

AMENDED BYLAWS OF TIFERET BET ISRAEL

ARTICLE I

PURPOSE AND PRINCIPLES

The purpose of this organization (hereinafter referred to as the "Congregation") is to provide for the spiritual, cultural and recreational welfare of its members; to promote the welfare of the Jewish Community of Central Montgomery County and vicinity; to develop a spirit of harmony among its members; and to influence them to cherish and attain the highest ideals of Conservative Judaism. The Congregation shall be affiliated with the United Synagogue of Conservative Judaism.

ARTICLE II

ADMINISTRATION

Section 1. Board of Directors and Officers of the Congregation

a. The affairs of this Congregation shall be managed by a Board of Directors consisting of (i) a maximum of sixteen (16) elected members who are not officers, (ii) the officers of the Congregation, (iii) a representative of the Women's League, and (iv) a representative of the Men's Club.

b. The elected members of the Board of Directors shall serve for three (3) year terms with one-third (1/3) of such members being elected at each annual meeting of the Congregation. The election immediately following the enactment of these Amended and Restated Bylaws will establish staggered terms for the Directors, with one-third (1/3) of the members having a term of one (1) year, one-third (1/3) of the members having a term of two (2) years and one-third (1/3) of the members having a term of three (3) years.¹

c. One member of USY shall serve as a nonvoting member of the Board of Directors. The USY member shall serve for a one (1) year term, and shall be selected by the members of USY.

d. The Congregation shall be administered by the following officers: (i) President or co-Presidents; (ii) three (3) Vice-Presidents; (iii) Treasurer; (iv) Secretary and (v) Immediate Past President. The use of the co-President option for a particular term must first be approved by a two-thirds (2/3) vote of those Directors present at a meeting of the Board of Directors. If a co-President team is serving, then the term "President" as used in these Bylaws shall mean co-Presidents, unless otherwise stated.

e. The representative of Women's League is to be chosen by the Nominating and Leadership Development Committee in consultation with the leadership of Women's

¹ The number of members of the Board of Directors is not evenly divisible by three, so references in this paragraph to one-third (1/3) of the members means either five (5) or six (6) members in a given year.

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League. The representative of Men's Club is to be chosen by the Nominating and Leadership Development Committee in consultation with the leadership of Men's Club.

f. There shall be a Solicitor to the Board. The Solicitor will not be an officer or member of the Board. The Solicitor will participate in all Board meetings, functions and deliberations and will provide legal guidance to the Board, but will not have a vote on matters brought before the Board.

g. All Officers and Directors, and the Solicitor, must be members of the Congregation in good standing.

Section 2. Functions and Quorum of the Board of Directors

a. The Board of Directors shall have control of all Congregational operations, personnel, finances, and property; and shall have general management powers for the Congregation, except when the Congregation itself is in session.

b. The Board of Directors shall have the authority to adopt and enforce appropriate written resolutions, rules, regulations, policies and procedures.

c. Accurate minutes of the proceedings of the Board of Directors shall be kept and shall be readily available to any member.

d. A quorum of the Board of Directors shall consist of twelve (12) Directors.

Section 3. Committees of the Board of Directors

a. The Board of Directors may discharge its functions through Committees. Unless the President otherwise designates, each Committee shall consist of not fewer than three (3) members. Any member of the Congregation may serve on any Committee, except as may be set forth otherwise in these Bylaws. Each Committee shall be appointed by the chairperson, subject to the approval of the President.

b. Each Committee shall set up appropriate written rules, regulations, policies and procedures for its operation, subject to the approval of the Board of Directors, and shall submit an annual budget request to the Finance Committee.

c. In addition to the Endowment Committee (Section 4 of this Article) and the Nominating and Leadership Development Committee (Section 1 of Article VI), the standing committees to be established and maintained by the Board of Directors also include the following: (i) Finance Committee; (ii) Building and Grounds Committee; (iii) Membership Committee; (iv) Education Committee; (v) Ritual Committee; (vi) Fund-Raising Committee; and (vii) Personnel. Unless otherwise provided in these Bylaws, or unless the Board of Directors otherwise approves, the chairperson of each standing Committee must be a member of the Board of Directors and shall be appointed by the

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President after consultation with the Nominating and Leadership Development Committee and such clergy and other senior staff as may be advisable.

d. Each member of the Board of Directors shall participate actively in at least one of the Standing Committees, and act as liaison between the Board and the Committee.

e. There shall be such other Committees as the President or the Board of Directors may create from time to time.

f. Each committee shall report to the Board of Directors at least semi-annually its plans, activities and achievements in reaching its annual goals.

