

AMENDED AND RESTATED BY-LAWS

TEMPLE SINAI
Atlanta, Georgia

ADOPTED ON MAY 6, 2019

PREAMBLE

In the spirit of Reform Judaism, and with the belief in our future as an active and progressive community of Jews, Temple Sinai continues to pursue our commitment to Torah and the practice of Mitzvot, our search for God and a sense of greater spirituality, and the building of Kehillah, true congregation.

As a congregation, we believe that egalitarian principles and full participation from our diverse and broad based membership will enable us to fulfill this mission.

ARTICLE I - NAME

This congregation shall be known as Temple Sinai (hereafter “Temple Sinai”, the “Congregation” and/or the “Corporation”).

ARTICLE II - AFFILIATION

This congregation is affiliated with the Union for Reform Judaism and it shall remain a member in good standing.

ARTICLE III – MEMBERSHIP, PRIVILEGES AND DUES

Section 1. Membership and Definitions. Membership in the Congregation is by choice of the individual, subject to the consent of the Board of Trustees (as defined under ARTICLE VII). For purposes of this Article III, the following definitions will apply:

A. Membership Classifications. There will be two membership classifications, each having specific associated membership criteria, rights and privileges: (i) Regular Member and (ii) Associate Member. The Board of Trustees of the Congregation may establish, from time to time, such further classifications of membership as it shall deem necessary and proper, provided, however, that no classification of membership shall be established which takes into account the relative ability, inability, willingness or reluctance to pay any particular sum of money or donate goods or services of any kind.

B. Regular Member. A Regular Member of the Congregation must satisfy the following criteria:

(i) Be at least 18 years old;

(ii) Be either (a) Jewish; or (b) a non-Jewish spouse or non-Jewish domestic partner of a Jewish Member (including a non-Jew who becomes divorced or widowed from his or her spouse who, at the time, was a Jewish Regular Member, or similarly becomes disengaged from or a survivor of a domestic partner who, at the time, was a Jewish Regular Member); and

(iii) Not be a Regular Member’s child who is either (a) a full-time student, or (b) a dependent of that Regular Member.

C. Associate Member. An Associate Member must satisfy the following criteria:

- (i) Be a regular member in good standing in another Jewish congregation in the metropolitan Atlanta area, or have a domicile and principal place of residence which is located at least 75 miles from the City of Sandy Springs (or such other distance as determined by the Board of Trustees from time to time);
- (ii) Be otherwise eligible to be a Regular Member; and
- (iii) Espouse that such individual's principal purpose for association with the Congregation is to provide support to the Congregation, rather than to participate in the activities of the Congregation.

E. Member. Members shall consist of Regular Members and Associate Members, each as defined in this Section 1.

F. Membership Household. One or more Members and their dependents who live together in a single household.

G. Good Standing. A Member shall be in good standing if he or she is current in all financial obligations to the Congregation, including but not limited to all dues, assessments and other financial pledges and obligations, as may be certified upon request by the Executive Director of the Congregation

Section 2. Membership Privileges.

A. General. Except as provided otherwise in this Section, only Regular Members in Good Standing and children of Regular Members in Good Standing will have the full rights and privileges of membership in the Congregation. Such rights include participation in religious school programs, becoming Bar or Bat Mitzvah and having other life cycle events. Associate Members will have those rights and privileges as determined by the Board of Trustees from time to time.

B. Voting Rights. All Regular Members in Good Standing shall have the right to vote at all Congregational meetings. Associate Members may not vote.

C. Certain Membership Privileges Reserved for Jewish Members. Only Jewish Members are eligible to serve (a) on the Board of Trustees, (b) as an elected officer, (c) on the Nominating Committee; and (d) as Vice President – Spiritual Life or any other committee with respect to which the Board of Trustees deems, in its discretion, that service as chair by a Jewish Member is in the best interests of the Congregation. The clergy may reserve certain ritual rights and privileges to Jewish Members where they deem it appropriate.

D. Preschool Preference. The children of Regular and Associate Members will have preference over the children of non-Members in enrollment in the Congregation's preschool at the beginning of each school year and the children of Regular Members will have preference over the children of Associate Members in enrollment in the Congregation's preschool at the beginning of each school year.

E. Non-Member Participation. From time to time, the Board of Trustees (i) may provide for non-Member participation in Congregational activities and the use of the Congregation's facilities, or (ii) may allow Members' guests or visitors, or members of out-of-town Union for Reform Judaism member Congregations, to attend High Holy Day services.

Section 3. Dues and Assessments. The Board of Trustees will maintain a system of dues and assessments, the specific details of which will be determined by the Board of Trustees. Dues and assessments will be charged or assessed per Membership Household, and will require each Membership Household to contribute to the support of the Congregation principally based upon the financial means and ability of the Membership Household and such other factors as may be appropriate.

Section 4. Divorced Regular Members. If two Members become divorced from each other (or terminate their domestic partnership), each such Member will be considered to live in a separate Membership Household for purposes of dues and assessments charged or assessed after such divorce or termination. Each such Member will be jointly and severally responsible for any unpaid dues or assessments charged or assessed prior to such divorce or termination, including any outstanding pledges or similar obligations in effect prior to such divorce or termination.

Section 5. Approval, Suspension and Termination of Membership. The Board of Trustees will maintain written policies governing the process for membership approval, suspension of a Member's rights and privileges, and the termination of a Member's membership. Such policies (A) may take into account those factors that the Board of Trustees deems reasonable and appropriate to further the best interests of the Congregation; (B) may include the right, under appropriate circumstances, to waive any application requirement, to waive a failure of a Member to maintain Good Standing, or to waive, extend or modify any financial obligation owing from a Member; and (C) may include the right to suspend or terminate a Member's membership for, among other reasons, failure to meet financial obligations owing to the Congregation or disruption of the Temple Sinai community in ways that threaten its educational, spiritual, or community-based missions. Potential members whose applications are rejected and Members whose memberships are suspended or terminated may contest such actions to the Board of Trustees, which reserves sole discretion in the final determination of Membership.

