

**BYLAWS
OF
CONGREGATION BETH AHABAH**

RICHMOND, VIRGINIA

AS APPROVED BY THE BOARD OF MANAGERS ON MARCH 27, 2014

AS APPROVED BY THE MEMBERS ON MAY 9, 2014

EFFECTIVE JUNE 1, 2014

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OF
CONGREGATION BETH AHABAH
RICHMOND, VIRGINIA**

TABLE OF CONTENTS

| | |
|---|----|
| Article I - Name, Principal Office, and Purpose | 1 |
| Article II - Definitions | 1 |
| Article III - Members | 5 |
| Article IV - Leadership Development Committee..... | 11 |
| Article V - Board of Managers | 16 |
| Article VI - Personnel Committee | 20 |
| Article VII - Officers | 22 |
| Article VIII - Trustees | 24 |
| Article IX - Clergy | 27 |
| Article X - Professional Staff | 34 |
| Article XI - Standing Committees | 37 |
| Article XII - Hebrew Cemetery Company | 41 |
| Article XIII - Exempt Status | 41 |
| Article XIV - Exculpation, Indemnification, and Limitation of Liability | 42 |
| Article XV - Miscellaneous | 43 |
| History of Bylaws | 45 |
| Exhibit A - Transition Plan | 46 |

ARTICLE I - NAME, PRINCIPAL OFFICE, AND PURPOSE

1. *Name.* The name of the Congregation is "***Congregation Beth Ahabah.***"
2. *Principal Office.* The place of the principal office of the Congregation is located at 1111 West Franklin Street in the City of Richmond in the Commonwealth of Virginia.
3. *Purpose.* The Congregation is organized for the practice of Reform Judaism and shall operate exclusively for such purpose and for other charitable, religious, and educational purposes, including the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE II - DEFINITIONS

Definitions. Certain capitalized terms have the following meaning:

1. "Auxiliary" means: the Congregation's Men of Reform Judaism affiliate ("Brotherhood"); the Congregation's Women of Reform Judaism affiliate ("Sisterhood"); and, any similar organization recognized by the Board as an Auxiliary in the future.
2. "BAMAT" means the Trust established by the Beth Ahabah Museum and Archives Trust Agreement originally dated May 27, 1977, as amended from time to time in accordance with the terms of that Trust Agreement and includes the money and securities that are part of the BAMAT.
3. "Board" means the Board of Managers of the Congregation.
4. "Clergy" means the Senior Rabbi, all Associate and Assistant Rabbis, the Cantor and all Assistant or Associate Cantors, if any, hired by the Congregation, but excludes any Rabbi or Cantor who has Emeritus or Emerita status.
5. "Code" means the Internal Revenue Code or the corresponding section of any future federal tax code.
6. "Congregation" means the unincorporated association of Members known as Congregation Beth Ahabah.
7. "Education Director" means the member of the Professional Staff whose primary duty is directing the Religious School as selected pursuant to the provisions of Article X.

8. “Elected Manager” means one of the Managers elected to the Board pursuant to these Bylaws and such term excludes the Officers or Trustees or any other Manager who is not so elected.
9. "Electronic Transmission" means any form of communication, not directly involving the physical transmission of paper, that creates a record that may be retained, retrieved, and reviewed by a recipient thereof, and that may be directly reproduced in paper form by such a recipient through an automated process and includes emails and facsimile transmissions. Facsimile means a communication that is transmitted by an electronic device over telephone lines or other electronic transmission that sends the exact image to the receiving party in hard copy form.
10. “Executive Director” means a member of the Professional Staff whose primary duty is overseeing the day-to-day business of the Temple as selected pursuant to the provisions of Article X and includes a person designated as “Acting Executive Director” by the Board.
11. “Financial Obligations” includes all charges and fees imposed by the Board including annual pledges, Giving Circle pledges, building fund pledges, other pledges, religious school tuition, assessments, and fees.
12. “Fiscal Year” means the fiscal year of the Congregation that begins on June 1 and ends on the following May 31.
13. “Hebrew Cemetery” includes: the real property consisting of a small plot of land on East Franklin Street in the City of Richmond which is no longer used for burials; and, of 8.4 acres more or less, situated in the City of Richmond, lying upon Shockoe Hill held and used as a burying-ground, subject to the Congregation’s rites and laws for that purpose and shall include future additions to and replacements of such real property.
14. “Hebrew Cemetery Company” means the Hebrew Cemetery Company of Richmond, a non-stock corporation established by an act of the Virginia legislature in 1888.
15. “Including” means “including but not limited to.”
16. “Jew” or “Jewish” means a person who is considered Jewish according to the tenets of Reform Judaism as determined by the Senior Rabbi in consultation with the Board.

17. “Manager” means a member of the Board elected or appointed to the Board as provided in these Bylaws.
18. “Member” means any member of the Congregation, as determined under these Bylaws whose membership has not been terminated as provided in these Bylaws.
19. “Member not in Good Standing” means a Member who has lost all privileges of a Member for nonpayment of Financial Obligations owing to the Congregation pursuant to the provisions of Article III of these Bylaws.
20. “Notice” when given to:
 - a. Members, means a communication given to the Members by means reasonably calculated to be received by substantially all of the Members, including a communication given by mail to the Member’s last known address, inserted into Shabbat folders, given by Electronic Transmission, or given by any combination of the foregoing; and,
 - b. Officers, Managers, Trustees, Clergy, Professional Staff, or anyone else other than to Members under these Bylaws, means a communication sent to the intended recipient: by U.S. mail postage prepaid or delivered by courier service; delivered by Electronic Transmission to the intended recipient’s last known email address, facsimile number, or other electronic address; or, given by any combination of the foregoing.
 - c. Any notice actually received by any means whatsoever will be deemed Notice under these Bylaws.
21. “Officer” means the President, First Vice-President, Second Vice-President, and Treasurer elected as provided by these Bylaws, but does not include any past President, the Secretary, any Trustee, or any other official appointed by the Board.
22. “Partner” means a person who, while not being legally married to the other person, cohabits with such other person in a monogamous relationship of some permanence.
23. “Personnel Committee” means the committee described in Article VI of these Bylaws.
24. “Petition” means a writing presented by Members requesting specific actions or relief as permitted by these Bylaws.

25. “Professional Staff” means: the Education Director, the Executive Director, and all other members, if any, of the Professional Staff as provided in these Bylaws; and, any other employee of the Congregation designated as member of the Professional Staff by the Board.
26. “Rabbinic Guidelines” means the Guidelines for Rabbinical-Congregational Relationships (as adopted and recommended by the Union for Reform Judaism (“URJ”) Board of Trustees and the Central Conference of American Rabbis (“CCAR”) - Fall 1984) as amended by the URJ and CCAR from time to time.
27. “Religious School” means the Barbara and William B. Thalhimer, Jr. Religious School.
28. “Search Committee” means a committee of the Congregation consisting of at least seven members, not more than four of whom shall be Managers. The balance shall be selected from the Members; all of whom are nominated by the President and approved by the Board; and whose sole function is to select a nominee for the Clergy or Professional Staff as required or permitted by these Bylaws. Any Search Committee should be chaired by a Past President.
29. “Secretary” means the Executive Director, if the Congregation employs from time to time, unless another person has been appointed to serve as Secretary as provided by these Bylaws.
30. “Senior Rabbi” means the Sophia and Nathan Gumenick Senior Rabbi elected pursuant to the provisions of Article IX.
31. “Shall” or “will” means that a mandatory action is required.
32. “Should” means that an action is not mandatory, imposes no obligation to act or not act, and connotes an aspiration.
33. “Special Meeting” means a meeting called for a specific purpose as permitted or required by these Bylaws.
34. “Spouse,” for purposes of these Bylaws, means a legally recognized spouse.
35. “Standing Committee” means those committees described in Article XI and any other committee created by the Board and designated as such.
36. “Transition Plan” means the plan of transition from the provisions of the Bylaws as they exist prior to June 1, 2014, to the provisions of the Bylaws effective on and after June 1, 2014, as set out in **Exhibit A** attached hereto. If a conflict exists between any provision contained in these Bylaws (except as

contained in Exhibit A) and the provisions of Exhibit A, then the provisions contained in Exhibit A will control.

37. “Trustee” without any modifier means a Trustee of the Congregation’s property.

ARTICLE III - MEMBERS

1. *Membership and Rights of Members.*

- a. *Election to Membership.* The Board shall have the authority to elect to membership in the Congregation any person who meets all of the following conditions:
- i. who is eighteen (18) years or older; and,
 - ii. who makes written application for membership; and,
 - iii. who agrees to make payment or have payment made on his or her behalf to the Congregation of his or her Financial Obligations; and,
 - iv. who is: a Jew; the non-Jewish Spouse or non-Jewish Partner of a Jewish applicant or Jewish Member; provided, however: the death of the Jewish Member will not terminate the membership of the non-Jewish Spouse or Partner; divorce will not terminate the membership of the non-Jewish Spouse; and, the dissolution or termination of such relationship will not terminate the membership of the non-Jewish Partner; or, a single, non-Jewish, custodial parent of one or more Jewish children under the age of eighteen (18), who states a desire and who demonstrates a commitment to educate and raise such child or children as Jews for as long as he or she educates and raises the children as Jews; provided, such membership will not terminate solely upon the confirmation of his or her children.
- b. *Member’s Rights.* Except for Members who have become Members not in Good Standing, all Members will have all of the privileges of membership, including the right to hold office, to vote, and to sign Petitions; provided, however, that no non-Jewish Member will serve as: an Officer; Manager; Trustee; Chair of any committee established by or pursuant to these Bylaws; or member of the Leadership Development Committee (Article IV), the Religious Practices Committee (Article XI), or any Search Committee. Unless a child of a Member is a Member in his

or her own right, such child may not vote, may not sign Petitions, and may not hold office.

