

ISLAND SYNAGOGUE - KEHILLAT SHEVET ACHIM

a Washington Nonprofit Corporation

BYLAWS

TABLE OF CONTENTS

1.	DEFINITIONS	1
2.	PURPOSE.....	2
3.	OFFICES.	2
4.	MEMBERSHIP.	2
5.	MEETINGS.	3
6.	BOARD.	6
7.	OFFICERS.....	10
8.	EMPLOYEES.....	12
9.	MISCELLANEOUS.....	13
10.	ADOPTION.....	15
	APPENDIX A.....	1

**ISLAND SYNAGOGUE - KEHILLAT SHEVET ACHIM
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BYLAWS

1. DEFINITIONS

The following terms have the meanings set forth below:

- 1.1 Articles. The Articles of Incorporation for the Corporation previously filed.
- 1.2 Board. The Board of Directors established by the Articles.
- 1.3 Bylaws. These Bylaws for the Corporation.
- 1.4 Congregation. Congregation Shevet Achim, a Washington nonprofit corporation doing business as Island Synagogue – Kehillat Shevet Achim.
- 1.5 Direct or Indirect Interest. A Director or an Officer has a direct or indirect interest in a matter if, in respect of such matter, such person:
 - 1.5.1 Direct. Deals directly with the Congregation or the matter on an individual basis and not in his/her capacity as a Director, Officer and/or employee; or
 - 1.5.2 Indirect. Has one of the following relationships with an entity that deals directly with the Congregation or the matter: owner, director, officer, employee, material ownership interest, partner, trustee, or other financial interest coupled with control or management to any degree except ownership of less than one percent (1%) of value of the entity with no other position with regard to that entity, or as defined in Revised Code Of Washington, Chapter 23B.08 or Chapter 25.15. Ownership by closely related individuals is attributed for these purposes.
- 1.6 Director. An individual member of the Board.
- 1.7 General Member. A Member, as defined in section 4.
- 1.8 Officer. Any and all of the officers set forth in §7.1.1 below.
- 1.9 Quorum. For Meetings of Members, twenty percent (20%) of Voting Members. For Meetings of the Board, six (6) Directors.
- 1.10 Voting Member. A Member who is in good standing (§4.5) can vote on Congregation business, as defined in §5.7.

2. PURPOSE.

2.1 Modern Orthodox Congregation. This organization is a nonprofit Corporation under the laws of the State of Washington and is and shall be known as Island Synagogue - Kehillat Shevet Achim, Island Synagogue, The Congregation or Congregation, the basic purpose of which is a Jewish religious institution with its basis in the Written and Oral Law of the Torah and as may be further specified within these Bylaws. Island Synagogue – Kehillat Shevet Achim is affiliated with the Orthodox Union.

2.2 Resolution of Disputes or Questions. The Congregation’s Rabbi will determine questions of Halachic procedure or standards or matters relating to the operation of the Congregation according to Halachic procedures and standards. In the absence of resolution by the Congregation’s Rabbi, or absence of such Rabbi, any such dispute, disagreement or question concerning Jewish law or the application of Jewish law, ritual, practice, worship or structure of the house of worship, including but not limited to disputes which may arise between a majority or plurality of members and a minority or single member, shall be referred to as follows: 1) if a dispute involves our congregation’s Rabbi, then resolve per 8.2.4 and 2) otherwise the disputants will adjudicate with assistance from the appropriate personnel from the Rabbinical Council of America or each disputant will choose a Rabbi and these two Rabbis will choose a mutually agreeable third Rabbi to form a Bet Din. The determination of the Rabbinical Council of America/Bet Din shall be conclusive and binding on the disputants. The decision of the Bet Din shall be considered to be the decision of an arbitrator or arbitrators as defined under the laws of the State of Washington and shall be enforceable as a judgment in the Supreme Court as if the same has been rendered pursuant to RCW Chapter 7, Arbitrations and Enforcement of Arbitrations.

2.3 Resolution of Non-Halachic Disputes or Questions of Procedure. All disputes of a non-Halachic nature or questions of procedure shall be left to the Board of Directors per the power vested in Section 6.

3. OFFICES.

3.1 Registered Office. The registered office of the Congregation must be located in the State of Washington at a location selected by the Board. Any change in address or location is effective upon filing Notice with the Secretary of State of the State of Washington.

3.2 Registered Agent. The initial registered agent was designated in the Articles. The Board may select a new registered agent at any time. Any change is effective upon filing Notice with the Secretary of State of the State of Washington.

3.3 Other Offices. The Congregation may have such other offices (within or without the State of Washington) as the Board determines.

