BY-LAWS

of

JUDEA REFORM CONGREGATION CEMETERY

(A NON-PROFIT CORPORATION)

December 19, 2021

ARTICLE I

Offices; Books; Seal

Section 1. Principal Office. The principal office of the Corporation shall be located in the City of Durham and County of Durham, State of North Carolina. The Corporation may establish and maintain offices at any other place or places, within or without the State of North Carolina, as the Board of Directors may from time to time determine, including such branches or local chapters as the Board of Directors may from time to time approve.

Section 2. Books. There shall be kept at the principal office of the Corporation, books or records of membership. Correct books of account of the activities and transactions of the Corporation, including a minute book, which shall contain a copy of the Certificate of Incorporation, a copy of these By-Laws and all amendments thereto, and all minutes of meetings of the members and of the Board of Directors shall be kept at the principal or any other office of the Corporation. All books and records of the Corporation may be

inspected by any member, or his/her agent or attorney, for any proper purpose at any reasonable time.

Section 3. Corporate Seal. The seal of the Corporation shall be circular in form bearing the name of the Corporation and words and figures “Incorporated - North Carolina - 1982.” This seal may be altered by resolution of the Board of Directors.

ARTICLE II

Type and Purposes of Corporation

The Corporation is a non-profit corporation organized under the laws of the State of North Carolina, as contained in Chapter 55A of the General Statutes of North Carolina, entitled “Non-Profit Corporation Act.” The purposes for which the corporation is to be formed are:

1. To operate and maintain a Jewish cemetery.
2. To provide services for the Judea Reform Congregation members and others as designated by the Board of Directors, in conjunction with burials.
3. To do all things that the Corporation by law is permitted to do, not inconsistent with maintaining its tax exempt status.

ARTICLE III

Members and Membership

Section 1. Members. All members of Judea Reform Congregation, as defined in the Constitution of the Judea Reform Congregation, shall be members of the Corporation and shall have voting rights only as specified therein.

Section 2. Annual Meeting. The annual meeting of the members for the election of the Cemetery Board of Directors for the ensuing two years and for the transaction of such other business as may be properly brought before the meeting, shall, unless otherwise determined by the Board of Directors, be held on such day as may be designated by the President, or in the event s/he fails to do so, by the Board of Directors, at Judea Reform Congregation in the City of Durham, or in such other place within or without the State of North Carolina, as the Board of Directors may from time to time determine, and as shall be designated in the notice of such meeting.

Section 3. Special Meetings. Special meetings of members shall be called by the Secretary upon the direction of the President or upon the direction of the Board of Directors.

Section 4. Notice of Meetings. Notice of place, day and hour of each meeting of members, whether annual or special, shall be given in a publication of the Congregation and by public announcement to the members of Judea Reform Congregation at least two (2) consecutive weeks before the date of the meeting.

Section 5. Quorum, Adjournment of Meetings. At any meeting of the members, except as otherwise provided by law, a quorum shall consist of twenty (20) members present in person.

Section 6. Voting, Proxies. At any meeting, all actions shall be decided by a majority vote of the members present if a quorum is present at such time. Members shall not be entitled to vote by proxy.

ARTICLE IV

Board of Directors

Section 1. Number and Qualification of Directors. The Board of Directors shall consist of at least five (5) and no more than nine (9) elected Directors nominated in accordance with the Judea Reform Congregation Constitution, by the congregational Nominating Committee, and shall also include the Rabbi, President and Treasurer of the Judea Reform Congregation, who shall have the same voting rights as the elected Board Directors.

Section 2. Election of Directors. The slate of nominees shall be voted on by a consolidated ballot. If the slate proposed by the Nominating Committee is unopposed, election may be by voice vote. In the case of an opposed nomination, election shall be by written ballot, and those candidates (equal to the number of Directors being elected) who receive the most votes shall be declared elected.

Section 3. Term of Office. Each elected director shall serve for a term of two years. There shall be no limit to the number of successive terms which can be served. Each director shall begin his/her term of office July 1 and shall serve until his/her successor is elected and begins his/her term.

Section 4. Powers and Duties. The Corporation shall be governed by its Board of Directors, who shall have complete and exclusive discretion to determine all investments and reinvestments of assets and all expenditures, disbursements, grants or distributions to be made in carrying out the purposes of the Corporation. The Board shall have the power to create from time to time such special committees as it shall deem desirable. Said committees shall be appointed by the President of the Corporation with the consent of the Board and have only such powers as are specifically designated to them by the Board. The Board has the right to hire employees or contract for work. The Board shall set prices for members of Judea Reform Congregation, members of other Union for Reform Judaism and non-members of these congregations subject to the approval of the Judea Reform Congregation Board of Trustees. The Board shall adopt a Cemetery Code and a Conflict of Interest Policy.

Section 5. Place of Meetings. The Board of Directors may hold its meetings at such place or places within or without the State of North Carolina as the Board of Directors may from time to time determine.