ARTICLE IV - OFFICERS

Section 1. Composition. Officers of the congregation shall consist of a President, a President-Elect, a Vice President – Community, a Vice President – Development, a Vice President – Education, a Vice President – Membership, a Vice President – Spiritual Life, a Vice President – Communications/Secretary, a Treasurer and an Assistant Treasurer.

Section 2. Election and Term of Officers. The Officers shall be elected at the Annual Meeting of the congregation for a term of one year and shall serve until their successors are duly elected and qualified. No officer so elected shall be eligible to serve in the same office for more than two consecutive terms, except that the Treasurer and the Assistant Treasurer shall be eligible to serve in the same office for up to four consecutive terms.

Section 3. President. The President shall preside at all meetings of the congregation and of the Board of Trustees, and carry into effect all resolutions of the Board of Trustees, and of the congregation and shall generally perform such other duties as are usually incident to his or her office. He or she shall be an ex-officio member of all committees with the exception of the Nominating Committee, but he or she shall not have the right to vote at the meetings of such committees.

Section 4. President-Elect; Vice Presidents. The President-Elect and the Vice Presidents shall assist the President. The President-Elect shall perform all presidential duties in the absence of the President. The President-Elect shall be charged with assisting the President with all presidential duties and shall be the preferred successor to the President at the expiration or earlier termination of the President's term;

however, the Nominating Committee, in its sole discretion, may nominate any other Member to serve as the President in lieu of the President-Elect. In the event of the President's death, disability, resignation or disqualification or removal from office, the President-Elect shall assume the office of the President and perform all presidential duties until the next meeting of the congregation and the election of the President's successor. Each of the President-Elect and the Vice Presidents shall perform such duties as are usually incident to such offices and such other duties as may be designated from time to time by the President and/or the Board of Trustees.

Section 5. Vice President – Communications/Secretary. In addition to such other duties as may be designated from time to time, the Vice President – Communications/Secretary shall keep minutes of the meetings of the congregation and the Board of Trustees; shall be responsible for distributing notices of all meetings of the congregation and of the Board of Trustees; shall maintain the roster of attendance at all Board of Trustees meetings; and shall generally perform such duties as are usually incident to his or her office.

Section 6. Treasurer. The Treasurer shall have custody of all funds and property of the congregation; shall keep complete and accurate books and records of accounts which shall be open to examination at any reasonable time by any member of the Board of Trustees; shall collect all dues and assessments and all other moneys which shall be payable to the congregation; shall be responsible for the disbursing of the funds of the congregation, as authorized by the Board of Trustees; shall deposit funds of the congregation in its name in such financial institutions as shall be designated by the Board of Trustees; shall invest such funds as directed by the Board of Trustees; shall render financial statements of the condition of the congregation at all regular meetings of the Board of Trustees; shall render an annual financial statement of the condition of the congregation; shall procure an annual audit of the books and records of the congregation by certified public accountants of a firm other than that with which he or she is associated; and shall generally perform such other duties as are usually incident to his or her office. The Treasurer, with the assistance of the Finance Committee and Executive Committee, shall prepare a budget for the current year and present it to the Board of Trustees at its meeting held prior to the Annual Meeting of the congregation. The Treasurer shall chair the Finance Committee and shall be an ex-officio member of each of the Endowment Committee and the House Committee.

Section 7. Assistant Treasurer. The Assistant Treasurer shall assist the Treasurer in discharge of the responsibilities and duties enumerated above, and shall perform such tasks and function as may, from time to time, be designated by the Treasurer.

Section 8. Historian. A Historian may be appointed annually by the President. The Historian shall be eligible to succeed himself or herself. The Historian shall be responsible for compiling and maintaining an ongoing history of Temple Sinai. A Book of History may be created which may be maintained in permanent form and be freely available in a public place within the building.

Section 9. Parliamentarian. At or prior to the first Board of Trustees meeting after the Annual Meeting, the President may appoint a Parliamentarian. No person shall be eligible to serve as Parliamentarian unless he or she is a Regular Member in good standing. The Parliamentarian shall advise the President and the Board as to Rules of Procedure and shall perform such duties as are usually incident to his or her office. The Parliamentarian shall serve as a non-voting member of the Board.

Section 10. Vacancies. Vacancies which occur in any office shall be filled as soon as possible by the Board of Trustees. All persons so appointed shall fill the unexpired term of the person in whose place he or she has been appointed and shall be eligible for election as an officer by the congregation at the

Annual Meeting upon completion of the unfinished term to which he or she has been so appointed as if he or she had not filled a vacancy.

Section 11. Bonding. The Board of Trustees may, in its discretion, require that all officers and employees authorized to handle funds of the congregation be bonded.

Section 12. Removal of an Officer. An officer may be removed by two-thirds (2/3) of the voting members of the Board of Trustees. The action of the Board of Trustees may be appealed by the officer to the congregation and may be overruled by a majority of those present and entitled to vote at any regular or special meeting of the congregation; provided, however, that a quorum for purposes of this Section shall consist of at least 150 voting members. While there shall be no standard, per se, imposed on the Board or membership in exercising their power of removal hereunder, it is not anticipated that an officer will be removed in the absence of substantial reasons such as gross negligence related to the performance of his or her duties, the commission of a crime, or commission of an act of moral turpitude.

ARTICLE V - NOMINATIONS AND ELECTION OF OFFICERS AND TRUSTEES AND BOARD OF EDUCATION

Section 1. Nominating Committee.

(a) Composition; Term. There shall be a Nominating Committee appointed by the Board of Trustees. Not later than the second meeting of the Board of Trustees following each Annual Meeting of the congregation, the Board of Trustees shall appoint a Nominating Committee for a term of one year consisting of eleven (11) members of the congregation including:

- (i) Two (2) Past Presidents of the congregation (if willing and able to serve), including the Immediate Past President if willing and able to serve and
- (ii) Nine (9) additional At-Large members;

provided that not more than three (3) of the At-Large members can be current members of the Board of Trustees and not more than two (2) of the At-Large members may serve in any given year in a second consecutive term.

(b) Chairperson. The President shall designate as Chairperson the Immediate Past President if willing and able to serve or, if not willing and able to serve, a current At-Large member of the Board of Trustees who has been appointed to the Nominating Committee.