4. MEMBERSHIP.

4.1 Qualification. Any Halachic Jew, eighteen (18) years or older, shall be eligible for full Membership in the Congregation. There shall be only one Membership per family. “Family” means husband and wife, or a single adult, along with their/his/her children under the age of

twenty-five (25). The Congregation's Rabbi shall determine questions regarding whether an applicant for Membership may be recognized as being a Halachic Jew.

4.2 Application. Candidates for Membership shall be recommended by at least one member of the Congregation and must be approved by a majority vote of the Board of Directors. Applications for Membership shall be on a form provided or approved by the Board of Directors.

4.3 Acceptance. Upon the Rabbi's determination that the candidate meets the Halachic requirements for Membership, the Board's approval shall constitute the applicant's acceptance for Membership. The Board may reject a candidate for any reason not in contravention of Halacha and the decision of the Board shall be final on this issue.

4.4 Associate Membership. An applicant who is a member in good standing of another synagogue may affiliate with the Congregation as an Associate Member without full dues obligations but may not, by affiliate Membership, be eligible to vote, hold office, nor be eligible for Membership funeral and burial discounts. Associate Members must meet all other requirements for regular Membership. The dues requirements for Associate Membership shall be determined by resolution of the Board of Directors.

4.5 Standing. A Member is in good standing if such Member is in compliance with the Articles, Bylaws and various rules adopted by the Congregation and has a membership that is not suspended or terminated.

4.6 Suspension and Termination. Membership will be suspended or terminated if any Member who, having been instructed to issue a writ of divorce (Get) by a Bet Din, or by decree of civil divorce, fails or refuses to do so. A member may also be suspended if he or she is delinquent in dues or other financial obligations beyond September first of any year. Members suspended because of financial obligations shall be notified in writing and shall be given thirty (30) days from the date of mailing (or emailing) to pay the money owed or to make arrangements satisfactory to the Board of Directors. Failure to do so shall result in suspension of the Member. Suspension suspends all rights and benefits of Congregation Membership until lifted, and termination of Membership forfeits all such rights and benefits.

4.7 Termination. A member on suspension for one (1) year is automatically terminated. Application for readmission must be made directly to the Board of Directors who shall determine the conditions for readmission and shall vote on the application. A Member may be suspended or terminated (i) by the Board of Directors for conviction of a felony or crime of moral turpitude, or (ii) by a vote of the majority of the Board of Directors and the Rabbi for disruptive or dangerous conduct or unethical behavior.

5. MEETINGS.

5.1 Meeting Place. All Meetings of Members or Directors shall be held at the principal place of business of the Congregation, or at any other location selected by the Board.

5.2 Order of Business. The President, an Officer or Board Member shall preside over the meeting and establish the order of business.

5.3 Rules of Order. These Bylaws govern all meetings, as well as the rules contained in the most recent edition of Robert's Rules of Order.

5.4 Adjournments. Any Meeting may be adjourned from time to time, provided that non-attending Members receive Notice of the time and place of the resumption of the Meeting. Notice is explained in §9.3; for Meeting resumption the Notice Period shall be not less than one (1) day.

5.5 Annual Meeting.

5.5.1 When. The Annual Meeting of Voting Members shall be held not earlier than one month before the start of the Congregation's fiscal year (September 1st) and before the holiday of Rosh Hashanah. The fiscal year is defined in §9.7.

5.5.2 Notice. Notice is explained in §9.3. For the Annual Meeting the notice period is not less than thirty (30) days and not greater than sixty (60) days. The Notice shall include a copy of §5.5 and §5.7 of these Bylaws. The Notice of the Annual Meeting will indicate that the Board will supply the congregation the names of individuals selected by the Nominations Committee no fewer than ten (10) days prior to the Annual Meeting. The names of additional (write-in) members will be presented to the Board of Directors five (5) days before the Annual Meeting and presented to the congregation not less than four (4) days before the Annual Meeting.

5.5.3 Lack of Meeting. If the Annual Meeting of Members is not held within any thirteen (13)-month period, Members may petition the Board or President; if it or he fails or refuses to schedule such Meeting within forty-five (45) days of such petition, such aggrieved Members may thereafter petition the Superior Court of the State of Washington for an order that a Meeting be held.

5.5.4 Purpose. The purposes of the Annual Meeting are to:

5.5.4.1 Elect officers and directors; and

5.5.4.2 Review the Congregation's business since the last annual meeting and to deal with new business brought before the Congregation; and

5.5.4.3 Vote on the yearly budget; and

5.5.4.4 Vote on discretionary unfunded capital expenditures exceeding \$30,000 at the annual meeting or a special meeting called for that purpose. In order to be accepted, such vote will require a 55% majority of the eligible voting members of the congregation in attendance at the meeting. Voting on capital expenditures will be a separate, secret ballot. Absentee and proxy ballots for such capital expenditures will not be accepted.