Section 4. Functions of Officers and Solicitor

a. In addition to their individual responsibilities, collectively the Officers and the Solicitor shall have the duty to advise the President. The Officers shall further have the power to act for the Congregation in emergency situations in which the Board of Directors cannot be convened; however, when acting in such situations, any action will have to be approved by at least a majority of the Officers.

b. If there is more than one Solicitor, the division of responsibility and assignments shall be decided by the President.

c. In the event that the Officers take action for the Congregation, it shall seek ratification at the next Board Meeting.

Section 5. Endowment Committee

a. The purpose of the Endowment Committee is to administer all endowment funds of TBI in a fiscally responsible manner, subject to the provisions of these Bylaws.

b. The Endowment Committee shall: (i) insure that all TBI endowment funds are administered in accordance with all specific conditions and/or restrictions (collectively, "Restrictions") which apply to such funds, whether such Restrictions were established by the donor of such funds or by the Board of Directors; (ii) invest TBI endowment funds and any other funds specifically designated by the Board of Directors in accordance with the Endowment Committee's sound and reasonable discretion, subject to all applicable Restrictions; and (iii) insure that all endowment funds are distributed strictly in accordance with all applicable Restrictions.

c. The Endowment Committee shall consist of not less than five (5) members and not more than seven (7) members (the "Members"), who shall all be members in good standing of the Congregation and shall be nominated by the President after consultation as set forth in Section 3(c) of this Article, and approved by a majority of the Board of Directors. No Member of the Endowment Committee shall serve as an officer

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of the Congregation while serving on the Endowment Committee. The term of each Member of the Endowment Committee shall be three (3) years. In addition to the Members, the President of the Congregation and the Rabbi shall each serve as a non-voting, ex-officio members of the Endowment Committee.

d. Any Member may be removed at any time, for cause, by a two-thirds (2/3) vote of the Board of Directors present and voting; provided that such Member must be given advance notice of the Board meeting at which such removal is to be considered and a reasonable opportunity to attend and be heard at such meeting. Any Member may resign at any time by giving written notice to the Board of Directors. Any such resignation shall take effect upon the date of receipt of such notice, or at any later date specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. Any vacancy caused by the death, resignation, removal, disqualification, or otherwise of any Member shall be filled in the manner set forth in Section 5(c) of this Article regarding selection of members of the Endowment Committee.

e. A report identifying the affairs and related investment and disbursement activities of the Endowment Committee shall be made by the Endowment Committee to the Board of Directors no less than quarterly. In addition to the foregoing, a financial accounting, in a format which comports with the accounting practices normally utilized by the Congregation shall be made by the Endowment Committee to the Congregation no later than thirty (30) days prior to the Congregation's stated annual meeting for public disclosure at such meeting.

f. The Endowment Committee shall set up appropriate written rules, regulations, policies and procedures for its operation, which are consistent with these Bylaws.

ARTICLE III

BOARD OF ADVISORS

Section 1. Membership

a. There shall be a Board of Advisors comprising all current and future Past Presidents and Life Members who so desire and such other members of the Congregation who can provide important expertise and views for consideration of the Congregation's leadership. "Life Members" are those congregants who have been designated as life members by the Board of Directors prior to the date of adoption of these Amended and Restated Bylaws.

b. Members of the Board of Advisors, other than Past Presidents and Life Members, shall be nominated by the President, after consultation with the Nominating and Leadership Development Committee, and approved by a vote of the majority of the

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Board of Directors. Other than Past Presidents and Life Members, members of the Board of Advisors shall have two (2) year terms. Past Presidents and Life Members shall be permanent members of the Board of Advisors for so long as they desire to do so and remain members of the Congregation in good standing in accordance with Section 2 below of this Section.

c. Members of the Board of Advisors must be members of the Congregation in good standing.

d. The Immediate Past President shall be chairman of the Board of Advisors.

Section 2. Functions of the Board of Advisors

It shall be the role of the Board of Advisors to (a) consult with the Congregation's leadership and offer guidance and advice concerning its operations and activities and (b) undertake such appropriate projects or activities as it may choose, after consultation with and approval of the President, in furtherance of the goals of the Congregation.

