

TEMPLE BETH ZION
Brookline, Massachusetts
AMENDED AND RESTATED BYLAWS

(Including all amendments through December 10, 2017)

TABLE OF CONTENTS

ARTICLE I.	NAME	1
ARTICLE II.	MEMBERSHIP	1
Section 1.	In General	1
Section 2.	Rights and Privileges	1
Section 3.	Special Members	2
Section 4.	Suspension or Termination	2
Section 5.	Resignation	2
ARTICLE III.	BOARD OF DIRECTORS	2
Section 1.	Board Composition	2
Section 2.	Powers and Duties of Board of Directors	3
Section 3.	At-Large Directors: Eligibility, Term, Term Limits, Vacancies	3
Section 4.	Removal of At-Large Directors	4
ARTICLE IV.	OFFICERS	4
Section 1.	General	4
Section 2.	Elected Officers: Eligibility, Term, Term Limits and Vacancies	5
Section 3.	Officers' Responsibilities and Powers	6
Section 4.	Removal of Officers	10
ARTICLE V.	COMMITTEES	11
Section 1.	Standing Committees	11
Section 2.	Special Committees	11
Section 3.	Terms of Appointment	11
Section 4.	Meetings	12
Section 5.	Operating and Coordinating Committee	12
Section 6.	Nominating Committee	13
ARTICLE VI.	PAST PRESIDENTS GROUP AND LEADERSHIP COUNCIL	14
Section 1.	Past Presidents Group	14
Section 2.	Leadership Council	14
ARTICLE VII.	MEETINGS	15
Section 1.	Regular Member Meetings	15
Section 2.	Annual and Preliminary Member Meetings; Nominations	15
Section 3.	Special Member Meetings	16
Section 4.	Members' Quorum, Proxy and Telephone Voting	16
Section 5.	Directors' Regular Meetings	16
Section 6.	Directors' Special Meetings	16
Section 7.	Directors' Quorum, Voting, Presence by Telephone	17
Section 8.	Parliamentary Authority, Attendance at Meetings, Rabbi's Attendance, No Meetings at Certain Times	17
Section 9.	Minutes	17
Section 10.	Notice, Calendar	17
Section 11.	Transition	18
ARTICLE VIII.	FINANCIAL MATTERS	18
Section 1.	Dues and Assessments	18

Section 2.	Congregational Budget	19
Section 3.	Fiscal Year	19
ARTICLE IX.	RABBI AND CANTOR.....	19
ARTICLE X.	INDEMNIFICATION.....	20
ARTICLE XI.	501(C)(3) PROVISIONS.....	21
ARTICLE XII.	AMENDMENTS	22

TEMPLE BETH ZION

Brookline, Massachusetts

AMENDED AND RESTATED BYLAWS

ARTICLE I. NAME

The name of this corporation shall be TEMPLE BETH ZION. The corporation is sometimes referred to in these Bylaws as the "Congregation."

ARTICLE II. MEMBERSHIP

Section 1. In General

- (a) Any Jewish person, eighteen years of age or older, shall be eligible to apply for and be accepted to membership in the Congregation by the Board of Directors.
- (b) The Board of Directors may, from time to time, establish categories of membership, the respective terms and conditions of each category, as well as the eligibility, rights, privileges and duties of members in such categories.
- (c) A member in good standing shall have all of the rights, privileges and duties of a member as provided by these Bylaws. To be in "good standing" a member shall not be in arrears (beyond any applicable grace period) in the payment of any installment of dues or assessments (including by way of example, membership dues, fees for religious school, or other assessments) and shall not be under suspension from membership.

Section 2. Rights and Privileges

Subject to these Bylaws and such rules, conditions and regulations as may be adopted by the Board of Directors not inconsistent with these Bylaws, the rights and privileges of a member in good standing shall include the following:

- (a) The right to worship with the Congregation.
- (b) The right to attend and vote at all meetings called for the Congregation.
- (c) The right to participate in all activities of the Congregation.
- (d) The right to have his or her children instructed in the Congregation's religious school.

- (e) The right to celebrate life-cycle events with the Congregation in accordance with the Congregation's policies.
- (f) Subject to any other requirements set forth in these Bylaws, the right to be eligible for nomination and election to the Board of Directors and as an Officer of the Congregation and to serve on Committees.
- (g) Such other rights and privileges as the Board of Directors may prescribe, from time to time.

Section 3. Special Members

The Board of Directors, by action of a majority of the entire Board, may establish one or more categories of non-voting membership, such membership being subject to such privileges and obligations as the Board may deem appropriate, to provide for individuals such as those who are undergoing conversion and those whom the Congregation wishes to honor but who are not otherwise eligible for membership. The Board of Directors may modify such privileges and obligations as and when it determines, provided that no such special members shall have the right to vote or to serve as an Officer or Director and such individuals shall not be considered to be 'members' within the meaning of Chapter 180 of the Massachusetts General Laws or these Bylaws.

Section 4. Suspension or Termination

The Board of Directors may suspend or terminate a membership only for cause and only after the member is afforded an opportunity for a hearing before such persons and with such procedures as is determined by the Board of Directors, except that payment defaults shall be governed by Article VIII, Section 1. Suspension or termination of a member shall be effective only upon the affirmative vote of no less than two-thirds (2/3's) of the Directors present and voting at a meeting of the Board of Directors.

Section 5. Resignation

Resignations by members shall be in writing. Resignation shall not relieve a resigned member from any liability, including liability for the payment of any obligation that may be due at the time of resignation.