5.5.5 Order of Business. At the Annual Meeting of Members, the order of business shall substantially conform to the following:

5.5.5.1 Calling the Meeting to order;

5.5.5.2 Proof of Notice of Meeting (or filing waiver)/Presentation and approval of proxies;

5.5.5.3 Announcement of a Quorum;

5.5.5.4 D'var Torah;

5.5.5.5 Reading and approval of minutes of previous Meeting;

5.5.5.6 Announcements;

5.5.5.7 Reports of officers;

5.5.5.8 Reports of committees;

5.5.5.9 Election of Directors/Officers;

5.5.5.10 Unfinished business;

5.5.5.11 New business; and

5.5.5.12 Adjournment.

5.6 Special Meetings of the Membership.

5.6.1 Purpose. Special Meetings of the Membership may be called for any purpose. A Special Meeting shall be called to select a rabbi or cantor.

5.6.2 How Called. The President, the Board, or ten percent (10%) of the Voting Members of the Congregation may call Special Meetings at any time.

5.6.3 Notice. Notice is explained in §9.3; for a Special Meeting, the Notice Period is not less than ten (10) days and not greater than fifty (50) days.

5.7 Voting.

5.7.1 Number of Votes. Each Halachically Jewish (as determined by the Rabbi) head of household is entitled to one vote, but in no case will a household have more than two (2) votes regardless of the number of Halachically adult children..

5.7.2 Records. A complete record of the Members entitled to vote at any Meeting shall be made available and accessible to any Member at least ten (10) days prior to each Meeting. Failure to comply with the requirements of this Section does not affect the validity of any action taken at such Meeting. The Congregation's Secretary shall provide this record on request.

5.7.3 Quorum. In order for business to be transacted there must be a quorum, as defined in §1.9.

5.7.4 Decisions. Any decisions are based upon a percentage of those votes present at the Meeting. A majority vote is sufficient to transact business, unless there are specific contrary

provisions otherwise contained in the Revised Code of Washington, the Articles, or these Bylaws. References to votes cast by Members herein shall be, unless the context requires to the contrary, those present or voting at a meeting by absentee ballot or by proxy.

5.7.5 Proxy and Absentee Ballots. Members may request proxy or absentee ballots from the Congregation's Secretary not less than seven (7) days before a Meeting for such vote, but such proxy or absentee ballots shall not constitute the presence of a voting member for purposes of constituting a quorum. Absentee and Proxy ballots must be received by the Secretary no later than the commencement of any such voting Meeting. A Member may vote by giving his proxy to another Member who is present at the meeting, may vote by absentee ballot in a form prescribed by the Board of Directors, and may override a proxy or absentee ballot by personal attendance at the Meeting with exception to 5.5.4.4.

6. BOARD.

6.1 Powers. All powers of the Congregation shall be exercised by or under the authority of the Board. The affairs of the Congregation shall be managed under direction of the Board.

6.2 Reservation of Rights. The Board may exercise all powers and perform all lawful acts of the Congregation or may delegate them to be performed by an officer or the Rabbi of the Congregation, unless statute, the Articles, or these Bylaws require them to be exercised or performed by the Members.

6.3 Duties of Directors. A Director shall perform all of his/her duties in good faith and in a manner such Director believes to be in the best interest of the Congregation. Each Director shall exercise such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use under the same or similar circumstances. A Director shall not participate in any Board matter in respect of which he/she has a direct or indirect interest, as defined in §1.5.

6.4 Reliance. In performing his/her duties, a Director may rely upon such information, opinion, reports, or statements, including financial statements and other financial data, prepared or presented by:

6.4.1 One or more officers or employees of the Congregation whom the Director believes to be reliable and competent in the matter presented;

6.4.2 Counsel, certified public accountants, or other persons as to matters which the Director believes to be within such person's professional or expert competence; or

6.4.3 A committee of the Board upon which the Director does not serve.

6.5 Committees: The Board has the power and duty to establish standing and ad hoc committees and can act through its committees.

6.5.1 Authority. Each of these committees has and may exercise all the authority of the Board, except that no such committee has the authority to:

6.5.1.1 Approve or recommend to Members actions or proposals required by statute, the Articles, or these Bylaws to be approved by Members;

6.5.1.2 Fill vacancies on the Board or any committee;

6.5.1.3 Amend the Bylaws;

6.5.1.4 Fix or otherwise authorize or ratify compensation of any Director for serving on the Board or on any committee;

6.5.1.5 Approve a plan of merger or consolidation not requiring Member approval; and

6.5.1.6 Appoint other committees of the Board or the Directors.

6.5.2 Standing Committees. The following standing committee(s) will serve for the benefit of the Board:

6.5.2.1 Nominations Committee. This committee shall:

6.5.2.1.1 Be constituted of Voting Members appointed by the President at least thirty (30) days, but no more than one hundred twenty (120) days, prior to any election date.

