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(PROPOSED) AMENDED BYLAWS OF TEMPLE BETH AM

ARTICLE 1 NAME

Temple Beth Am (“TBA”) is a public benefit nonprofit corporation organized under Internal Revenue Service Code Section 501(1)(c)(3) and Chapter 24.03 RCW; its collective membership shall be referred to as the “Congregation”.

ARTICLE 2 PURPOSE & MISSION

Section 2.1 Purpose. Founded in 1956, TBA has been established for the purpose of uniting Jewish people in a consecrated community. The Congregation shall strive for the understanding and promoting of its common heritage through the practice of the religious, moral and ethical concepts and ideals of Judaism in daily life. The Congregation aspires to achieve these goals through study (*Torah*), prayer (*avodah*), repair of the world (*tikkun olam*), and acts of loving kindness (*gemilut chasadim*). These Bylaws have been adopted in order to provide for the governance of TBA and to assist in the effectuation of its purpose.

Section 2.2 Commitment to Reform Judaism. TBA’s mode of worship and embrace of Jewish laws and traditions will be in accordance with the principles of Reform Judaism.

Section 2.3 Mission Statement and Values. On one or more occasions, the Board may adopt a statement of TBA’s mission that is consistent with TBA’s purpose described in Section 2.1. On one or more occasions, the Board may also adopt a declaration of TBA’s values that is consistent with TBA’s purpose described in Section 2.1.

Section 2.4 Information Sharing. The affairs of TBA are managed by its Board of Directors (the “Board”). To fulfill their legal obligations, the members of the Board must have access to information relevant to the governance and management of TBA. TBA’s officers shall share all relevant information with the Executive Committee and/or other relevant Board committee on a timely basis, and the Executive Committee and other Board committees shall share all relevant information with the Board on a timely basis. As a general principle, these Bylaws also encourage the Executive Committee to share information with the Congregation, as appropriate, other than information relating to personnel matters, as determined in the Executive Committee’s sole discretion, and other matters that may raise confidentiality or legal issues or would otherwise be inappropriate for broad dissemination, as determined in the Executive Committee’s sole discretion.

ARTICLE 3 MEMBERSHIP

Section 3.1 “Jewish person” Defined. Under these Bylaws, an adult or child will be considered a Jewish person in accordance with the principles of Reform Judaism, as ultimately interpreted and applied, if necessary, by the Senior Rabbi.

Section 3.2 “In good standing” Defined. Under these Bylaws, and under any class of membership or category within a class of membership, “in good standing” means that in the Board’s judgment, the member has satisfied any additional conditions and obligations of membership that may exist as determined by any Board policies. This includes, but is not limited to, payment of financial commitments to TBA.

Section 3.3 Individual Membership. Any Jewish person, or any person who wishes to associate with Judaism, who subscribes to the purpose of TBA as set forth in Article 1 of these Bylaws and who is eighteen (18) years of age or older may be an Individual Member of TBA as long as that person agrees to satisfy any other conditions and obligations of membership that may exist as determined by any Board policies.

Section 3.4 Family Membership. Family Membership is generally available to a household of two or more people that includes at least one Jewish person (adult or child), provided the household agrees to satisfy any other conditions and obligations of Family Membership that may exist as determined by any Board policies. A Family Membership may include children up to age twenty-six (26).

a. In cases of divorce or death, the following people who subscribe to the purpose of TBA may retain a Family Membership: i) a Jewish spouse or partner; ii) a non-Jewish spouse or partner; iii) a non-Jewish parent or grandparent living in the household; iv) a non-Jewish adult living in the household as *loco parentis*.

b. The Senior Rabbi may approve other special circumstances for Family Membership after consultation with the Executive Committee.

Section 3.5 Associate Membership. Individuals or families who are members in good standing of another temple or synagogue and who otherwise meet the definitions stated in this Article 3, may join TBA as long as the individual or family agrees to satisfy any other conditions and obligations of Associate Membership and that may exist as determined by any Board policies. The rights and privileges of Associate Membership, including but not limited to eligibility to enroll in Religious School and/or received subsidized tuition, may also be determined by any policies adopted by the Board.

Section 3.6 Other Membership Classes and Other Membership Categories Within the Above Membership Classes. TBA may add, modify, or delete classes of membership by amending the Bylaws. Nothing in these Bylaws precludes the Board on one or more occasions from creating, modifying, and discontinuing categories of membership within the three classes of membership described above with rights, privileges, and obligations not inconsistent with these Bylaws. By way of example, the Board could create categories within the class of Individual Membership based on age without amending the Bylaws.

Section 3.7 Member Eligibility to Vote. The following people shall be entitled to vote on matters brought before the Congregation and to participate in all meetings of the Congregation:

- a. any Individual Member in good standing; and
- b. in the case of a Family Membership in good standing, each person living in the household who is at least 18 years old.

Section 3.8 Matters On Which Members of the Congregation May Vote. Members of the Congregation who are eligible to vote shall have the following rights:

- a. the right to elect a slate of officers and directors at the Annual Meeting of the Congregation;
- b. at a Special Meeting or at the Annual Meeting of the Congregation, the right to approve in its entirety the proposed budget for the upcoming fiscal year as recommended by the Board;
- c. at a Special Meeting or at the Annual Meeting of the Congregation, the right to ratify the Board's conditional approval of a candidate to be engaged as the Senior Rabbi;
- d. at a Special Meeting or at the Annual Meeting of the Congregation, the right to vote on any proposed amendments to the Bylaws;
- e. at a Special Meeting or at the Annual Meeting of the Congregation, the right to vote on any proposed amendments to the Articles of Incorporation;
- f. at a Special Meeting or at the Annual Meeting of the Congregation, the right to vote on any proposed sale of TBA real property assets that equal or exceed twenty-five percent (25%) of the total value of TBA's real property assets prior to the sale, with both the values of the real property assets to be sold and the total value of TBA's real property assets to be determined with reference to TBA's most recent balance sheet, as recommended by the Board pursuant to the procedures set out at Art. 19, Sec. 19.7;
- g. at a Special Meeting or at the Annual Meeting of the Congregation, the right to vote on any proposed merger with another entity or proposed dissolution of TBA; and
- h. at a Special Meeting or at the Annual Meeting of the Congregation, the right to vote on any other matter the Board, in its discretion, may put to a vote of the Congregation.