- c. *Resignations.* A resignation of a Member shall be documented in writing to the Board. Resignation will not relieve that Member from payment of any Financial Obligations due to the Congregation at the time of the receipt of such resignation by the Congregation.

2. *Financial Obligations.*

- a. *Finances.* Each Member shall pay all of his or her Financial Obligations in accordance with criteria established by the Board. The Board shall determine and may change the Financial Obligations of the Members and others.
- b. *Classes of Members for Financial Obligations.* For purposes of Financial Obligations, the Board shall establish and may change classes of membership and criteria for the assignment of Members to any such class.
- c. *Waiver, Extension, or Reduction of Financial Obligations.* The Board, or its designee(s), may waive, extend, reduce, or modify any Financial Obligation due by a Member to the Congregation for good cause shown, including hardship, pursuant to procedures established by the Board with the intent of preserving the privacy of the Member requesting the waiver, extension, or reduction of Financial Obligations.
- d. *Members not in Good Standing.*
 - i. A Member will become a Member not in Good Standing when he or she:
 - (1) is more than twelve (12) months in arrears in the payment of any Financial Obligation; and,
 - (2) has not made adequate arrangements with the Congregation to become current or has not received a waiver, extension, or reduction of such Member's Financial Obligations to the Congregation.
 - ii. A Member not in Good Standing will have no membership rights, including the right :

- (1) to vote, sign Petitions, or be counted for purposes of determining a quorum;
 - (2) to serve as an Officer, Manager, Trustee, Chair, Trustee of the BAMAT appointed by the Congregation, officer or manager of the Board of the Hebrew Cemetery Company, or as a member of any committee of the Congregation; or,
 - (3) to enjoy any other privilege of membership, including High Holy Day seating tickets and Notice required by these Bylaws.
- iii. Any Member not in Good Standing may request a waiver, extension, or reduction of his or her Financial Obligations as provided above, and if granted, he or she will no longer be deemed a Member not in Good Standing. Such request may be made to the Executive Director who shall promptly refer such application to the appropriate designee designated by the Board for determination.
 - iv. Becoming a Member not in Good Standing will not relieve a Member from the payment of any Financial Obligation due or to become due to the Congregation.
- e. *Termination of Membership.* At least once every Fiscal Year, the Board shall terminate the membership of any Member not in Good Standing who is more than twenty-four (24) months in arrears in his or her Financial Obligations and who has not made adequate arrangements with the Congregation to become current or who has not received a waiver, extension, or reduction of such Member's Financial Obligations to the Congregation. Notice of the intention to terminate membership shall be given to the Member not in Good Standing at least thirty (30) days before such action is taken, and the Member not in Good Standing shall be offered the opportunity to be heard and to enter into an arrangement to become current in his or her Financial Obligations. Termination will not relieve a Member from payment of any Financial Obligation due to the Congregation.

3. *Meetings of Members.*

a. *Annual Meeting of Members.*

- i. The President shall call the Annual Meeting of Members for a date in the month of May ("Annual Meeting").

- ii. The Secretary shall give Notice to every Member of the time and place of the Annual Meeting at least thirty (30) days prior to the Annual Meeting.
- iii. At the Annual Meeting:
 - (1) The President and the Senior Rabbi may present their annual reports, and such other Trustees, Officers, staff, affiliates, and Committees as may be requested to do so by the Board shall present their annual reports to the Congregation:
 - (2) The Members shall elect the Officers, Managers, Trustees, and other officials as required or permitted by the provisions of Article IV of these Bylaws:
 - (3) The Members may transact only such other business of the Congregation at the Annual Meeting as follows:
 - (a) The Secretary when instructed by the Board shall include notice of other business to be considered at the Annual Meeting in the Notice of the Annual Meeting; or,
 - (b) The Secretary upon written Petition of seventy-five (75) Members shall include notice of the other business set out in such Petition in the Notice of the Annual Meeting; provided:
 - (i) such Petition must be received by the Secretary not less than thirty (30) days prior to the date in May set by the President for the Annual Meeting;
 - (ii) the Secretary shall immediately transmit such Petition to the Board; provided, however, no action by the Board shall prevent the business set out in the Petition from being considered at the Annual Meeting; and,
 - (iii) the business specified in such Petition may be withdrawn from consideration at the

Annual Meeting at any time prior to that Annual Meeting by the delivery to the Secretary of a written Petition of a majority of the Members who signed the original Petition.

- (4) No other business will be transacted at an Annual Meeting except that business specified in these Bylaws and in the Notice of the Annual Meeting.

b. *Special Meetings of Members.*

- i. *By President.* The President or the Board may call a Special Meeting of Members. Upon receipt of any such call for a Special Meeting, the Secretary shall promptly give Notice to the Members of the time, place, and purpose of the Special Meeting at least thirty (30) days prior to such Special Meeting, unless another provision of these Bylaws requires a different number of days. The Notice shall include the business to be considered at the Special Meeting.

- ii. *By Members.*

- (1) Seventy-five (75) Members may by written Petition delivered to the Secretary call a Special Meeting of Members.
- (2) Upon receipt of such Petition, the Secretary shall:
 - (a) immediately transmit such Petition to the Board; provided, however, no action by the Board will prevent the business set out in the Petition from being considered at the Special Meeting; and,
 - (b) the Secretary shall promptly give Notice to every Member of the time of the Special Meeting, together with a copy of such Petition at least thirty (30) days prior to such Special Meeting.
- (3) The business specified in such Petition may be withdrawn from consideration at the Special Meeting by written Petition of a majority of the Members who signed the original Petition delivered to the Secretary prior to the Special Meeting.

- iii. No other business will be transacted at a Special Meeting except that business specified in the Notice of the Special Meeting.
 - c. *Place.* Unless otherwise approved by the Board, all Annual and Special Meetings of Members will be held on the campus of the Congregation located on West Franklin Street in Richmond, Virginia.
4. *Voting.*
- a. *Votes.* Each Member will have one vote and may sign Petitions.
 - b. *Quorum.* Forty (40) Members actually present will constitute a quorum for the transaction of business at any meeting of Members.
 - c. *Requisite Vote.* When a quorum of Members is actually present and unless otherwise required by these Bylaws, the vote of the majority of the Members present in person will decide any question brought before such meeting, unless the question is one upon which, by express provision of applicable law or these Bylaws, a greater vote is required, in which case such express provision will govern and control the decision of such question. No proxy or absentee ballot will be counted on any question.
 - d. *Parliamentarian and Inspectors.*
 - i. Upon the request of any Member in attendance at any meeting of Members, the chair of that meeting shall cause a parliamentarian and as many as three inspectors to be elected for such meeting.
 - ii. The chair of the meeting or parliamentarian, as the case may be, will make all determinations on any procedural issue raised at such meeting.
 - iii. The chair of the meeting or the three inspectors, as the case may be, shall: make all determinations regarding voting by Members at such meeting, including the eligibility of any Member to vote; count all votes; and, determine and deliver to the Secretary who shall retain for a reasonable period a record of the disposition of any challenges made to any determination by the chair of the meeting or the inspectors, the determination of the Members represented at the meeting, and the count of all votes and ballots.

ARTICLE IV - LEADERSHIP DEVELOPMENT COMMITTEE

1. *Purpose.* To ensure leadership continuity for the Congregation and its Members, the Leadership Development Committee, shall identify, attract, train, mentor, evaluate, and retain leaders of the Congregation, including Managers, Officers, Chairs, committee members, and Trustees, by:
 - a. defining the skills needed to serve the Congregation;
 - b. developing and reviewing job descriptions and competency needs for all leadership positions;
 - c. developing, orienting, training, and mentoring leaders and helping leaders to evaluate themselves and their contribution to the Congregation; and,
 - d. making the nominating required by this Article.

2. *Members.*
 - a. The immediate past President shall serve as Chair of the Leadership Development Committee, and if he or she fails or refuses to serve then another past President, the most recent past President chosen first shall serve as Chair; provided, no past President will serve as Chair for more than two successive years;
 - b. The Second Vice President;
 - c. The President, with the approval of the Board, shall appoint five additional members to the Leadership Development Committee as follows:
 - i. two members from the Board who are not Officers; and,
 - ii. three Members, none of whom may be members of the Board.
 - d. No member of the Leadership Development Committee will serve more than six, one-year terms, whether or not consecutive terms.
 - e. Except as stated above, no Officer or Trustee will serve as a member of the Leadership Development Committee.