Section 3. Meetings of the Board of Advisors

The Board of Advisors shall meet at least two times per year at times to be selected by the Immediate Past President, who shall preside at such meetings. The Board of Advisors may meet more frequently. The President shall attend such meetings and provide an overview of the state of the Congregation and of the deliberations and activities of the Board and its Committees. The Board of Advisors shall provide its insights and guidance such as may assist in the affairs of the operations of the Congregation.

ARTICLE IV

MEMBERSHIP

Section 1. Membership Eligibility

Any Jewish adult shall be eligible for membership. Questions concerning Jewish status and eligibility shall be determined by the Rabbi.

Section 2. Application for Membership

Application for Membership shall be made in writing and be reported on by the Membership Committee to the Board of Directors.

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Section 3. Members in Good Standing

A member shall be considered in good standing if that member has paid in full his or her prorated dues, building fund commitments, and any other financial obligation created by the Board of Directors, as of any specified dates set by the Board.

Section 4. Rights of Membership

a. Privileges and services shall be available only to members in good standing, except to the extent determined by the Board of Directors.

b. Each member in good standing shall have a vote. A dependent of a member in good standing may be considered a member under rules to be created by the Board of Directors; however, such dependents shall not have a vote, even if an adult. A husband and wife who have a family membership, shall each be considered members in good standing and neither shall be considered a dependent for the purposes of this Section.

c. Members in good standing shall have the right to examine, after reasonable notice, the Bylaws, Board of Directors and Membership minutes, and financial statements of the Congregation.

Section 5. Expulsion

A member may be expelled at a duly constituted meeting of the Board of Directors by a two-thirds (2/3) vote of those Directors present for violation of these Bylaws or other written rules established by the Board of Directors or Congregation's membership, provided that such member must be given advance notice by the Secretary of the Congregation of such meeting and a reasonable opportunity to attend and be heard at such meeting.

ARTICLE V

MEETINGS OF THE CONGREGATION

Section 1. Annual Meeting

An annual meeting of the entire membership shall be held in June of each year at a time and place to be selected by the President, with the approval of the Board of Directors. At least twenty-one (21) days before the meeting, written notice shall be sent by electronic or postal mail to all members.

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Section 2. Business at Annual Meeting

The following shall be the order of business at such annual meetings: 1. Opening Prayer; 2. Summary of minutes of the meetings of the membership during the preceding year; 3. Pertinent reports from the Rabbi, Executive Director, Education Director, other staff members of the congregation, Officers and Committees; 4. Nominations of Officers and Directors; 5. Election of Officers and Directors; 6. Presentation of the approved budget; 7. Business; 8. Good and Welfare; and 9. Closing Prayer.

Section 3. Special Meetings

a. A special meeting of the membership shall be called by the President: (i) when the President deems it necessary; (ii) if requested to do so by a majority of the Board of Directors present and voting, at a regular or special meeting of the Board of Directors; or (iii) if requested to do so by written petition of at least fifteen (15%) percent of the voting members of the Congregation in good standing, which petition shall state the reasons the meeting has been requested and the matters to be considered. The entire petition and names of petitioners shall be read to the assembly if any member requests that this be done.

b. If a special meeting has been requested by action of the Board of Directors or by petition of the membership, the President is required to announce the meeting within four (4) days after the meeting has been requested.

c. Regardless of procedures by which the meeting is being called, written notice shall be mailed to all members of the Congregation at least seven (7) days before a special meeting is to be held and shall state the time, place and purpose thereof, but the meeting shall be held no later than fourteen (14) days after the request has been presented to the President.

d. At all special meetings, only matters which are pertinent to the reasons given for calling the meeting can be discussed and acted upon.

Section 4. Quorum

Thirty (30) voting members in good standing shall constitute a quorum for annual and special meetings of the Congregation.

Section 5. Rules of Procedure

Meetings of the Congregation shall be conducted according to Robert's Rules of Order or alternative parliamentary rules established by the Board of Directors. If these conflict with Articles of the Bylaws, then the Bylaws shall prevail.

