

OLD YORK ROAD TEMPLE-BETH AM AMENDED AND RESTATED BYLAWS SUMMARY

BYLAWS SECTION	SUMMARY
Membership Criteria	<ul style="list-style-type: none"> Revised to give greater flexibility as to membership criteria
Membership Unit	<ul style="list-style-type: none"> Unit is a single individual or a family Family includes unmarried children under the age of 30 Executive Committee may establish special membership classifications as it deems advisable
Responsibilities of Full Members	<ul style="list-style-type: none"> Payment of annual dues A member who is in arrears in the payment of his/her dues may be suspended or terminated from membership A member whose personal actions or statements are inconsistent with the moral and ethical standards of Beth Am and the Reform movement may be suspended or terminated from membership
Rights and Privileges of Full Members in Good Standing	<ul style="list-style-type: none"> Includes among other rights and privileges: <ul style="list-style-type: none"> One vote per membership unit at meetings of the Congregation Receipt of services from the Clergy for all Jewish life cycle events, pastoral counseling and hospital visitation Seating on an unassigned basis for all services Eligibility to enroll children in religious school and to be instructed for Bar/Bat Mitzvah and Confirmation
Meetings of the Congregation	<ul style="list-style-type: none"> <i>Annual Meeting</i> – must be held annually at such date, time and location as approved by the Board of Directors. Board or Executive Committee may determine that annual meeting may be held virtually. <i>Special Meeting</i> – may be called by the President or by not less than 25% of the membership units <i>Notice</i> - notice be given not less than (i) 30 days in the case of an annual meeting and (ii) 15 days in the case of a special meeting, before the date of such meeting by mail or email. Special meeting notice must state the purpose of the meeting. <i>Quorum</i> – Representation of 5% of the membership units in good standing shall constitute a quorum. <i>Voting</i> – Only members present at a meeting will be entitled to vote. Proxy votes not accepted. Unless greater vote required by statute, the Company's Articles or these Bylaws, a majority of the members present at a meeting at which a quorum is present shall be the act of the members. If approved in advance by the Executive Committee, members may participate in and vote at a meeting electronically.
Officers	<ul style="list-style-type: none"> <i>Elected officers</i> - shall consist of a President, an Executive Vice-President, a Secretary, a Treasurer, Vice-Presidents of Membership, Religious Practices, Fundraising, Social Action, and House and Grounds. <ul style="list-style-type: none"> Each officer elected for a 2 year term at the annual meeting Non-Jewish members aren't eligible to serve as President, EVP and VP of Religious Practices <i>Appointed Officer</i> – Temple Counsel shall be selected by the President and shall serve for and during the term of the President Bylaws set forth the duties of each officer <i>Removal</i> – Officer may be removed from office with Cause upon a 2/3 vote of the Board <i>Vacancies</i> – <ul style="list-style-type: none"> newly created elected office and a vacancy in any elected office (other than President or Executive Vice-President) because of death, resignation, or removal may be filled by the Executive Committee

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	<ul style="list-style-type: none"> • Vacancy in an office appoint by the President b/c of death, resignation or removal may be filled by President • Bylaws set forth procedures for filling President and EVP vacancies
Board of Directors	<ul style="list-style-type: none"> • Duties - Board shall be responsible for determining all major policy and fiscal matters for the Congregation • <i>Composition-</i> <ul style="list-style-type: none"> • Each member of the Executive Committee • Presidents of auxiliary organizations (or delegate of such auxiliary organization) • 15 congregants (1/3 of whom will be elected at each annual meeting and each of which will serve for a term of 3 years) (an "Elected Director") • All past presidents of the Congregation (will serve as life members of Board) • Not more than 5 persons appointed by the President for a term of one year • <i>Term Limits</i> – Except as otherwise provided, no person may serve as an elected or appointed member of the Board for more than 9 consecutive years. After not serving as a member of the Board for a one year period, an individual may be re-elected or appointed to the Board for a new period of not more than nine consecutive years • <i>Meetings</i> <ul style="list-style-type: none"> • <i>Regular Meetings</i> – may be held without notice, at such time and place as determined by the Board • Special Meetings - may be called by the President or by 1/3 of the members of the Board upon not less than 3 days notice sent via e-mail • Board members may participate in a meeting via conference telephone or other electronic technology by which all persons participating in the meeting can hear each other • <i>Quorum</i> - 1/3 of the members of the Board • <i>Voting</i> - Unless greater vote required by law, the Company's Articles or these Bylaws, a majority of the directors present at a meeting at which a quorum is present shall be the act of the Board • <i>Action Taken Without a Meeting</i> – Board can take action by unanimous written consent • <i>Vacancies</i> – In the case of the death, resignation or removal of any Elected Director, the Executive Committee shall present to the Board the name of a member to fill the vacancy. The remaining Directors shall elect a member to fill the balance of the unexpired term. • <i>Removal</i> – Directors may be removed from office with Cause upon a 2/3 vote of the Board • <i>Limitation of Director's Liability</i> - A director shall not be personally liable for monetary damages unless the (i) the Director has breached or failed to perform the duties of his or her office and (ii) the breach or failure to perform constitutes self-dealing, willful misconduct or recklessness.
Special voting provisions	<ul style="list-style-type: none"> • The following transactions require the approval of both (i) 2/3 of the directors present and eligible to vote at a duly constituted meeting of the Board, plus (ii) 2/3 of the members present and voting at a duly constituted meeting of the Congregation: <ul style="list-style-type: none"> • any purchase, sale, mortgage or other disposal of real estate owned or to be owned by the Congregation, any sale or other disposal of substantially all of the assets of the Congregation, or any lease of all or substantially all of the building or buildings thereon; or • any merger or consolidation of the Congregation with or into another congregation
Executive Committee	<ul style="list-style-type: none"> • Comprised of all Officers plus the Immediate Past President • Temple Counsel shall be a non-voting member of the Executive Committee