3. *Nominations.* Subject to the Transition Plan attached as Exhibit A and prior to January 1 of each year, the Leadership Development Committee shall comply with the following:
 - a. *Notice.* Notice shall be sent to the Members not less than fourteen (14) days prior to the first nominating meeting of the Leadership Development Committee and the Notice shall contain:
 - i. the names, addresses, and telephone numbers, and email address, if any, of each member of the Leadership Development Committee;
 - ii. the anticipated date of the first nominating meeting of the Leadership Development Committee;
 - iii. a list of the positions for which nominations are required; and,
 - iv. a request that Members submit by a specific date the names of Members to be considered for such positions by the Leadership Development Committee.
 - b. *Nominations.* The Leadership Development Committee shall nominate Members as candidates for the following positions:
 - i. *Officers.*
 - (1) One candidate for position of President, who will be elected for a term of one year, and who will be eligible for election as President for a second, consecutive, one year term.
 - (2) One candidate for position of First Vice-President, who will be elected for a term of one year, and who will be eligible for election as First Vice-President for a second, consecutive, one year term.
 - (3) One candidate for position of Second Vice-President, who will be elected for a term of one year, and who will be eligible for election as Second Vice-President for a second, consecutive, one year term.
 - (4) One candidate for position of Treasurer, who will be elected for a term of one year, and who will be eligible for

election as Treasurer for two, additional, consecutive, one year terms.

- (5) Any person may serve in a different office following his or her service as a particular Officer, and may serve again in the same office previously held after a period of one year of non-service.
- (6) If the First Vice-President fills the vacancy in the office of President and serves as President for less than a full, one year term, he or she will be eligible to succeed himself or herself as President for up to two additional one year terms as President. If the Second Vice-President fills the vacancy in the office of First Vice-President and serve as First Vice-President for less than a full, one year term, he or she will be eligible to succeed himself or herself as First Vice-President for up to two, additional, one year terms as First Vice-President.

ii. *Elected Managers.*

- (1) In each Fiscal Year:
 - (a) there shall be eight Elected Managers serving on the Board;
 - (b) Nominations:
 - (i) one candidate shall be nominated for a term of one year which candidate shall be a representative of the Sisterhood and shall be selected after consultation with the president of the Sisterhood;
 - (ii) one candidate shall be nominated for a term of one year which candidate shall be a representative of the Brotherhood and shall be selected after consultation with the president of the Brotherhood; and.
 - (iii) three other candidates shall be nominated for the position of Elected Managers, each for a term of two years.

- (2) Each Elected Manager must be a member of the Congregation.
- (3) No Elected Manager may serve for more than two, consecutive terms, but may thereafter serve again as an Elected Manager after a period of two years of non-service on the Board
- (4) If the Leadership Development Committee nominates a person currently serving as an Elected Manager to be a candidate for the position of Officer or Trustee, the Leadership Development Committee shall, in addition to the other Elected Managers nominated, nominate a candidate for the position of Elected Manager in place of the Elected Manager so nominated as Officer or Trustee.
- (5) Any Elected Manager who filled any vacancy on the Board for an unexpired term of one year or less will be eligible to succeed himself or herself and serve two additional, consecutive terms of two years following the unexpired term of one year or less.
- (6) The Board shall have the authority from time to time by a vote of more than two-thirds (2/3) of the then serving Managers to increase the number of Elected Managers up to a maximum of fifteen (15) Managers and may thereafter reduce the number of Elected Managers to a number not less than eight, provided that any such reduction shall not have the effect of removing an Elected Manager from office. Should the Board increase or decrease the number of Elected Managers, the Board shall amend subparagraphs (ii)(1) of this paragraph 3(b) to provide for the appropriate number of Elected Managers to be nominated in each Fiscal Year.

iii. *Trustees.*

- (1) One candidate for the position of Trustee for a term of four years, so that one of the four elected Trustees is elected each year.
- (2) Each candidate for Trustee will be a resident of the Commonwealth of Virginia.

- (3) Any Trustee may succeed himself or herself indefinitely; provided, that no person will be nominated as a candidate for Trustee if he or she will become seventy-five (75) years of age on or before election as Trustee.
 - (4) Three of the Trustees should be past Presidents of the Congregation, and one Trustee should be a Member who is not then serving as a Manager or Officer.
 - iv. *Other.* Such officers, trustees, managers, or directors of the BAMAT, the Hebrew Cemetery Company, or any other entity or committee associated with the Congregation if and as required by the governing instruments of such trust, entity, or committee
 - c. *Report.* Not less than forty-five (45) days prior to the date in May set by the President for the Annual Meeting, the Leadership Development Committee shall comply with the following: Notice will be sent to the Members of the Leadership Development Committee's nominees; and such Notice will advise the Members of the right to make nominations by Petition as provided in Section 3(d) of this Article with the deadline for such Petition designated in such Notice.
 - d. *Nominations by Petition.*
 - i. Nominations for any of the positions described in Section 3(b) of this Article may also be made by written Petition of at least seventy-five (75) Members accompanied by a written statement from the candidate so nominated of the candidate's willingness to serve in that position.
 - ii. Petitions must be received at the Congregation office at least thirty (30) days prior to the Annual Meeting at which such election will be held.
 - iii. Notice of the names of candidates nominated by Petition will be given to the Members at least fifteen (15) days prior to the date in May set for the Annual Meeting.
 - e. *Elections.*
 - i. *Consent.* No person will be nominated as a candidate unless he or she so consents.

- ii. *Balloting.* If there is a contest for the election of any position, the vote will be by written ballot by those Members who are present and who are eligible to vote, and a majority of the votes cast will be required for an election. In the event no election is made on the first ballot, the candidate receiving the lowest number of votes will be dropped, and this method of voting will be repeated until an election by such majority is had.

- f. *Installation.* Any person elected to an office at an Annual Meeting will be installed in such office at the conclusion of that Annual Meeting. If any person is elected to fill a vacancy, he or she will be installed in such office at a meeting of the Board.

ARTICLE V - BOARD OF MANAGERS

1. *Attendance and Fund Raising.* Managers as leaders of the Congregation should: regularly attend religious services and Congregational functions; should support Congregational fund raising activities according to his or her means; and, should serve on one or more of the Congregation's committees.

2. *Duties and Authority.* Except as otherwise provided in these Bylaws, the Board has the exclusive and complete authority and power to and shall manage, govern, and control the Congregation's affairs and property including the authority and power to:
 - a. establish policies to govern the affairs, and the operation of the Congregation, the Hebrew Cemetery Company, the operations of the Beth Ahabah Museum and Archives, any entity controlled by the Congregation, any Auxiliary, and any Committee or other committee, group, or any group, committee, or organization that uses the Congregation's Federal identification number or claims exempt status as being part of the operations of the Congregation;

 - b. control the acquisition, use, operation, repair, maintenance, insurance, or disposition of any real property or tangible personal property of the Congregation;

 - c. control the funds and accounts of the Congregation except: the funds controlled by the Trustees pursuant to the provisions of Article VIII, below; the Rabbi's Philanthropic Fund or any other similar discretionary or philanthropic fund established by the Congregation; and, the funds of Auxiliaries;

- d. elect or reject any proposed Member and terminate the membership of any Member not in Good Standing whose membership is to be terminated for failure to pay Financial Obligations.
- e. approve a budget for each ensuing Fiscal Year of the Congregation;
- f. determine the amount of Financial Obligations for the Members and the amount of other charges to be made by the Congregation;
- g. annually contract with a certified public accountant to perform an examination of the books and financial records of the Congregation, including the books and financial records of the Trustees, the Rabbi's Philanthropic Fund, any other similar discretionary or philanthropic fund established by the Congregation, the Hebrew Cemetery Company, any Committee, or any other committee, group, or organization that uses the Congregation's Federal identification number or claims exempt status as being part of the operations of the Congregation. Such examination may be in the form of an audit with the issuance of an opinion or by other procedures (such as an agreed-upon procedures engagement) determined by the Board to be adequate to assess the Congregation's system of internal controls and to reasonably protect the Congregation's assets;
- h. cause the results of the certified public accountant's examination, each approved budget of the estimated receipts and expenditures, all submissions and recommendations to the Congregation, all minutes of the Board, all contracts, and all books and records of the Congregation to be maintained at the Congregation's office for inspection by any Member, Manager, or past Manager for a period of at least six years after the end of the Fiscal Year of the Congregation to which they relate;
- i. with the consent of the Senior Rabbi, which consent will not be unreasonably withheld, establish rules and regulations for: life cycle events, including ceremonies celebrating births, becoming a Bar or Bat Mitzvah, marriages, civil commitments, and funerals performed by the Clergy or on the Congregation's property including the Hebrew Cemetery or any other cemetery used by the Congregation;
- j. submit to the Congregation such recommendations as the Board may deem proper;
- k. adopt and at least every three years review strategic plans for the Congregation;

- l. fill or not fill any vacancy in any office of Officer, Manager, or Trustee with any such replacement to serve until his or her successor is elected and begins to serve;
 - m. obtain and pay for a fidelity bond covering each Officer, Manager, and Trustee in such amounts, if any, as the Board may determine, and may obtain liability insurance on any Officer, Manager, Trustee, Clergy, any Rabbi or Cantor Emeritus or Emerita, Professional Staff, member of an Auxiliary, a Committee, or the Leadership Development Committee or any Search Committee, or employee or agent of the Congregation;
 - n. appoint, after consultation with the Leadership Development Committee, such other officers or agents as required for the management of the Congregation, and each such official will serve subject to the Board's will and at such compensation, if any, as will be fixed by the Board. The Board shall have the authority to modify or abolish any such position at any time;
 - o. in the absence of the President and both Vice-Presidents, appoint a Manager to call and preside at any regular or duly called Special Meeting of the Board;
 - p. establish one or more special committees as the Board deems desirable for the proper operation of the affairs of the Congregation and determine the membership, duration, purpose, and functioning of any special Committee, and eliminate any special Committee so established;
 - q. establish policies regulating conflicts of interests between the Congregation and persons and entities serving the Congregation;
 - r. take any action required of the Board or granted to the Board by these Bylaws; and,
 - s. exercise all powers and take any action reasonably necessary or reasonably convenient to effect any or all of the purposes for which the Congregation is organized.
3. *Managers.* The Board will consist of the following Managers, each of whom will have a voice and a vote:
- a. the President, First Vice-President, Second Vice-President, and Treasurer of the Congregation;
 - b. the immediate past President of the Congregation; and,

