

AMENDED AND RESTATED BY-LAWS

TEMPLE SINAI Atlanta, Georgia

Adopted on May 21, 2023

PREAMBLE

Temple Sinai's mission is to be a home for fostering spiritual growth, nurturing genuine connections, and strengthening Jewish life. 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, and procedures established by, 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 Regular 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 unless, in either case, the child joins Temple Sinai as a separate 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.

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

E. Membership Household. A "Membership Household" shall consist of one or more Members and their dependents who live together in a single household.

F. 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, fees 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 programs offered through the Center for Learning & Engagement, 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 Regular Members who are Jewish are eligible to serve (a) on the Board of Trustees, (b) as an Officer, (c) on the Nominating Committee; and (d) as chairperson of any 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. 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 Other Fees. The Board of Trustees will maintain a system of dues and other fees, the specific details of which will be determined by the Board of Trustees. Dues and other fees 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. The Board of Trustees has full discretion to determine that a category of Regular Members (such as young adult members below a specified age) may be subject to an alternate dues and fees structure that may include the absence of dues and fees. In addition, the Board of Trustees may establish dues for membership in the Sisterhood and Brotherhood committees along with other constituent groups for which dues would 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 other fees charged or assessed after such divorce or termination. Each such Member will be jointly and severally responsible for any unpaid dues or other fees 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. The "Officers" of the Congregation shall consist of a President, a President-Elect, the Immediate Past President, a Vice President of Community, a Vice President of Development, a Vice President of Education, a Vice President of Membership, a Vice President of Spiritual Life, a Vice President of Communications/Secretary, a Treasurer and an Assistant Treasurer. Only Regular Members shall be eligible for election by the Congregation or Board of Trustees as Officers or Trustees.

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, shall carry into effect all resolutions of the Board of Trustees and the Congregation, and shall generally perform such other duties as are normal and customary for 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 assist 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 Regular 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 normal and customary for 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 of Communications/Secretary. In addition to such other duties as may be designated from time to time, the Vice President of Communications/Secretary shall assist the Director of Communications to establish and communicate an overall communications strategy, keep minutes of the meetings of the Congregation and the Board of Trustees; shall be responsible for ensuring that the Executive Director (or his or her staff designee) distributes 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 normal and customary for his or her office.

Section 6. Treasurer. The Treasurer shall oversee the Executive Director with respect to the proper 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 fees 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 normal and customary for his or her office. The Treasurer, with the assistance of the Finance Committee and Executive Committee, shall prepare a budget for the upcoming year and present it to the Board of Trustees at a meeting held prior to the Annual Meeting of the Congregation. The Treasurer shall chair the Finance Committee and if one of the Treasurer or Assistant Treasurer are not on such committees then one of them shall serve as 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 collection or book of history may be created which may be maintained in permanent physical or electronic form and be freely available in a public place within the building or online.

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 consistent with his or her position. The Parliamentarian shall serve as a non-voting member of the Board.

Section 10. Vacancies. Vacancies that 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 to such number of full terms of office (as set forth in Article IV, Section 2) 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 (as otherwise described in Article VI, Section 3) 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 EDUCATION ADVISORY BOARD

Section 1. Nominating Committee.

A. Composition; Term. There shall be a Nominating Committee recommended by the Immediate Past President and appointed by the Board of Trustees. Not later than October 15, the Board of Trustees shall appoint the Nominating Committee for a term of one year consisting of eleven (11) Regular 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 a member of the Nominating Committee as chairperson.

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. Except for the Immediate Past President, current Officers of the Congregation shall be ineligible to serve on the Nominating Committee.

E. Notice to the Congregation. Within thirty (30) days 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 Congregation shall be invited to submit recommendations for Offices to be filled by notice sent no later than January 1 of each year. The Nominating Committee shall not formally slate nominees for office prior to sixty (60) days before the date of the Annual Meeting of the Congregation so that there is 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 Education Advisory Board 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 communicated in writing to the Members of the Congregation its recommended slate of Trustees and Officers. The Nominating Committee shall nominate at least one Regular Member of the Congregation for each available Office and vacancy on the Board of Trustees.