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ARTICLE VI

ELECTION OF OFFICERS OF THE CONGREGATION AND BOARD OF DIRECTORS

Section 1. Nominating and Leadership Development Committee

a. A Nominating and Leadership Development Committee shall be appointed by the President at the September meeting of the Board of Directors. Its term of office shall be one (1) year. The Nominating and Leadership Development Committee shall consist of two (2) Past Presidents, one (1) of whom shall be chairman, two (2) members of the Board of Directors, and one (1) member of the Congregation who is not a member of the Board of Directors. The Nominating and Leadership Development Committee should reflect a reasonable cross-section of the Congregation to the extent possible.

b. The Nominating and Leadership Development Committee shall present to the Annual Meeting of the Congregation at least one (1) nomination for each of the officers, provided for in Article II, Section 1. In addition, the Committee shall nominate individuals to become members of the Board of Directors. A copy of the report of the Nominating and Leadership Development Committee is to be mailed to each member of the Congregation, together with a notice of the annual meeting, at least twenty-one (21) days prior to the meeting.

c. In addition to the nominations presented by the Nominating and Leadership Development Committee, additional nominations may be made only by written petition signed by at least twenty-five (25) members in good standing, filed with the office of the Congregation at least seven (7) days before the annual meeting with the written consent of the nominee. Elections are to be by secret ballot, if contested.

d. The Nominating and Leadership Development Committee shall submit nominations for vacancies under provisions of Article VI, Section 5, Vacancy.

Section 2. Election

Officers and Directors whose terms are to begin shall be elected by a vote of the general membership at the annual meeting. The terms of officers and Directors shall begin upon the conclusion of elections at the annual meeting of the Congregation.

Section 3. Terms of Office

The term of office for Officers shall be two (2) years. No individual shall be elected to serve as President, Treasurer or Secretary consecutively for more than two (2) terms. No individual shall be elected to serve as a Vice President consecutively for more than four (4) terms. The term of office for Directors shall be as set forth in Article II, Section 1. However, no individual shall serve as a Director for more than two (2) consecutive three

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(3) year terms. Notwithstanding anything to the contrary in the preceding sentence, if an individual begins their service as a Director for a term of less than three (3) years, that individual may serve the remainder of their initial term plus two (2) additional consecutive three (3) year terms, but in no event may any individual serve as a Director for more than eight (8) consecutive years. Should a Director be elected to a position as an Officer, they are eligible to return to the Board as a Director immediately after their term as an Officer is completed as if they had not previously served on the Board.

Section 4. Removal from Office

An Officer or Director may be removed from office by a vote of two-thirds (2/3) of the members present and voting at a special meeting of the Congregation called for the purpose of considering this action, provided that such Officer or Director must be given advance notice by the Secretary of the Congregation of such meeting and a reasonable opportunity to attend and be heard at such meeting.

Section 5. Vacancy

a. In the event a vacancy occurs in the office of the President, the Board of Directors, by a vote of a majority of Directors in office, shall select one of the Vice Presidents to assume such office until such time as such office is filled pursuant to Section 5(b) of this Article, provided however that any vote to fill the office of the President pursuant to Section 5(b) must be by a majority of the Directors in office.

b. When a vacancy occurs among the other Officers or Directors, sixty (60) days or less prior to a regularly scheduled annual general membership meeting, the vacancy shall be filled at such meeting in accordance with Section 2 of this Article. If such a vacancy occurs more than sixty (60) days prior to such meeting, the vacancy will be filled, until the next annual meeting, by a vote of the majority of Directors present at the next meeting of the Board held more than twenty-one (21) days after the vacancy is created. A written notice of the election shall be given for such a meeting. The Nominating and Leadership Development Committee shall submit nominations. Other nominations may be made from the floor.

Section 6. Ballots

In a contested election, election of Directors shall be by secret ballot, and the candidate or candidates receiving the largest number of votes shall be declared elected. Any contested election of officers also shall be by secret ballot and the candidate receiving a majority of votes shall be declared elected. Two (2) inspectors shall be designated by the presiding Officer, and they shall canvas the ballots cast and report results to the meeting.

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ARTICLE VII

MEETINGS OF THE BOARD OF DIRECTORS

Section 1. Meetings

a. Unless otherwise directed by the Board of Directors, the President of the Congregation shall call a meeting of the Board of Directors at least once each month, except that the President shall have the discretion to omit July and August meetings. Special meetings may be called by the President, when the President deems it necessary or when five (5) members of the Board request in writing to the President that a meeting be called. Meetings will be conducted according to Robert's Rules of Order, except to the extent that they conflict with these Bylaws.

b. Notice of a meeting must be given to each member of the Board of Directors at least five (5) days before the date set for meeting. All Board meetings shall be open to any member of the Congregation in good standing, but such member shall have no vote if not a member of the Board. A member may converse with the Board at the discretion of the chairperson of the meeting.