- c. the Elected Managers;
4. *Clergy and Professionals.* Unless otherwise excused from a meeting or a part of a meeting, each member of the Clergy and the Professional Staff shall attend Board meetings, will have a voice in all matters to come before the Board, but will have no vote on any Board matter.
5. *Board Meetings.*
- a. *Regular Meetings.* Regular meetings of the Board shall be held monthly on a date, at a place, and at a time determined by the President or at the request of a majority of Managers.
 - b. *Special Meetings.* Special Meetings of the Board may be called by the President at any time, and the President shall call a Special Meeting upon the written Petition of a majority of the then serving Managers.
 - c. *Notice.* Reasonable Notice will be given to all Managers of the time, place, and purpose of a Special Meeting of the Board.
 - d. *Quorum and Vote.* A majority of the then serving Managers will constitute a quorum for the transaction of business at any meeting of the Board, and a vote of the majority of Managers present will constitute the act of the Board; provided that no action shall be taken without the approval of at least five Managers.
 - e. *Invitees.* The Board may invite any person to attend a Board meeting and address the Board.
 - f. *Permitted Appearance.* Any Member may attend any Board meeting, other than when it is in executive session, and may, after giving prior written notice to the Executive Director stating the purpose of such appearance, address the Board with the consent of the President, whose decision may be overruled by the Board. The President may waive the requirement of notice.
6. *Actions Without Meeting.*
- a. The Board may take action permitted or required to be taken by the Managers without a meeting if signed consents setting forth the action so taken will be received from more than two-thirds (2/3) of the then serving Managers then holding office. A consent signed under this section has the same effect as a vote cast at a duly called meeting with a

quorum of Managers present and may be described as such in any document. Any such consent may be given by Electronic Transmission and will be deemed to have been signed.

- b. Action taken without a meeting is effective when the last Manager has signed or is deemed to have signed the consent unless the consent specifies a different effective date, in which event the action taken is effective as of the date specified therein provided the consent states the date of execution by each Manager.
 - c. Notice of the results of such consent shall promptly be given to all Managers.
 - d. Any Manager may object to or abstain from such action, and his or her objection or abstention will be recorded in the minutes of the Board.
 - e. The Secretary shall preserve all actions taken without a meeting in the minutes of the Board.
7. *Absences.* The Secretary shall give Notice to any Manager who is absent from two consecutive Board meetings. If a Manager is absent without good cause from three consecutive meetings of the Board, he or she will be deemed to have resigned from the Board. The vacancy so caused shall be filled as specified in Section 2 of this Article.

ARTICLE VI - PERSONNEL COMMITTEE

- 1. *Definition of Individual.* For purposes of this Article only, the term “Individual” includes any Officer, Manager, Trustee, Personnel Committee Member, Chair, Clergy, any Rabbi or Cantor who has Emeritus or Emerita status, Professional Staff, or other employee or agent of the Congregation.
- 2. *Exclusive Authority.* The Personnel Committee has the exclusive authority and power to:
 - a. suspend with or without pay any Individual for good cause; provided, however, the Individual suspended may within ten days of suspension by the Personnel Committee appeal the suspension to the Board;
 - b. recommend to the Board the removal of any Officer, Manager, Trustee, Personnel Committee member, Chair, Clergy, Rabbi or Cantor who has Emeritus or Emerita status, or Professional Staff for good cause. Upon action taken by the Personnel Committee pursuant to this paragraph 2(b), the President shall cause Notice to be given to all Managers of a Board

meeting to consider such recommendation, and the Notice will indicate that one of the purposes of such meeting is the consideration of such recommendation; and,

- c. set the compensation of all employees subject to budgetary limitations.
3. *Board's Exclusive Authority.* Only the Board will have the authority to remove from office or terminate the employment of any Individual.
 4. *Members.* The Personnel Committee will consist of six members:
 - a. the President, who will be the chair of the Personnel Committee;
 - b. the First Vice President, who will serve as Chair in the President's absence;
 - c. the Second Vice President who will serve as chair in the President's and the First Vice President's absences; and,
 - d. three additional members each of whom:
 - i. should be an Elected Manager;
 - ii. will be appointed by the President and approved by the Board; and,
 - iii. may serve for two successive one-year terms, but may not thereafter be reappointed until after two years of non-service on the Personnel Committee.
 - e. The Senior Rabbi shall be an *ex officio* member of the Personnel Committee with a voice but without the right to vote. Unless otherwise invited by the President, no other person shall attend Personnel Committee meetings. The President may exclude the Senior Rabbi from any meeting of the Personnel Committee.
 5. *Meetings.* Meetings of the Personnel Committee may be called by the President at any time by giving reasonable Notice, and the President shall call a meeting upon the written Petition of three members of the Personnel Committee or upon direction by the Board. The vote of four members of the Personnel Committee shall be required to take any action. The President may invite any person to attend a Personnel Committee meeting and address the Personnel Committee.

6. *Actions Without Meeting.*
 - a. The Personnel Committee may take action without a meeting, if signed consents setting forth the action so taken are received from no less than four members of the Personnel Committee. A consent signed under this section has the effect of a meeting vote and may be described as such in any document. Any such consent may be given by Electronic Transmission and will be deemed to have been signed.
 - b. Action taken without a meeting is effective when the fourth Personnel Committee member has signed or is deemed to have signed the consent unless the consent specifies a different effective date, in which event the action taken is effective as of the date specified therein provided the consent states the date of execution by each Personnel Committee member.
 - c. The President shall cause Notice of the results of such consent to be given to all members of the Personnel Committee.
 - d. Any Personnel Committee member may object to such action, and his or her objection will be recorded by the President.
7. *Absences.* Notice shall be given to any Personnel Committee member who is absent from two consecutive Personnel Committee meetings. If any Personnel Committee member is absent without good cause from three consecutive meetings of the Personnel Committee, such member shall be deemed to have resigned from the Personnel Committee and the vacancy shall be filled as specified in this Article; unless such member is an Officer in which case the vacancy shall be filled by the Board with a suitable Member.

ARTICLE VII - OFFICERS

1. *President.* The President shall:
 - a. perform all duties required of the President by these Bylaws or as may be requested by the Board;
 - b. preside as the chair at all meetings of the Members, the Board, and the Personnel Committee;
 - c. appoint and remove temporary secretaries in the absence of the Secretary;

- d. except as otherwise provided in these Bylaws, after consultation with the Leadership Development Committee, and with the approval of the Board, select the Chair(s) and vice-chair(s) of each special Committee established by the Board. Any members of such special Committee shall be recommended by the Chair of such Committee and approved by the President, after consultation with the Leadership Development Committee;
 - e. appoint, after consultation with the Leadership Development Committee and subject to Board approval, any delegate to any body in which the Congregation may be entitled to and desires representation;
 - f. serve and have a voice, but no vote, except as otherwise provided by these Bylaws, as a member of all Committees, except the Leadership Development Committee and any Search Committee;
 - g. sign or review all agreements to be executed on behalf of the Congregation;
 - h. as permitted or directed by the Board, determine whether or not to grant the use of the Congregation's facilities for any proper purpose and,
 - i. have the authority and may appoint any special or *ad hoc* committees as may be required for the efficient operation of the Congregation.
2. *First Vice-President.* In the absence or incapacity of the President, the First Vice-President shall exercise the powers and discharge the duties of the President. The First Vice-President shall perform all other duties required by these Bylaws or as may be requested by the Board or the Personnel Committee.
3. *Second Vice-President.* In the absence or incapacity of both the President and the First Vice-President, the Second Vice-President shall discharge the duties of the President. The Second Vice-President shall perform all other duties required by these Bylaws or as may be requested by the Board or the Personnel Committee.
4. *Treasurer.* The Treasurer shall:
- a. perform all duties required of the Treasurer by these Bylaws or as may be requested by the Board or the Personnel Committee;
 - b. serve as Chair of the Finance Committee in all of its activities;
 - c. submit a proposed annual budget for the Congregation developed by the Finance Committee to the Board;

- d. oversee the fiscal management of the Congregation, including oversight of:
 - i. the collection, receipt, and prompt deposit to the Congregation's accounts of all collections of Financial Obligations and of all other receipts not payable to the Trustees;
 - ii. the disbursements of the funds of the Congregation that have been approved or budgeted;
 - iii. the accounting, including internal controls, for all moneys and other property of the Congregation, including the accounts of Members; and,
 - iv. the custody and safekeeping of all books, records, documents, and vouchers pertaining to the Congregation's finances;
 - e. review monthly the financial status of the Congregation and report such status to the Board at each regular meeting and when so requested by the Board at other times;
 - f. report to the Board any Member who has become a Member not in Good Standing and any Member not in Good Standing whose membership should be terminated pursuant to these Bylaws; and,
 - g. after the end of each Fiscal Year of the Congregation submit the Congregation's books and records to a certified public accountant for examination as provided above.
5. *Disbursements.* All disbursements of the Congregation will be made subject to the annual budget approved by and to policies established by the Board.