6.5.2.1.2 Have no fewer than two (2) members.

6.5.2.1.3 Solicit candidates among the Voting Members by issuing a call for nominations for Officers and for Directors no fewer than 20 days before the annual meeting; and

6.5.2.1.4 Issue a written report to the Board, at least fourteen (14) days prior to the election meeting, giving the names of those persons recommended to be nominated for office.

6.5.2.1.5 The Board of Directors will announce the Nominating Committee's recommendations to office no fewer than 10 days before the annual meeting.

6.5.2.1.6 The Board of Directors will announce the names of all write-in candidates for office no fewer than four (4) days (Shabbat excluded) before the annual meeting.

6.5.2.2 Finance Committee. This committee shall:

6.5.2.2.1 Work with the Treasurer to maintain visibility, accuracy and transparently of the books of account of the synagogue.

6.5.2.2.2 Review, comment on and present the proposed annual budget to the Board of Directors for approval.

6.5.2.2.3 Make periodic reports to the President and the Board.

6.6 Membership of the Board.

6.6.1 Number. The Board shall consist of not fewer than twelve (12) members and not more than 16 members who are either Directors or Officers and one additional member who is the most recent available Past-President.

6.6.2 Qualifications. All Directors must be at least eighteen (18) years of age and must have been a Member for at least six (6) months. Each Director must be a Voting Member.

6.6.3 Election.

6.6.3.1 The Directors and Officers (with the exception of the most recent available Past-President) shall be elected at the Annual Membership Meeting. The President, not more than three (3) Vice-Presidents, Secretary, Treasurer and most recent available Past-President shall be considered Officers. Each of the other Officers listed in §7.1 shall be also Directors and may be elected by the Voting Members as Officers/Directors, or elected as Directors at large and appointed by the Board as Officers.

6.6.3.2 At the Annual Membership Meeting the congregation shall be presented with the Nominations Committee slate, as well as any and all **additional** candidates who wish to run for office. Any person wishing to run for office who has not been selected by the Nominations Committee may do so with the support of any **five (5)** Voting Members provided that written notice of such nomination is given to the Secretary at least **five (5)** (Shabbat and Holidays excluded) days prior to the Meeting.

6.6.3.3 If the only nominee for any given position is the nominee selected by the Nominations Committee, that nominee will be automatically elected, unless a majority of Voting Members opposes such nominee. If there are competing nominees for any given position, the nominee receiving the most votes is elected.

6.6.4 Term. Each Director shall:

6.6.4.1 Serve for a term of two (2) years, which such terms shall be staggered so that only half of the non-Officer Directors shall be elected annually; and

6.6.4.2 Not serve more than three (3) consecutive terms unless running unopposed; and

6.6.4.3 Hold office until his/her successor is elected and qualified; and

6.6.4.4 Take office immediately upon election at the Annual Membership Meeting.

6.6.5 Removal of Directors. Any Director may be removed (prior to the expiration of his/her term) for any reason or no reason by a majority 2/3 vote of the members of the Board. The removal may be at a Meeting of the Board called expressly for that purpose or a regular and open Board meeting provided the removal of the director is on the agenda and said agenda is made available to members of the Board with a minimum of ten (10) days notice of the meeting. Any Director who fails to attend four (4) or more meetings out of six (6) consecutive meetings, without

an acceptable excuse, may be removed by a 2/3 vote of the Board of Directors present at any meeting at which a quorum exists. Calling in is considered attendance at a Board meeting.

6.6.6 Resignation. Any Director may resign at any time by delivering Notice to the President, the Secretary, or the registered office of the Congregation, or by giving oral notice at any Meeting of the Board or of the Members.

6.6.7 Vacancies. Any Board vacancy may be filled by the affirmative vote of a majority of the remaining Directors. A Director elected to fill any vacancy holds office for the unexpired term of his/her predecessor. For purposes of Section 6.6.4, the portion of the term spent as replacement of the predecessor shall not count either for Section 6.6.4.1 or Section 6.6.4.2.

6.7 Meetings of the Board.

6.7.1 Regular and Open Meetings. Regular Meetings of the Board shall be held monthly but not less than nine (9) times yearly; the Meetings are open to all Voting Members and may be attended by non-voting members.