ARTICLE III. BOARD OF DIRECTORS

Section 1. Board Composition

The Board of Directors shall be comprised of fifteen (15) and seventeen (17) members (each a "Director") as follows: the person(s) then-serving as President or Co-Presidents; the person(s) then-serving as Immediate Past President(s); each of the persons then-serving as the five (5) Vice Presidents of an Operational Area, as set forth below; and eight (8) Directors elected by the members (the "At-Large Directors").

Section 2. Powers and Duties of Board of Directors.

Except as otherwise expressly provided in these Bylaws, the Board of Directors shall:

- (a) Be responsible for all of the affairs, activities and property of the Congregation.
- (b) Oversee the long-range planning, health and welfare of the Congregation.
- (c) Subject to Article IX, hire and terminate the Rabbi (as defined below) and the senior professional staff, and determine their respective duties and compensation, and approve any contract of employment.
- (d) Approve any deeds, mortgages or leases of any of the Congregation's real property.
- (e) Approve any contract that involves financial obligations that will likely exceed \$7,500.
- (f) Approve any unbudgeted expenditure (or group of related expenditures) that will likely exceed \$7,500.
- (g) Approve any formal affiliation or disaffiliation with any organized branch of Judaism.
- (h) Authorize designated Officers or other persons to carry out the actions approved by the Board, including entering into agreements and signing checks along with any restrictions or limitations thereto, provided that any checks, withdrawals or other transfers in excess of \$10,000 shall require two signatures.
- (i) Approve any borrowing of money.
- (j) Establish policies and procedures regarding the affairs of the Congregation.
- (k) Have any and all other powers and duties as may be authorized by a charitable corporation's board of directors under the provisions of Chapter 180 of the General Laws of the Commonwealth of Massachusetts.

Section 3. At-Large Directors: Eligibility, Term, Term Limits, Vacancies

- (a) Eligibility. Subject to these Bylaws, any person who has been a member of the Congregation for at least one (1) year as of the date of his or her election and who is in good standing shall be eligible to be elected as an At-Large Director.

- (b) Term; Term Limits. The term of office of each At-Large Director shall begin immediately following the member meeting at which he or she is elected and shall continue for two (2) years. Notwithstanding the preceding sentence, at the member meeting at which these Bylaws are first adopted, four (4) of the At-Large Directors shall be elected for a term of one (1) year and four (4) shall be elected for a term of two (2) years. The term of office of an At-Large Director shall continue until her or his successor has been elected and qualified. An At-Large Director who holds office as At-Large Director for two (2) successive terms, each of two (2) years, shall not be eligible to again serve as an At-Large Director until after the expiration of at least one (1) year following the vacating of his or her position as an At-Large Director.

- (c) Vacancies. In the event of a vacancy of an At-Large Director, such vacancy may, but need not, be filled by the Board of Directors, after having provided an opportunity to the Nominating Committee to recommend someone to fill such vacancy. Any substitute Director shall serve for the balance of the original term of the position prior to its vacancy.

Section 4. Removal of At-Large Directors

An At-Large Director may be removed as a member of the Board of Directors by the affirmative vote of not less than two-thirds (2/3's) of all the Directors then-serving in office. In addition, an At-Large Director may also be removed by vote of two-thirds (2/3's) of the members present at a members' meeting. The President and any Director then-serving as a Vice President shall be removed automatically from his or his position as a Director simultaneously upon his or her removal as an Officer.

ARTICLE IV. OFFICERS

Section 1. General

The elected Officers of the Congregation shall be one President or two Co-Presidents; one or two Immediate Past Presidents; the following five (5) Vice Presidents: (i) Spiritual Life, (ii) Programming, (iii) Member Relations, (iv) External Relations and (v) Finance/Administration; the Treasurer; and the Secretary. The President and each of the five (5) Vice Presidents of an Operational Area (as hereafter defined) shall be elected by the members of the Congregation. The Treasurer and Secretary shall be selected by the Board, except that the Vice President of Finance/Administration shall also serve as the Treasurer and/or as the Secretary of the Congregation if no person(s) are selected by the Board to serve in such position(s). The Immediate Past President(s) shall serve for a term of one year after his, her, or their term as President or Co-President ends.

The Board of Directors may appoint additional Officers from time to time at its discretion, including by way of example, a Chair or person employed by the Congregation. The term of office of any Officer, if not employed by the Congregation, shall not exceed two (2)

years and the responsibilities of any such additional Officer shall be determined by the Board of Directors. Except where the context otherwise requires, as used in these Bylaws, the term “Officer” shall consist of the elected Officers as well as any additional Officer(s) appointed by the Board.