Section 3.9 Individual Honors in Worship. A Jewish person is eligible to receive any individual honor to participate in any aspect of any worship experience under the auspices of TBA. The Senior Rabbi may, in the Senior Rabbi's discretion, limit or choose not to limit the eligibility of members who are not Jewish, or the eligibility of any members' relatives, friends, and guests who are not Jewish, to participate in certain aspects of worship services.

Section 3.10 Participation in Governance. Members of TBA in good standing shall be entitled to all the rights and privileges of membership, as determined by these Bylaws and by any Board policies. A member who is not Jewish may serve on the Board as a director and may serve on any Board Committee (*see* Art. 12), any Board Advisory Committee (*see* Art. 13), and any Community Committee (*see* Art. 14). A member who is not Jewish may also chair the Development Committee, the Community Committees of any name that focus on Caring Community, Tikkun Olam (social justice and social action initiatives), the SEED Early Childhood School, or any other Board Committee, Board Advisory Committee, or Community Committee not enumerated in these Bylaws, so long as the Board, or, where appropriate, the Senior Rabbi, does not require the chair of such committee to be a Jewish person. The chairs of the Board Governance Committee, Evaluation Committee, Finance Committee, the Community Committees focusing on Religious Practices and the Religious School, and all director-officer positions on the Board shall be held by Jewish members.

Section 3.11 Right to Place Item on Board Meeting Agenda. Voting members of the Congregation may initiate items for the Board's agenda pursuant to the procedures set out in Art. 7, Sec. 7.7.

Section 3.12 Right to Notice of Board Meetings. The Congregation shall be entitled to notice of the Regular and Special Meetings of the Board pursuant to Article 7, Sec. 7.4.

Section 3.13 Voluntary Termination of Membership. Adult members of TBA may terminate membership at any time. A member who fails to satisfy financial obligations to TBA or who otherwise demonstrates a lack of engagement with TBA over an extended period of time under any policies established by the Board shall be deemed to have voluntarily terminated membership.

Section 3.14 Involuntary Termination of Membership. The Board may terminate the membership of any member and deprive such member of all membership rights under the following circumstances: existence of a member's "conviction record" for "a crime against children or other persons," as those phrases are defined by RCW 43.43.830, or action or record of past action by a member that is detrimental to the best interests of TBA. Removal shall require the affirmative vote of three quarters ($\frac{3}{4}$) of the directors in office. In the event any such termination is contemplated, the Board shall notify the member in writing of the reasons for the proposed action, the time and place of the board meeting at which termination is to be considered, and of the member's rights to oppose it. The written notice must be given at least ten (10) days before

such Board meeting. The notified member shall have the right to submit information for the Board's consideration and shall have the right to appear at the meeting and be heard.

ARTICLE 4 MEETINGS OF THE CONGREGATION

Section 4.1 Minutes of All Congregational Meetings. The secretary of the Board shall keep records of all actions taken at congregational meetings.

Section 4.2 Annual Meeting of the Congregation. The Annual Meeting of the Congregation shall be held in Seattle, Washington, no more than sixty (60) days before the end of the fiscal year in each year on a date and at a place to be fixed by the Board. The business to be conducted at the Annual Meeting shall include a report of the officers, a report of the clergy, and the election of the slate of directors, and any slate of officers when applicable. The budget may be voted upon at the Annual Meeting or at a Special Meeting of the Congregation held in Seattle, Washington, in the three (3) months preceding the end of the fiscal year and preceding the Annual Meeting, on a date and at a place to be fixed by the Board.

Section 4.3 Election Notice. Notice of the time and place of the Annual Meeting and a list of the Board's recommended slate of directors, and slate of officers when applicable, shall be delivered to each member entitled to vote at such meeting not less than thirty (30) nor more than fifty (50) days before the date of the meeting, by or at the direction of the president, or the secretary, or another officer calling the meeting. At least twenty (20) days before the date of the Annual Meeting, any forty (40) members eligible to vote at such meeting may jointly submit in writing to the secretary, the names, and the consent to serve if elected, of an alternate slate. The secretary shall then cause such alternate slate(s) to be delivered to each member entitled to vote at such meeting not less than ten (10) days before the date of the meeting.

Section 4.4 Budget Notice. If the business of the Annual Meeting shall include a vote on the budget, a copy of the budget proposed by the Board for the upcoming fiscal year shall be delivered to each member entitled to vote at such meeting not less than ten (10) nor more than fifty (50) days before the date of the meeting.

Section 4.5 Special Meetings of the Congregation. Special Meetings of the Congregation for any purpose or purposes may be called at any time by the Board, at such time and place as the Board may prescribe. Special Meetings of the Congregation may also be called by one hundred (100) voting members. Upon request by such members, it shall be the duty of the Board secretary to call such a Special Meeting of the Congregation at such time and place as the secretary may fix, not less than ten (10) nor more than fifty (50) days after the receipt of said request. If the secretary shall neglect or refuse to issue such call within five (5) days of such receipt, the members making the request may issue the call, specifying the time and place of the Special Meeting.