Section 2. Duty to Attend Board Meetings

If any member of the Board of Directors is absent without excuse from four (4) or more meetings of the Board during any given fiscal year, the President may terminate such member from the Board by directing the Secretary to send such member notice of termination. Such member shall have the right to dispute such termination by providing the Secretary notice of dispute within thirty (30) days after receiving the notice of termination, in which event such member must be given a reasonable opportunity to attend and be heard at the next Board meeting after the Secretary receives such notice of dispute.

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ARTICLE VIII

DUTIES AND POWERS OF THE OFFICERS OF THE CONGREGATION

Section 1. President

In addition to the duties enumerated in these Bylaws, the President shall preside at all meetings of the membership and Board of Directors; shall be an ex-officio member of all Committees, except the Nominating and Leadership Development Committee, and shall perform such other duties as may pertain to the President's office.

Section 2. Vice-Presidents

The Vice-Presidents shall assume those duties assigned to them by the President.

Section 3. Treasurer

The Treasurer shall be responsible for the receipt of all funds of the Congregation and the deposit of same to the credit of the Congregation in a bank approved by the Board of Directors; shall be responsible for proper disbursement of all funds; and shall keep an accurate record of all of the Congregation's investments and funds. The Treasurer shall be prepared at Board meetings to present the current financial status of the Congregation, and shall also report to the membership at the annual meeting the financial condition of the Congregation. The Treasurer shall be a member of the Finance Committee.

Section 4. Secretary

The Secretary shall keep the minutes of the proceedings of the Board of Directors, and of the meetings of the membership.

Section 5. Immediate Past President

The Immediate Past President shall act as chairperson of the Board of Advisors and shall preside over all meetings of such Board.

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ARTICLE IX

SPIRITUAL LEADERS

Section 1. Initial Election

The Rabbi and Cantor and any assistant Rabbi and assistant Cantor shall be elected by a vote of the Board of Directors according to the following procedures.

- a. The President shall appoint a special committee which shall make recommendations for the positions of Spiritual Leaders, and report to the Board of Directors.
- b. The Spiritual Leaders shall be elected by the Board of Directors at a regular or special meeting on such terms and conditions as it deems advisable. At such meeting, seventy (70%) percent of those present and voting must vote in favor of the election of such Spiritual Leaders. Seven (7) days' notice shall be given prior to such meeting and this notice shall state the purpose of such meeting,
- c. A written contract shall be entered into with the Spiritual Leaders elected.

Section 2. Qualifications and Authority

- a. The Rabbi of the Congregation shall be duly ordained and must be a member in good standing of the Rabbinical Assembly of America, and shall profess and observe the tenets of Conservative Judaism. S/he must abide by the Bylaws of the Congregation, a copy of which shall be furnished to him/her. The Rabbi shall have the privilege of participating in Board of Directors and Committee meetings without vote. The Rabbi shall be the final arbiter with respect to Jewish Law and Practice.
- b. The Cantor of the Congregation must be a member in good standing of the Cantor's Assembly of the Conservative movement, and shall profess and observe the tenets of Conservative Judaism. S/he must abide by the Bylaws of the Congregation, a copy of which shall be furnished to him/her. The Cantor shall have the privilege of participating in Board and Committee meetings without vote.

Section 3. Re-Election

- a. The President may appoint a special committee or ask the Personnel Committee to meet with each Spiritual Leader at an appropriate time prior to the end of his/her contract term and make recommendations concerning re-election. The Committee shall report its recommendations to the Board of Directors at a meeting at least four (4) months prior to the end of the current term of each Spiritual Leader.

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b. At such meeting, the Board of Directors shall consider the special committee's or Personnel Committee's report and vote on the issue, the favorable vote of a majority of those present being necessary to pass any motion. Seven (7) days notice shall be given prior to such meeting and this notice shall state the purpose of the meeting. All members of the Congregation shall be promptly notified in writing of the results of the vote taken by the Board of Directors.

c. The action of the Board of Directors shall be final unless a special meeting of the membership is requested within fourteen (14) days after the membership is notified of the Board's action.

d. A written contract shall be entered into with the Spiritual Leader re-elected.

ARTICLE X

PROFESSIONAL STAFF

To fulfill the educational, religious, cultural, and administrative needs of the Congregation, the Board of Directors shall have the authority to create paid staff positions, such as Executive Director, Director of Lifelong Learning and Pre-School Director. The terms and duties of employment of each such position shall be established by the Board of Directors.