Section 2. Elected Officers: Eligibility, Term, Term Limits and Vacancies

- (a) Eligibility. Any person who has been a member of the Congregation for a period of at least one (1) year as of the date of his or her election and who is in good standing shall be eligible to be elected as an Officer, except that to serve as a President, the individual shall have previously served on the Board of Directors for at least two (2) years.
- (b) Term. The term of office of each elected Officer shall begin immediately following the member meeting at which he or she is elected and shall continue for two (2) years. Notwithstanding the preceding sentence, at the member meeting at which these Bylaws are first adopted, three (3) of the Vice Presidents shall be elected for a term of one (1) year, and two (2) of the Vice Presidents shall be elected for a term of two (2) years. The term of office of an Officer shall continue until her or his successor has been duly elected and qualified.
- (c) Term Limits.
 - (1) A President who holds office for two (2) successive terms, each of two (2) years, shall not be eligible to serve as President until after the expiration of at least one (1) year during which time he or she does not hold any Officer position (except for the position of Immediate Past President).
 - (2) A Vice President who holds the office of a Vice President (regardless of specific “Operational Area” as defined below) for two (2) successive terms, each of two (2) years, shall not be eligible to serve as any Vice President until after the expiration of at least one (1) year during which time he or she does not hold the office of a Vice President. (For purposes of clarity, any Vice President may serve as President, so long as he or she satisfies the requirements of such position; indeed, it is expected that the office of President *shall* be filled by a person who immediately thereto had served as a Vice President.)
- (d) Vacancies.
 - (1) President. In the event of the vacancy in the office of the President, the Board shall, and in the event of the vacancy of one of the two offices of Co-President, the Board may, select a person who satisfies the requirements to be a President to fill such vacancy, after having provided an opportunity to the Nominating Committee

to recommend someone to fill such vacancy. In filling such vacancy, the Board shall act by a majority of all Directors then-serving in office. The person selected to fill such vacancy shall assume all the duties and responsibilities of the President (or Co-President) for the balance of such President's (or Co-President's) term.

- (2) Vice President. In the event of the vacancy in the office of a Vice President, the Board of Directors shall select a person who satisfies the qualifications to be an officer to serve as a Vice President, after having provided an opportunity to the Nominating Committee to recommend someone to fill such vacancy. In filling such vacancy, the Board shall act by a majority of all Directors then-serving in office. The person selected to fill such vacancy shall serve as a Vice President until the next Annual Meeting of the Congregation, at which meeting a successor Vice President shall be duly elected for a one or two year term (said term length being determined by that length term that will preserve the schedule of electing either two or three Vice Presidents each year to a term of two years).

Section 3. Officers' Responsibilities and Powers

- (a) President. There shall be one President or two Co-Presidents, as determined by the membership's election of a single President or two Co-Presidents. If there are two Co-Presidents, they shall each exercise the power of a President and all reference in these Bylaws to President, except where the context otherwise requires, shall be interpreted as referring to the two Co-Presidents. If a situation arises where it is required that only a single Co-President exercise authority, be recorded as the President of the Congregation or if the co-Presidents disagree as to a course of action (other than where each is entitled to vote), then in such a situation the determination as to which Co-President shall be listed or shall exercise authority shall be made by the spin of a dreidel. The President shall exercise the powers and duties provided by law and the following:
 - (1) Preside, or appoint someone to preside, at all meetings of the members and at all meetings of the Board of Directors.
 - (2) Establish all Special Committees, working groups or task forces oriented towards specific projects or initiatives, appoint the leaders and members of same and, except as otherwise provided in these Bylaws, of all Standing Committees, and set forth guidelines for their duties and responsibilities.
 - (3) Call special meetings of the members in accordance with the provisions of Article VII and at his or her own discretion.

- (4) Assign responsibilities to and coordinate the actions of all Vice-Presidents.
 - (5) Serve as a non-voting member of all Standing Committees (except for the Operating and Coordinating Committee where the President shall be a voting member), Special Committees, working groups and task forces and, together with the Vice Presidents, do all things necessary to ensure the efficient functioning of the Congregation.
 - (6) Chair the Operating and Coordinating Committee.
 - (7) Oversee the Congregation's professional staff, including the Rabbi.
 - (8) Carry out and coordinate the policies established by the Board of Directors.
- (b) Vice-Presidents. Each of the five (5) Vice Presidents shall, in addition to their duties as members of the Board of Directors and as otherwise provided by these Bylaws:
- (1) Oversee and provide substantive leadership in the operational areas of congregational life within his or her area of responsibility, as set forth in sub-sections 3(c) through 3(g) of this Article (the "Operational Areas"), and serve as a channel of communication between the Board of Directors and those Standing and Special Committees, task forces, interest groups and other similar gatherings that are within such Vice President's area of responsibility.
 - (2) Assist the President in special projects, initiatives, or other assignments as requested.
- (c) The Vice President of Finance and Administration shall exercise the following powers and duties:
- (1) Serve as the Treasurer if no person is specifically elected to such office.
 - (2) Serve as the Secretary if no person is specifically elected to such office.
 - (3) Provide oversight, in conjunction with the President and Treasurer, as to the financial affairs of the Congregation.
 - (4) Promote the Congregation's financial, physical, and professional human resources.

- (5) Submit a proposed annual operating and fundraising budget to the Board.
 - (6) Oversee the use, maintenance and improvements to the Congregation's building.
- (d) The Vice President of Programming shall exercise the following powers and duties:
- (1) Oversee and coordinate the content and scheduling of educational and social programs at the Congregation for both adults and children.
 - (2) Develop programming with respect to thematic priorities of the Congregation and its calendar.
- (e) The Vice President of Spiritual Life shall exercise the following powers and duties
- (1) Develop policies and logistics concerning ritual activities at the Congregation, in particular the Sabbath and Holiday prayer services.
 - (2) Organize those who will serve as Torah readers, ushers and greeters and those who will serve at the Bimah during services.
 - (3) Arrange for the giving of honors.
- (f) The Vice President of Member Relations shall exercise the following powers and duties:
- (1) Support the building and maintenances of relationships among the Congregation's members.
 - (2) Welcome and integrate new members.
 - (3) Follow-up with prospective members.
 - (4) Identify and marshal Congregational resources to address the needs of members who are ill, are mourners or have experienced challenging or difficult life experiences.
 - (5) Facilitate inclusion of the various constituencies that comprise the Congregation.
- (g) The Vice President of External Relations shall exercise the following powers and duties:

- (1) Promote relationships between the Congregation and the greater community.
 - (2) Coordinate activities around social action.
 - (3) Engage with Jewish and other religious communities and organizations.
 - (4) Promote awareness of and relationships with the State of Israel.
 - (5) Promote the image and awareness of the Congregation to the larger public.
- (h) Secretary. The Secretary (who shall serve as the ‘clerk’ within the meaning of Chapter 180 of the Massachusetts General Laws) shall exercise the following powers and duties:
- (1) Have charge of and keep appropriate minutes of all meetings of the members, meetings of the Board of Directors, and such other meetings as may be determined by the Board of Directors, and incorporate same into the corporate records of the Congregation.
 - (2) Certify any vote, resolution, authorization, document or instrument enacted or adopted by or on behalf of the Congregation.
 - (3) Have custody of the corporate seal, the corporate records, correspondence files and all other records of the Congregation, except as otherwise provided in these Bylaws.
 - (4) Cause all members of the Board of Directors and Rabbi (as hereafter defined) to be given notice of all Board of Directors meetings in accordance with Article VII of these Bylaws.
 - (5) Cause all members and Rabbi to be given notice of all member meetings in accordance with Article VII of these Bylaws.
 - (6) Deliver to her or his successor all properties of the Congregation in her or his custody, and all books and records in her or his possession pertaining to the office of Secretary.
 - (7) Perform such other duties as are ordinarily incidental to the office of Secretary.
- (i) Treasurer. The Treasurer shall exercise the following powers and duties:
- (1) Have custody of, and responsibility for, the monies, funds and securities of the Congregation, as well as the books and records pertaining to its financial affairs and transactions.

- (2) Receive or cause to be received all monies of the Congregation and deposit them, or cause them to be deposited, in such bank or banks or other financial institutions as may be approved by the Board of Directors, to be held in the name of the Congregation, with access thereto available to such person or persons as may be authorized by vote of the Board of Directors.
 - (3) Supervise the maintenance of accounting systems for, and the financial books and records of, the Congregation.
 - (4) Arrange for the payment from the monies of the Congregation all of its proper and lawful bills and obligations, subject to such resolutions as the Board may adopt from time to time, but nothing contained in these Bylaws shall require that the Treasurer sign checks on behalf of the Congregation.
 - (5) Present a report of the financial condition of the Congregation at the Annual Meeting of the Members and whenever called upon by the Board of Directors.
 - (6) Have his or her books, records and accounts available at all reasonable times for inspection by the President, the Vice President of Finance and Operations, the Board of Directors, the Finance Committees (or other committees having similar function).
 - (7) Deliver to her or his successor all money and other properties of the Congregation in her or his custody, and all books and records in her or his possession pertaining to the office of Treasurer.
 - (8) Supervise the Assistant Treasurer if such officer is appointed by the Board of Directors.
- (j) Immediate Past President(s). The Immediate Past President(s) shall be full voting member(s) of the Board of Directors, and shall advise the President or Co-Presidents as requested from time to time.
- (k) Additional Duties. In addition to the foregoing, all officers, whether elected or appointed, shall perform such additional duties as may be imposed by law or by these Bylaws, or as may be directed by the President, the Board of Directors or a vote of the members.

Section 4. Removal of Officers

Any elected Officer may be removed from his or her office by the affirmative vote of not less than two-thirds (2/3's) of all the Directors then-serving in office. In addition, any Officer may be removed by vote of two-thirds (2/3's) of the members present at a Members' meeting. The President and any Vice President shall be removed automatically from his or his position as a Director simultaneously upon his or her removal from office.

ARTICLE V. COMMITTEES

Section 1. Standing Committees

Except as otherwise provided in these Bylaws, the President shall appoint from the membership of the Congregation, members and a chair or co-chairs for each Standing Committee as soon as practicable following the Annual Meeting, except that the chair or a co-chair of each of the following committees shall be an At-Large Director: Development, Leadership Development and Strategic Planning.

The Standing Committees of the Congregation are the following:

- (1) Operating and Coordinating.
- (2) Nominating.
- (3) Development.
- (4) Leadership Development.
- (5) Strategic Planning.
- (6) Adult Learning.
- (7) Children's Education/Yeladim.
- (8) Community Support/Chesed.
- (9) Finance.
- (10) Membership.
- (11) Oneg and Kiddush.
- (12) Building.
- (13) Synagogue Practices.
- (14) Social Action/Tikkun Olam.

Section 2. Special Committees

A Special Committee may be established by the President or by the Board of Directors. Once established, each Special Committee shall continue in existence until the next Annual Meeting.

Section 3. Terms of Appointment

Except as otherwise provided in these Bylaws, terms of office of all Committee members and chairs shall be for a one (1) year term and shall expire at the first Annual Meeting following their appointment. No Chair of a Standing Committee shall serve as a Chair of that Committee for more than four (4) consecutive terms; however, he or she shall again be eligible for that office after the expiration of at least one (1) year during which time he or she does not serve as Chair of that Committee.

Section 4. Meetings

Committee rules and practices regarding quorum, notice, voting, minutes and other similar procedures shall be the same as those set forth in these Bylaws for the Board of Directors.

