(a) The Board of Directors shall consist of the following persons:

(i) twelve (12) Directors elected by the members of the Congregation, who shall have two-year terms and shall be voting Directors;

(ii) the elected Officers of the Congregation designated in Article II of these Bylaws, who shall have one-year terms and shall be voting Directors;

(iii) any appointed Officers as provided elsewhere in these Bylaws, who shall have terms expiring at the next Annual Meeting after their appointment and shall not be voting Directors;

(iv) the immediate Past President of the Congregation, who shall be a voting Director until a different President is elected;

(v) the Rabbi of the Congregation, who shall be a non-voting Director;

(vi) the Cantor of the Congregation, who shall be a non-voting Director;

(vii) if determined by the Board of Directors, an officer or other adult representative of the religious school supported by the Congregation, who shall be a voting or non-voting Director as the Board of Directors may determine; and

(viii) if determined by the Board of Directors pursuant to Article I, Section 7 of these Bylaws, a teen representative who is an affiliate member of the Congregation, who shall be a voting Director except as to such matters as the Board of Directors may determine that the teen representative should not participate in or vote on.

(b) One-half (1/2) of the twelve (12) Directors elected by the Congregation shall be elected each year.

(c) If a vacancy occurs among the elected members of the Board of Directors or the elected Officers, the Board may appoint an eligible member of the Congregation in good standing to fill such vacancy until the next Annual Meeting of the Congregation, at which time the term of such appointee shall expire. In the case of a vacancy in the office of elected Director that occurs during the elected Director's first year of a two-year term, the vacancy shall be filled by Board of Directors appointment for the remainder of the first year, *i.e.*, until the next Annual Meeting, and then by Congregational election at the Annual Meeting for the remainder of the original two-year term.

(d) To be eligible to serve on the Board of Directors, an individual shall have been a member of the Congregation for at least the two years prior to election, and shall be a member in good standing at the time of their nomination and election.

(e) Board members must remain in good standing throughout their term on the Board, which shall be verified by the Treasurer during their continuation in office.

(f) A person who has served on the Board of Directors for four (4) consecutive years or portions of four (4) consecutive years as an elected director under Section 2(a)(i) above or as a director appointed to fill a vacancy under Section 2(c) above, or any combination thereof, shall not again be eligible for election or appointment under such sections until at least two (2) full years have elapsed since the person last served on the Board of Directors in either of such capacities.

Section 3: Specific Duties

The Board of Directors shall:

- (a) Manage and administer all programs, expenses, affairs, and property of the Congregation;
- (b) Engage the services of, and discharge, one or more Rabbis, one or more Cantors, and such other persons in such positions as it may determine, subject to such approvals and other requirements provided in these Bylaws, and further subject to any contract rights that may exist;
- (c) Maintain personnel oversight through such mechanisms as the Board may adopt;
- (d) Fix and vary from time to time the compensation of all Congregation employees, subject to any contract rights an employee may have;
- (e) Inform Congregation members of significant Board decisions in a timely manner;
- (f) Set policy regarding "members in good standing." Such policies shall include at a minimum a requirement that members be current in meeting their financial commitments to the Congregation; and
- (g) Determine and act upon all matters not otherwise specifically provided for in these Bylaws.

Section 4: Compensation

Directors and Officers shall receive no compensation for acting in such capacities.

Section 5: Board of Directors Meetings

- (a) The Board of Directors shall meet periodically.
- (b) All meetings of the Board of Directors are open and any member of the Congregation may attend. However, for items subject to privacy constraints (e.g., personnel actions), the President or a majority of the Board in attendance at a Board of Directors meeting may call for a closed session limiting attendance to voting members of the Board only.

Section 6: Removal

The Board of Directors shall have the power to remove any Officer of the Congregation or member of the Board by a three-fourths (3/4) vote of the entire voting membership of the Board. Prior to such action being taken, notice and a statement of the reasons for such action shall be provided to Board members at least ten (10) days in advance thereof stating such proposed action may be taken at a designated subsequent Board meeting. The meeting will be held in closed session if the Officer or Board member being discussed so requests or the Board of Directors so determines.