ARTICLE VIII - TRUSTEES

- 1. *Number and Vacancy*
 - a. There shall be five Trustees consisting of the four elected Trustees, each of whom will be a Member, and the President.
 - b. If any Trustee fails to serve for any reason, his or her office will remain vacant until the next Congregational election, unless the Board determines that such vacancy should be filled and chooses a successor to

serve as Trustee until the end of the term of the Trustee who has failed to serve his or her full term.

2. *Ownership of Congregation's Property.* The Trustees own the legal title to all real, personal, and mixed property, including all memorial, endowment, and trust funds of the Congregation (the "Property") and shall hold the Property in the name of the Congregation for the use and benefit of the Members; provided, however,

- a. the Trustees do not control and are hereby exculpated from any liability arising out of or in any way related to:
 - i. the Senior Rabbi's Philanthropic Fund, which the Senior Rabbi shall control;
 - ii. any other discretionary or philanthropic funds established by the Board and designated as free from the control of the Trustees;
 - iii. any of the operating funds of the Congregation, which are subject to the control and supervision of the Board;
 - iv. any of the operating funds of an Auxiliary, which are subject to control and supervision by that Auxiliary; and,
 - v. the acquisition, use, operation, repair, maintenance, insurance, or disposition of any real property or tangible personal property of the Congregation. The management of all real property and tangible personal property is under the exclusive management of the Board except as otherwise provided in these Bylaws.
- b. Except as otherwise provided in these Bylaws, all collections of Financial Obligations, program fees, and other receipts shall be deposited into the Congregation's Operating Fund. The Board shall determine the appropriate account in which to deposit undesignated gifts of less than \$5,000. Unless otherwise agreed to by the Trustees, all undesignated gifts of \$5,000 or more shall be deposited into one or more endowment funds under the control of the Trustees.

3. *Duties.*

- a. Except as otherwise provided by these Bylaws, the Trustees shall own, hold, administer, manage, preserve, invest, and reinvest the Property and shall exercise the powers as provided in these Bylaws as fiduciaries governed by the laws of the Commonwealth of Virginia.

- b. The Trustees shall disburse to or for the benefit of the Congregation from the Congregation's property under the control of the Trustees such amounts as determined by written policies adopted by the Trustees from time to time and approved by the Board.
- c. The Trustees shall promptly after the end of each quarter of the Congregation's Fiscal Year cause copies of the minutes of all Trustees' meetings, written directions, and all statements received by the Trustees reflecting investments, changes in investments, and the income and expenses of the trust funds held by the Trustees for such calendar quarter to be furnished to the Executive Director who shall distribute such reports to the Board.
- d. The Trustees shall promptly after the end of each Fiscal Year of the Congregation submit their books and records to the certified public accountant for annual examination as provided above.

4. *Powers.*

- a. Except as otherwise provided in these Bylaws, the Trustees may:
 - i. sell, convey, mortgage, hypothecate, exchange, or otherwise dispose of the Congregation's property (other than the Congregation's real property, tangible personal property, and funds and accounts not controlled by the Trustees) and invest and reinvest the proceeds thereof;
 - ii. buy, sell, and trade in securities of any nature;
 - iii. establish and maintain accounts of all types in one or more institutions that the Trustees may choose;
 - iv. hold any securities as a common fund;
 - v. lend money to the Congregation on such terms, including interest rates, security, and loan duration, as the Trustees deem advisable;
 - vi. employ a registered investment advisor in managing the investments of any trust and rely upon the investment recommendations of the advisor without liability to the Congregation or any Member; and,

- vii. hire agents to make investments based on the advice of investment advisors.

5. *Governance.*

- a. Unless otherwise required by these Bylaws or any other document, the Trustees shall act only after approval of such action by a vote of a majority of the then serving Trustees.
- b. The Trustees:
 - i. shall at least annually select a Trustee as chair of the Trustees to manage the Trustees and to communicate regularly with the Board and the Congregation;
 - ii. may adopt and amend rules, consistent with these Bylaws, to govern its actions and meetings; and,
 - iii. may select one or more past Trustees to serve as Trustee Emeritus or Emerita, without a vote, to preserve and transmit the Congregation's history and to offer guidance to the Trustees.

6. *Bond.* No Trustee will be required to furnish any bond or surety for the faithful performance of his or her duties, unless required by the laws of the Commonwealth of Virginia.

7. *Conflicts.* To the extent the provisions of any will, trust agreement, gift, or similar document (the "Document") evidencing or governing the transmission of property to or for the benefit of Members and the Congregation contains provisions, terms, or conditions conflicting with these Bylaws, then the Document will control over these Bylaws.

ARTICLE IX - CLERGY

1. *Senior Rabbi.*

- a. *Qualification.* The Senior Rabbi shall be an ordained Rabbi, whose rabbinic education, training, and experience should generally conform to the Rabbinic Guidelines.
- b. *Vacancy.*
 - i. When a vacancy occurs in the position of Senior Rabbi, the President shall promptly appoint a Search Committee to seek out

and recommend to the Personnel Committee the name of a candidate for the position of Senior Rabbi together with his or her credentials.

- ii. Upon receipt of the name and credentials of a candidate, the Personnel Committee shall:
 - (1) accept or reject the proposed candidate;
 - (2) determine the terms of the initial employment agreement between the Congregation and the candidate for Senior Rabbi; provided the initial agreement will not be for a period more than three years; and,
 - (3) upon reaching agreement with such candidate, recommend such candidate for Senior Rabbi and his or her initial agreement to the Board for its approval or rejection.
 - iii. When the Board approves a candidate for Senior Rabbi, Notice of a Special Meeting of Members to elect the candidate to the position of Senior Rabbi together with the candidate's name and qualifications shall be given to the Members at least fifteen (15) days prior to such Special Meeting of Members. A majority vote by written ballot of the Members present at such Special Meeting will be required for the initial election of a Senior Rabbi.
- c. *Agreement.* Any employment agreement or amendment of any employment agreement between the Congregation and the Senior Rabbi should generally conform to the Rabbinic Guidelines and will contain the following provisions:
- i. the Senior Rabbi's salary and benefits will continue as usual during any period of illness for a period of six months in any twenty-four, consecutive month period; and,
 - ii. when a Senior Rabbi of the Congregation retires, no service may be required of him or her thereafter, nor will he or she be entitled to any additional compensation or benefits for past services, unless such additional compensation or benefits are recommended by the Personnel Committee and approved by the Board and by the Members following the procedures set out in Section 1(b)(iii) of this Article.

- d. *Subsequent Agreements.* The Personnel Committee shall have the authority to renegotiate the employment agreement with the Senior Rabbi, and every such employment agreement shall be approved or rejected by the Board; provided, however, if the Personnel Committee approves any term of employment for the Senior Rabbi that exceeds five years, then such term of employment shall be submitted for approval to the Board, and if approved by the Board then to the Members for approval following the procedures set out in Section 1(b)(iii) of this Article.

- e. *Duties.* The Senior Rabbi should generally perform the duties set out in the Rabbinic Guidelines, and he or she shall:
 - i. conduct religious services of the Congregation and life cycle events of the Members;
 - ii. attend as a non-voting member meetings of the Officers, the Personnel Committee, the Board, and the Congregation, except when requested to excuse himself or herself, when on approved vacation, or when sick;
 - iii. subject to other provisions of these Bylaws, serve as an *ex officio* member of all Committees with a voice but without the right to vote;
 - iv. supervise all other Clergy and any Rabbi or Cantor who has Emeritus or Emerita status and functionally supervise the Professional Staff; and,
 - v. have those specific duties which are described in the Senior Rabbi's employment agreement with the Congregation and which are assigned or modified by the Board with the consent of the Senior Rabbi, which consent will not be unreasonably withheld.

- f. *Freedom of Expression in the Pulpit.* The Senior Rabbi will enjoy complete freedom of expression in the pulpit.

- g. *Rabbinical Prerogative.* Except as otherwise provided in these Bylaws, the Senior Rabbi is the final arbiter on all matters of Jewish law and custom, religious teaching, and the practice of ritual in the Congregation, while taking into account the tenets and practices of Reform Judaism, past practices of the Congregation and the views of other Clergy, any Rabbi or Cantor who has Emeritus or Emerita status, the Professional Staff, the Personnel Committee, the Board, and the Members

(“Rabbinical Prerogative”). If there is a dispute between the Senior Rabbi and other Clergy, any Rabbi or Cantor who has Emeritus or Emerita status, the Professional Staff, the Personnel Committee, the Board, or the Members regarding whether a matter or decision is subject to Rabbinical Prerogative which the parties cannot resolve, the Board shall decide whether Rabbinical Prerogative applies and if it does, the Senior Rabbi's decision will be final.