Section 4.6 Notice of Meetings. Notice of the time and place of the Annual Meeting, and in case of a Special Meeting, the time, place and purpose or purposes for which the Special Meeting is being called, shall be delivered to each member entitled to vote at such meeting not less than ten (10) nor more than fifty (50) days before the date of the meeting, by or at the direction of the president, or the secretary, or the officers or persons calling the meeting. Notice of meetings may be delivered by regular or express mail, private carrier, personal delivery, or by some form of electronic transmission to which the recipient has consented such as email, facsimile, or social media posting.

a. **Consent to Notice By Email.** If notice is provided to members by email, it is effective only with respect to members who have: (a) consented in writing or by email to receive meeting notices transmitted by email; and (b) designated in the consent the message format that is accessible to the recipient, and the address, location, or system to which these notices may be emailed. A member who has consented to receipt of emailed notices may revoke the consent by delivering (by mail, facsimile, or email) a revocation to TBA. The consent of any member is revoked if TBA is unable to transmit by email two (2) consecutive meeting notices given by TBA in accordance with the member's consent, and this inability becomes known to the secretary or other person responsible for giving the notice. The inadvertent failure by TBA to treat this inability as a revocation does not invalidate any meeting or other action. The Board may determine by any policy whether unsubscribing from TBA's general email communication platform constitutes a revocation of consent to receive notice of meetings by email.

b. **Delivery of Notice By Email.** Notice provided by email to a member who has consented to receive notice by such means is effective when it is emailed to an address designated by the recipient for that purpose.

c. **Delivery of Notice By Posting to Electronic Network.** TBA may provide notice of the time and place of any Special Meeting of the Congregation by posting the notice on an electronic network (such as a listserv or a social media platform), provided that TBA also delivers to the member notice of the posting by mail, facsimile, or email (pursuant to the recipient's consent to receive notices by email), together with comprehensible instructions regarding how to obtain access to the posting on the electronic network.

d. **Delivery of Notice By Other Means.** If mailed, such notice shall be deemed to be delivered when deposited in the United States mail addressed to the member at his or her or their address as it appears on the records of TBA, with postage thereon prepaid. Other forms of notice described in this section are effective when received.

e. **Effect of Attendance at Meeting.** Attendance of a member at any meeting shall constitute a waiver of notice of such meeting, except where the member attends a meeting for the purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

Section 4.7 Quorum. The numerical value equal to ten percent of the total number of member households as of the end of the month preceding the congregational meeting shall determine the number of members entitled to vote to constitute a quorum. (By way of example, if a congregational meeting is scheduled for May, and there are 900 member households in TBA's regular business records at the end of April, then 90 members entitled to vote ($900 \times .10 = 90$) will be needed to constitute a quorum.) The vote of a majority of the votes entitled to be cast by the members at a meeting at which a quorum is present shall be necessary for the adoption of any matter voted upon by the members.

Section 4.8 Voting. A member entitled to vote may vote in person at any congregational meeting. A member entitled to vote who is unable to attend a congregational meeting in person due to extenuating circumstances, as determined by the Board, may petition to submit an absentee ballot on a form prescribed by the secretary. An executed absentee ballot and accompanying petition may be transmitted to TBA by regular or express mail, private carrier, personal delivery, or electronic transmission addressed to the secretary. An absentee ballot shall be valid only if executed and dated between the date of notice of the meeting and the date preceding the date of the meeting, and if the accompanying petition is approved by the Board. If insufficient time exists for the Board to consider a petition for an absentee ballot, for example if the petition is submitted after the last Board meeting prior to the congregational meeting, then the Executive Committee shall have authority to approve such a petition.

Section 4.9 Meetings Held by Teleconferencing, Videoconferencing or Similar Communication Equipment. At the Board's discretion, Special Meetings of the Congregation may be conducted by conference telephone or video or similar communications equipment by means of which all persons participating in the meeting can hear one another at the same time. At such meetings, participation by such means shall constitute presence in person at the meeting.

ARTICLE 5 CLERGY

Section 5.1 Engagement of Rabbis and Cantors. The Board shall create a Board Advisory Committee (*see* Art. 13) for the limited purpose of conducting the search for candidates for the positions of Senior Rabbi, Associate or Assistant Rabbi, Interim Rabbi, Cantor, and Interim Cantor, and recommending a candidate or candidate(s) to the Board. The Board shall create a separate Board Advisory Committee (*see* Art. 13) for the purpose of negotiating terms and conditions of employment that are executed in writing and are mutually satisfactory to TBA and the Board's chosen candidate for any of these clergy positions respectively. The Board shall also create a Board Advisory Committee (*see* Art. 13) for the purpose of negotiating mutually satisfactory terms and conditions in writing of any contract renewal of clergy holding these positions.

a. **Congregational Ratification of Senior Rabbi.** The Board shall conditionally approve a candidate for Senior Rabbi by a three quarters ($\frac{3}{4}$) majority of the directors in office. The Board's conditional approval of a candidate to fill the position of Senior

Rabbi who has conditionally executed a written engagement agreement with TBA must be ratified by a majority vote of members who are eligible to vote and who are present at either the Annual Meeting of the Congregation or a Special Meeting of the Congregation called for such purpose.

b. **Hiring of Associate and/or Assistant Rabbi(s) or Cantor(s).**

Provided the Senior Rabbi will still be serving TBA during the time period when the positions of Associate and/or Assistant Rabbi(s) or Cantor(s) might be initially filled, the decision to fill the positions of Associate and/or Assistant Rabbi(s) or Cantor(s) shall be determined by the mutual agreement of the Senior Rabbi and a majority of the directors of the Board in office, and both the Senior Rabbi and the Board must approve a candidate to fill any Associate/Assistant Rabbi or Cantor position prior to the Board extending an offer to hire any such candidate. In the event the Senior Rabbi will not be serving TBA during the time period when any such candidate would begin service to TBA, both the decision to fill the positions of Associate and/or Assistant Rabbi(s) or Cantor(s) and the approval of any candidate to fill them belong solely to the Board by vote of a majority of the directors in office.