Section 7: Teen Representative

The Board of Directors may from time to time determine that a teen affiliate member of the Congregation may be invited to serve as a teen representative to the Board of Directors. In that

event the Board of Directors shall determine the process to be used to select such teen representative and any restrictions to be imposed on such position, such as subject matters on which the teen representative may not participate or vote. The Board of Directors also may allow one teen affiliate member of the Congregation to be designated as an alternate teen representative, to attend and participate in meetings of the Board of Directors in the absence of the teen representative.

Section 8: Ombudsman

The Board of Directors may appoint a member of the Congregation to act as an ombudsman for the purpose of facilitating communications and assisting in the resolution of issues brought forward by members or employees of the Congregation. The person appointed to act as an ombudsman shall not serve on the Board of Directors during such person's tenure as ombudsman.

ARTICLE II OFFICERS

Section 1: Elected Officers

(a) The elected Officers of the Congregation shall consist of the following:

A President or two (2) Co-Presidents, as determined by the sitting President and the Nominating Committee,

Three (3) Vice Presidents, or more than three (3) if determined by the Board of Directors,

A Secretary, and

A Treasurer

At any time there are Co-Presidents they shall have equal authority and each of them, acting alone, may exercise the authorities of the office of President. Any disagreement between Co-Presidents and any conflicting action by Co-Presidents shall be resolved by the Board of Directors.

All references in these Bylaws to President shall include Co-Presidents whenever there are Co-Presidents.

(b) All elected Officers must have been continually members in good standing for at least the previous two years before election to their position and must remain in good standing throughout their term.

(c) Each elected Officer of the Congregation shall be a voting member of the Board of Directors by reason of having been elected as an Officer.

(d) The elected Officers of the Congregation and the immediate past President of the Congregation (provided the immediate past President remains a member in good standing) shall constitute an Executive Board of the Board of Directors (the "Executive Board"), having the

responsibilities and authorities designated by these Bylaws or the Board of Directors. Except for the power to amend the Articles of Incorporation or these Bylaws, to approve the Congregation's budget, to approve the recommendation of Clergy to the Congregation, and to remove any Officer or member of the Board of Directors or expel any member of the Congregation, the Executive Board shall have all of the powers and authority of the Board of Directors in the intervals between meetings of the full Board of Directors, provided that the Executive Board shall be subject to the direction and control of the full Board of Directors and any action taken by the Executive Board may be modified by the full Board of Directors. The Executive Board shall meet periodically in closed session and give reports to the Board of Directors on actions taken.

(e) The Executive Board shall serve as the Congregation Personnel Committee and shall have responsibility for employee relations, giving appropriate guidance and supervision, and negotiating and approving contracts and contract extensions, renewals and replacements.

Section 2: Assistant Officers

The Board of Directors may from time to time appoint Assistant Secretaries and Assistant Treasurers from among the Congregational members or staff as the Board may determine. In addition, the Board of Directors may from time to time appoint additional Vice Presidents, who shall be chosen from elected members of the Board of Directors and whose positions as Directors will not be considered as vacated by reason of such appointment and who will retain their right to vote as a Director. The term of any appointee under this Section as an Officer shall end at the first election of Officers following his or her appointment. However, the two-year term of an elected member of the Board of Directors who is appointed a Vice President shall continue to run during and after such person's service as an appointed Vice President for the balance of the two-year term. Appointees under this Section are Officers of the Congregation but shall not be members of the Executive Board by reason of such appointment.

Section 3: Officer Terms

The term of all Officers elected by the Congregation shall extend from the time of their election for a period of one (1) year or until their respective successors are elected. Officers may be reelected, although no person may fill the office of President for more than two (2) successive terms or may fill any of the other Officer positions for more than four (4) successive terms.

Section 4: Eligibility for Offices of President

To be eligible for election as President of the Congregation, an individual must be a member of the Congregation in good standing and an elected member of the Board of Directors at the time of election as President.

Section 5: Succession

In the event that no person holds the office of President, the Board of Directors shall select one (1) or two members of the Congregation in good standing to succeed to the office of President.

A President who anticipates a temporary absence or temporary disability may appoint a member of the Board of Directors to perform the duties of that President during the period of absence or

disability, subject to the approval of the Board of Directors. If no such appointment has been made and approved, the Board of Directors may make the appointment.

Section 6: President's Duties

The President or another member of the Board of Directors designated by the President shall preside at all meetings of the Congregation, the Executive Board and of the Board of Directors. Each President shall have the right to vote at any meeting of the Congregation, the Board of Directors and the Executive Board.