(c) Ex-Officio Member of the Nominating Committee. The Chairperson of the immediately preceding year's Nominating Committee shall sit as an Ex-Officio member of the current Nominating Committee, but he or she shall have no vote on said Committee.

(d) Conflicts of Interest of Members of the Nominating Committee. No voting member of the Nominating Committee may be nominated during his or her term on the Committee for any office, for membership on the Board of Trustees as an At-Large Trustee, Brotherhood Trustee, Sisterhood Trustee, or Teen Trustee. Current officers of the congregation shall be ineligible to serve on the Nominating Committee.

(e) Notice to the Congregation. Within two (2) weeks following selection of the Nominating Committee, the congregation shall be notified of the members of this Committee.

(f) Duties of the Nominating Committee; Annual Meeting; Vacancies. The objective and responsibility of the Nominating Committee is to ensure representation of the synagogue on the Board of Trustees. The Nominating Committee shall meet no less than three (3) times in its first six (6) months and such additional times as are necessary during the period leading up to the Annual Meeting of the congregation. At all meetings of the Nominating Committee, a quorum shall consist of six (6) members thereof. The Board of Trustees shall choose a place, date and time for the Annual Meeting at a meeting at least one hundred twenty (120) days prior to such meeting. The congregation shall be invited to submit recommendations for offices to be filled by notice not less than one hundred twenty (120) days prior to the Annual Meeting of the congregation. In no event shall the Nominating Committee formally slate nominees for office prior to sixty (60) days before the date of the Annual Meeting of the congregation in order to allow ample time for the congregation to provide names, comments and input to the Nominating Committee. Vacancies on the Nominating Committee shall be filled by the Board of Trustees if they occur at least forty (40) days before the date of the next Annual Meeting of the congregation. Individuals resigning from the Nominating Committee shall not be eligible for nomination as Officers or members of the Board of Trustees or Board of Education for that year.

Section 2. Report of the Nominating Committee. At least forty (40) days prior to the Annual Meeting of the congregation, the Nominating Committee shall cause to be mailed to the members of the congregation its recommended slate of Trustees and Officers. The Nominating Committee shall nominate at least one member of the congregation for each available office and vacancy on the Board of Trustees.

Section 3. Nomination by Petition. Any member of the congregation desiring to be nominated and serve as a Trustee or Officer, or another member of the congregation on his or her behalf, may initiate a written petition for nomination of such member. Such written petition for nomination must be signed by fifteen (15) additional members of the congregation and must be submitted to the Chair of the Nominating Committee at least twenty (20) days prior to the Annual Meeting. The Chair of the Nominating Committee shall cause to be mailed to the members of the congregation a list of those members nominated by written petition at least fifteen (15) days prior to the Annual Meeting.

Section 4. Nominations from the Floor. No nominations shall be made from the floor at the Annual Meeting; except that if, at the time of such elections, there is not a sufficient number of qualified nominees to fill the positions which are open for election, nominations shall then be authorized from the floor.

Section 5. Eligibility. Only Regular Members shall be eligible for election by the congregation or Board of Trustees as Officers or Trustees.

Section 6. Voting. There shall be no cumulative voting, but a member need not vote for as many vacancies as remain to be filled. The voting may be oral, unless there is more than one candidate for a position, in which case the voting shall be by secret written ballot. The votes shall be counted and certified by the Vice-President - Communications/Secretary and the Treasurer. The candidates with the majority of votes cast shall be elected to their respective positions.

Section 7. Election Procedures. Prior to the elections, all candidates shall be introduced to the Annual Meeting by the Chair of the Nominating Committee or, if not present, by the President. There shall be no discussion concerning any candidate at the Annual Meeting.

ARTICLE VI - MEETINGS OF THE CONGREGATION

Section 1. Annual Meeting. The Annual Meeting of the congregation shall be held each year on such date and at such place as shall be designated by the Board of Trustees. Written notice of the Annual Meeting shall be given in the Bulletin or otherwise to each member of the congregation at least fourteen (14) days prior thereto.

Section 2. Special Meeting. Special meetings of the congregation shall be called by the President, as he or she shall deem necessary, or at the request of a majority of the entire Board of Trustees, or upon the written application of twenty-five (25) Regular Members of the congregation. Written notice of each special meeting shall be sent to each member of the congregation at least seven (7) days prior thereto. The notice of each special meeting shall state the nature of the business to be transacted thereat, and no other business shall be transacted at any special meeting.

Section 3. Quorum. At all meetings of the congregation, seventy (70) Regular Members of the congregation shall constitute a quorum for the transaction of business.

Section 4. Voting. Voting at the Annual Meeting and all special meetings shall be by those members of the congregation present and entitled to vote, and voting by proxy shall not be permitted.

Section 5. Election of Officers and Trustees. At the Annual Meeting of the congregation, there shall be elected those officers as hereinabove described, and members of the Board of Trustees to fill those terms which expire, as well as any vacancies on the Board of Trustees.

ARTICLE VII - BOARD OF TRUSTEES

Section 1. Composition. The Board of Trustees shall consist of the current officers of the congregation, twelve (12) Trustees (the "At-Large Trustees") elected by the congregation. The Board of Trustees shall also include one (1) representative of the Men's Club of Temple Sinai (the "Brotherhood Trustee"), one (1) representative of the Women of Temple Sinai (the "Sisterhood Trustee"), and one (1) teenage representative of the youth of Temple Sinai (the "Teen Trustee"). The Brotherhood Trustee and the Sisterhood Trustee shall be members of the organizations they represent at the time of their election and throughout their term. The Brotherhood Trustee, the Sisterhood Trustee, and the Teen Trustee shall be elected by the congregation. The Board of Trustees shall also include up to three (3) Trustees appointed by the President of the congregation, in concurrence with the President-Elect (the "Presidential Trustees") and approved by the Board of Trustees. In addition, the immediate past President of the congregation shall be a voting member of the Board of Trustees until his or her successor becomes immediate past President. Past Presidents other than the immediate past President, the Senior Rabbi, the additional rabbis, the Executive Director, the Bunzl Cantorial Chair, the Director of Education and the Preschool Director shall be non-voting members of the Board of Trustees. In addition, any member of the congregation who serves on the Board of Trustees of the Union for Reform Judaism or the Board of Governors of Hebrew Union College-Jewish Institute of Religion shall be non-voting members of the Board of Trustees during such member's term of service. Each member of the Board of Trustees is charged with full fiduciary responsibility for advocating and enacting policies in the general best interest of the congregation on all matters presented to the Board of Trustees regardless of the constituency which each may represent.