c. **Renewal and/or Extension of Agreements with Associate and/or Assistant Rabbi(s) or Cantor(s).** The Senior Rabbi shall make a recommendation to the Board regarding the renewal or extension of the engagement agreement of any Associate and/or Assistant Rabbi(s) or Cantor(s) prior to the Board, by vote of the majority of directors in office, extending a renewal or extension offer to any such employee.

d. **Interim Rabbi and/or Interim Cantor.** The Board in its judgment shall decide by majority of the directors in office whether an Interim Rabbi and/or Interim Cantor is needed, and shall have the power to hire such Interim Rabbi and/or Interim Cantor.

Section 5.2 Duties. The Senior Rabbi, Associate and/or Assistant Rabbi(s), and Cantor(s) shall perform such reasonable and necessary duties and functions as are customary and usual in their respective callings and such other duties and functions as the Board may otherwise reasonably require. The Senior Rabbi, Associate and/or Assistant Rabbi(s), Cantor(s), and any other ordained clergy on TBA staff who undertake pulpit duties, shall at all times enjoy the freedom of the pulpit to teach Judaism and its fundamental values. The Senior Rabbi is the spiritual leader, teacher, and institutional religious authority of TBA. The Senior Rabbi shall report to the Board, shall be an ex officio, non-voting member of the Executive Committee, and, except as explicitly excluded in these Bylaws or as determined by a majority vote of the Board, the Senior Rabbi shall be an ex officio, non-voting member of all other Board Committees (except the Evaluation Committee), all Board Advisory Committees (except those created to negotiate agreements with clergy), and all Community Committees.

ARTICLE 6 BOARD OF DIRECTORS

Section 6.1 Eligibility. Directors shall be elected from Individual Members or adult Members in a Family Membership, all of whom must be in good standing.

Section 6.2 Number and Term. The Board shall consist of such number of directors not less than thirteen (13) nor more than nineteen (19), as shall be determined by any Board resolution adopted by a majority of all directors in office at the time of such vote, provided that no reduction in the size of the Board shall shorten the term of any then-current Board member. This numerical range includes directors who are officers and non-officer directors. The term of office of a director shall be two (2) years.

Section 6.3 Term Limits. A director who does not serve as an officer may not serve for more than three (3) consecutive two-year terms or six (6) consecutive years. Including service as an officer, a director may not serve for more than four (4) consecutive two-year terms or eight (8) consecutive years, except that the immediate past president may serve an additional consecutive term of one (1) year if nominated and elected to such additional term, for a total of nine (9) consecutive years. A member who has previously served as a director, or as a director and an officer, for the maximum number of consecutive terms or years may be nominated and elected as a director, or as a director and officer, after a period of at least two (2) years during which such person does not serve on the Board. All directors in office as of the date of adoption of these Bylaws shall be subject to the term limits set out in this section, provided, however, that this section shall not operate to shorten the term of any director to which the director was elected prior to the date of adoption of these Bylaws. By way of example, a director who is not an officer as defined in Art. 10, Sec. 10.1 of these Bylaws and who, as of the date of adoption of these Bylaws, has served as a director for more than eight (8) consecutive years, shall not be eligible for nomination and election as a director until after a period of at least two (2) years during which the individual does not serve as a director, but the individual will continue to serve as a director until the expiration of the term to which the individual was elected prior to the date of adoption of the Bylaws.

Section 6.4 Powers and Duties. The affairs of TBA shall be managed by the Board. Unless otherwise specified in these Bylaws or applicable law, any determination to be made by the Board may be made in its discretion, and the Board may delegate any of its rights and responsibilities to such Board Committees, officers, or others as the Board may determine, consistent with the limits on officer authority in Art. 10, Sec. 10.9. The Board shall have general supervision over the activities of any Board Committees, Advisory Board Committees, and any Community Committees.

Section 6.5 Individual Director's Fiduciary Obligation to TBA. A director shall perform the duties of a director, including the duties as a member of any committee of the Board upon which the director may serve, in good faith, in a manner such director believes to be in the best interests of TBA, and with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use under similar circumstances.

Section 6.6 Nomination and Election. The Nominations Committee, an enumerated Board Advisory Committee in Article 13.2, shall be constituted by the Board and begin working on the next slate of officers and directors within ninety (90) days following the Annual Meeting of

the Congregation. The slate must be approved by a simple majority of those directors in office before being recommended to the Congregation. The member or members of one class of directors shall be elected by a majority of the Congregation at each Annual Meeting of the Congregation, to hold office until the expiration of the term of office of the class of directors into which elected, and until his, her, or their respective successors are elected and qualified.

Section 6.7 Vacancies. A director's position shall be deemed vacant as the result of the director's death, resignation from the Board, termination of membership in the Congregation, or removal for cause. A director choosing to resign must submit the resignation in writing to an officer of the Board. The director's resignation becomes effective on the date specified in the notice. If no date is specified, the Executive Committee shall determine the effective date of the director's resignation. The Board may fill any vacancy occurring in the Board at any Regular or Special Meeting. If the Board determines not to fill a vacancy, it shall reduce the number of directors by resolution as set out in Art. 6, Sec. 6.2. If the Board determines to fill a vacancy, it shall request a recommendation of candidate(s) from the Nominations Committee. The Board may appoint any candidate recommended by the Nominations Committee by a vote of a simple majority of the directors in office. A director appointed to fill a vacancy shall serve until the next Annual Meeting of the Congregation, or until the director's successor is elected and qualified.