Section 3. Nomination by Petition. Any Regular 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 Regular 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 communicated in writing 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. 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 Executive Director (or his or her staff designee), Vice President of Communications/Secretary and Treasurer. The candidates with the majority of votes cast shall be elected to their respective positions.

Section 6. 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 through a Congregation-wide communication 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 communicated in writing 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. A member shall be counted in quorum if he or she is present at the meeting in person or through an interactive platform that provides the capacity to participate in discussion and vote.

Section 4. Voting. Voting at the Annual Meeting and all special meetings shall be by those Regular Members of the Congregation present (in person or through an interactive platform that enables electronic voting) 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, in concurrence with the President-Elect (the "Presidential Trustees") and approved by the Board of Trustees. Past Presidents other than the Immediate Past President, the Senior Rabbi(s), the additional rabbis, the Executive Director, the Associate Executive Director, the Bunzl Family Cantorial Chair, the Director of the Center for Learning & Engagement and the Director of Preschool and Young Family Learning & Engagement 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 a non-voting member of the Board of Trustees during such member's term of service. Each member of the Board of Trustees shall have 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 Regular 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 each 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. A Board member shall be counted in quorum if he or she is present at the meeting in person or through an interactive platform that provides the capacity to participate in discussion and vote.

Section 6. Voting. Members of the Board of Trustees shall have the right to vote at Board meetings only when present (in person or through an interactive platform that enables electronic voting).

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, 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 Senior Rabbi(s), the Director of the Center for Learning & Engagement, the Bunzl Family 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. Senior Rabbi(s).

A. **Selection.** The Senior Rabbi(s) 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(s) shall be subject to ratification of the Congregation at a regular or special meeting by a majority of those present and voting.

B. **Removal.** A 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 such 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 subsection (as otherwise described in Article VI, Section 3) shall consist of at least 150 Regular Members.

Section 2. Duties and Privileges. The Senior Rabbi(s) shall be the chief spiritual leader(s) 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 (including additional rabbis, cantors and/or cantorial soloists) as it deems appropriate, to assist the Senior Rabbi(s), on such terms and conditions as shall be determined by the Board of Trustees (which may be delegated to the Senior Rabbi(s)). The duties and responsibilities of any additional clergy shall be determined by the Senior Rabbi(s) 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 chairperson 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. 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 work to 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 other Congregational activities. Prior to the start of each fiscal year, the Committee shall develop and present an annual budget to the Board of Trustees for approval. The Committee, in conjunction with the Executive Director, shall be authorized to make expenditures within the approved budget. 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. If neither the Treasurer nor the Assistant Treasurer is a member of the Committee, the President shall have the right to appoint one or both to serve as an ex-officio member of the Committee.

D. Membership Engagement. The Membership Engagement Committee shall be chaired by the Vice President of 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 of 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 be chaired by the President and shall consist of the Officers of the Congregation. The Senior Rabbi(s) and the Executive Director shall be ex-officio members of the Executive Committee. Other individuals, including clergy and senior staff members of Temple Sinai, may be invited to participate in one or more meetings at the discretion of the President. 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 There shall be a group 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 Members of the Congregation, and dues shall be set by the Board of Trustees. Sisterhood 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. There shall be a group 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 Members of the Congregation, and dues shall be set by the Board of Trustees. Brotherhood 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 shall: (1) facilitate the performance evaluations of the Senior Rabbi(s), the Bunzl Family Cantorial Chair, the Executive Director, the Director of the Center for Learning & Engagement and such other employees as may be requested by the President; (2) negotiate employment agreements on behalf of the Board of Trustees with those employees whom the Board determines should be offered such agreements; (3) provide guidance and support to the Senior Rabbi(s), the Bunzl Family Cantorial Chair, the Executive Director, the Director of the Center for Learning & Engagement and such other employees as may be requested by the President; (4) evaluate the professional staffing needs of the Congregation; and (5) supervise 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). If the Treasurer is not one of the members of the Committee, the President shall have the right to appoint him or her to serve as an ex-officio member. As soon as practicable following the Annual Meeting of the Congregation, the President shall designate a member of the committee as chairperson. The Committee shall meet throughout the year as needed and report its process updates 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 expire upon termination of their terms on the Board of Trustees.