Section 5. Operating and Coordinating Committee

- (a) Composition. The Operating and Coordinating Committee shall be comprised of the President, who shall serve as chair, and the Vice Presidents.
- (b) Responsibilities. The Operating and Coordinating Committee shall be responsible for the following:
 - (i) Setting the agenda for meetings of the Board.
 - (ii) Coordinating the activities of the five areas of responsibility assigned to each of the Vice Presidents.
 - (iii) Addressing matters of day-to-day importance so that the primary focus of the full Board is left free to focus on issues of long term strategic importance to the Congregation.
 - (iv) Upon request of the President, being available to consult from time to time.
 - (v) Acting on behalf of the Board between meetings of the Board, with all actions being reported to and subject to change by the Board (in the same manner as would be the case with any Board resolution).
- (c) Excluded Powers. Notwithstanding the provisions of this Section 5, the Operating and Coordinating Committee shall **not** engage in any of the following actions:
 - (1) any action that, pursuant to applicable law, the Articles of Organization or these Bylaws, requires action by more than a simple majority of a quorum of the Board.

- (2) any action that the Board of Directors has removed from the authority of the Operating and Coordinating Committee.
- (3) approve any formal affiliation or disaffiliation with any organized branch of Judaism.
- (4) modify the Congregation's budget.
- (5) terminate, not-renew, discipline or contract with a Rabbi.
- (6) remove or fill a vacancy of any Officer or Director.
- (7) elect members of, or fill vacancies on, the Nominating Committee.
- (8) approve any agreement that involves a financial obligation in excess of \$7,500.
- (9) approve any unbudgeted expenditures in excess of \$7,500.

Section 6. Nominating Committee

- (a) Composition; Term; Term Limits. The Nominating Committee shall be comprised of six (6) members, as follows: the Immediate Past President (or one of the Immediate past Co-Presidents, where applicable) who shall serve as chair of the Committee, the chair of the Leadership Development Committee, one Vice President and three (3) persons who are not and during the previous two (2) years have not served as an At-Large Director or Officer. The Vice President and the three non-Officer/Director members of the Nominating Committee shall be nominated by the President and elected by the Board as soon as possible after the Annual Meeting. The three non-Officer/Director members shall each serve for a term of two (2) years, subject to a maximum of two (2) consecutive terms and until their successors are duly elected and qualified. Such non-Officer/Director members who shall have served two (2) terms, shall not be eligible to again serve as a Nominating Committee member until after the expiration of at least one (1) year during which time he or she does not serve on the Nominating Committee (except they each shall be eligible to serve on the Nominating Committee at the time they are the Immediate Past President or chair of the Leadership Development Committee).
- (b) Vacancies. In the event of a vacancy of any member of the Nominating Committee, such vacancy shall be filled by nomination of the President and election by the Board.
- (c) Meetings. The Nominating Committee shall meet at such times as its chair deems necessary to consider, prepare and submit in writing to the Congregation's members its slate of nominees and in any event, at least 20 days in advance of the Annual Meeting. In addition, the Nominating

Committee shall meet during the course of the year on at least a quarterly basis to identify and discuss members of the Congregation not currently in leadership who may be suitable to serve in such roles in the future.

- (d) Slate. The slate of nominees submitted by the Nominating Committee shall include a candidate for each Officer and At-Large Director position to be elected. In determining the nominees for such positions, the Nominating Committee shall take into account such factors as it deems important and the diversity of the Congregation.

ARTICLE VI. PAST PRESIDENTS GROUP AND LEADERSHIP COUNCIL

Section 1. Past Presidents Group

- (a) Establishment of Past Presidents Group. The Past Presidents Group shall serve as a forum where past presidents of the Congregation may discuss issues affecting the spectrum of congregational life while sharing their unique experience, knowledge and perspective. It shall be comprised of the President and all past presidents of the Temple.
- (b) Meetings. The Past Presidents Group may be called into session from time to time at the discretion of the President. Sessions shall be led by the President, or by a past president appointed by the President for such purpose.

Section 2. Leadership Council

- (a) Establishment of Leadership Council. There is hereby established a Leadership Council that shall serve as a forum for the discussion of ideas, issues, trends and goals affecting congregational life, and for the sharing of information, viewpoints and ideas among the Congregation's lay leadership, the Rabbi and the professional senior staff. The Leadership Council will provide opportunities for its members to meaningfully engage and support each other within a wide platform, with the common goal of advancing the religious, educational, cultural, and communal well-being of the Congregation.
- (b) Composition and organization of the Council. The Council shall be comprised of the following: the Board of Directors, the Officers, the chairs of all Standing and Special Committees, the Rabbi, the senior professional staff, and such other persons as the President, from time to time, shall determine.
- (c) Meetings. The Leadership Council shall meet at least once a year, and be called into session by the President. The President shall, in consultation

with the Board of Directors and members of said Council, propose agendas for each meeting, which shall be presided over by the President.

ARTICLE VII. MEETINGS

Section 1. Regular Member Meetings

There shall be at least three regular meetings of the members of the Congregation: an Annual meeting in December, a Preliminary Meeting that is held at least ten (10) days prior to the Annual Meeting and a third meeting in June. The Annual Meeting shall be held in the Congregation's offices on the first Sunday in December or at such other time and place in the month of December as shall be designated by the Board. A purpose of the Annual Meeting will be the election of Officers and At-Large Directors and for such other matters as are required by law or as may be provided by these Bylaws or as the Board may determine. The Preliminary Meeting shall be held in the Congregation's offices at least ten (10) days prior to the date scheduled for the Annual Meeting and at such time and other place as shall be designated by the Board. The other regular meeting shall be held on the first Sunday in June or at such other time and place in the month of June as shall be designated by the Board.