The President shall further:

- (a) Enforce and carry out the provisions of the Articles of Incorporation, Bylaws, and resolutions of the Congregation, Executive Board and Board of Directors;
- (b) Speak for and represent the Congregation in all matters of the Congregation involving persons or organizations outside the Congregation, except as the President may delegate such authority to other members of the Congregation;
- (c) Sign official documents;
- (d) Subject to any specific requirements applicable to committees set forth in these bylaws, appoint committees from among the membership of the Congregation, consisting of such number of members of the Congregation as the President may determine, and appoint or approve a chairperson of each committee.
- (e) Be an ex-officio non-voting member of all committees;
- (f) Be an authorized signatory on all checks and vouchers jointly with the Treasurer, except as may be provided for in Section 9 of this Article;
- (g) Have responsibility for the safekeeping of all securities and other valuables jointly with the Treasurer; and
- (h) Perform other functions as may be assigned by the Board of Directors.

Section 7: Vice Presidents' Duties

Each Vice President shall perform such duties and functions as may be assigned by the President or Board of Directors from time to time. For example:

- (a) a Vice President for Education may oversee the adult and youth educational activities of the Congregation;
- (b) a Vice President for Religious Affairs may oversee religious practices of the Congregation, including, but not limited to, weekly religious practices, holiday services and events, and actions of the clergy of the Congregation; and

(c) a Vice President for Administration may oversee all other committees of the Congregation, including, but not limited to, fund raising, donations, and service committees such as the library, the newsletter, Tikkun Olam, and Tzedakah, and may be designated by the President as the functional chair of the Executive Board when the Executive Board is serving as the Congregation Personnel Committee.

Section 8: Secretary's Duties

The Secretary shall record the proceedings of all meetings of the Congregation and of the Board of Directors. The Secretary shall work with office staff to ensure maintenance of all records of all members and contributors and shall maintain all other records of the Congregation except financial records which shall be kept and maintained by the Treasurer. The Secretary or Secretary's designee shall issue notices of all meetings and events of the Congregation and Board of Directors. The Secretary shall perform such other duties as may be assigned from time to time by the President or Board of Directors.

Section 9: Treasurer's Duties

(a) The Treasurer shall oversee office staff duties related to receiving and depositing all monies for the account of the Congregation in such depositories as may be designated by the Board of Directors. The Treasurer and President, and any Vice-President authorized by the Board of Directors, shall be authorized signers on all checks and vouchers. The Board may authorize certain transactions for cash disbursement, and shall adopt such payment measures as it deems necessary and practicable. The Treasurer, jointly with the President, shall have the responsibility for the safekeeping of all securities and valuables of the Congregation. The Treasurer shall render a financial report at the Annual Meeting and at such other times as the President or Board of Directors may require. In addition, at each regular meeting of the Board of Directors, and at any other time requested by the President or the Board of Directors, the Treasurer or the Treasurer's designee shall provide an updated statement of income and expenses for the fiscal year.

(b) The Treasurer, as chairperson of the Finance Committee, will oversee the development of an annual budget for the Congregation. In performing this function, the Finance Committee will serve as the Budget Committee. The Treasurer, in conjunction with the Finance Committee, is responsible for administering the Congregation's policies regarding pledges, dues and assessments.

Section 10: Additional Officers' Duties

Any additional Vice Presidents, Assistant Secretaries, and Assistant Treasurers shall have such duties and responsibilities as may be assigned to them from time to time by the President or the Board of Directors.

ARTICLE III NOMINATION AND ELECTION OF BOARD OF DIRECTORS AND OFFICERS

Section 1: Nomination Process

(a) At least ninety (90) days prior to the Annual Meeting, the President shall appoint a Nominating Committee comprised of up to five (5) members of the Congregation, not more than one-half (1/2) of whom shall be current members of the Board of Directors during their time of service on the Nominating Committee. One (1) appointee to the Nominating Committee shall be designated by the President as the chairperson. The President shall promptly submit such appointments to the Board of Directors for approval. No member of a Nominating Committee may be nominated by the Nominating Committee for any position.