I. Past Presidents Committee. This Committee shall provide resources and advice to, and shall serve as a sounding board for, 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 chairperson of this Committee. Meetings of this Committee shall be held from time to time at the request of (i) the President, (ii) the chairperson of the Committee or (iii) any combination of 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 of Development and should include at a minimum the synagogue's President-Elect, Treasurer, and Executive Director (or his or her staff designee), 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. Other Committees. The President shall authorize the creation of such other committees as shall be deemed appropriate.

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 of Education, shall: (1) establish and maintain policies with regard to the educational programs and services of Temple Sinai; (2) work with the Director of the Center for Learning & Engagement to coordinate learning programs across all member demographics; (3) make reports to the Board of Trustees on an as-needed basis; and (4) participate in the strategic planning process for educational programming at Temple Sinai. At least bi-annually, 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 of 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 of 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) teenage representative of the youth of Temple Sinai selected by the Director of the Center for Learning & Engagement annually; and (iii) such additional persons as shall be selected by the Vice President of Education with the advice of the Director of the Center for Learning & Engagement. In addition, a member of the clergy (as determined by the Senior Rabbi(s)) and the Director of the Center for Learning & Engagement shall serve as ex-officio members of the EAB along with such other individuals as the Vice President of Education may designate from time to time or as set forth in the EAB Guidelines.

Section 5. Meetings of the EAB. The EAB shall meet regularly (and at least quarterly) at such time and place set by the Vice President of 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 of 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 and Discretionary Funds designated by, and under the supervision and control of, the Board of Trustees and/or a member of the clergy.

Section 2. Responsibilities, Powers and Duties. The Committee shall have authority and responsibility for accepting, administering and investing the Fund. In particular, the Committee shall review the proposed purpose and focus of each new endowment fund and determine whether to accept it. 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. If required, Committee recommendations and Board approval shall require a two-third (2/3) vote of the voting members in attendance.

The Committee and the Board of Trustees shall create guidelines that allow the Chairperson of the Committee, The Treasurer of the Congregation, and the Executive Director to collectively approve or deny (in lieu of Committee action) or send to the Committee any endowment allocation request that has been approved by the relevant fund's Advisory Committee, or in the case of a fund that does not have an advisory committee, is consistent with the purpose of the fund, and is at or below 0.1% of the total value of the Temple Sinai Endowment Fund as of the previous quarterly report for any one allocation request. This approval process only applies to Donor named endowment funds.

Any endowment allocation request over 0.1% of the then total value of the Temple Sinai Endowment Fund as of the previous quarterly report will require Committee approval as set forth herein.

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 that 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 nine (9) members 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; provided, however, that if a member is appointed to fill a vacancy then such member may serve for two (2) additional 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, and one of such members shall be the Vice President of Development. If neither the Treasurer nor the Assistant Treasurer is a member of the Committee, the President shall have the right to appoint one or both to serve as an ex-officio member 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 may nevertheless continue as a member of the Committee, and the Board shall select another representative to serve on the Committee.

B. Nominating Process. The Committee shall nominate (as needed) individuals to fill the expiring Committee members' terms, or if requested by the Chairperson, to expand the size of the Committee. Said individuals shall be presented to the Board of Trustees as recommendations for appointment in accordance with the By-Laws. 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.

C. Vacancies. Vacancies on the Committee shall be filled as soon as possible by the Board of Trustees. The chairperson of the Committee shall, in consultation with the Committee, make recommendations to the Board as to who shall fill any vacancies.