Section 2. Election and Term of Trustees. At each Annual Meeting of the congregation, six (6) At-Large Trustees, the Brotherhood Trustee, the Sisterhood Trustee, and the Teen Trustee shall be elected by the members of the congregation. Each At-Large Trustee shall be elected to serve for a term of two (2) years, the Brotherhood Trustee, the Sisterhood Trustee and the Teen Trustee shall be elected to serve for a

term of one (1) year, and all shall serve until their successors are duly elected and qualified. The Presidential Trustees shall serve for a term from the time of their appointment until the next Annual Meeting of the congregation, which shall constitute a full term regardless of the month of the appointment of such trustee. No Brotherhood Trustee, Sisterhood Trustee, Teen Trustee or Presidential Trustee shall be eligible to serve for more than two full consecutive terms. Trustees shall be ineligible for membership on the Board of Trustees in any capacity for a period of one (1) year after serving a full term of two (2) years in the case of At-Large Trustees or after serving two consecutive terms of one (1) year each in the case of the Brotherhood Trustee, the Sisterhood Trustee, the Teen Trustee or a Presidential Trustee, provided, however, that nothing herein shall prevent the election of a person as an Officer of the congregation who may be ineligible for membership on the Board of Trustees under the provisions hereof.

Section 3. Regular Meetings. Regular meetings of the Board of Trustees shall be scheduled to be held monthly, at least nine (9) times per year; provided, however, that the President has discretion to cancel no more than three (3) such meetings so long as no two (2) cancellations are for previously scheduled meetings in successive months.

Section 4. Special Meetings. Special meetings of the Board of Trustees may be called by the President as he or she may deem necessary or upon the written request of six (6) or more Board members entitled to vote.

Section 5. Quorum. A quorum at any regular or special meeting of the Board of Trustees shall consist of a majority of the Board entitled to vote.

Section 6. Voting. Members of the Board of Trustees shall have the right to vote at Board meetings only when present.

Section 7. Vacancies. Vacancies which occur on the Board of Trustees shall be filled as soon as possible by the Board; provided, however, that all persons so appointed as At-Large Trustees shall serve only until the next Annual Meeting of the congregation at which time a successor At-Large Trustee, shall be elected by the congregation to fill the unexpired portion of the Trusteeship term. All persons so appointed to fill a vacancy on the Board of Trustees shall be eligible for election as a member of the Board of Trustees by the congregation upon completion of the unfinished term to which he or she has been so appointed. In the event of chronic absenteeism on the part of a voting member of the Board of Trustees, the absentee Board Member shall be deemed to have automatically resigned his or her position as a Board Member, and that position shall be considered vacant. For purposes of this Section 7, chronic absenteeism shall be deemed to mean absence from four (4) or more regular or special meetings of the Board in any year of the Board Member's term, unless excused by vote of the Executive Committee.

Section 8. Powers and Duties. The Board of Trustees shall govern the affairs of the congregation, have charge of its property and revenues, and take such action as shall in its judgment best promote the welfare of the congregation, subject to the provisions of these By-Laws, with full power to delegate its powers to a committee or individuals. In furtherance and not in limitation of the foregoing, the Board of Trustees shall have the power to:

- (a) Accept members of the congregation;
- (b) Hire such employees including but not limited to, the Director of Education, the Bunzl Cantorial Chair, and the Executive Director as may be necessary, establish their duties and compensations, and remove such employees;

- (c) Designate the manner in which checks, drafts and other orders for the payment of money shall be signed;
- (d) Authorize the appropriation and use of funds;
- (e) Authorize the execution of short-term leases of real or personal property for periods not to exceed five (5) years;
- (f) Purchase or otherwise acquire, hold, own, or lease real property and to convey, sell, assign, transfer, lease, mortgage, encumber, exchange or otherwise dispose of such property when authorized by a majority of those present and entitled to vote at any Annual or special meeting of the congregation, or when authorized as provided in subparagraph (g) herein below;
- (g) Authorize the Officers of the congregation to borrow money on behalf of the congregation, to execute such evidence of indebtedness as may be necessary, and to secure the same by pledge or mortgage of the whole or any part of the assets of the congregation other than real property, or to secure the same by pledge or mortgage of real property where an existing loan of the congregation is refinanced without increasing the underlying debt; provided, however, the Board of Trustees may not mortgage real property of the congregation or borrow an amount which, at time of loan, causes the aggregate loans payable of the congregation to exceed 50 per cent (50%) of the gross revenues of the congregation as reflected on the income statement for the previous fiscal year unless authorized by a majority of those present and entitled to vote at any Annual or special meeting of the congregation.

ARTICLE VIII - CLERGY

Section 1. Selection.

- (a) The Senior Rabbi shall be selected by the voting members of the Board of Trustees upon such terms and conditions as the Board may determine. Such selection of the Senior Rabbi shall be subject to ratification of the congregation at a regular or special meeting by a majority of those present and voting.
- (b) The Senior Rabbi may be removed by a majority of the voting members of the Board of Trustees. The action of the Board of Trustees may be appealed by the Senior Rabbi to the congregation and may be overruled by a majority of those present and entitled to vote at any regular or special meeting of the congregation; provided, however, that a quorum for purposes of this sub-section shall consist of at least 150 voting members.

Section 2. Duties and Privileges. The Senior Rabbi shall be the chief spiritual leader of the congregation and shall perform such duties as are normal and customary for that office.

Section 3. Additional Rabbis. The Board of Trustees, from time to time, may employ additional clergy as it deems appropriate, to assist the Senior Rabbi, on such terms and conditions as shall be determined by the Board of Trustees. The duties and responsibilities of any additional clergy shall be determined by the Senior Rabbi and approved by the Board of Trustees.