6.7.2 Special Meetings. Special Meetings of the Board may be called at any time by the President, Secretary or by any two (2) Directors, to be held at the principal office of the Congregation or at such other place or places as the Board or the person or persons calling such meeting may from time to time designate. The Board will determine whether said meeting is opened or closed to the general membership.

6.7.3 Committee Meetings. A Committee Chair or any two (2) committee members may call Committee Meetings at any time.

6.7.4 Meeting Place, Order of Business, Rules of Order. See §5.1, §5.2 and §5.3.

6.7.5 Communication. Board members may participate in a Meeting by telephone, internet or similar communication equipment provided that all persons participating in the Meeting shall be able to hear such call or member at the same time. Participation by such means shall constitute the equivalent of presence at the Meeting for the purpose of establishing a quorum.

6.7.6 Adjournment. Any Meeting may be adjourned from time to time, provided that non-attending Directors or committee members receive Notice of the time and place of the resumption of the Meeting. Notice is explained in §9.3; for Meeting resumption the Notice Period is not less than one (1) day.

6.7.7 Notice. Notice is explained in §9.3.

6.7.7.1 Notice Periods. For a Regular Meeting of the Board or of any committee the Notice Period (§9.3.4) is not less than seven (7) days. For a Special Meeting of the Board or of any committee the Notice Period (§9.3) is not less than three (3) days.

6.7.7.2 Waiver of Notice. A Director or committee member may waive the requirement that he/she receive any Notice. The attendance of a Director or a committee member at a Meeting is a waiver of Notice of such Meeting, except where the Director or a committee

member attends a Meeting for the express purpose of objecting to the transaction of any business because the Meeting is not lawfully called or convened.

6.8 Voting.

6.8.1 Quorum. There must be a quorum to conduct the Board's business at the Meeting (§1.9).

6.8.2 Decisions. Decisions of the Board are made by a majority of the Directors present at a Meeting. The President does not vote, unless his/her vote is needed to reach a decision.

6.8.3 Dissent by Directors. A Director present at a Meeting of the Board at which action on any corporate matter is taken is presumed to have assented to the action taken unless:

6.8.3.1 His/her dissent is entered in the minutes of the Meeting; or

6.8.3.2 He/she files his/her written dissent to such action with the person acting as secretary of the Meeting before it adjourns; or

6.8.3.3 He/she forwards his/her dissent by email to the Secretary of the Congregation, the President and one more officer on the Board no more than three (3) business days (that are not Jewish holidays) after adjournment of the Meeting. The right to dissent shall not apply to a Director who voted in favor of such action.

7. OFFICERS.

7.1 Election/Selection.

7.1.1 Designation. There will be a President, three (3) or more Vice Presidents, a Secretary, a Treasurer and those Chairs/Coordinators for which the Articles provide. The Board may appoint such other officers and agents as it deems necessary or expedient. Such officers and agents shall exercise such powers and perform such duties as the Board decides.

7.1.2 Election. The Officers are elected as set forth in §6.6.3.

7.1.3 Term. Each Officer shall:

7.1.3.1 Serve for a term of one (1) year; and

7.1.3.2 Hold office until his/her successor is elected and qualified; and

7.1.3.3 Take office immediately upon election at the Annual Membership Meeting.

7.1.4 Term Limits.

7.1.4.1 No person may serve as President for more than three (3) consecutive terms.

7.1.4.2 A Vice-President may not serve in a designated position for more than three (3) consecutive terms, unless running unopposed for said position.

7.1.4.3 The Treasurer and the Secretary are not bound by term limitations.

7.1.5 Removal. Officers elected by the Voting Members are considered members of the Board of Directors and therefore may be removed by recall vote which shall be conducted as set forth in §6.6.5.

7.1.6 Restrictions. No Member shall hold more than one (1) office.

7.1.7 Vacancies. The Board may fill vacancies in any office.

7.1.8 Delegation. While any Officer is absent or unable to act, the Board may delegate the powers and duties of such Officer to any other congregational member in good standing.

7.2 Authority.

7.2.1 President.

7.2.1.1 Presides at all Meetings of Members and Directors;

7.2.1.2 Has general supervision of the affairs of the Congregation;

7.2.1.3 Will act personally or through a delegate as representative of the Congregation in matters relating to other organizations, the City of Mercer Island, and other public agencies;

7.2.1.4 To the extent not in contravention or limitation of the authority of the Board of Directors, designates committees and appoints their chairpersons and members;

7.2.1.5 Carries out the wishes of the majority of Voting Members expressed at Meetings of Members; and

7.2.1.6 Performs all duties incident to the office or properly required of the President by the Board.

7.2.1.7 Is responsible for all congregational correspondences not delegated.

7.2.2 Vice Presidents. During the absence or disability of the President, a Vice-President shall exercise all functions of the office of the President, for the balance of the President's term, unless and until the succeeding President-elect shall be installed as successor President. If unable to so serve, another Vice President shall so serve.