Section 4. Officers. Within two weeks of the Board of Trustee's approval of the members of the nominees to the Committee, the President shall appoint a member of the Committee as chairperson, provided that such chairperson shall not be a voting member of the Board of Trustees. The chairperson of

the Committee shall appoint members of the Committee as secretary, treasurer and Investment Subcommittee chairperson.

A. Chairperson. The chairperson shall officiate at the meeting at which he or she is elected and future meetings, shall carry into effect all actions of the Committee, and shall serve as chairperson for a term of two (2) years. The chairperson may be removed by the President at any time for failure to effectively lead the Committee, provided that at least five (5) members of the Committee must agree with such removal. 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.

B. Secretary. The secretary shall take minutes at each Committee meeting, which shall be circulated to all Committee members. The secretary shall serve during the year in which elected.

C. Treasurer. The treasurer shall regularly review the financial records of the Fund and shall present them to the Committee during regular meetings. The treasurer shall serve during the year in which elected.

Section 5. Meetings/Quorum. A quorum shall consist of five (5) members of the Committee. Except as otherwise provided, when there is a quorum, a majority of those present (in person or through an interactive platform that enables discussion and electronic voting) and voting shall be needed to take action. The Committee shall meet at least three (3) times annually, and the chairperson 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 an Endowment Investment Subcommittee consisting of four (4) members of the Committee (including the chairperson of the Committee), (hereinafter referred to as the "Subcommittee"). The Subcommittee shall meet at least quarterly, and shall consider and from time to time make recommendations to the Committee with regard to investments to be made with Fund assets and the designation of the Fund manager. Subject to approval by the Chairperson of the Committee, the chairperson of the Subcommittee may invite up to two (2) additional Temple Sinai members to serve in an advisory capacity as non-voting members on the Sub-committee. The chairperson of the Subcommittee shall call meetings from time to time. At least three (3) voting members of the Subcommittee shall be present (in person or through an interactive platform that enables discussion and electronic voting) 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 by the chairperson or treasurer 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, the Freeman Family Chapel and any other worship space 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 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. Where any By-Law amendment is initiated by Regular Members as provided in this sub-section, it shall be presented in writing and shall be submitted to the Board of Trustees at least twenty (20) days prior to the date 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 Regular Members present (in person or through an interactive platform that enables discussion and electronic voting) 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 at least six (6) months has 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. **Sanctuary.** 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 Freeman Family Chapel.

B. **Naming Rights.** 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, provided that (i) at least 40% of the pledged amount must have been paid and (ii) the Executive Director reasonably believes that the balance of the pledged amount will be paid.

C. **Donor Recognition for Temple Spaces.** Except for donations of one million dollars (\$1,000,000) or greater, with respect to which (i) at least 40% of the pledged amount must have been paid and (ii) the Executive Director reasonably believes that the balance of the pledged amount will be paid, 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 donations of one million dollars (\$1,000,000) or greater (and as set forth in the first sentence of this subsection) 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. Donor Recognition Markers. 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.

Markers and the inscriptions thereon shall be tasteful, unobtrusive and in keeping with the architectural style of the building.

E. Other Gifts. 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.

F. Time Period for Donor Recognition Markers. The Board of Trustees shall determine the time period for all donor recognition markers including the name of a room of the building or defined area of the grounds and 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 such period except as otherwise determined by the Board of Trustees.

G. Yahrzeit Memorial. Temple Sinai shall maintain a Yahrzeit memorial for deceased relatives of Regular Members and Associate Members.

H. Tree of Life. 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.

I. Early Donor Recognition Markers. 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 communicated in writing, it shall be sufficient to make such notice by mail or 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 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 Trustees by a majority vote of a quorum consisting of trustees 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 trustees 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 Trustees taken at a meeting the notice of which specified that such by-law, resolution or agreement would be placed before the Board of Trustees, 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 Trustees 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 Trustees 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 Trustees 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.