ARTICLE IX - COMMITTEES

Section 1. Standing Committees. As soon as practical following the Annual Meeting, the Chairperson and members of the following Standing Committees shall either be selected as outlined herein or, if not otherwise provided, may be appointed by the President.

- (a) **Finance Committee.** The Treasurer shall serve as Chairman of this Committee. The Committee shall meet periodically and whenever requested to do so by the Treasurer, the President, or the Board of Trustees. This Committee shall periodically review the financial results of the Congregation, designate financial institutions with which to deposit funds, direct investment of non-Endowment funds, review and make recommendations regarding real property transactions and determine financial policies (in partnership with the Board of Trustees and the Executive Director), and consider and advise the Board of Trustees on any financial matters which have been referred to it by the Board of Trustees. The Committee shall submit to the Board of Trustees not later than sixty (60) days prior to the commencement of each fiscal year, a proposed operating budget for the congregation. This Committee shall cause to be performed an annual audit by a Certified Public Accountant. The members of the Finance Committee shall be appointed by the Treasurer and the Executive Director, with approval by the President. The members shall serve one year renewable terms and may be replaced or their membership terminated during or after their terms by the President.
- (b) **Committee on Spiritual Life.** This Committee shall enhance the spiritual lives of Temple Sinai members in the synagogue and at home. The Committee will work to foster an environment rich with sacred moments that provides diverse pathways to deepen spiritual life through ritual, worship, celebrations, music, and ongoing opportunities to explore faith and meaning.
- (c) **House Committee.** This committee shall advise the Board of Trustees with respect to the planning, acquisition, construction, expansion renovation or improvement of facilities for religious services, the religious school, the preschool and social hall activities. The Committee shall supervise the maintenance and repair of any buildings and surrounding grounds, and it shall periodically inspect the buildings and surrounding grounds and make recommendations as to their maintenance. The Committee shall advise the Board of Trustees of any matters referred to it. This Committee shall further determine the use of the facilities by Members, non-members and/or non-affiliated organizations, and it shall report its findings and recommendations to the Board of Trustees. The Committee shall review from time to time the rules for the use of the congregation facilities and report its recommendations to the Board of Trustees.
- (d) **Membership.** The Membership Committee shall be chaired by the Vice President – Membership and shall assist with all membership-related matters, including recruitment, integration, engagement and retention of members. Membership on the Committee shall be as determined by the Vice President – Membership provided that the Committee shall include the staff member responsible for membership engagement and at least one (1) representative of Brotherhood and one (1) representative of Sisterhood.
- (e) **Executive Committee.** There shall be a Standing Committee known as the Executive Committee which shall consist of the immediate past President, the President, the President Elect, the Vice Presidents, the Treasurer, the Vice-President - Communications/Secretary, and the Assistant Treasurer. The Senior Rabbi, additional rabbis, the Bunzl Cantorial Chair and the Executive Director shall be ex-officio members of the Executive Committee. The purpose

- of the Executive Committee shall be to make recommendations to the Board of Trustees, to advise the President and to take action as prescribed by these By-Laws. The Executive Committee shall meet periodically as determined by the President.
- (f) Sisterhood The Women of Temple Sinai shall be referred to in these By-Laws as “Sisterhood”, but Sisterhood has complete discretion to select an alternative name by which it may refer to itself. Sisterhood shall be open to membership of all adult members of the congregation. Sisterhood shall provide for organization and shall submit from time to time on a regular basis to the Board of Trustees a report of its activities and functions. It shall not perform any act or function inconsistent with these By-Laws and/or rules or policies established by the Board of Trustees.
- (g) Brotherhood. The Men’s Club of Temple Sinai shall be referred to in these By-Laws as “Brotherhood”, but Brotherhood has complete discretion to select an alternative name by which it may refer to itself. Brotherhood shall be open to membership of all adult members of the congregation. Brotherhood shall provide for organization and shall submit from time to time on a regular basis to the Board of Trustees a report of its activities and functions. It shall not perform any act or function inconsistent with these By-Laws and/or rules or policies established by the Board of Trustees.
- (h) Professional Relations Committee. This Committee is charged with: (1) the responsibility of facilitating the performance evaluations of the Rabbi, the Executive Director, and such other employees as may be requested by the President; (2) negotiating employment agreements on behalf of the Board of Trustees with those employees whom the Board determines should be offered such agreements; (3) providing guidance and support to the Rabbi, the Executive Director and such other employees as may be requested by the President; (4) evaluating the professional staffing needs of the congregation; and (5) supervising the integration into the life of the congregation of newly hired clergy and other senior professional staff. The Committee shall be comprised of seven (7) members, to include the President, the President Elect, three Past Presidents (if willing and able to serve) to be appointed by the President (which appointees shall include the Immediate Past President if willing and able to serve), and two current members of the Board of Trustees to be appointed by the President (provided that such current members of the Board of Trustees shall be appointed to this Committee during the first year of their terms on the Board). The President-Elect shall serve as Chairman of this Committee, if he or she is willing and able to serve; otherwise the President shall appoint a Chairman. The Committee shall meet throughout the year as needed and report its assessments to the Board of Trustees at least once per year, or more frequently should the Board of Trustees so request. The term of membership on this Committee for Past Presidents shall be two (2) years, and Past Presidents may be appointed to this Committee for up to two consecutive terms. The term of membership for members of the Board of Trustees shall be two years, which shall coincide with their terms on the Board of Trustees.
- (i) Past Presidents Committee. This Committee is charged with the responsibility of providing resources, advice and a sounding board to the current President, Officers and Board of Trustees. All Past Presidents who are Members of the congregation shall be members of this Committee. The Immediate Past President shall serve as the Chairman of this Committee. Meetings of this Committee shall be held from time to time at the request of the President, the Chairman or any three (3) Officers and/or Past Presidents of the congregation.