- h. *Termination of Contract of Senior Rabbi.*
 - i. *Mediation.* Before recommending termination of the Senior Rabbi's employment agreement with the Congregation, the Personnel Committee and the Senior Rabbi shall engage in a mediation process to attempt to reconcile the differences between the Congregation and the Senior Rabbi.
 - ii. *Grounds for Termination.* After receiving the Personnel Committee's recommendation to terminate the Senior Rabbi's employment, the Board shall have the authority to terminate the employment of the Senior Rabbi for good cause, including:
 - (1) that the Senior Rabbi has been unable or it is probable that the Senior Rabbi will be unable for any reason to perform his or her duties for a period of six months;
 - (2) that the Senior Rabbi has either committed a serious act of impropriety or has persistently neglected his or her duties;
 - (3) that the Senior Rabbi has materially breached his or her employment agreement with the Congregation and has failed to cure such breach within the time provided in his or her employment agreement with the Congregation or if no such period is so provided, within a reasonable time of receiving notice of such breach; or,
 - (4) that such termination is in accordance with the provisions of the Senior Rabbi's employment agreement with the Congregation.
 - iii. *Board Action.*
 - (1) The vote to terminate the employment of the Senior Rabbi must take place at an actual meeting of the Board. The

vote to terminate the Senior Rabbi's employment at such meeting will require the approval of at least two-thirds (2/3) of the Managers present at such meeting.

(2) If the Board votes to terminate the employment of the Senior Rabbi, then notice of such decision will be given to the Senior Rabbi within three days of such vote. The Senior Rabbi may request in writing delivered to the President within ten days of receipt of such notice that the Board reconsider its decision.

(3) Upon receipt of such a request from the Senior Rabbi, the President shall call a Special Meeting of the Board as soon as practical. The Senior Rabbi will be entitled to attend such meeting with or without representation, present evidence, call witnesses, and in all respects answer the charges against him or her. Except as permitted by Section 1(h)(iv), below, such notice, proceedings, and deliberations of the Board on this matter will take place in executive session and will be kept strictly confidential. The vote to terminate the Senior Rabbi's employment at such Special Meeting shall require the approval of more than two-thirds (2/3) of the Managers present at such meeting.

iv. *Congregational Action.* If the Senior Rabbi requests the Special Meeting described above, and if the Board terminates the employment of the Senior Rabbi, and if within ten days of such termination the Senior Rabbi makes a written request to the President to have the Members review such termination, then the termination shall be submitted as soon as practical for approval or rejection by the Members following the procedures set out in Section 1(b)(iii) of this Article. Any written request by the Senior Rabbi under this section waives the confidentiality requirements of Section 1(h)(iii) of this Article.

2. *Rabbi Emeritus or Emerita.*

- a. The Personnel Committee may from time to time recommend the appointment or removal of one or more Rabbi Emeriti or Emerita.
- b. Upon receipt of such recommendation or on its own, the Board shall have the authority to:

- i. appoint a past Senior Rabbi of the Congregation as a Rabbi Emeritus or Emeritae of the Congregation;
 - ii. with the consent of the Senior Rabbi, which consent will not be unreasonably withheld, authorize a Rabbi Emeritus or Emerita to perform such Rabbinic duties as the Rabbi Emeritus or Emerita may wish to undertake; and,
 - iii. set the compensation, if any, for services to be rendered by the Rabbi Emeritus or Emerita and reimburse any expenses reasonably incurred by the Rabbi Emeritus or Emerita in performing such services.
 - iv. Any agreement with a Rabbi Emeritus or Emerita should generally conform to the Rabbinic Guidelines.
3. *Associate and Assistant Rabbi(s).*
- a. If the Board determines, after consultation with the Senior Rabbi, that the Congregation needs one or more Associate or Assistant Rabbis, the President shall promptly form a Search Committee to seek out and recommend after consultation with the Senior Rabbi, the name of a candidate for such position together with his or her credentials to the Personnel Committee.
 - b. Upon receipt of the name and credentials of a candidate, the Personnel Committee shall:
 - i. accept or reject the proposed candidate;
 - ii. if the candidate is acceptable, determine the terms of the initial employment agreement, including the candidate's duties, between the Congregation and the candidate; and,
 - iii. upon reaching agreement with such candidate, recommend such candidate to the Board for its approval.
 - c. The Board shall have the authority to:
 - i. approve or reject the candidate for Associate or Assistant Rabbi recommended by the Personnel Committee;

- ii. after consultation with the Senior Rabbi, set and change the responsibilities and authority of an Assistant or Associate Rabbi; and,
- iii. after receiving the Personnel Committee's recommendation to renew or terminate such employment, renew or terminate the employment of any Associate or Assistant Rabbi.
- d. Any agreement with an Associate or Assistant Rabbi should generally conform to the Rabbinic Guidelines.

4. *Cantor and Cantorial Soloist.*

- a. The Board shall have the authority, after consultation with the Senior Rabbi, to determine that the Congregation needs one or more Cantors or cantorial soloists. Upon such determination, a Search Committee will be promptly formed to seek out and recommend after consultation with the Senior Rabbi the name of a candidate for such position, together with his or her credentials, to the Personnel Committee.
- b. Upon receipt of the name and credentials of a candidate, the Personnel Committee shall:
 - i. accept or reject the proposed candidate;
 - ii. if the candidate is acceptable, the Personnel Committee shall determine the terms of the initial employment agreement, including the candidate's duties, between the Congregation and the candidate provided the initial agreement shall not be for a period of more than two years; and,
 - iii. upon reaching agreement with the candidate, recommend the candidate to the Board for its approval.
- c. The Board shall have the authority to:
 - i. approve or reject the candidate for Cantor or cantorial soloist recommended by the Personnel Committee;
 - ii. set and change the responsibilities and authority of any Cantor or cantorial soloists; and,

- iii. after receiving the Personnel Committee's recommendation to renew or terminate such employment, renew or terminate the employment of any Cantor or cantorial soloist.
 - d. Any agreement with a Cantor or cantorial soloist should generally conform to the Guidelines: Cantorial Congregational Relationships of the American Conference of Cantors, as amended.
 - e. Unless otherwise excused from a meeting or a part of a meeting, the Cantor shall attend, as a non-voting member, meetings of the Personnel Committee, the Board, and the Congregation, except when requested to excuse himself or herself, when on approved vacation, or when sick.
- 5. *Cantor Emeritus or Emerita.* The Board shall have the authority to:
 - a. appoint a past Cantor of the Congregation as a Cantor Emeritus or Emerita of the Congregation;
 - b. with the consent of the Senior Rabbi, which consent shall not be unreasonably withheld, authorize a Cantor Emeritus or Emerita to perform such cantorial duties as the Cantor Emeritus or Emerita may wish to undertake; and,
 - c. set the compensation, if any, for services to be rendered by the Cantor Emeritus or Emerita and reimburse any expenses reasonably incurred by the Cantor Emeritus or Emerita in performing such services.
 - d. Any agreement with a Cantor Emeritus or Emerita should generally conform to the Guidelines: Cantorial Congregational Relationships of the American Conference of Cantors, as amended.

ARTICLE X - PROFESSIONAL STAFF

- 1. *Education Director.*
 - a. If the Board determines, after consultation with the Senior Rabbi, that the Congregation needs an Education Director, the President shall promptly form a Search Committee to seek out and recommend after consultation with the Senior Rabbi the name of a candidate for such position together with his or her credentials to the Personnel Committee.

- b. Upon receipt of the name and credentials of a candidate, the Personnel Committee shall:
 - i. accept or reject the proposed candidate;
 - ii. if the candidate is acceptable, the Personnel Committee shall determine the terms of the initial employment agreement, including the candidate's duties, between the Congregation and the candidate provided the initial agreement shall not be for a period of more than two years; and,
 - iii. upon reaching agreement with such candidate, recommend such candidate to the Board for its approval.
- c. The Board shall have the authority to:
 - i. approve or reject the candidate for Education Director recommended by the Personnel Committee;
 - ii. after consultation with the Senior Rabbi, set and change the responsibilities and authority of an Education Director; and,
 - iii. after receiving the Personnel Committee's recommendation to renew or terminate such employment, renew or terminate the employment of any Education Director.
- d. Unless modified by the Board and subject to the supervision of the Personnel Committee and the Senior Rabbi's functional supervision, the Education Director shall:
 - i. supervise the operations of the Religious School;
 - ii. assist the Family Connection Committee to accomplish its goals;
 - iii. establish, teach, and promote substantial activities and programs that contribute to the knowledge and observance of Reform Judaism and the participation in Jewish and Congregational activities of and by Members and the children of Members; and,
 - iv. attend as a non-voting member meetings of the Family Connection Committee, the Board, and the Congregation, except when requested to excuse himself or herself, when on approved vacation, or when sick.