(b) Within fifteen (15) days after the Board has approved appointment of a Nominating Committee, the chairperson of the Nominating Committee shall publicize to all members of the Congregation a request for proposed nominees to be considered by the Nominating Committee for nomination as Officers, as successors to elected members of the Board of Directors whose terms are expiring, and as members of the Board of Directors to be elected to complete the terms of Director positions which have become vacant, and to fill any other vacancy to be filled by Congregational vote.

(c) The sitting President and the Nominating Committee shall determine, by agreement of the President and a majority of the Nominating Committee, whether to nominate one (1) or two (2) persons to fill the office of President for the coming year. If they are unable to make such determination, the Board of Directors shall make the determination.

(d) The Nominating Committee shall select a slate of nominees for the vacancies to be filled by election. Such nominees shall be certified by the Treasurer as to whether they are in good standing and shall be certified by the Secretary as to whether they meet any additional qualifications for the office for which they are nominated. The Chairperson of the Nominating Committee shall send the list of qualified nominees to the Congregation not less than thirty (30) days prior to the Annual Meeting. That communication shall inform the Congregation that additional nominations may be made by members of the Congregation until twenty (20) days prior to the Annual Meeting, as described in subsection (e) below.

(e) Additional members of the Congregation in good standing for at least two (2) years may be proposed for nomination in accordance with the following procedure. A member of the Congregation in good standing may propose himself or herself or another member of the Congregation for nomination by submitting to the Secretary of the Congregation at least twenty (20) days before the Annual Meeting a petition naming the member or members proposed to be nominated and signed by at least ten (10) members in good standing. Each member so proposed shall be certified by the Treasurer as to whether they have been in good standing for at least two (2) years and shall be certified by the Secretary as to whether they meet any additional qualifications established in these Bylaws for the office for which they are proposed. If so, with the consent of each such proposed nominee, the chairperson of the Nominating Committee shall cause the names of such proposed nominees to be added to the ballot.

Section 2: Elections

Elections for Directors and Officers at the Annual Meeting shall be anonymous and shall be conducted in accordance with Article VI of these Bylaws.

Section 3: Vote Required for Election of Officers

Officers elected by the members of the Congregation shall be elected by a majority vote of the members in good standing and voting in the election, provided a quorum is established. If any office remains unfilled due to the failure of any candidate to achieve a majority, a vacancy will be deemed to have occurred and the office will be filled by appointment by the Board of Directors until the next Annual Meeting pursuant to these Bylaws.

Section 5: Vote Required for Election of Directors

Directors elected by the members of the Congregation, other than the Officers, shall be elected by a plurality vote of the members in good standing and voting in the election, provided a quorum is established.

ARTICLE IV MEMBERSHIP

Section 1: Membership Qualifications

(a) Any person who has attained the age of eighteen (18) years who makes a financial commitment to the Congregation in accordance with the Congregation's membership policy in effect from time to time may apply for membership. The Board of Directors or a membership committee of or appointed by the Board shall receive and may accept applications for membership. The Board of Directors may establish categories of membership in its discretion.

(b) Children of Congregation members, who have not become members themselves, shall have the right to be nonvoting affiliate members of the Congregation through age 25.

(c) A member of the Congregation who does not make a financial commitment to the Congregation in accordance with the Congregation's membership policy in effect from time to time within the time period set by the Board of Directors shall be treated as having resigned from membership in the Congregation, provided that such membership shall be treated as restored if the member subsequently makes a financial commitment to the Congregation within a period of time set by the Board of Directors.

Section 2: Voting by Members

Members in good standing of the Congregation shall be privileged to vote at all Congregation meetings and to hold office subject to any specific requirements of the office.

Section 3: Expulsion

Upon a vote of three-fourths (3/4) of the membership of the Board of Directors, any member of the Congregation may be expelled from membership for conduct which may reflect discredit upon the Congregation or other good cause determined by the Board of Directors, provided that at least ten (10) days prior to the Board action the member is provided a statement of such conduct or other good cause and is afforded an opportunity to present his or her case against expulsion at a designated subsequent Board meeting. Notice shall be provided to Board members at least ten (10) days in advance of such Board meeting, stating the action proposed to be taken.