- (j) Development Committee. With the exception of annual membership commitments, the Development Committee is responsible for the oversight of fundraising initiatives to sustain the operational, endowment, capital, and special funding needs of the congregation. The Development Committee will be chaired by the Vice President - Development and should include at a minimum the synagogue's President-Elect, Treasurer, and Executive Director, as well as representation from the Endowment Committee, the Finance Committee, the House Committee, the Board of Trustees, and Clergy as members.
- (k) Tzedek Council. The Tzedek Council is responsible for creating a vision for what social justice means to the Temple Sinai community and how that vision will be implemented. The Council will oversee social action initiatives at Temple Sinai and develop partnerships with existing local and national organizations to support those efforts. Council membership shall include a chair (who shall be the Vice President of Community unless another Chair is designated by the Vice President of Community after consultation with the President), a member of the clergy, each subcommittee chair (who shall be appointed by the Vice President of Community), five to seven additional members to represent various constituencies within Temple Sinai, and two staff members who represent education and membership engagement. The Council is expected to meet quarterly.
- (l) Other Committees. The Board of Trustees or President may establish from time to time such other and further standing and special committees as either shall deem necessary and appropriate in the circumstances.

Section 2. President as Ex-Officio Member. The President shall be a member ex-officio of all committees except the Nominating Committee.

ARTICLE X - EDUCATION ADVISORY BOARD

Section 1. Name. There shall be a Temple Sinai Education Advisory Board (the "EAB").

Section 2. Responsibilities, Powers and Duties. The EAB, under the supervision of the Vice President - Education, shall be charged with: (1) establishing and maintaining policies with regard to the educational programs and services of Temple Sinai; (2) working with the Director of Education to coordinate learning programs across all member demographics; (3) making reports to the Board of Trustees on an as-needed basis; and (4) participating in the strategic planning process for educational programming at Temple Sinai. The Board of Trustees shall adopt guidelines (the "EAB Guidelines"), consistent with these By-Laws, which shall govern the composition, operation and policies of the EAB. The Board of Trustees may amend or modify the EAB Guidelines at any time, subject to the limitations set forth in Section 3 below.

Section 3. Education Advisory Board Committee Structure. The EAB shall be composed of a minimum of three (3) operating standing committees (the "EAB Standing Committees") as defined in Section 6 below and the EAB Guidelines. Each Committee shall have such areas of responsibility as the Vice President – Education so determines, subject to the specific provisions set forth below and as set forth in the EAB Guidelines. The number, names, composition, duties and responsibilities of each of the EAB Standing Committees may be changed by the Board of Trustees only by amending the EAB Guidelines.

Section 4. EAB Composition. The EAB shall be chaired by the Vice President – Education and shall be composed of (i) the Chairs and Vice Chairs of each of the EAB Standing Committees, each of whom shall be appointed as provided in the EAB Guidelines; (ii) one (1) representative from the Temple Sinai Teen Board selected by the Temple Sinai Teen Board annually; and (iii) such additional persons as

shall be selected by the Vice President – Education with the advice of the Director of Education. In addition the following individuals shall serve as advisory members of the EAB: (i) the immediate past Vice President – Education; (ii) a member of the clergy, (iii) the Director of Education; (iv) the Preschool Director; (v) the Director of the Religious School; (v) the Director of Youth and Teen Programming, and (vi) such other individuals as the EAB Guidelines may indicate.

Section 5. Meetings of the EAB. The EAB shall meet regularly at least quarterly at such time and place set by the Vice President – Education.

Section 6. Composition of the EAB Standing Committees. Each EAB Standing Committee shall have a Chair and at least one Vice Chair. The EAB Guidelines shall establish the composition of each of the EAB Standing Committees. Each EAB Standing Committee shall have not fewer than three (3) members who are Regular Members in addition to the Chair and Vice Chair. The senior professional staff person associated with each EAB Standing Committee shall be a non-voting member of such committee.

Section 7. Meetings of the EAB Standing Committees; Operation of the EAB Standing Committees. Each of the EAB Standing Committees shall meet regularly as needed at such time and place set by the Chair of such Committee. The duties, obligations and rules of operation and procedure of each EAB Standing Committee shall be established by the EAB Guidelines and by each Committee if not inconsistent with the EAB Guidelines.

Section 8. Nature of EAB. The EAB serves as a source for advice and input on the entire educational program of the congregation. As such, no formal votes shall be taken at meetings of the EAB or at any of its Committees. When reporting to the Board of Trustees as to the deliberations and advice of the EAB or any of its Committees, the Vice President-Education and the EAB Standing Committee Chairs shall use their reasonable best efforts to provide all views expressed by EAB members.

Section 9. Other Special and Standing Committees. The EAB, from time to time, may establish its own special committees to perform such functions as may be necessary and proper.

ARTICLE XI - ENDOWMENT FUND COMMITTEE

Section 1. Name and Purpose. There is hereby established an Endowment Fund Committee (referred to in this Article as the “Committee”) which shall be responsible for the administration of a fund to be known as the (“Temple Sinai Endowment Fund” (referred to in this Article as the “Fund”). The purpose of the Committee is to accept and administer all funds which are received from any sources for the Fund, or which may be transferred to the Fund by action of the Board of Trustees, excluding however, those special funds, under the supervision and control of the Board of Trustees and/or the Rabbi.

Section 2. Responsibilities, Powers and Duties. The Committee shall be charged with the authority and responsibility for soliciting, accepting, administering and investing the Fund. The Committee shall also have exclusive authority and responsibility to make recommendations for the disposition of assets from the Fund; however, all such recommendations shall be submitted to the Board of Trustees for approval, and such Committee recommendations and Board approval shall be approved by a two-third (2/3) vote of the voting members in attendance at each body.

The Fund shall be kept separate and apart from any other funds of Temple Sinai, and shall be used or expended only in the manner provided in the By-Laws, as well as any rules and regulations which shall from time to time be adopted by the Committee with the approval of the Board of Trustees.

Section 3. Committee Composition; Nominating Sub-Committee; Vacancies.