Section 6.8 Removal. The Board may remove a director for cause if, in its judgment, the best interests of TBA will be served by such removal. What constitutes cause for removal, including failure to carry out the responsibilities of the position, shall be determined solely by the Board in its collective wisdom and judgment with reference to, but not necessarily in reliance upon, Jewish values, duties, morals and customs. The process for removal for cause must commence with a recommendation for removal by a simple majority of the Board Governance Committee. The Board shall consider the recommendation at the next Board meeting following the action and recommendation of the Board Governance Committee, and may remove a director by a vote of a two-thirds (2/3) majority of the directors in office. The director in question shall have an opportunity to address the Board before its vote is taken, and shall have reasonable written notice of the asserted cause for removal, of the Board meeting, and of the prospective vote. The decision of the Board shall be final.

Section 6.9 Budget. The Board shall annually recommend to the Congregation for approval in its entirety a proposed budget for the upcoming fiscal year. Prior to voting to recommend a proposed budget, the Board shall provide a meaningful opportunity for general congregational, committee, and staff input.

ARTICLE 7 MEETINGS OF THE BOARD OF DIRECTORS

Section 7.1 Minutes of All Board Meetings. The secretary of the Board shall keep records of all actions taken at Board meetings.

Section 7.2 Regular Meetings. The Board shall generally meet monthly at least ten (10) times each fiscal year. A portion of every regular meeting may be held in Executive Session. Participation in Executive Session is limited to the directors, and to others only by explicit invitation of the Board.

Section 7.3 Special Meetings. Special Meetings of the Board may be held at any place and time, whenever called by the president or any seven (7) directors.

Section 7.4 Notice of Meetings. Notice to directors of the Regular Meeting of the Board, including its time and place and agenda, shall be given no less than seven (7) days before the day of the meeting. Notice to the Congregation of the Regular Meeting of the Board, including its time and place and agenda, shall be required at least three (3) days before the date on which the Regular Meeting is to be held. Notice to the Congregation of a Special Meeting of the Board, including its time and place and agenda, shall be required at least three (3) days before the date on which the Special Meeting is to be held or as soon as reasonably practicable after directors receive notice, if less than three (3) days. Failure to provide notice to the Congregation of a Special Meeting held on an emergency basis shall not invalidate any action of the Board taken at such special meeting. Notice to the Congregation may be given by posting on TBA's website, posting on any of TBA's social media networks, or by any other electronic or digital means. Notice of the time and place of any Special Meeting of the Board shall be given to directors by the president or secretary, or by the directors calling the Special Meeting, by regular or express mail, private carrier, personal delivery, email, text, electronic network posting, facsimile, telegram, teletype, or by personal communication over the phone or otherwise, at least three (3) days before the date on which the Special Meeting is to be held. Neither the business to be transacted nor the purpose of any Special Meeting of the Board need be specified in the notice or any waiver of notice of such meeting.

a. **Consent to Notice by Email.** If notice is provided to directors by email, it is effective only with respect to directors who have: (a) consented in writing or by email to receive notices transmitted by email; and (b) designated in the consent the message format that is accessible to the recipient, and the address, location, or system to which these notices may be emailed. A director who has consented to receipt of emailed notices may revoke the consent by delivering (by mail, facsimile, or email) a revocation to TBA. The consent of any director is revoked if TBA is unable to transmit by email two (2) consecutive notices given by TBA in accordance with the director's consent, and this inability becomes known to the Secretary or other person responsible for giving the notice. The inadvertent failure by TBA to treat this inability as a revocation does not invalidate any meeting or other action.

b. **Delivery of Notice By Email.** Notice provided by email to a director who has consented to receive notice by such means is effective when it is emailed to an address designated by the recipient for that purpose.

c. **Delivery of Notice By Posting to Electronic Network.** TBA may provide notice of the time and place of any special meeting of the board of directors by posting the notice on a digital platform or an electronic network (such as a private group on The Tent supported by the URJ), provided that TBA also delivers to the director notice of the posting by mail, facsimile, or email (pursuant to the recipient's consent to receive notices by email), together with comprehensible instructions regarding how to obtain access to the posting on the electronic network or digital platform.

d. **Delivery of Notice By Other Means.** If mailed, such notice shall be deemed to be delivered when deposited in the United States mail addressed to the director at his or her or their address as it appears on the records of TBA, with postage thereon prepaid. Other forms of notice described in this section are effective when received.

e. **Effect of Attendance at Meeting.** Attendance of a director at any meeting shall constitute a waiver of notice of such meeting, except where the director attends a meeting for the purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

Section 7.5 Quorum. A majority of the Board shall constitute a quorum for the transaction of business except as otherwise provided by law. The act of the majority of directors present at a meeting at which a quorum is present shall be the act of the Board except as otherwise provided in these Bylaws. At any meeting of the Board at which a quorum is present, the Board may transact business, and the Board may exercise all of its powers. A director who is present at such a meeting shall be presumed to have assented to the action taken at that meeting unless the director's dissent or abstention is entered in the minutes of the meeting, or unless the director delivers (personally, or by electronic transmission) his or her or their written dissent or abstention to such action to either the person acting as secretary of the meeting before the adjournment of the meeting, or to the secretary of the Board immediately after the adjournment of the meeting. The right to dissent or abstain shall not apply to a director who voted in favor of such action.

Section 7.6 Meetings Held by Phone or Other Communication Equipment/Platforms. Members of the Board or its committees may participate in a meeting of the Board or such committees by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear one another at the same time, and participation by such means shall constitute presence in person at a meeting.