Section 6. Annual and Regular Meetings. The Board shall have no less than one meeting each year. This annual meeting of the Board of Directors shall be held for the election of officers and the transaction of other business. Such meeting shall be held either (a) without notice immediately after the annual meeting of members and at the same place, or (b) as soon as practicable after the annual meeting of members, on notice pursuant to Section 7 of this Article IV. In addition to the annual meeting, regular meetings of the Board of Directors may be held at such times and places as may be fixed from time to time by the Board.

Section 7. Special Meetings. Special meetings of the Board of Directors may be called by the President of the Board or by call of twenty-five percent of the directors.

Section 8. Notice of Meetings. Notice of the time and place of each regular or special meeting of the Board of Directors, and of each annual meeting not held immediately after the annual meeting of members at the same place, shall be given to each director by mailing such notice at least ten (10) days before the meeting addressed to the director's residence or usual place of business, or by personally delivering or telephoning or emailing the same at least two days before the meeting. Notice need not be given to any director who submits a signed waiver of notice before the meeting.

Section 9. Resignation and Removal of Directors. Any director may resign at any time. Any or all of the directors may be removed at any time, either with or without

cause, by vote of the members and any of the directors may be removed for cause by the Board of Directors.

Section 10. Quorum and Manner of Acting. A quorum for the transaction of business at any meeting of the Board shall be at least fifty percent (50%) of the members of the Board. Except where otherwise required by law, the vote of a majority of the directors present at the time of the vote, if a quorum is present at such time, shall be the act of the Board of Directors.

Section 11. Action Taken Without a Meeting. The Directors shall have the right to take any action in the absence of a meeting which they could take at a meeting by obtaining the written approval of all the directors. Any action so approved shall have the same effect as though taken at a meeting of the Directors. The action of the Directors without a meeting may be conducted by electronic means, including email or text messaging or similar services. The written approval message from each Board member from his or her email account or messaging account or similar service account shall constitute adequate "written approval" as required by this Section.

Section 12. Attendance by Telephone. Any one or more directors may participate in a meeting of the Board of Directors by means of a conference telephone or similar device that allows all persons participating in the meeting to hear each other, and a director who participates by such means shall be deemed present in person at such meeting.

Section 13. Annual Report. The Board shall present at the annual meeting of members a report, verified by the President and Treasurer or by a majority of the Directors, or certified by an independent public or certified public accountant or a firm of such accountants selected by the Board, showing in appropriate detail the following:

(1) The assets and liabilities, including the endowment funds, of the Corporation as of the end of a twelve month fiscal period terminating not more than six months prior to said meeting.

(2) The principal changes in assets and liabilities, including endowment funds, during the year immediately preceding the date of the report.

(3) The revenue or receipts of the Corporation both unrestricted and restricted to particular purposes, for the year immediately preceding the date of the report.

(4) The expenses or disbursements of the Corporation for both general and restricted purposes, during the year immediately preceding the date of the report.

(5) The number of members of the Corporation as of the date of the report, together with a statement of increase or decrease in such members during the year immediately preceding the date of the report, and a statement of the place where the names and addresses of residence of the current members may be found.

Such annual report shall be filed with the records of the Corporation and either a copy or an abstract thereof entered in the minutes of the annual meeting of members.

ARTICLE V

Committees

The President, subject to approval by the Board of Directors, may designate from among the members of the Board of Directors committees as the Board of Directors shall deem desirable. The Board of Directors may discontinue any such committee at its pleasure. Each such committee shall have such power and perform such duties, not inconsistent with law, as may be assigned to it by the Board of Directors.

ARTICLE VI

Officers

Section 1. Number and Qualification of Officers. The executive officers of the Corporation shall be the President, a Vice President, and a Secretary-Treasurer, all of whom shall be chosen from among the elected members of the Board of Directors at the annual meeting of the Board of Directors. No person may hold more than one office of the Corporation.

Section 2. Election of Officers; Filling of Vacancies. The officers of the Corporation shall be elected by a plurality vote of the members of the Board present at the annual meeting of the Board of Directors at which a quorum is present, or, if not elected at such meeting, at any subsequent meeting of the Board of Directors, as the Board of Directors

may determine. Any vacancy in any office caused by any reason whatsoever, may be filled by appointment by the President of the Corporation. If the vacancy is the President, the Vice President shall assume the Presidency.

Section 3. Term of Office; Removal of Officers. The term of office of each of the aforesaid officers shall be for one year, until the next annual meeting of the membership after his/her election, except that s/he shall continue to serve thereafter until a successor shall have been duly elected and shall have qualified; provided, however, that the Board of Directors by a majority vote of the whole Board may at any time with or without cause remove any officer of the Corporation.

Section 4. Other Officers and Agents. The Board of Directors may appoint such other officers and agents as it may deem advisable, including honorary officers, who shall hold their respective offices for such terms and shall exercise such powers and perform such duties as shall be determined from time to time by the Board of Directors.