7.2.3 Secretary.

7.2.3.1 Issues timely Notices for all Meetings called by the Board or the President, and for Special Meetings called by ten percent (10%) of the Voting Members of the Congregation (§5.6.2).

7.2.3.2 Keeps minutes of all Meetings;

7.2.3.3 Shall prepare and maintain a roster of all voting members that all members can access;

7.2.3.4 Has charge of the corporate seal, if any;

7.2.3.5 Makes such reports and performs such other duties as are incident to such office or are properly required of the Secretary by the Board.

7.2.4 Treasurer.

7.2.4.1 Has custody of all monies and securities of the Congregation;

7.2.4.2 Has responsibility of seeing that acceptable accounting procedures are followed involving accounts and records;

7.2.4.3 Disburses the funds of the Congregation in payment of just demands against the Congregation or as may be ordered by the Board, taking proper vouchers for such disbursements;

7.2.4.4 Renders accountings of all transactions as Treasurer and of the financial condition of the Congregation to the Board;

7.2.4.5 Prepares a budget for the year and presents it to the Board for approval prior to presenting it at the Annual Meeting;

7.2.4.6 Prepares and files the proper forms regarding income tax and nonprofit status each year in a timely fashion; and

7.2.4.7 Performs all duties incident to the office or that are properly required of the Treasurer by the Board.

7.2.5 Loans. The Congregation shall make no loans to any Officer or Director or Board Member.

8. EMPLOYEES.

8.1 The Board may hire employees to assist in the running of the Congregation. The Board may delegate powers of the Board and of various Officers to the employees, provided that such employees are under the supervision of the Board and of such Officers whose duties are delegated to them. Officers and Directors shall not be employees and do not receive salaries or compensation of any kind.

8.2 Selection and Election of Rabbi.

8.2.1 To recruit a Rabbi. The Board shall appoint a search committee which will consist of the President and two (2) members of the Board and two (2) members at large of the congregation who are knowledgeable as to synagogue life and dedicated to the future of Island Synagogue. The Board shall provide the committee with a budget to meet and invite candidates.

8.2.2 Guidelines for Rabbinic Job Description. The committee shall meet to formulate a job description including duties and responsibilities of a Rabbi for Island Synagogue per the guidelines as contained in Appendix A of these Bylaws.

8.2.3 Hiring of a new Rabbi. Upon the Board of Director's recommendation the Congregation, at a special meeting called for that purpose, will have to approve the hiring of a new Rabbi by a 66% supermajority of those voting at the meeting. Absentee and proxy ballots will be allowed. Voting shall be by secret ballot.

8.2.4 Rabbinic Conflicts, Renewal of Contract and Dismissal. Conflicts and/or disputes between the congregation and the Rabbi will be adjudicated with assistance from 1] the appropriate personnel from the Rabbinical Council of America or 2] our Congregation's Rabbi will choose a Rabbi and the congregation will choose a second Rabbi after which these two Rabbis will choose a mutually agreeable third Rabbi to form a Bet Din.

8.2.5 Renewal of the Rabbi's contract. Contract renewal will be done by the Board of Directors.

8.2.6 Contesting Renewal. The membership may contest the continuation of the Rabbi's employment by petitioning the Board of Directors. Said petition will be submitted by at least 20% of the members in good standing not less than 90 days from the expiration date of the Rabbi's contract.

8.2.7 Termination or Dismissal. The Board will be empowered to recommend termination of the Rabbi's contract. The conditions for this recommendation should be substantiated by one or more violations of the Rabbi's employment contract determined by the Board, after consulting with the congregation's legal counsel. The findings are to be presented at a congregational general meeting called for this specific purpose. A minimum member vote of 66% is required provided a quorum is present. Absentee and proxy ballots will be allowed. Voting will be by secret ballot.

9. MISCELLANEOUS.

9.1 Depositories. All monies of the Congregation must be deposited in the name of the Congregation in any bank or financial institution designated by the Board. Monies may only be drawn out by check or other order for payment of money signed by such persons and in such manners as the Board determines.

9.2 Books and Records. The Congregation shall keep correct and complete books and records of account and minutes of the proceedings of its Members and Board. Any books, records and minutes must be in written form, or other form capable of being converted into written form within a reasonable time period.