2. *Executive Director.*

- a. If the Board determines, after consultation with the Senior Rabbi, that the Congregation needs an Executive Director, the President shall promptly form a Search Committee to seek out and recommend, after consultation with the Senior Rabbi, the name of a candidate for such position together with his or her credentials to the Personnel Committee.
- b. Upon receipt of the name and credentials of a candidate, the Personnel Committee shall:
 - i. accept or reject the proposed candidate;
 - ii. if the candidate is acceptable, the Personnel Committee shall determine the terms of the initial employment agreement, including the candidate's duties, between the Congregation and the candidate provided the initial agreement shall not be for a period of more than one year; and,
 - iii. upon reaching agreement with such candidate, recommend such candidate to the Board for its approval.
- c. The Board shall have the authority to:
 - i. approve or reject the candidate for Executive Director recommended by the Personnel Committee;
 - ii. after consultation with the Senior Rabbi, set and change the responsibilities and authority of an Executive Director; and,
 - iii. after receiving the Personnel Committee's recommendation to renew or terminate such employment, renew or terminate the employment of any Executive Director.
- d. Unless modified by the Board and subject to the supervision of the Personnel Committee and the Senior Rabbi's functional supervision, the Executive Director shall:
 - i. manage and supervise the operations of the Congregation's business and fiscal affairs and physical plant to insure the proper and efficient operations of the Congregation's business and physical affairs and the proper maintenance of the Congregation's properties;

- ii. perform all duties required of the Secretary by these Bylaws or as may be requested by the Board, the Personnel Committee, the Trustees, or the President;
 - iii. publish the publications of the Congregation;
 - iv. when requested and in accordance with policies established by the Board, assist the Senior Rabbi, Officers, Board, Trustees, any Auxiliary, Committee, or any other committee, group, or organization that uses the Congregation's Federal identification number or claims exempt status as being part of the operations of the Congregation with publicity for and publication of notices for events, meetings, and programs;
 - v. send all other notices and minutes required to be sent by these Bylaws; and,
 - vi. attend as a non-voting member meetings of the Board and the Congregation, except when requested to excuse himself or herself, when on approved vacation, or when sick, and record the proceedings thereof.
3. *Other Professional Staff.* If determined necessary or advisable by the Board, the Board shall have the authority, upon recommendation of the Personnel Committee, to engage other professional employees; set and change the designation of such employees as Professional Staff; set and change the responsibilities, duties, and authority of any other Professional Staff; and, renew or terminate the employment of any other Professional Staff hired pursuant to this section.

ARTICLE XI - STANDING COMMITTEES

1. *Description and Primary Duties.* The following Standing Committees shall exist:
- a. *Programs Coordinating Committee.* The Programs Coordinating Committee shall: provide oversight to all temple programs, vet programs, and assign to committees, if necessary, coordinate activities and calendar, identify potential themes to unify programs; and, promote interaction between committees. The members of the Programs Coordinating Committee will include one representative from each of the Auxiliaries.
 - b. *Communications and Marketing.* The Communications and Marketing Committee shall direct external communications and coordinate internal

communications to achieve the vision and goals of the Congregation, all Committees, and Auxiliaries.

- c. *Beth Ahabah Cares.* The Beth Ahabah Cares Committee shall coordinate volunteers to increase individuals' sense of connection to the Congregation by reaching out to Members, expressing care at times of joy or sorrow and offering assistance to those in need.
- d. *Family Connection.* The Family Connection Committee shall, in consultation with Clergy, provide oversight of the Religious School, Teen Programs, Youth Programs, and Family Programs, and the B'nei Mitzvah Program. This oversight will ensure the development and maintenance of connections among families, friendships among students, and relationships between Congregational families, Clergy, and staff. The Family Connection Committee shall develop, establish, and monitor all policies and regulations necessary for the proper functioning of all entities and functions within its oversight, and shall work in consultation with the Education Director with regard to the Religious School. The Family Connection Committee shall also have two subcommittees:
 - i. The Family and Youth Programs Committee, which will have primary responsibility for developing and implementing family activities as well as serving as a resource for the Congregation's various youth groups; and,
 - ii. The Religious School Committee, which will have primary responsibility for classroom, program and teacher support.
- e. *Adult Programming and Education.* The Adult Program and Education Committee shall assist the Clergy and the Education Director in developing and promoting educational activities and programs primarily for adults of the Congregation and community in order to increase knowledge of our Jewish heritage and enrich the religious experience of all Members.
- f. *Religious Practices.* The Religious Practices Committee, after consultation with the Senior Rabbi and other Clergy, shall: consider and recommend policies concerning the rituals and observances of the Congregation, including participation of non-Jews in the Congregation's rituals; aid the Clergy in promoting music and Congregational singing; and, assist the Congregation in promoting practices in the home that will enhance the values of Jewish living.

- g. *Council for Social Justice.* The Council for Social Justice, after consultation with the Senior Rabbi and other Clergy, shall develop and promote programs for the Congregation regarding promoting Tikkun Olam (repairing the world).
- h. *Membership.* The Membership Committee shall recruit new members for the Congregation and develop programs for their orientation, integration, and retention.
- i. *Finance.* The Finance Committee shall submit to the Board a detailed, annual budget for the ensuing Fiscal Year; and, if requested by the Board, research and recommend any major expenditure not provided for in the annual budget to the Personnel Committee or the Board, as the case may be.
- j. *House and Grounds.* The House and Grounds Committee shall: oversee the maintenance and upkeep of the real and tangible personal property of the Congregation to keep such real and tangible personal property in good order and repair; recommend to the Board policies for the use of the Congregation's real and tangible personal property; and, recommend to the Board at least annually appropriate amounts and types of insurance policies and report at least annually in writing to the President, the Board, and the Trustees all additions, expirations, renewals, and cancellations of such insurance policies.
- k. *Audit Committee.* The Audit Committee shall:
 - i. annually recommend to the Board a certified public accountant to be engaged by the Congregation, and the type of examination to be performed by such certified public accountant;
 - ii. review and discuss with the auditors: the report to be issued by the auditors; any material deficiencies noted in the management letter issued or to be issued by the auditors; and, any material problems discovered by the auditors during their examination. The Audit Committee shall report its findings to the Board within sixty (60) days of the date of the issuance of the report of such examination; and,
 - iii. otherwise take such actions necessary to implement and maintain sufficient internal controls over the Congregation's funds and other property, including electronic property to protect such property.

- iv. Notwithstanding the foregoing provisions, the Audit Committee has no responsibility to plan or conduct audits or to determine that the Company's financial statements are complete and accurate and are prepared in accordance with generally accepted accounting principals.
2. *Additional Duties.* Each Standing Committee shall: meet periodically during each year; make periodic reports of its activities to the Board; and, recruit and encourage Members to participate in the Standing Committee's activities and in Congregational activities in general.
3. *Chair and Vice-Chairs of Standing Committees.*
 - a. Except as otherwise provided in these Bylaws, the President shall, with the approval of the Board, select the Chair, who shall be a Member, and vice-chair who shall be a Member of each Standing Committee; provided, that the Treasurer shall be the Chair of the Finance Committee and the First Vice President shall chair the Programs Coordinating Committee.
 - b. Each Chair shall be responsible to have minutes of each committee meeting taken and promptly transmitted to the Executive Director.
4. *Membership of Standing Committees.* Except as otherwise provided in these Bylaws:
 - a. each other Standing Committee shall consist of two or more members, each of whom should be a Member, recommended by the Chair of each Standing Committee and approved by the President; provided, however: the members of the Programs Coordinating Committee shall include the Officers, the committee chair or his or her designee of each Standing Committee, other than the House and Grounds, Leadership and Development, Personnel, and Audit Committees; and, the members of the Audit Committee shall consist of a majority of Members who are not Officers or Trustees, with at least one Member being a person who is not a Manager; and,
 - b. The Senior Rabbi or his designee, which designee shall be a member of the Clergy or the Professional Staff, shall be an *ex officio* member of each Standing Committee with a voice but without the right to vote.
5. *Changes.* The Board shall have the authority to eliminate any Standing Committee except the Audit Committee and to add additional Standing Committees.

ARTICLE XII - HEBREW CEMETERY COMPANY

1. *Government.* The Hebrew Cemetery shall be governed by the bylaws of the Hebrew Cemetery Company as amended from time to time by the Board.
2. *Report.* The Hebrew Cemetery Company shall promptly after the end of each Fiscal Year of the Congregation submit its books and records to the certified public accountant for annual examination as provided above and shall annually present to the Board a detailed report in writing of its operations for the immediately preceding year accompanied by the report of the certified public accountant's examination as provided above. This report shall be kept in the Congregation's business office.
3. *Powers.* The Board of Managers of the Hebrew Cemetery Company may from time to time with the approval of the Board enact rules and regulations for the operations of the Hebrew Cemetery or any other cemetery owned or controlled by the Congregation.
4. *Separate Entity.* The Board shall have the authority to establish, amend, govern, and dissolve: one or more separate entities qualified under sections 501(c)(13) or 501(c)(3) of the Code to hold all of the property of the Hebrew Cemetery Company; or one or more charitable entities qualified under section 501(c)(3) of the Code to solicit, hold, and disburse funds to or for the benefit of the Hebrew Cemetery Company or any entity owning the Hebrew Cemetery.

ARTICLE XIII - EXEMPT STATUS

1. *Earnings.* No part of the net earnings of the Congregation shall inure to the benefit of, or be distributable to any Member, Trustee, Manager, or Officer, or to any other private person, except that the Congregation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes as set forth in or permitted by these Bylaws. No substantial part of the activities of the Congregation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Congregation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these Bylaws, the Congregation shall not carry on any other activities not permitted to be carried on: (a) by an entity exempt from federal income tax under section 501(c)(3) of the Code, or the corresponding

section of any future federal tax code, or (b) by an entity, contributions to which are deductible under section 170(c)(2) of the Code.

2. *Dissolution.* Upon the dissolution of the Congregation, all assets of the Congregation shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Code, as may be selected by the Board and approved by the Members; and, if no organization or organizations are so selected, then such assets shall be distributed to the Union of Reform Judaism if it is then an organization that is organized and operated exclusively for such purposes; and, if the Union of Reform Judaism is not then an organization that is organized and operated exclusively for such purposes, then to one or more organizations organized and operated exclusively for such purposes as may be selected by the Circuit Court for the City of Richmond, Virginia.