ARTICLE XI

DUES, FEES AND FISCAL YEAR

Dues, fees, and assessments shall be established by the Board of Directors from time to time. The fiscal year of the Congregation shall be as established by the Board from time to time.

ARTICLE XII

AMENDMENT OF BYLAWS

These Bylaws may be amended at any regular or special meeting of the members of the Congregation by a two-thirds (2/3) vote of the voting members present, provided that the following shall have first occurred: (1) Such amendment or amendments shall have first been submitted in writing to the Board of Directors at a meeting of the Board prior to the said meeting of the members of the Congregation; (2) Notice of the amendment or amendments setting them forth or stating that they may be examined in the office of the Congregation during normal working hours shall be given to the members

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prior to said members meeting; (3) The submission to the Board may be made either by one or more Directors or may be made by a petition in writing by at least fifteen (15%) percent of the members of the Congregation entitled to vote. In the event that the submission is made by a Director or Directors, the Board must approve it by majority vote of those present prior to its submission to the members. If the initial submission is by petition, it shall be submitted to the members after the Board has reviewed it, whether or not it is approved by the Board.

ARTICLE XIII

INDEMNIFICATION

Section 1. Scope of Indemnification

a. The Congregation shall indemnify an indemnified representative against any liability incurred in connection with any proceeding in which the indemnified representative may be involved as a party or otherwise by reason of the fact that such person is or was serving in an indemnified capacity, including, without limitation, liabilities resulting from any actual or alleged breach or neglect of duty, error, misstatement or misleading statement, negligence, gross negligence or act giving rise to strict or products liability, except:

i. where such indemnification is expressly prohibited by applicable law;

ii. where the conduct of the indemnified representative has been finally determined pursuant to Section 6 of this Article or otherwise: (A) to constitute willful misconduct or recklessness within the meaning of 15 Pa.C.S. Sections 513(b) and 1746(b) and 42 Pa.C.S. Section 8365(b) or any superseding provision of law sufficient in the circumstances to bar indemnification against liabilities arising from the conduct; or (B) to be based upon or attributable to the receipt by the indemnified representative from the Congregation of a personal benefit to which the indemnified representative is not legally entitled; or (C) to the extent such indemnification has been finally determined in a final adjudication pursuant to Section 6 of this Article to be otherwise unlawful.

b. If an indemnified representative is entitled to indemnification in respect of a portion, but not all, of any liabilities to which such person may be subject, the Congregation shall indemnify such indemnified representative to the maximum extent for such portion of the liabilities.

c. The termination of a proceeding by judgment, order, settlement or conviction or upon a plea of nolo contendere or its equivalent shall not of itself create a presumption that the indemnified representative is not entitled to indemnification.

d. For purposes of this Article:

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i. "indemnified capacity" means any and all past, present and future service by an indemnified representative in one or more capacities as a director, officer, employee or agent of the Congregation;

ii. "indemnified representative" means any and all directors, officers and committee members of the Congregation and any other person designated as an indemnified representative by the Board of Directors of the Congregation (which may, but need not, include any person serving at the request of the Congregation as a director, officer, committee member, employee, agent, fiduciary or trustee of another corporation, partnership, joint venture, trust, employee benefit plan or other entity or enterprise);

iii. "liability" means any damage, judgment, amount paid in settlement, fine, penalty, punitive damages, excise tax assessed with respect to an employee benefit plan, or cost or expense, of any nature (including, without limitation, attorneys' fees and disbursements); and

iv. "proceeding" means any threatened, pending or completed action, suit, appeal or other proceeding of any nature, whether civil, criminal, administrative or investigative, whether formal or informal, and whether brought by or in the right of the Congregation, a class of its security holders or otherwise.

Section 2. Proceedings Initiated by Indemnified Representatives

Notwithstanding any other provision of this Article, the Congregation shall not indemnify under this Article an indemnified representative for any liability incurred in a proceeding initiated (which shall not be deemed to include counterclaims or affirmative defenses) or participated in as an intervener or amicus curiae by the person seeking indemnification unless such initiation of or participation in the proceeding is authorized, either before or after its commencement, by the affirmative vote of a majority of the Board of Directors in office. This section does not apply to a reimbursement of expenses incurred in successfully prosecuting or defending an arbitration under Section 6 of this Article or otherwise successfully prosecuting or defending the rights of an indemnified representative granted by or pursuant to this Article.