(a) Committee Composition. The Committee shall be composed of fifteen (15) members who shall be appointed by the Board of Trustees for a term of three (3) years and who shall serve in staggered terms. Members may be appointed to succeed themselves, but may not remain on the Committee for more than two (2) consecutive terms. No more nor less than two (2) voting members of the Board of Trustees shall at all times be members of the Committee. Should a member of the Committee be later elected to the Board of Trustees, he or she may nevertheless, continue as a member of the Committee for the remainder of his or her term, but he or she shall not be considered as the member of the Board required under the preceding sentence. Should the Board's representative on the Committee terminate his or her term on the Board prior to the end of his or her term on the Committee, such member shall nevertheless continue as a member of the Committee, and the Board shall select another representative to serve on the Committee.

(b) Nominating Sub-Committee. The Committee shall annually appoint a Nominating Sub-Committee, which shall be charged with proposing a slate of five (5) individuals to fill the expiring Committee members' terms. The Nominating Sub-Committee shall consist of three members from the Committee and include the current chairperson of the Committee. The slate shall be presented to the Committee for confirmation. Once confirmed by the Committee, and after the Annual Meeting of the Congregation, the slate shall be presented to the Board of Trustees as recommendations for appointment in accordance with the previous section. The Board of Trustees may appoint any or all of the members so recommended or may appoint any other eligible persons, in its sole discretion. Members of the Nominating Sub-Committee are not eligible to be appointed to or slated for appointment to a new term of membership on the Committee.

(c) Vacancies. Vacancies on the Committee shall be filled as soon as possible by the Board of Trustees.

Section 4. Chairperson. At its first meeting each year, the members of the Committee shall select a chairperson, who shall not be a voting member of the Board of Trustees, who shall officiate at that and future meetings and carry into effect all actions of the Committee, and who shall serve as chairperson for a term of two (2) years. The chairperson shall be limited to two (2) consecutive terms of two (2) years each; provided, however, that the chairperson may continue as a member of the Committee after serving as chairperson and may be re-selected as chairperson after another member has served as chairperson.

Section 5. Meetings/Quorum. A quorum shall consist of eight (8) members of the Committee. Except as otherwise provided, when there is a quorum, a majority of those present and voting shall be needed to take action. The Committee shall meet at least four (4) times annually, and the Chairman shall give at least ten (10) days written notice prior to any meeting.

Section 6. Endowment Investment Subcommittee. At its first meeting of the year, the Committee shall select a subcommittee consisting of five (5) members of the Committee, plus the Chairman of the Committee, who shall serve as the Endowment Investment Subcommittee (hereinafter referred to as the "Subcommittee"). The Subcommittee shall consider and from time to time make recommendations to the Committee with regard to investments to be made with Fund assets. The Chairperson of the Committee shall serve as chairperson and non-voting member of the Subcommittee, and he or she shall call meetings from time to time. At least four (4) members of the Subcommittee shall be present in order to constitute a quorum. A member of the Subcommittee may be replaced by another member of the Committee at the discretion of the Committee whenever such member is chronically absent or otherwise fails to participate in the deliberations and activities of the Subcommittee.

Section 7. Annual Report/Audit. A report of the Committee's activities and the status of the Fund shall be presented to the Congregation at the Annual Meeting. The Fund shall be audited annually in conjunction with the financial records.

Section 8. Powers and Liabilities. Members of the Committee shall only be liable for their gross negligence or willful misconduct, or provable fraud, and such liability shall be on a several and individual basis.

ARTICLE XII - MISCELLANEOUS

Section 1. Seating. Seats for members in the Temple Sanctuary shall be unassigned.

Section 2. Rules of Procedure. Rules of Procedure at all meetings of the congregation and the Board of Trustees shall be determined by "Roberts Rules of Order", latest revised edition, unless otherwise herein provided.

Section 3. By-Law Amendments. Any proposal to amend these By-Laws shall be presented in writing and shall be submitted to the Vice President - Communications/Secretary at least twenty (20) days prior to the date it shall be presented to the congregation for action thereon. Any such amendment may be initiated by the Board of Trustees or by application of at least fifteen (15) Regular Members of the congregation. Where any By-Law amendment is initiated by the Board of Trustees, it shall approve same at least twenty (20) days before it shall be presented to the congregation for action thereon. The proposed amendment(s) may then be acted upon at any regular or special meeting of the congregation. The proposed amendment(s) shall be sent to each member of the congregation with the notice of the meeting at which it is to be considered (see Article VI for required notice). The adoption of a proposal for amendment shall require an affirmative vote of two-thirds (2/3) of the members present and entitled to vote at the meeting of the congregation for its adoption. A proposal for amendment which has been rejected by the congregation may not be resubmitted for the consideration of the congregation unless six (6) months shall have elapsed since the time of such rejection.

Section 4. Fiscal Year. The Board of Trustees of the congregation shall establish a fiscal year for financial purposes of the congregation.

Section 5. Memorials; Donor Recognition.

- (a) Except as otherwise provided in this section, neither the Sanctuary nor any permanent parts thereof shall honor or memorialize any one or more individuals, groups or entities. The restrictions of this Section 5(a) shall not apply to the chapel.
- (b) Paid donations of one million dollars (\$1,000,000) or greater as determined by the Board of Trustees shall fulfill the financial minimum set by the Board of Trustees for a named "Chair" or "School" and shall entitle the donor to direct the name for such Chair or School to honor or memorialize any one or more individuals, groups or entities, subject to approval of such name by the Board of Trustees.
- (c) Except for paid donations of one million dollars (\$1,000,000) or greater and upon approval by the Board of Trustees of each such donation, the presence of donor recognition markers shall not change the name of rooms of the building or defined areas of the grounds. Except in cases of paid donations of one million dollars (\$1,000,000) or greater and upon approval by the Board of Trustees of each such donation, no reference to such rooms or areas, whether in the congregational newsletter, in publicity, in announcements from the pulpit,

or otherwise, shall include a donor name. Notwithstanding the foregoing, the Temple Sinai Library and Learning Center shall continue to be known as the “Rabbi Philip N. Kranz Learning Center,” the “Rabbi Richard Lehrman Garden” shall continue to be known as such and each shall continue to be so referred to in the congregational newsletter, publicity and announcements.