Section 7.7 Board Agenda. The Executive Committee shall set the agenda for Board meetings, except as otherwise provided herein. Any director and any member of the Congregation may propose an agenda item in writing to anyone on the Executive Committee. The Executive Committee may determine in its discretion whether or not to place any such proposed item on the agenda. If six (6) directors who are not on the Executive Committee propose an item in writing, it must be placed on the agenda of the next regular Board meeting. If seventy (70) voting members of the Congregation submit a written petition to the Executive Committee to place an item on the

agenda, the item must be placed on a Board Regular Meeting agenda within two upcoming Board Regular Meetings. This right of voting members does not apply to personnel issues, and the Executive Committee in its discretion shall determine if the members' proposed item is a personnel issue.

ARTICLE 8 ACTIONS BY WRITTEN CONSENT

Any corporate action required or permitted by the Articles of Incorporation or Bylaws, or by the laws of the State of Washington, to be taken at a meeting of the Board or any Board Committees, may be taken without a meeting if a consent in writing or by email transmission setting forth the action so taken shall be "executed" (as defined below) by all of the directors or committee members entitled to vote with respect to the subject matter thereof. Such consent shall have the same force and effect as a unanimous vote, and may be described as such. For purposes of the Bylaws, "executed" means: (a) a writing that is signed; or (b) an email transmission that is sent with sufficient information to determine the sender's identity.

ARTICLE 9 WAIVER OF NOTICE

Whenever any notice is required to be given to any member or director of TBA by the Articles of Incorporation or Bylaws, or by the laws of the State of Washington, a waiver thereof in writing or by email "executed" (as defined above) by the person or persons entitled to such notice, whether before or after the time stated therein, shall be equivalent to the giving of such notice.

ARTICLE 10 OFFICERS

Section 10.1 Officers Enumerated, Eligibility, Term, and Election. The officers of TBA shall be a president, a vice president, a secretary, and a treasurer. To be eligible to serve as an officer, an individual must be a director who is a Jewish person and a member in good standing of the Congregation. An individual may be elected as an officer at the same time that the individual is elected to an initial term as a director, except as provided in Art. 10, Sec. 10.2 and Sec. 10.4 with respect to the offices of president and secretary. Each officer shall serve a term of two (2) years. An individual director may serve more than one consecutive term in an officer position, except that no director may serve more than one consecutive term as president. Service in the position of an officer is included in the eight-year consecutive service limitation for directors described in Art. 6, Sec. 6.3. Officers are elected by the Congregation under the procedures described in Art. 4, Sec. 4.2a. No individual may hold at the same time more than one of the offices of president, vice president, secretary, and treasurer. In addition to the powers and duties specified below, the officers shall have such powers and perform such duties as the Board may prescribe.

Section 10.2 The President. In addition to the general eligibility requirements described in Section 10.1, the director who becomes president must have completed at least one (1) year of Board service immediately preceding the beginning of the term as president. The president shall

preside at all meetings of the Executive Committee, Board, and Congregation and perform all duties specified in these bylaws, incident to the office, or delegated to the president by the Board. The president is an ex officio, non-voting member of every Board Committee, Board Advisory Committee, and Community Committee.

Section 10.3 The Vice President. The vice president shall perform all duties specified in these bylaws, incident to the office, or delegated to the vice president by the Board. In case of the death, resignation, absence, refusal or inability of the president to serve, the vice president shall exercise the powers and perform the duties of the president. The vice president is not automatically nominated and recommended to the Congregation to succeed the president at the next subsequent election, but it is generally anticipated that a nominee whom the Board approves and recommends for the office of vice president will be a director whose nomination the Board expects to subsequently approve and recommend for the office of president.

Section 10.4 The Secretary. In addition to the general eligibility requirements described in Section 10.1, the director who becomes secretary must have completed at least one (1) year of Board service immediately preceding the beginning of the term as secretary. The secretary shall keep records of the proceedings of the Board, of the Executive Committee, and of the Congregation. The secretary shall also obtain and keep records of the proceedings of any Board Committee. When requested by the president to do so, the secretary shall sign and execute with the president all deeds, bonds, contracts, and other obligations or instruments, in the name of TBA.

Section 10.5 The Treasurer. The treasurer shall chair the Finance Committee. The treasurer shall have the care and custody of and be responsible for all funds and investments of TBA and shall cause to be kept regular books of account. The treasurer shall cause to be deposited all funds and other valuable effects in the name of TBA in such depositories as may be designated by the Board, and the treasurer shall report the financial condition of TBA to the Board as often as requested. The treasurer may also report the same to the Congregation at all Annual Meetings and at all Special Meetings when requested to do so, and in general, shall perform all of the duties incident to the office of treasurer. With the approval of the Board, the treasurer may delegate the day to day carrying out of these duties to professional staff.

Section 10.6 Immediate Past President. The immediate past president may leave the Board after completing the term as president. If the immediate past president has not served on the Board for the maximum four (4) consecutive two-year terms or eight (8) consecutive years pursuant to Art. 6, Sec. 6.3, the immediate past president remains eligible to be nominated for election to the Board and to serve as the director-at-large member of the Executive Committee. If the immediate past president has served for the maximum period, the Nominations Committee may nominate, and the Board may recommend that the Congregation elect, the immediate past president to an additional one-year consecutive term as a director, which includes eligibility to serve as the director-at-large member of the Executive Committee.

Section 10.7 Vacancies. An officer's position shall be deemed vacant as the result of the officer's death, resignation, termination of membership in the Congregation, or removal for cause. An officer choosing to resign must submit the resignation in writing to another officer of the Board. The officer's resignation becomes effective on the date specified in the notice. If no date is specified, the Executive Committee shall determine the effective date of the officer's resignation. The Board may fill a vacancy occurring in the Board at any Regular or Special Meeting. If the Board decides to fill a vacancy, it shall request a recommendation of candidate(s) from the Nominations Committee. The Board may appoint any candidate recommended by the Nominations Committee by a vote of a simple majority of those directors in office. An officer appointed to fill a vacancy shall serve until the next Annual Meeting of the Congregation. If the Board decides not to fill the officer's vacancy, or if the Board appoints an officer from among the current directors in office and determines not to fill the resulting vacancy, it shall reduce the number of directors by resolution as set out in Art. 6, Sec. 6.2.