9.3 Notice

9.3.1 Recipients. Each Member of record entitled to vote at a Meeting shall receive notice of the time and place of the Meeting.

9.3.2 Contents. Notice of a Meeting shall include the time and place of, and the agenda for, the Meeting. Notice of a Meeting to be held at a place other than the principal place of business of the Congregation shall conspicuously note the place. Notice of a Meeting shall include any special business that may be brought up at the Meeting.

9.3.3 Sender. The Secretary shall issue Notices for all Meetings called by the Board or the President, and for Special Meetings called by ten percent (10%) of the Voting Members of the Congregation (§5.6.2).

9.3.4 Notice Period. The Notice Period is the minimum (and, if specified, the maximum) amount of time prior to a Meeting by when Notice of that Meeting must be deemed delivered (§9.3.6). Except as otherwise noted in these Bylaws (§5.4, §5.5.2, §5.6.3 ,and §6.7.6, the Notice Period shall be not less than ten (10) days and not greater than sixty (60) days.

9.3.5 Delivery Process. Except as may otherwise be required by law, any Notice may be delivered personally; or by United States Post Office mail, postage prepaid, addressed to the recipient's last known address; or by e-mail to the recipient's last known e-mail address, or by facsimile (FAX) to the recipient's last known FAX number.

9.3.6 When Deemed Delivered.

9.3.6.1 If delivered personally, the Notice is deemed delivered when given.

9.3.6.2 If delivered by USPO mail, the Notice is deemed delivered the earlier of actual receipt or three (3) business days (excluding weekends, legal and Jewish Holidays) after deposit in the United States mail.

9.3.6.3 If delivered by e-mail or fax, the Notice is deemed delivered the earlier of actual receipt or one (1) business day (excluding weekends, legal and Jewish Holidays) after being sent.

9.4 Seal. A seal need not be obtained. If obtained, the seal of the Congregation shall be in such form and bear such inscription as may be adopted by the Board, or by usage of the Officers on behalf of the Congregation.

9.5 Indemnification.

9.5.1 Officers and Directors, the Rabbi, employees and authorized agents, shall be indemnified and held harmless by the Congregation for act and omissions other than gross negligence or willful misconduct while acting within the scope of their duties or positions, including duties arising out of purely social, cultural or religious events of the Congregation. This paragraph is not intended to replace or substitute for applicable insurance whether that insurance would be otherwise considered primary or secondary to another policy of insurance.

9.5.2 Indemnification shall include expenses, liabilities and losses attendant with participation or inclusion within suit including such typical expenses as attorney's fees, costs

and/or such other expenses as may be compensable under Washington law. Indemnification shall include such losses including judgment, settlements made in a defendant's best judgment, fines, obligations owing under ERISA and/or excise taxes or penalties to be paid in settlement, or judgment, provided that such are actually and reasonably incurred.

9.5.3 Such indemnification, defense and/or agreement to hold entitled parties harmless shall not be provided nor allowed for any such party if the Congregation is prohibited by the nonexclusive provision of the Washington Nonprofit Corporation Act or other applicable law prohibiting such payment(s), defense, indemnification, hold harmless or other benefit otherwise contemplated under this provision, or, if any person claiming such benefits has acted outside the scope of his or her duties.

9.5.4 This provision shall be superseded to the extent rendered duplicative by any applicable insurance or related contracts and no person shall be entitled to any duplicate benefits by reason of this provision in addition to any insurance or indemnification agreement which may otherwise apply or which would apply in the absence of this provision.

9.5.5 The Directors may require any person(s) claiming under this provision to justify all amounts claimed and shall report such claims and/or payments to the Membership at the next Annual or Special Meeting following the incurring of such claims or payments.

9.5.6 The Congregation shall be entitled to reimbursement of any payments made under this provision should such payments be found not to be supported or justified under the terms of this provision.

9.6 Insurance. The Congregation shall purchase and maintain insurance, at its expense, to protect itself and any Director, Officer, employee or authorized agent regardless of whether the Congregation would have the power to indemnify, defend, or hold harmless any such person or itself against any such risks and for all such risks and casualty losses including losses to its property, including the Torah Scrolls and any other real and/or personal property of the Congregation regardless of whether the property is owned, not owned, on permanent loan, leased or otherwise.

9.7 Fiscal Year. The fiscal year of the Congregation shall be September 1st to August 31st or such other period of the year or year selected for federal income tax purposes by the Board.

9.8 Amendments. These Bylaws may be altered, amended or repealed by Resolution of the Board of Directors subsequently approved and ratified by a 66% supermajority of the Voting Members of the Congregation at an Annual or Special Meeting, or as otherwise provided in the Bylaws. Absentee or proxy ballots will be permitted.