Section 2. Annual and Preliminary Member Meetings; Nominations

- (a) Notice and Agenda for Annual Meeting. No less than twenty (20) days prior to the date set for the Annual Meeting, the Secretary shall give notice to each member of the Congregation in good standing, of the time, date and place of the Annual and Preliminary Meetings. Such notice shall include the agenda for each such Meeting, the slate of all persons proposed by the Nominating Committee for election as an Officer or At-Large Director, such additional information concerning the nominees as the Nominating Committee shall determine and a copy of this Section 2 of this Article.
- (b) Nominations; Preliminary Meeting. An eligible member of the Congregation may be nominated to serve as an At-Large Director or Officer by either having been nominated by the Nominating Committee or by being nominated at the Preliminary Meeting, provided that such person has received at the Preliminary Meeting the affirmative vote of at least ten (10) members in good standing, and such person has delivered to the Secretary and to the chair of the Nominating Committee at or prior to the Preliminary Meeting his or her written agreement to be a nominee.
- (c) Additional Notice of Nominees. If any member has been nominated at the Preliminary Meeting, then the Secretary shall notify the Congregation's members of the nominees that have been nominated at the Preliminary Meeting and by the Nominating Committee, which notice shall be sent no

less than five (5) days prior to the date of the Annual Meeting, together with such additional information concerning the nominees as the Nominating Committee shall determine.

Section 3. Special Member Meetings

Special meetings of the members of the Congregation may be called at any time by notice of such meeting given by the Secretary, either at the direction of the President or within ten (10) days following the receipt by the Secretary of a written request stating the purpose of the proposed meeting that has been signed by at least six (6) Directors or ten percent (10%) of the members of the Congregation in good standing. The notice shall set forth the purpose for which the meeting has been called and shall be given no less than seven (7) and no more than 45 days prior to the date set for such meeting.

Section 4. Members' Quorum, Proxy and Telephone Voting

A quorum at any regular or special meeting of the members shall consist of thirty (30) members in good standing of the Congregation, except that at the Preliminary Meeting a quorum shall consist of five (5) such members. Unless otherwise specified in these Bylaws or required by law, the affirmative vote of no less than a majority of the members present and in good standing shall be required for any act of the Congregation; provided, however, a lesser number of votes, being a majority of those members present, though less than sufficient for a quorum, shall be sufficient to adjourn a meeting to another time and place, which shall be no less than seven (7) days after notice of such adjournment and alternative time and place is given to the members. Proxy voting and voting by telephone or similar communications equipment by which all of the participants can hear each other at the same time shall be permitted at meetings of the members only in the case of voting on amendments to the Congregation's Articles of Organization and shall otherwise not be permitted.

Section 5. Directors' Regular Meetings

The Board of Directors shall hold at least six (6) regular meetings during the year. An agenda for each regular meeting shall be proposed by the President or by the Operating and Coordinating Committee. In addition, a particular matter shall be placed on the agenda of such a meeting upon the written request of no less than three (3) Directors filed with the Secretary no less than two (2) days prior to the scheduled date of the meeting.

Section 6. Directors' Special Meetings

Special meetings of the Board of Directors may be held on the call of the President. The President or Secretary shall also call a special meeting following his or her receipt of a written request for such a meeting signed by no less than three (3) Directors stating the purpose thereof. Such meeting shall be held within ten (10) days after receipt of such written request, unless scheduled at a later time or cancelled, in either case with the consent of the Directors that

requested such meeting. Notice of all special meetings shall be given by the Secretary to all Directors no less than three (3) days before the date of the meeting and such notice shall include the purpose of the meeting.

Section 7. Directors' Quorum, Voting, Presence by Telephone

Unless otherwise specified in these Bylaws, a majority of the Directors then in office shall constitute a quorum at any meeting of the Board of Directors, and the affirmative vote of a majority of those Directors present shall be required for an act of the Board of Directors. No proxies or absentee voting shall be permitted. A Director shall be considered as present in person for all purposes, including quorum and voting, if such Director participates in such meeting by means of a conference telephone or similar communications equipment by which all of the participants can hear each other at the same time. Directors may also act by unanimous written consent.

Section 8. Parliamentary Authority, Attendance at Meetings, Rabbi's Attendance, No Meetings at Certain Times

(a) Questions of parliamentary law not specifically governed by these Bylaws shall be decided in accordance with the most recent edition of "Roberts' Rules of Order" Notwithstanding the foregoing, such rules may be modified at a meeting of the members by a vote of two-thirds (2/3's) of the members then present and voting, or, in the case of a meeting of the Board of Directors, by a vote of two-thirds (2/3's) of the Directors then present and voting.

(b) Any member may attend and observe at any regular or special meeting of the Board of Directors, provided that any meeting may be conducted in executive session by the affirmative vote of the Directors then present and voting. An executive session shall be open only to the Directors and to such other persons, if any, as may be determined by the President or by the Directors.