Section 10.8 Removal. The Board may remove any officer for cause if, in its judgment, the best interests of TBA will be served by such removal. The Board shall follow the procedures set out in Art. 6, Sec. 6.7, which describes the process for the removal of directors. An officer who is removed from the position of an officer may, at the Board's discretion, continue to serve as a director.

Section 10.9 Limits on Officer Authority. No officer, officers, or combination of officers and senior staff may exercise any Board power not expressly delegated to such person or persons.

ARTICLE 11 COMMITTEES WITH DELEGATED BOARD POWERS: BOARD COMMITTEES

Section 11.1 Board Committees. The Board, by resolution adopted by a majority of the directors in office, may designate and appoint Board Committees. Any such Board Committee shall consist of two (2) or more directors. Only Board members may serve on Board Committees. Such Board Committees shall have and exercise such authority of the Board in the governance and management of TBA as may be specified in said resolution and shall keep and maintain minutes of the Board Committee's actions. The minutes of any Board Committees shall be submitted to the Board Secretary to be maintained with the Board's records. No Board Committee, including the Executive Committee, shall have the authority of the Board to elect, appoint or remove any director or officer of TBA; terminate the Senior Rabbi or any other position reporting directly to the Board; amend the Articles of Incorporation or the Bylaws; adopt a plan of merger or adopt a plan of consolidation with another corporation; authorize the voluntary dissolution of TBA or revoke proceedings therefor; adopt a plan for the distribution of TBA's assets not in the ordinary course of business; or amend, alter or repeal any resolution of the Board that by its terms provides that it shall not be amended, altered, or repealed by such committee. The designation and appointment of such Board Committee and the delegation of authority to it shall not operate to

relieve the Board or any individual director of any responsibility imposed upon it, him or her or them by law.

Section 11.2 Enumerated Board Committees. The Board, by annual resolution adopted by a majority of the directors in office, shall designate and appoint the members of the following Board Committees:

a. **Board Governance Committee.** The Board shall select the chair of this committee. This committee shall 1) lead the assessment of current and anticipated needs related to Board composition, determine the knowledge, attributes, skills, abilities, influence, and access to resources the Board will need to consider in order to accomplish future work of the board, and provide this information to the Nominations Committee; 2) regularly review and update the Board's policies regarding its roles and areas of responsibility and what is expected of individual Board members; 3) administer and periodically update the Board's policies and practices regarding conflict of interest; 4) facilitate annual assessment of the Board's performance and individual Board members' self-assessments; 5) recommend and implement methods for the Board and individual Board leaders to optimize Board effectiveness; 6) conduct exit interviews of departing Board members, and 7) oversee the orientation of new Board members. In addition to the powers and duties specified in this paragraph, the Board Governance Committee shall have such powers and perform such duties as the Board may prescribe by resolution adopted by a majority of the directors in office.

b. **Evaluation Committee.**

i. **Composition.** In addition to the president, the Evaluation Committee shall consist of at least two (2) directors, at least one of whom is not an officer or Executive Committee member, and no clergy or non-clergy staff may be ex officio members. The Board shall select the chair. While members of the Congregation who are not directors are not eligible to serve on this committee, the Evaluation Committee may appoint up to four such members to help obtain information and provide perspective to support the evaluation processes for the Senior Rabbi and the Executive Director.

ii. **Duties.** With input from the Senior Rabbi and the Executive Director where appropriate, the Evaluation Committee shall develop, review, update, facilitate, and administer the processes for four at least annual evaluations: 1) the evaluation of the Senior Rabbi; 2) the evaluation of the Executive Director; 3) the evaluation of TBA by the Senior Rabbi; and 4) the evaluation of TBA by the Executive Director. All four evaluations will be shared with the Board after they have been completed. In the case of the evaluations of the Senior Rabbi and Executive Director, the evaluation shall not be considered completed until it has been delivered to and discussed with the Senior Rabbi or Executive Director, as applicable. The Evaluation Committee shall also coordinate with the Board, the Executive Committee, the Senior Rabbi, and the Executive Director to develop mutually accepted key operational annual goals for the Senior Rabbi and the Executive Director, respectively.

c. Any other Board Committee the Board wishes to create on one or more occasions.

ARTICLE 12 EXECUTIVE COMMITTEE

Section 12.1 Composition. The Executive Committee is a Board Committee governed by Art. 11, Sec. 11.1 of these Bylaws. The voting members of the Executive Committee shall be the president, vice president, treasurer, secretary, and one director-at-large. The director-at-large member of the Executive Committee shall be annually elected by the Board at its first regular meeting following the Annual Meeting of the Congregation. The director-at-large shall serve a term of one year on the Executive Committee, and may not be re-elected to a second consecutive term as director-at-large. The individual may, however, following the one-year term, continue to serve on the Executive Committee in the role of an officer if the individual is elected to an officer position. Directors who have served on the Board for at least one year are eligible to be elected to the director-at-large position. The Senior Rabbi and the Executive Director shall serve as ex officio, non-voting members. The president shall serve as chair of the Executive Committee.