10. ADOPTION.

These Bylaws are adopted this date, September 5, 2018 by resolution of the Board.

DocuSigned by:
Ed Epstein
Attested: _____
Ed Epstein, Bylaws Committee Chair

9/14/2018 10:32:42 AM PDT
Dated: _____

DocuSigned by:
Rick Negrin
Attested: _____
Rick Negrin, President

9/17/2018 12:01:53 PM PDT
Dated: _____

Ratified by vote of the Membership after due notice at the annual meeting held 5
September 2018

DocuSigned by:
Rick Negrin
Attested: _____
Rick Negrin, President

9/17/2018 12:01:53 PM PDT
Dated: _____

APPENDIX A

Suggested Guidelines on Matters Pertaining to the Selection of a Rabbi

The search for a Congregational Rabbi differs from the search for a professional or business executive. A Rabbi is not merely an employee; he is a religious scholar, a spiritual leader and a role model. It is essential that the responsible synagogue leaders follow a well-planned procedure conducted in a most professional and dignified manner to ensure a successful search process.

The search committee will prepare a brief document describing Island Synagogue - Kehillat Shevet Achim. This should include the congregation's history, location, physical plant, membership demographics, Shabbat, holiday and weekday attendance, and compensation and benefits. The data from this document and the committee's consensus will help guide any sources to refer the best candidate.

The search committee shall select two (2) to five (5) candidates to interview from the pool of applicants. Each candidate shall be interviewed via an online video conferencing application (for example Skype). The interview is a dialogue and the potential candidate will be interviewing the congregation at the same time.

A maximum of three (3) Rabbis will then be invited with their wives and children to spend a full Shabbat weekend with the congregation during which they will be asked to deliver a sermon, teach classes and interact with the Members. Neither the search committee nor any Member should jeopardize a Rabbi's position by calling anyone in his congregation or community for references without receiving permission from the candidate.

The search committee will then present the top candidate to the membership at a specially called meeting. The congregation must approve of the hiring of this Rabbi by a 66.7% margin of the voting membership. Proxy and absentee voting are acceptable provided they are consistent with the Bylaws.

The Rabbi of the congregation shall have true Rabbinical ordination (Smicha) from a recognized Orthodox Yeshiva or Orthodox Rabbinical authority, shall be eligible for membership in national Orthodox Rabbinic organizations, and shall conduct himself in accordance with the laws codified in the Shulchan Aruch.

Suggestions for Rabbinic Duties and Responsibilities

The Rabbi should be a source of leadership and inspiration within the congregation and should promote Island Synagogue as a leading Modern Orthodox Congregation within the Seattle area Jewish community.

In addition, the Rabbi shall be active in the following areas and may from time to time designate or delegate others to perform duties under his supervision:

- Lead Services and/or select others to assist
 - Deliver Sermons
 - Encourage and educate congregants about the synagogue's core values as it pertains to ritual and decorum in matters such as attending services on time to assure the formation of a minyan and avoiding unnecessary talking especially during Kaddish, Amidah and Torah readings.
 - Attend daily minyanim
- Direct Adult Education Program
 - Coordinate shiurim, guest speakers, scholars-in-residence, and educational programs around Jewish holidays
- Render Halachic decisions
- Supervise and render Halachic decisions on the Eruv
- Pastoral Duties
 - Visit the sick (hospitals, nursing homes, home bound members)
 - Comfort the bereaved
 - Greet existing and new members
 - Answer question of Jewish relevance, such as, kashruth, holidays, and mikvah.
- Social Duties
 - Invite members and their families to his home for Shabbat and Yom Tov meals
 - Work with officers and board to actively involve members in appropriate social functions such as Purim/Chanukah and other dinners, Shabbat luncheons, shul banquets, hospitality committee.

- Counseling services
 - Crisis interventions
 - Family-marital issues
 - Referrals to mental health and legal resources
- Officiate at life cycle events
- Oversee youth programs and foster greater participation from all age groups
- Encourage contributions to discretionary funds
- Fundraising
 - Involvement in fundraising events of the synagogue
 - Yom Tov appeals; capital campaigns; annual dinner
- Attend board meetings
 - Deliver Divre Torah and address board on issues of religious/spiritual/programming.
- Work with the synagogue staff to provide regular updates in a weekly email and otherwise provide information about upcoming activities and functions.
- Represent the synagogue in the general community and serve on various boards.
- Serve as liaison to the local Jewish Federation.
- Work with the membership committee to strengthen and broaden the appeal of the congregation to individuals and families.
- Work with local Orthodox Synagogue Rabbis to foster a sense of unity and work together on programs to benefit the community at large.