(c) Any Rabbi may attend and speak (but without vote) at any meeting of the members, the Board or any committee, except (i) for that portion of a meeting at which a Rabbi's performance or contract is being discussed, (ii) if the body votes to exclude the Rabbi or (iii) if the individual chairing the meeting requests the Rabbi not to attend the meeting.

(d) No member or Director meetings shall be conducted during the Sabbath, or on Rosh Hashanah, Yom Kippur and the holy days of Pesach, Shavuot and Sukkot.

Section 9. Minutes

The minutes of all meetings of the Board of Directors and the members shall be kept by the Secretary and shall be open for inspection at the Congregation office by any member of the Congregation during usual office hours.

Section 10. Notice, Calendar

Any reference to the giving of notice of meetings in these Bylaws shall require that notice be given by either telephone, regular or overnight mail, hand-delivery or e-mail. A notice shall

be deemed given as of the date of the phone call (if there is a live conversation or the date a message is left on a voice mail or answering machine), the date that it is mailed or hand delivered or the date it is sent by e-mail. All notices shall use the address information as it then appears on the Congregation's records and such records may specify whether the member's preference for notice is via regular mail or email and such preferences shall be observed by the Secretary in giving of notice, except that telephone notice shall in all events be acceptable. All notices shall specify the time, date and place of the meeting.

Section 11. Transition

Notwithstanding anything to the contrary contained elsewhere in these Bylaws, the following provisions shall govern the initial election of all Officers and At-Large Directors (respectively, the "New Officers" and the "New Directors") that takes place upon the adoption of these Amended and Restated Bylaws.

The election by the members of the New Officers and New Directors shall take place at the same meeting at which these Bylaws are adopted and immediately after the adoption of these Bylaws. Nomination of members to serve as New Officers and New Directors shall have been made at least thirty (30) days prior to said meeting by the then-existing Board of Directors (that is, those persons serving as Directors immediately prior to the adoption of these Bylaws (the "Existing Directors")). In determining the nominees to serve as New Officers and New Directors, the Existing Directors shall provide for a process for soliciting nominations from the members. No nominations from the floor shall be permitted at the meeting at which the New Officers and New Directors are elected. Notice of all persons nominated to serve as New Officers and New Directors shall have been sent to the members at least twenty (20) days prior to said meeting.

The election of the New Officers and New Directors shall constitute the automatic removal of each of the Existing Directors and each of those persons then-serving as an Officer immediately prior to the adoption of these Bylaws (an "Existing Officer").

Any time period during which an Existing Director or Existing Officer served in such position prior to the adoption of these Bylaws shall not be recognized for purposes of any of the term limit provisions contained in these Bylaws.

There shall not be any Annual or Preliminary Meeting in the calendar year when these Bylaws are first adopted.

ARTICLE VIII. FINANCIAL MATTERS

Section 1. Dues and Assessments

- (a) Each member of the Congregation shall pay annual dues in such amount, at such times, and in accordance with such rules and regulations (which shall include payment by installment) as shall be determined by the Board

of Directors. Such rules and regulations shall be available to any member of the Congregation upon request.

- (b) Special assessments may be made upon the members of the Congregation by the affirmative vote of the Board of Directors.
- (c) The Board may adopt policies and procedures for the reduction, waiver or postponement of the amount of dues or assessments charged in cases of demonstrated hardship or need.
- (d) In the event a member is in default in the payment of dues or assessments for thirty (30) days after notice, and if arrangements for payment or abatement shall not have been made prior to or within said thirty (30) day period, the member's status as a member of the Congregation may be suspended or terminated in accordance with the policies and procedures adopted by the Board. Termination shall be treated as a resignation by such member, except that such termination shall not relieve such member from any liability to make any such payment. In the case of a household membership, such a suspension or termination shall apply to all individuals associated with such membership.

Section 2. Congregational Budget

The budget shall be approved by the Board of Directors at a meeting of the Board held prior to the June meeting of the members. At such June meeting, the Treasurer or another person designated by the President shall make a presentation summarizing the budget as approved by the Board.

Section 3. Fiscal Year

The fiscal year of the Congregation shall commence on July 1 of each year and shall end on June 30 of the following year.

ARTICLE IX. RABBI AND CANTOR

Section 1. The President, in consultation with the Operating and Coordinating Committee, shall appoint a search committee to recommend a candidate for a new Rabbi when required. When one or more candidates have been selected by such Committee, the President shall direct the Secretary to mail the curriculum vitae of said candidate(s) to the members, together with a notice of a special member meeting for the express purpose of selecting the Rabbi. The selection of the Rabbi will be by closed ballot and the notice of such special member meeting shall so state. Said selection shall be decided by a majority vote of the members present.

Section 2. The salary and other details of the Rabbi's initial contract and any renewal, modification or extension of same will be negotiated by the President and two members

of the Congregation nominated by the President and approved by the Board of Directors. Said contract and any renewal, modification or extension shall require the approval of a majority of the entire Board of Directors.

Section 3. The decision to renew, not renew, extend or terminate the contract of a Rabbi shall be made by a majority of the entire Board of Directors.

Section 4. All references in these Bylaws to "Rabbi" shall include all rabbis and cantors serving or being considered to serve the Congregation, except that such references to Rabbi shall not include a cantor or rabbi if the length of the term of the arrangement with such individual is on an initial and temporary basis of twelve (12) months or less.