ARTICLE V FINANCING OF THE CONGREGATION

Section 1: Financing Method

The Congregation's finances shall be based on the Sustaining Contribution (Voluntary Dues) Model or such other method of financing that the Board of Directors may adopt from time to time. The membership of the Congregation, acting by the affirmative vote of a majority of all members entitled to vote, also may determine the Congregation's method of financing. Under the Sustaining Contribution (Voluntary Dues) Model, members make annual pledges of voluntary contributions in lieu of fixed dues, as part of a budget process intended to match the Congregation's desired level of funding with the Congregation's desired level of expenditures.

The Finance Committee shall oversee the manner in which the Sustaining Contribution (Voluntary Dues) Model, or other method of financing selected by the Board of Directors or Congregation membership, is administered.

The Board of Directors shall adopt policies to implement the Sustaining Contribution (Voluntary Dues) Model or other financing method determined by the Board of Directors or the Congregation membership.

The Board of Directors has the power to make special assessments of the Congregation membership whenever the Board of Directors determines it is necessary or advisable to do so, whether under the Sustaining Contribution (Voluntary Dues) Model or other financing model.

If a determination is made to adopt a fixed dues model, the Board of Directors shall establish categories of membership and set the amount of dues required to be paid by each category, subject to reduction or waiver based on hardship or need.

Section 2: Budget Process

The Board shall adopt annual budgets prior to the start of each fiscal year of the Congregation, at such times and using such processes as the Board of Directors shall determine from time to time. In developing a budget:

(a) The Finance Committee, serving as the Budget Committee, shall develop a proposed budget.

(b) The Board shall give members of the Congregation notice and an opportunity, through such means as the Board may select, to provide comments on the proposed budget, prior to adoption by the Board. Such opportunity to comment shall include the opportunity to attend, at a minimum, one meeting of the Budget Committee before the proposed budget is forwarded to the Board of Directors, which meeting shall be designated for the purpose of Congregational participation. The Budget Committee may modify the proposed budget based on comments from the Congregation.

(c) Following the comment process, the Budget Committee shall propose a budget to the Board of Directors. The proposed budget shall be made available to members of the Congregation who wish to review and comment on it.

(d) The Board of Directors, taking into account the proposed budget and any comments from the Congregation, shall adopt a budget and publish it to the Congregation.

(e) Under the Sustaining Contribution (Voluntary Dues) Model, once a budget has been adopted, the Congregation will be asked to make pledges sufficient to support the adopted budget, through one or more rounds of communications to the Congregation by the President or Treasurer. If pledges ultimately are insufficient to support the adopted budget, the Board of Directors may revise the budget, plan additional fundraising, approve special assessments, or take other action to stabilize the Congregation's finances.

Section 3: Contributions

The Board of Directors may accept gifts, grants, bequests, and other forms of contributions to the Congregation.

ARTICLE VI MEETINGS

Section 1: Annual Meetings

The Annual Meeting of the Congregation shall be held on such date as may be fixed by the President or the Board of Directors.

Section 2: Budget Meetings

The Budget Meeting of the Congregation shall be held on such date as may be fixed by the President or the Board of Directors. At the Budget Meeting, the Treasurer shall lead a discussion among the members of plans for the next fiscal year and the Treasurer shall present the proposed budget for discussion.

Section 3: Special Meetings

Special meetings of the Congregation may be called by the President, by a majority of the Board of Directors, or by petition of the smaller of either fifty (50) members or ten percent (10%) of the membership of the Congregation.

Section 4: Notice of Meetings

The Secretary shall provide the Congregation with notice of duly called meetings. At least thirty (30) days prior notice shall be provided for the Annual Meeting, and at least ten (10) days prior notice shall be provided for all other meetings of the Congregation. All notices other than the notice of Annual Meeting shall contain a general statement of the purpose of the meeting.

Section 5: Quorum

A quorum shall be required at any Annual or other meeting of the Congregation at which any action is taken. Whenever a quorum is required for a Congregational meeting, a quorum shall be constituted by the lesser of either seventy-two (72) members in good standing of the Congregation or ten percent (10%) of the members in good standing of the Congregation. If at an Annual Meeting

such a quorum is not established, the Annual Meeting shall be rescheduled for a later date determined by the President or the Board of Directors, and at such rescheduled Annual Meeting at least fifty (50) members or seven percent (7%) of the members in good standing, whichever is less, participating in the meeting shall establish a quorum of the Congregation. For purposes of establishing a quorum for any meeting, all who vote before the meeting and all who participate in the meeting through video conference, telephone conference or other means of remote participation, shall be included.