Section 3. Advancing Expenses

The Congregation shall pay the expenses (including attorneys' fees and disbursements) incurred in good faith by an indemnified representative in advance of the final disposition of a proceeding described in Section 1 of this Article of the initiation of or participation in which is authorized pursuant to Section 2 of this Article upon receipt of an undertaking by or on behalf of the indemnified representative to repay the amount if it is ultimately determined pursuant to Section 6 of this Article that such person is not entitled to be indemnified by the Corporation pursuant to this Article. The financial ability of an indemnified representative to repay an advance shall not be a prerequisite to the making of such advance.

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Section 4. Securing of Indemnification Obligations

To further effect, satisfy or secure the indemnification obligations provided herein or otherwise, the Congregation may maintain insurance, obtain a letter of credit, act as self-insurer, create a reserve, trust, escrow, cash collateral or other fund or account, enter into indemnification agreements, pledge or grant a security interest in any assets or properties of the Congregation, or use any other mechanism or arrangement whatsoever in such amounts, at such costs, and upon such other terms and conditions as the Board of Directors shall deem appropriate. Absent fraud, the determination of the Board of Directors with respect to such amounts, costs, terms and conditions shall be conclusive against all security holders, officers and directors and shall not be subject to voidability.

Section 5. Payment of Indemnification

An indemnified representative shall be entitled to indemnification within thirty (30) days after a written request for indemnification has been delivered to the Secretary of the Congregation.

Section 6. Arbitration

a. Any dispute related to the right to indemnification, contribution or advancement of expenses as provided under this Article shall be decided only by arbitration in Montgomery County, Pennsylvania in accordance with the commercial arbitration rules then in effect of the American Arbitration Association, before a panel of three (3) arbitrators, one of whom shall be selected by the Congregation, the second of whom shall be selected by the indemnified representative and third of whom shall be selected by the other two arbitrators. In the absence of the American Arbitration Association, or if for any reason arbitration under the arbitration rules of the American Arbitration Association cannot be initiated, or if one of the parties fails or refuses to select an arbitrator, or if the arbitrators selected by the Congregation and the indemnified representative cannot agree on the selection of the third arbitrator within thirty (30) days after such time as the Congregation and the indemnified representative have each been notified of the selection of the other's arbitrator, the necessary arbitrator or arbitrators shall be selected by the President Judge of the Court of Common Pleas of Montgomery County, Pennsylvania.

b. The party or parties challenging the right of an indemnified representative to the benefits of this Article shall have the burden of proof.

c. The Congregation shall reimburse an indemnified representative for the expenses (including attorneys' fees and disbursements) incurred in successfully prosecuting or defending such arbitration.

d. Any award entered by the arbitrators shall be final, binding and nonappealable, and judgment may be entered thereon by any party in accordance with applicable law in any court of competent jurisdiction, except that the Congregation shall

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be entitled to interpose as a defense in any such judicial enforcement proceeding any prior final judicial determination adverse to the indemnified representative under Section 7.01(a)(2) in a proceeding not directly involving indemnification under this Article. This arbitration provision shall be specifically enforceable.

Section 7. Contract Rights; Amendment or Repeal

All rights under this Article shall be deemed a contract between the Congregation and the indemnified representative pursuant to which the Congregation and each indemnified representative intend to be legally bound. Any repeal, amendment or modification hereof shall be prospective only and shall not affect any rights or obligations then existing.

Section 8. Scope of Article

The rights granted by this Article shall not be deemed exclusive of any other rights to which those seeking indemnification, contribution or advancement of expenses may be entitled under any statute, agreement, vote of shareholders or disinterested directors or otherwise, both as to action in an indemnified capacity and as to action in any other capacity. The indemnification, contribution and advancement of expenses provided by or granted pursuant to this Article shall continue as to a person who has ceased to be an indemnified representative in respect of matters arising prior to such time, and shall inure to the benefit of the heirs, executors, administrators and personal representatives of such a person.

Section 9. Reliance on Provisions

Each person who shall act as an indemnified representative of the Corporation shall be deemed to be doing so in reliance upon the rights provided in this Article.

ARTICLE XIV

DISSOLUTION

Upon dissolution of the Congregation in any manner or for any reason, its assets, if any, remaining after payment (or provision for payment) of all liabilities of the Congregation shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, as amended, or shall be distributed to the Federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the Congregation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.