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	<ul style="list-style-type: none"> • Oversee the general day-to-day management of the affairs, funds, records and property of the Congregation • Executive Committee shall have the authority of the Board in between meetings of the Board (provided that Executive Committee shall not have the authority to approve a sale of real estate owned by the Congregation or substantially all of the assets of the Congregation, or to approve a merger or consolidation). • A majority of the voting members of the Executive Committee shall constitute a quorum. • Except as otherwise provided by these Bylaws, all matters before the Executive Committee shall be decided by a majority vote of the voting members of the Executive Committee present at a meeting at which a quorum exists
Other Committees	<ul style="list-style-type: none"> • Sets forth process for appointing committee members • President has the authority to designate ad hoc committees • Each Committee governed by the same rules related to meetings, quorum and voting as apply to the Board • Establishes standing committees • Chairperson of each committee shall give written report of its activities to the Executive Committee not less than 3 days prior to each regular meeting of the Executive Committee
Nominations and Elections	<ul style="list-style-type: none"> • On or before December 15th of each year, President to appoint a Nominating Committee • Immediate Past Person shall be chairperson and up to 7 other members (4 of whom shall be members of the Board of Directors) • Quorum of not less than half of the members of the committee must be present at all meetings • EVP has the right to suggest candidates for each elective position • Sets forth process for interviewing candidates • EVP automatically nominated to succeed to the office of President (unless written petition signed by not less than 15% of the members of the Congregation, including 33-1/3% of the members of the Board) • Elections of Officers and Directors take place at next annual meeting of Congregation • Newly elected Officers and Directors begin duties on July 1st next succeeding their election
Clergy	<ul style="list-style-type: none"> • Rabbinical Search Committee shall recommend to the Executive Committee candidate for Rabbi • Executive Committee will then recommend candidate for Rabbi to the Board • With respect to the Senior Rabbi (but not with respect to an Associate or Assistant Rabbi), the Board shall then recommend that the members of the Congregation approve initial appointment - two-thirds (2/3) vote of those members present shall be required • Executive Committee makes determination as to a Rabbi's re-appointment • Cantorial Search Committee shall work with Senior Rabbi to select and recommend candidate for Cantor to the Executive Committee • Executive Committee will then recommend candidate for Cantor to the Board • Board shall then recommend that the members of the Congregation approve initial appointment - two-thirds (2/3) vote of those members present shall be required • Executive Committee makes determination as to Cantor's re-appointment
Auxiliary Organizations	<ul style="list-style-type: none"> • Recognize advisability of having auxiliary organizations as may be authorized and approved by the Board from time to time • President of each auxiliary organization shall give written report of its activities to the Executive Committee not less than 3 days prior to each regular meeting of the Executive Committee
Amendments	<ul style="list-style-type: none"> • Sets forth vote requirements for amending the bylaws

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Indemnification	<ul style="list-style-type: none"> Provides that Congregation shall indemnify any person who is a party to any legal proceeding, because he/she was a Director, Officer, employee, professional staff member, Rabbi, Cantor, or agent of the Congregation, against expenses (including attorney's fees), judgments, fines, and amounts paid in settlement (if approved by the Board of Directors in advance) actually and reasonably incurred by him/her in connection with such action, suit, or proceeding, if he/she acted in good faith and in a manner he/she reasonably believed to be in, or not opposed to, the best interests of the Congregation and, with respect to any criminal action or proceeding, had no reasonable cause to believe his/her conduct was unlawful. Congregation shall advance expenses upon receipt of an undertaking to repay if ultimately determined that such individual not entitled to be indemnified.
Emergency Bylaws	<ul style="list-style-type: none"> Expressly provides that in the event of an emergency: <ul style="list-style-type: none"> A special meeting of the Executive Committee or the Board may be called by any Officer or Director upon one hour's notice The Director or Directors in attendance at such meeting shall constitute a quorum