Section 6: Order of Proceedings

The order of proceedings at Annual Congregational Meetings shall be as follows:

- (a) A quorum being established, the minutes of the preceding meeting shall be read, and, with the addition of any required corrections, approved;
- (b) Reports to the Congregation;
- (c) Unfinished business;
- (d) New business;
- (e) Elections; and
- (f) Adjournment.

Section 7: Board of Directors Meetings

Meetings of the Board of Directors shall be held monthly on a regular schedule on such day and week of the month as may be decided by the President or the Board of Directors. Other meetings may be held at such other times as the President or the Board of Directors may determine. A majority of the voting members of the Board of Directors shall constitute a quorum at all meetings of the Board of Directors. Other than for regularly scheduled monthly meetings, at least four (4) days prior notice shall be provided to Board members for a Board meeting.

Section 8: Manner of Holding Meetings

Meetings of the Congregation, the Board of Directors, the Executive Board, any Committee, and any other body or unit of the Congregation established by the Board of Directors, may be held either in person or by video conference (or telephone conference if a video conference is not feasible), or in a hybrid manner with some meeting participants physically present while other meeting participants participate remotely by video conference (or telephone conference if a video conference is not feasible). Any meeting held by video or telephone conference shall be conducted in a manner that permits all meeting participants to hear speakers and to communicate with the other meeting participants (which communication may be by full voice and video participation, using a “chat”, “reactions” or “voting” feature, etc.). Participation in a meeting held via video or telephone conference constitutes presence at and participation in the meeting and those so participating, and all those who voted early, shall be included for purposes of establishing a quorum and determining the required vote for action at the meeting.

Section 9: Manner of Voting

(a) Votes taken during any meeting may be conducted in any manner approved by the President, Board of Directors or Executive Board, such as, but not limited to, voice vote, acclamation, show of hands, paper ballots, electronic ballots, electronic voting, electronic communications, and other means, provided that if a vote is taken in a manner that does not result in a tabulated outcome being announced, at the request of any participant in the meeting, the vote shall be taken in a manner that results in a tabulated outcome being announced.

(b) The President, Board of Directors or Executive Board may open voting before any meeting, by any means authorized by the President, Board of Directors or Executive Board, subject to limitations in these Bylaws on early voting at meetings of the Board of Directors and Executive Board.

(c) Voting procedures shall be established to ensure that each person entitled to vote at a meeting is able to cast only one vote.

(d) Any person voting in advance of a meeting or voting remotely during a meeting shall be included in the number participating in the meeting for all purposes, including establishing a quorum for the meeting.

(e) In limited circumstances expressly set forth in these Bylaws, the time period for voting at a meeting of the members of the Congregation may be extended for seven (7) days after the meeting.

Section 9: Required Vote for Action by the Board of Directors

Unless the Articles of Incorporation of the Congregation, these Bylaws, or applicable law requires a higher percentage, at any duly called meeting of the Board of Directors at which a quorum is established, the affirmative vote of a majority of the members of the Board of Directors participating in the meeting and entitled to vote shall be sufficient to take any action which may be taken by the Board of Directors at the meeting.

The Board of Directors also may act without a meeting by adopting a unanimous consent of all of the members of the Board of Directors entitled to vote. Such consent shall be in writing and may be communicated in any manner.

Notwithstanding other provisions of these Bylaws permitting early voting before a meeting, the adoption of a unanimous written consent by the Board of Directors is the only circumstance in which early voting may be permitted for an action taken by the Board of Directors. The purpose of this provision is to ensure that members of the Board of Directors have the opportunity to deliberate with each other before taking any action on which there is not unanimity.

Section 10: Required Vote for Action by the Executive Board

Unless the Articles of Incorporation of the Congregation, these Bylaws, or applicable law requires a higher percentage, at any duly called meeting of the Executive Board at which a quorum is established, the affirmative vote of a majority of the members of the Executive Board participating

in the meeting and entitled to vote shall be sufficient to take any action which may be taken by the Executive Board at the meeting.

The Executive Board also may act by unanimous consent of all of the members of the Executive Board entitled to vote. Such consent shall be in writing and may be communicated in any manner.