- (d) The Board of Trustees shall establish guidelines concerning donor recognition markers, which guidelines it may revise from time to time in its discretion. Such guidelines shall address, but shall not be restricted to addressing, the following:
 - (i) The types and/or monetary values of donations for which markers may be placed.
 - (ii) The number and size of markers.
 - (iii) The font type used on markers.
 - (iv) The locations of markers.
 - (v) The inscription content on markers.
- (e) Markers and the inscriptions thereon shall be tasteful, unobtrusive and in keeping with the architectural style of the building.
- (f) Gifts of a religious, educational, artistic, or utilitarian nature may be given anonymously or, at the donor’s election, may contain an inscription, subject to approval by the Board of Trustees.
- (g) Except for cause as determined by the Board of Trustees, once in place, the following shall remain in place for at least eighteen (18) years: (i) a donor recognition marker; (ii) the name of a room of the building or defined area of the grounds; and (iii) the name of a “Chair” or “School”. Once recognized and named, no additional name shall be permitted for the same room of the building or defined area of the grounds, or for the same “Chair” or “School” during said eighteen (18) year period.
- (h) Temple Sinai shall maintain a Yahrzeit memorial for deceased relatives of Regular Members and Associate Members.
- (i) Temple Sinai shall maintain a Tree of Life, which may have anonymous inscriptions or, at the donor’s election, may contain an inscription, subject to approval by the Board of Trustees.
- (j) All markers and inscriptions thereon that were established before June 1, 2002 shall be permitted.

Section 6. Mail and Electronic Notice. Wherever in these By-Laws it is required that notice to the congregation or its members be by mail, it shall be sufficient to make such notice electronically, provided the member to whom the notice is to be made has not indicated an intention to receive such notices by mail only.

Section 7. Indemnification. Appendix "A" attached hereto shall be applicable to all Board of Trustee Members, Officers, employees, and any agents acting on behalf of Temple Sinai.

Section 8. Delegations of Authority. The Board of Trustees shall, from time to time, approve Delegations of Authority of duties ascribed to in by these By-Laws.

APPENDIX "A"

INDEMNIFICATION

(a) Under the circumstances prescribed in paragraphs (c) and (d) of this article, the Corporation shall indemnify and hold harmless any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Corporation) by reason of the fact that he or she is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, foundation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit or proceeding if he or she acted in a manner he or she reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or 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 or she reasonably believed to be in or not opposed to the best interests of the Corporation, and with respect to any criminal action or proceeding, had reasonable cause to believe that his or her conduct was unlawful.

(b) Under the circumstances prescribed in paragraphs (c) and (d) of this article, the Corporation shall indemnify and hold harmless any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the Corporation to procure a judgment in its favor by reason of the fact he or she is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, foundation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees) actually and reasonably incurred by him or her in connection with the defense or settlement of such action or suit, if he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the Corporation; provided, however, that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable to the Corporation, unless and only to the extent that the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which the court shall deem proper.

(c) To the extent that a director, officer, employee or agent of this Corporation has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in paragraphs (a) and (b) of this article, or in defense of any claim, issue or matter therein, he or she shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by him or her in connection therewith.

(d) Except as provided in paragraph (c) of this article and except as may be ordered by a court, any indemnification under paragraphs (a) and (b) of this article shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification of the director, officer, employee or agent is proper in the circumstances because he or she has met the applicable standard of conduct set forth in paragraphs (a) and (b). Such determination shall be made (1) by the Board of Directors by a majority vote of a quorum consisting of directors who were not parties to such action, suit or proceeding, or (2) if such a quorum is not obtainable, or, even if obtainable, if a quorum of disinterested directors so directs, by the firm of independent legal counsel then employed by the Corporation in a written opinion.

(e) Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the Corporation in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of the director, officer, employee or agent to repay such amount if it shall

APPENDIX "A"

ultimately be determined that he or she is not entitled to be indemnified by the Corporation as authorized in this section.

(f) The indemnification and advancement of expenses provided by this section shall not be deemed exclusive of any other rights, in respect of indemnification or otherwise, to which those seeking indemnification or advancement may be entitled under any bylaw, resolution or agreement, either specifically or in general terms, approved by the affirmative vote of the Board of Directors taken at a meeting the notice of which specified that such by-law, resolution or agreement would be placed before the Board of Directors, both as to action by a director, officer, employee or agent in his or her official capacity and as to action in another capacity while holding such office or position, except that no such other rights in respect to indemnification or otherwise, may be provided or granted to a director, officer employee or agent pursuant to this subsection by a Corporation to the extent prohibited by Georgia law.

(g) Corporation may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, foundation, partnership, joint venture, trust or other enterprise, against any liability asserted against him or her and incurred by him or her in any such capacity, or arising out of his or her status as such, whether or not the Corporation would have the power to indemnify him or her against such liability under the provisions of this section.

(h) If any expenses or other amounts are paid by way of indemnification, otherwise than by court order or by an insurance carrier pursuant to insurance maintained by the Corporation, the Corporation shall, not later than the next Annual Meeting of the Board of Directors unless such meeting is held within three (3) months from the date of such payment, and, in any event, within fifteen (15) months from the date of such payment, send by first class mail to its Directors of record a statement specifying the person paid, the amounts paid, and the nature and status at the time of such payment of the litigation or threatened litigation.

(i) For purposes of paragraphs (a) and (b) of this article, reference to "the Corporation" shall include, in addition to the surviving or new Corporation, any merging or consolidating Corporation of a merging or consolidating Corporation) absorbed in a merger or consolidation with the Corporation so that any person who is or was a director, officer, employee or agent of such merging or consolidating Corporation, or is or was serving at the request of such merging or consolidating Corporation as a director, officer, venture, trust or other enterprise, shall stand in the same position under the provisions of paragraphs (a) and (b) of this articles with respect to the Corporation as he or she would if he or she had served the Corporation in the same capacity; provided, however, no indemnification under paragraphs (a) and (b) of this article as permitted by this paragraph shall be mandatory under this paragraph without the approval of such indemnification by the Board of Directors of the Corporation in the manner provided in paragraph (d) of this article.

(j) The indemnification and advancement of expenses provided by or granted pursuant to this section shall, unless otherwise provided when authorized or ratified, continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such a person.