Section 5. President. The President shall act as chair at, and call to order, all meetings of the members, and shall be the chief executive officer of the Corporation. Subject to the supervision of the Board of Directors, the President shall have general charge of the affairs of the Corporation and shall see that all orders and resolutions of the Board of Directors are carried into effect. S/he shall, when required by the Board of Directors, make a full written report in respect to any designated matter in connection with the Corporation or its affairs, and shall execute and acknowledge on behalf of the

Corporation all contracts, documents, checks, bonds or other instruments authorized by the Board of Directors, except in cases where the signing and execution thereof shall be delegated by the Board of Directors or these By-Laws to some other officer or agent of the Corporation, and, in general, s/he shall perform all duties incident to the office of President and such other duties as may from time to time be delegated by the Board of Directors.

Section 6. Vice President. The Vice President shall have such powers and duties as may from time to time be delegated by the Board of Directors. In the absence or disability of the President, the Vice President shall be vested with all the powers and perform all the duties of the President.

Section 7. Secretary-Treasurer. The Secretary-Treasurer shall receive the monies of the Corporation and deposit the same in such banks, trust companies or other depositories as may be approved by the Board of Directors. S/he shall have custody of all securities, valuable papers and documents of the Corporation, except as otherwise determined by the Board of Directors. S/he shall keep or cause to be kept a book or books setting forth a true record of all receipts and disbursements, and shall, when as required by the President or the Board of Directors, render a statement of the financial condition of the Corporation and, in general, shall perform all duties as may from time to time be delegated by the Board of Directors. If the Board of Directors so requires, the Secretary-Treasurer shall give bond in such form, with such surety and in such amount as the Board of Directors may direct. The Secretary-Treasurer shall be Secretary of the

Board of Directors, and shall also act as Secretary at all meetings of the members of the Corporation; shall give or cause to be given all required notices of meetings of Directors and members; shall record all meetings of the Directors and members in a book to be kept for that purpose; and, in general, shall perform all duties incident to the office of Secretary, and have such other powers and duties as may from time to time be delegated by the Board of Directors. S/he shall have custody of the seal of the Corporation and shall affix the same to any instrument when duly authorized to do so and shall attest the same.

Section 8. Cemetery Representative to Judea Reform Congregation Board of Trustees. In addition to the aforesaid officers, the Board of Directors shall elect one of its members to the Judea Reform Congregation (JRC) Board of Trustees as provided for in the JRC Constitution. The term of office and provisions for removal shall be the same as described in Section 3 above.

Section 9. Compensation. No director or officer shall receive compensation from the Corporation for his/her services to the Corporation.

Section 10. Reimbursement. Reimbursement may be granted to any person for expenses incurred on behalf of the Corporation, provided that a list of expenses and other documentation required by the IRS is submitted by the person seeking reimbursement to a corporate officer or director and that corporate officer or director approves the reimbursement, and so long as the documentation complies with any

applicable IRS requirements. A corporate officer may not approve his/her own expenses.

ARTICLE VII

Fiscal Year

The fiscal year of the Corporation shall be determined from time to time by the Board of Directors.

ARTICLE VIII

Amendments

Section 1. By Members. By-Laws may be amended, repealed or adopted by the vote of two-thirds of the members present at any meeting of the members, if a quorum is present at such meeting.

Section 2. By the Board of Directors. The Board of Directors, by the vote of two-thirds of the directors present at any directors' meeting where the directors shall have received at least fifteen days notice of the proposed action, may amend, repeal or adopt By-Laws of the Corporation. However, any By-Law adopted by the Board of Directors may be amended or repealed by the members.

ARTICLE IX

Indemnification of Officers and Directors

It is expressly provided that any and every person made a party to any action, suit or proceeding by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that s/he, his/her testator or intestate, is or was a director or officer of this Corporation or of any corporation which s/he served as such at the request of this Corporation, may be indemnified by the Corporation to the full extent permitted by law, against any and all reasonable expenses, including attorney's fees, actually and necessarily incurred by the individual in connection with any appeal therein, except in relation to matters as to which it shall be adjudged in such action, suit or proceeding that such officer or director has breached his/her duty to the Corporation.

It is further expressly provided that any and every person, made or threatened to be made a party to an action, suit or proceeding other than one by or in the right of the Corporation to procure a judgment in its favor, whether civil or criminal, including an action by or in the right of any other corporation of any type or kind, domestic or foreign, which any director or officer of the Corporation served in any capacity at the request of the Corporation, by reason of the fact that s/he, his/her testator or intestate, was a director or officer of the Corporation or served such other corporation in any capacity, may be indemnified by the Corporation, to the full extent permitted by law, against judgments, fines, amounts paid in settlement, and reasonable expense, including attorney's fees, actually and necessarily incurred as a result of such action, suit or proceeding , or any appeal therein, if such a person acted in good faith for a purpose for which s/he reasonably believed to be in the best interest of the Corporation, and, in

criminal actions or proceedings, in addition, had no reasonable cause to believe that his/her conduct was unlawful.

The foregoing right of indemnification shall not be exclusive of other rights to which s/he may be entitled.

The Corporation is authorized to purchase insurance for indemnification of directors and officers.

Revised: 9 December 2008
28 February 2010
29 May 2011
31 March 2013
12 April 2015
3 December 2017
7 March 2021