Notwithstanding other provisions of these Bylaws permitting early voting before a meeting, the adoption of a unanimous written consent by the Executive Board is the only circumstance in which early voting may be permitted for an action taken by the Executive Board. The purpose of this provision is to ensure that members of the Executive Board have the opportunity to deliberate with each other before taking any action on which there is not unanimity.

Section 11: Required Vote for Action by the Members of the Congregation

Unless the Articles of Incorporation of the Congregation, these Bylaws, or applicable law requires a higher percentage, at any duly called meeting of the membership of the Congregation at which a quorum is established, the affirmative vote of a majority of the members of the Congregation in good standing and participating in the meeting (including by early voting and remote voting) shall be sufficient to take any action which may be taken by the members of the Congregation at the meeting.

Section 12: Proxies

Proxies may not be used for any matter to be voted upon.

ARTICLE VII EMPLOYEES, CONTRACTORS AND CONSULTANTS

Section 1: Clergy and Others

The Congregation may from time to time engage the services of one or more Rabbis, one or more Cantors, and one or more other persons to provide services to the Congregation consistent with the Articles of Incorporation and these Bylaws. Such individuals shall be employed or engaged under written contracts on such terms and for such compensation as the Executive Board may determine, and on a full-time or part-time basis for such period of time as the Executive Board may deem advisable.

Section 2: Clergy Selection Process

The process for selecting Clergy (Rabbi, Assistant Rabbi, and Cantor) shall be as follows:

(a) The Board of Directors shall appoint a Clergy Selection Committee. The Committee shall consist of seven (7) members of the Congregation in good standing, not more than three (3) of whom shall be Directors at the time of appointment to the Committee.

(b) The Committee shall interview prospective candidates and make a recommendation to the Board of Directors.

(c) In selecting additional Clergy whenever the Congregation has continuing Clergy, the Board of Directors shall take appropriate steps to assure that the continuing Clergy is an integral part of the selection process.

(d) The Committee shall invite all individuals whose candidacy the Committee wishes to advance, to be introduced to the Congregation through participation in one or more services and/or other activities announced to the Congregation for such purpose.

(e) Following this introduction and after members of the Congregation have had the opportunity to express their views to the President and/or other members of the Board of Directors concerning the proposed candidate(s), and after receiving the recommendation of the Committee, the Board of Directors shall make a recommendation to the Congregation.

(f) If the Board of Directors' recommendation is that the Congregation select one of the candidates, the Board of Directors, or a committee of the Board to which the Board has expressly delegated the authority, shall inform the recommended candidate of the contemplated terms of employment, and if the terms of employment are mutually acceptable to the Board or its delegated committee, and the recommended candidate, the selection of the recommended candidate to be the Rabbi, Assistant Rabbi or Cantor of the Congregation shall be submitted to a vote of the membership at a meeting called for that purpose.

(g) At any duly called meeting of the membership of the Congregation called for the purpose of approving the selection, approval of the selection shall require the affirmative vote of a majority of the total number of members of the Congregation in good standing and entitled to vote. The vote shall be anonymous and shall be taken in any manner approved by the Board of Directors provided that procedures are adopted to ensure that each person entitled to vote may vote only one time.

(h) The President may extend the period of voting one (1) time, for a period of seven (7) days after the meeting, if the number of members of the Congregation in good standing and entitled to vote and participating in the meeting was less than a majority of the total number of members of the Congregation in good standing and entitled to vote.

(i) The final terms of employment and any contract of employment shall be subject to approval by the Executive Board. In considering such approval, the Executive Board shall consider the likely affect that the proposed terms may have on future budgets of the Congregation.

Section 3: Contract Renewals, Extensions and Replacements

The Board of Directors shall develop and administer policies governing renewal of contracts for all employees of the Congregation, taking into account the needs and views of the Congregation. Such policies shall include providing members of the Congregation with advance notice of the upcoming expiration of the term of any employment contract between the Congregation and a member of the Clergy (or any non-Clergy staff who have a contract of employment) who seeks renewal, extension or replacement of such contract, and an opportunity to express their views to the President and/or the Board of Directors regarding such renewal, extension or replacement contract. The terms of any extension, renewal or replacement contract, and any such contract, shall be subject to approval by the Executive Board.