ARTICLE XIV - EXCULPATION, INDEMNIFICATION, AND LIMITATION OF LIABILITY

1. *Exculpation.* In addition to any protection provided by law:
 - a. No Officer, Manager, Trustee, Clergy, any Rabbi or Cantor who has Emeritus or Emerita status, Professional Staff, Member, member of an Auxiliary, Committee, Leadership Development Committee, or any Search Committee, or employee or agent of the Congregation (collectively for purposes of this Article the “Representative”) shall be held liable for any action taken by the Board, the Personnel Committee, any entity associated with the Congregation, or any Committee of the Congregation if such Representative objects to such meeting or objects to such action provided that such Representative must vote against or abstain from voting for such action taken.
 - b. In any proceeding brought by or in the right of the Congregation, or brought by or on behalf of Members, the damages assessed against a Representative arising out of a single transaction, occurrence, or course of conduct shall not exceed \$1.00. Notwithstanding this limitation of liability, the liability of a Representative shall not be so limited if the Representative engaged in willful misconduct, a knowing violation of the criminal law, or a knowing violation of any other law; unless, the Representative relied in good faith on a legal opinion prepared or presented by legal counsel.
2. *Indemnification.* In addition to any indemnification provided by law:
 - a. The Congregation shall indemnify any Representative who is, or who is threatened to be made, a party to any legal proceeding, because he or she

was a Representative, or as a Representative acted or failed to act, against expenses (including attorney's fees), judgements, fines, and amounts paid in settlement (if the settlement is approved by the Board in advance) actually and reasonably incurred by the Representative in connection with such action, suit, or proceeding, if the Representative reasonably believed to be in or not opposed to the best interests of the Congregation and with respect to any criminal action or proceeding, had no reasonable cause to believe the Representative's conduct was unlawful.

- b. The termination of any action, suit or proceeding by judgement, 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 the Representative reasonably believed to be in or not opposed to the best interests of the Congregation and, with respect to any criminal action or proceeding, had reasonable cause to believe that his or her conduct was unlawful.
- c. Any indemnification under this Article XIV (unless ordered by a court) shall be made by the Congregation only as authorized in the specific case, upon the determination that indemnification of the person is proper in the circumstances because the Representative has met the applicable standard of conduct set forth in this Article. Such determination shall be made: (1) by the Board at a meeting by a majority vote, but not less than five of a quorum consisting of Managers who were not parties to such action, suit or proceeding; or if no quorum can be reached, (2) by the affirmative vote of a majority of the Members, excluding those who are parties to the action, at a duly constituted meeting of the Members.
- d. *Expenses.* The Congregation may pay for or reimburse the reasonable expenses incurred by a Representative in defending a civil or criminal action, suit or proceeding in advance of the formal disposition of such action, suit or proceeding upon receipt of an undertaking (with sufficient security, if required) by or on behalf of the indemnified person to repay such if it shall ultimately be determined that he or she is not entitled to be indemnified by the Congregation as authorized in this provision of these Bylaws.

ARTICLE XV - MISCELLANEOUS

- 1. *Return of Information.* Every Officer, Manager, Trustee, Clergy, Professional Staff, employee and agent of the Congregation, and Chair at the expiration of his or her term of employment shall deliver to the Congregation all books, funds,

documents, and property belonging to the Congregation of which he or she had control.

2. *Rules of Order.* All meetings of the Congregation, the Board, the Personnel Committee, Standing and other Committees, and the Hebrew Cemetery Company shall be conducted in accordance with The Modern Rules of Order published by the American Bar Association.
3. *Waiver of Notice.* Any person may waive any notice required by these Bylaws before or after the date and time stated in the notice, and such waiver shall be equivalent to the giving of such notice. The waiver shall be in writing or communicated by Electronic Transmission, signed by the person entitled to the notice, and filed with the Congregation's minutes or records; provided, however, a person's attendance at or participation in a meeting waives any required notice to him or her of the meeting unless the person at the beginning of the meeting or promptly upon his or her arrival objects to holding the meeting or transacting business at the meeting and does not thereafter vote for or assent to action taken at the meeting.
4. *Participation.* When ever these Bylaws require participation at any meeting, the President or the Chair of a Committee, or the chair of any other committee may permit participation in such meeting by, or conduct the meeting through the use of, any means of communication by which all participants may simultaneously hear each other during the meeting. Any one participating in a meeting by this means is deemed to be present in person at the meeting.
5. *Proxy.* No vote required or permitted under these Bylaws may be given by proxy.
6. *Law.* The validity and interpretation of these Bylaws shall be determined by reference to the laws of the Commonwealth of Virginia.
7. *Context.* Unless the context requires otherwise, words denoting the singular may be construed as denoting the plural, and words of the plural may be construed as denoting the singular. Words of one gender may be construed as denoting another gender as is appropriate within such context.
8. *Headings.* The headings of articles and sections used within these Bylaws are included solely for the convenience and reference of the reader. They shall have no significance in the interpretation or construction of these Bylaws.

9. *Amendments.* The Board or a Petition of seventy-five (75) Members of the Congregation may propose amendments to these Bylaws. Any proposed amendment shall be approved or rejected by the Members at the Annual Meeting or at a Special Meeting of Members called for the purpose. The Notice of such amendment together with a brief explanation of such amendment shall be given at least thirty (30) days prior to such meeting. If a quorum is present, the vote of the majority of the Members present in person shall constitute the act of the Members.
10. *Effective Date.* This Amendment and Restatement of the Bylaws of Congregation Beth Ahabah shall become effective on June 1, 2014.

INDEX

(To Be Generated in Final Version)

HISTORY OF BYLAWS

Final, Passed by Board of Managers on March 16, 2006, Passed by Members May 12, 2006, The Beth Ahabah Bylaws Revision Committee, March 2003 to May 2006. *Committee* Members: Rabbi Martin P. Beifield Jr., Sophia and Nathan Gumenick Senior Rabbi; Claire M. Rosenbaum, Past President & Trustee; Gilbert M. Rosenthal, Past President & Trustee; The Honorable James S. Yoffy, Past President; Larry D. Jackson, Past President; Earl M. Ferguson, Past President; Katy Yoffy, President and Past President; Steven Bernstein, Vice President & President; Robert L. Freed, Vice President & Bylaws Committee Chair. *Executive Directors - Ex Officio:* Marc Swatez - March 2003 to July 2004; Mitchell Gordon - July 2004 to December 2005; Jane Schumann - December 2005 - 2007.

Amended by Congregation at Special Meeting Held on September 21, 2008.

The Amended and Restated Bylaws was passed by the Board of Managers on March 27, 2014 and passed by the Members on May 9, 2014. The Bylaws Revision Committee consisted of: Rabbi Martin P. Beifield Jr., Sophia and Nathan Gumenick Senior Rabbi; Ronald H. Kasoff, Chair of this Committee and Past President; Charles H. Rothenberg, President; Charles B. Scher, Elected Manager; and, Robert L. Freed, Past President.

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Created: January 11, 2014

Updated: January 11, 2014 (3:29pm)

Updated: May 24, 2014 (7:42pm)

**Exhibit A
Transition Plan**

1. *Number of Elected Managers:*

- a. The number of Elected Managers for the fiscal year of the Congregation beginning June 1, 2014, shall be fifteen (15) all of whom shall be elected as provided in the Bylaws in existence prior to June 1, 2014. In addition, one representative from each of the Sisterhood and the Brotherhood shall be Managers for a term of one year, and each group shall designate in writing delivered to the President its authorized representative.
- b. The number of Elected Managers for the fiscal year of the Congregation beginning June 1 (including the Elected Manager who is the representative of the Sisterhood and the Elected Manager who is the representative of the Brotherhood and any Managers re-elected for a 2nd term) and the total number of Elected Managers are as follows:

| Service in Year Beginning June 1 | Elected Manager Representative of Brotherhood for a term of one year | Elected Manager Representative of Sisterhood for a term of one year | Balance of Elected Managers for a term of two years | Total Elected Managers to be nominated and elected | Maximum Total Elected Managers * |
|---|---|--|--|---|---|
| 2015 | 1 | 1 | 4 | 6 | 16 |
| 2016 | 1 | 1 | 5 | 7 | 16 |
| 2017 | 1 | 1 | 7 | 9 | 14 |
| 2018 | 1 | 1 | 3 | 5 | 12 |

* The Maximum Total Elected Managers assumes that every Elected Manager serving on June 1, 2014 or elected thereafter serves his or her full term and is reelected for the maximum number of terms that he or she is permitted to serve.

- c. Any Elected Manager elected for an initial term at an annual meeting of the Congregation held prior to June 1, 2014, and who is serving on June 1, 2014 shall be eligible to be re-elected for one additional term.
- d. If for any year described above, any Elected Manager refuses to seek renomination or fails to serve as an Elected Manager for any reason (including nomination as an Officer), the Board shall have the authority to reduce the number of Elected Managers by the number of such

Managers, but in no event may the number of Elected Managers be less than eight.

2. *Leadership Development Committee.* The provisions of Article IV of the Bylaws shall apply to this Transition Plan except as modified in this Exhibit A.

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Created: January 11, 2014
Updated: January 11, 2014 (3:29pm)
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