ARTICLE X. INDEMNIFICATION

No Director or Officer (which term, as used in this Article, shall include any elected Officer, the Immediate Past President, as well as any uncompensated officer appointed under Article IV) of the Congregation shall be personally liable to the Congregation for monetary damages for or arising out of a breach of fiduciary duty as an Officer or Director notwithstanding any provision of law imposing such liability; provided, however, that the foregoing shall not eliminate or limit the liability of an Officer or Director to the extent that such liability is imposed by applicable law: (i) for a breach of the Director's duty of loyalty to the Congregation; (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law; or (iii) for any transaction from which the Officer or Director derived an improper personal benefit. To the extent permitted by law, no amendment or deletion of the provisions of this Article that restricts or limits the limitation on liability provided hereunder to Officers and Directors shall apply or be effective with respect to actions and omissions of any Officer or Director occurring prior to the date said amendment or deletion became effective.

The Congregation shall, to the extent legally permissible, indemnify each person who may serve or who has served at any time as an uncompensated Officer or Director, or who at the request of the Congregation may serve or at any time has served as an uncompensated fiduciary or Director of an employee benefit plan of the Congregation, and the Congregation may, to the extent legally permissible, indemnify any compensated Officer, employee, agent or other person (each, an "Indemnified Person"), against all expenses and liabilities, including, without limitation, reasonable attorneys' fees, judgments, fines, excise taxes, penalties and settlement payments, reasonably incurred by or imposed upon such person in connection with any threatened, pending, or completed action, suit or proceeding whether civil, criminal, administrative or investigative (a "proceeding") in which an Indemnified Person may become involved by reason of serving or having served in such capacity (other than a proceeding voluntarily initiated by such person unless the Board of Directors authorized the proceeding); provided that no indemnification shall be provided for any such Indemnified Person with respect to any matter as to which the Indemnified Person shall have been finally adjudicated in any proceeding not to have acted in good faith in the reasonable belief that such Indemnified Person's action was in the best interests of the Congregation or, to the extent that such matter relates to services with respect to an employee benefit plan, not to have acted in the best interests of the participants or beneficiaries of such employee benefit plan; and further provided that any

compromise or settlement payment shall be approved by the Board of Directors in the same manner as provided below for the authorization of indemnification.

Such indemnification may, to the extent authorized by the Board of Directors, include payment of expenses incurred in defending a civil or criminal action or proceeding in advance of the final disposition of such action or proceeding, upon receipt of an undertaking by the Indemnified Person to repay such payment if not entitled to indemnification under this Article, which undertaking may be accepted without regard to the financial ability of such Indemnified Person to make repayment. The payment of any indemnification or advance shall be conclusively deemed authorized under this Article, and each Director and Officer of the Congregation approving such payment shall be wholly immune from liability, if:

(i) the payment has been approved or ratified: (1) by a majority vote of all the Directors who are not at that time parties to the proceeding; or (2) by a majority vote of a committee of two or more Directors who are not at that time parties to the proceeding and are selected for this purpose by all the Directors (in which vote Directors who are parties may participate); or

(ii) the action is taken in reliance upon the opinion of independent legal counsel (who may be counsel to the Congregation and/or a member of the Congregation, but who shall not then be an Officer or Director) appointed for the purpose by the Directors in the manner specified in clauses (1) or (2) of subparagraph (i) or, if that manner is not possible, appointed by a majority of the all the Directors; or

(iii) with respect to indemnification of a particular Director, if there has been a final adjudication that said Director has acted in accordance with the standard of conduct applied to Directors under M.G.L. ch. 180, as amended; or

(iv) a court having jurisdiction shall have approved the payment.

The indemnification provided hereunder shall inure to the benefit of the heirs, executors and administrators of any Indemnified Person entitled to indemnification hereunder. The right of indemnification under this Article shall be in addition to and not exclusive of all other rights to which any person may be entitled. Nothing contained in this Article shall affect any rights to indemnification to which employees, agents, Directors, officers and other persons may be entitled by contract or otherwise under law.

The Congregation shall purchase and maintain insurance on behalf of the Directors and Officers of the Congregation and those persons who, while a Director or Officer, serve at the Congregation's request, as a trustee, director, officer, partner, employee, or agent of another entity or partnership, against liability asserted against or incurred by him or her in that capacity or arising from his or her status as a Director or Officer, whether or not the Congregation would have power to indemnify or advance expenses to him or her against the same liability under this Article.

ARTICLE XI. 501(C)(3) PROVISIONS

Section 1. The Congregation is organized exclusively for charitable religious and educational, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

Section 2. No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, trustees, Directors, officers, or other private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the purpose clause hereof. No substantial part of the activities of the organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of this document, the organization shall not carry on any activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

Section 3. Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes similar to those of the Congregation and within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

ARTICLE XII. AMENDMENTS

Any proposal to alter, amend, modify, restate or repeal (an "Amendment") these Bylaws may be introduced by the Board of Directors for approval by the members. Amendments may also be introduced by a written petition directed to the Board of Directors and signed by not less than thirty (30) members of the Congregation in good standing, and in such case, the proposed amendment shall be presented at the next meeting of the members following the expiration of at least fifty (50) days from the date of the submission of said petition to the Board of Directors.

Notice of any member meeting at which a proposed Amendment is to be presented shall include a copy of the proposed Amendment or a description or summary thereof, and the Board's recommendation, if any, as to its adoption or rejection. An affirmative vote of at least two-thirds (2/3's) of the members present and voting at such meeting shall be necessary to adopt any such Amendment.

Adopted: December 2, 2012

Amended: December 8, 2013

Amended: _____, 20__