ARTICLE VIII COMMITTEES

Section 1: Standing and Special Committees

(a) The President may appoint standing or special committees as the President may determine to be advisable, and shall determine the duties and functions of each committee in a manner consistent with these Bylaws.

(b) Committees shall consist of such members of the Congregation as the President may determine. At least one member of each committee, with the exception of a liaison committee, shall be a member of the Board of Directors.

(c) It is expected that each member of the Board shall be active on at least one major committee.

Section 2: Ex-Officio Committee Members

The President shall be a non-voting ex-officio member of each committee, standing or special, and may designate a Vice President as a non-voting ex-officio member of such committee.

Section 3: Committee Chairpersons

The President shall appoint or approve a chairperson of each committee. The committee chairperson appointed or approved by the President may, but need not be, a member of the Board of Directors.

Section 4: Committee Reports

At least annually, each chairperson of a committee shall provide to the Board of Directors a written report of the committee's major activities since the last such report.

Section 5: Liaison Committee

The President, Rabbi and Cantor may convene a liaison committee, which shall consist of members of the Congregation who are not Directors. The President, Rabbi and Cantor each may appoint two members of the committee. The purpose of a liaison committee would be to facilitate agreement between or among members or groups of the Congregation, and/or agreement between or among members of the Congregation and members of the Clergy, with conflicting views on a particular issue.

ARTICLE IX FISCAL YEAR AND FINANCIAL STATEMENTS

Section 1: Fiscal Year

The fiscal year of the Congregation shall commence on July 1 and conclude on the succeeding June 30. The Board of Directors has the authority to change the dates of the fiscal year if it is deemed prudent to do so.

Section 2: Financial Statements

The Board of Directors shall cause annual financial statements for the Congregation to be prepared. Such financial statements shall be made available to members of the Congregation upon request.

ARTICLE X RELIGIOUS SCHOOL

Section 1: Recognition of Importance

The Congregation recognizes the importance of a religious school to the long-term growth and vitality of the Congregation. The Congregation is therefore committed to supporting the operation of a religious school either wholly within the Congregational framework or in collaboration with other congregations and organizations, as the Congregation's Board of Directors may determine from time to time.

Section 2: Funding

The Congregation's annual budget shall include funding to support the operation of a religious school.

Section 3: General Oversight

The Board of Directors shall be responsible for and shall have general oversight authority over any religious school operated wholly within the Congregational framework or in collaboration with other congregations and organizations, subject to the internal governance structures adopted by the school and the exercise of oversight authority by any other congregation or organization supporting the school. Curriculum decisions shall be made within the school's internal governance structures provided they are consistent with the Congregation's values.

Section 3: Name, Branding and Marketing

The Congregation's Board of Directors shall approve the name, branding and marketing of the religious school supported by the Congregation.

ARTICLE XI OVERSIGHT BY INDIVIDUALS

Various provisions of these Bylaws state that individuals may "oversee" an activity. In those cases, the individuals may monitor, support, and facilitate the referenced activity and act as a liaison

between the Board of Directors and the various committees and constituencies involved in the referenced activity, but the individual shall not have unilateral authority over such activity or otherwise exercise the authority of the Board of Directors without express delegation of authority by the Board of Directors.

ARTICLE XII AMENDMENTS

An amendment to these Bylaws, and any new Bylaws, may be proposed only by (a) a majority of the voting members of the Board of Directors by vote taken at a duly called meeting of the Board of Directors, or (b) petition of the smaller of either fifty (50) members of the Congregation in good standing or ten percent (10%) of the members of the Congregation in good standing and entitled to vote.

A statement of the proposed amendment shall be distributed to all members at least ten (10) days prior to an annual or special meeting at which the amendment shall be considered.

At any duly called meeting of the membership of the Congregation at which a quorum is established, called for the purpose of acting upon a proposed amendment to these Bylaws or the adoption of any new Bylaws, adoption of any such proposed amendment or new Bylaws shall require the affirmative vote of a majority of the total number of members of the Congregation in good standing and entitled to vote.

The President may extend the period of voting one (1) time, for a period of seven (7) days after the meeting, if the number of members of the Congregation in good standing and entitled to vote and participating in the meeting (including by early voting and remote voting) is less than a majority of the total number of members of the Congregation in good standing and entitled to vote.