Section 12.2 Meetings. The president shall chair the Executive Committee and shall call meetings of the Executive Committee. The Executive Committee shall meet at least ten (10) times each fiscal year. If no Executive Committee meeting has been called over a period during which three (3) Regular Meetings of the Board have been held, then any three (3) voting members of the Executive Committee may call a meeting. As provided in Art. 7, Sec. 7.6, members of the Executive Committee may participate in a meeting by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear one another at the same time and participation by such means shall constitute presence in person at a meeting. As provided in Art. 8, the Executive Committee may take unanimous action without a meeting if a consent in writing or by email transmission setting forth the action so taken is executed by all of the Executive Committee members entitled to vote with respect to the subject matter thereof. A portion of any Executive Committee meeting may be held in Executive Session. Participation in Executive Session is limited to the voting members of the Executive Committee, and to others only by explicit invitation of the Executive Committee.

Section 12.3 Quorum. Three (3) voting members of the Executive Committee shall constitute a quorum for the transaction of business. The act of the majority of Executive Committee members present at a meeting at which a quorum is present shall be the act of the Executive Committee. At any meeting of the Executive Committee at which a quorum is present, the Executive Committee may exercise all of its powers.

Section 12.4 Responsibility for Board Meeting Agendas. The Executive Committee shall have such authority to set the agenda for Board meetings as is set out in Art. 7, Sec. 7.7.

Section 12.5 Regular Reporting to Board. The Executive Committee shall provide the minutes of each of its meetings to the Board in advance of the next meeting of the Board.

Section 12.6 Emergency Powers. In the case of an emergency or special and urgent business, the Executive Committee shall have all the authority and powers of the Board when the Board is not in session, except that the Executive Committee shall not under any circumstances have the authority to elect, appoint or remove any director or officer of TBA; terminate the Senior Rabbi or any other position reporting directly to the Board; amend the Articles of Incorporation or the Bylaws; adopt a plan of merger or adopt a plan of consolidation with another corporation; authorize the voluntary dissolution of TBA or revoke proceedings therefor; adopt a plan for the distribution of TBA's assets not in the ordinary course of business; or amend, alter or repeal any resolution of the Board that by its terms provides that it shall not be amended, altered, or repealed by the Executive Committee. The existence of an "emergency" or "special and urgent business" shall be determined by a vote of the Executive Committee, not by the president or any other officer acting alone. In an extraordinary emergency, such as a sudden natural disaster, as a result of which Executive Committee members cannot attend a meeting in person or by any other means of communication, a quorum shall be those Executive Committee members who are available either in person or by electronic means, provided that a quorum shall not be fewer than three (3) members of the Executive Committee. In the event the Executive Committee invokes its emergency powers and takes any action, i) the Executive Committee shall document its action in formal minutes that set out the existence of a quorum and the vote taken, or in a consent executed by all members of the Executive Committee within the meaning of Article 8; and ii) the Executive Committee shall make all reasonable efforts under the circumstances to inform the Board of such action within twenty-four (24) hours.

Section 12.7 Other Duties. The Executive Committee has authority to act with the authority of the Board only as provided in these Bylaws or as otherwise delegated by resolution approved by a majority of the directors in office. The Executive Committee shall oversee and advise the president and provide guidance to clergy and professional staff; facilitate collaboration among Board Committees, Board Advisory Committees, Community Committees, clergy and professional staff; ensure regular written reporting by each of them; propose policies for Board consideration; approve petitions for absentee ballots to the extent provided in Art. 4., Sec. 4.8; and be responsible for communicating Board action to the Congregation and sharing information pursuant to Art. 2, Sec. 2.4. The Executive Committee shall also be the group to whom either or both the Senior Rabbi and the Executive Director bring any issues, disagreements, or conflicts they have been unable to resolve between or among themselves.

ARTICLE 13 COMMITTEES WITHOUT DELEGATED BOARD POWERS THAT ADVISE THE BOARD: BOARD ADVISORY COMMITTEES

Section 13.1 Board Advisory Committees. The Board may, by resolution, designate and appoint such Board Advisory Committees as it deems appropriate. Directors and non-directors may serve on a Board Advisory Committee, and unless specified in these Bylaws, either a director or non-director may chair or co-chair such a committee. The Board, in its discretion, may also appoint persons who are not members of the Congregation to serve on Board Advisory Committees.

Section 13.2 Enumerated Board Advisory Committees. In addition to the duties specified below, these committees shall perform such duties as the Board may prescribe by resolution adopted by a majority of the directors in office. The Board, by annual resolution adopted by a majority of the directors in office, shall designate and appoint the following Board Advisory Committees:

a. **Development Committee.**

i. **Composition.** The Development Committee may be chaired by a director or non-director member of the Congregation selected by the Board and shall be constituted with a minimum of two directors, not counting the president, and other members of the Congregation in good standing as the committee recommends and the Board prescribes in its annual resolution appointing and designating the committee.

ii. **Duties.** The Development Committee may initiate and recommend strategies, policies, and processes to carry out and perform the decisions of the Board regarding any revenue-generating aspect of TBA's financial operations, deriving from voluntary donations, including but not limited to annual general operations fundraising, major and special gifts, restricted gifts, capital campaigns, legacy giving, and donor acknowledgment, cultivation, recognition, and stewardship.

b. **Finance Committee.**

i. **Composition.** This committee shall be chaired by the treasurer and constituted with at least one additional director and other members of the Congregation in good standing as the Board prescribes in its annual resolution appointing and designating the committee.

ii. **Duties.** The Finance Committee may initiate and recommend matters of business and policy to, and carry out and perform the policies and decisions of, the Board regarding any aspect of TBA's financial status or operations, including but not limited to the monitoring and review of TBA's financial statements, development of the budget, investments, operating reserves, any future endowment, restricted and special funds.

c. **Gift Acceptance Committee.**

i. **Composition & Duties.** When it is necessary for this committee to convene under the Board's gift acceptance policy, the voting members of the Gift Acceptance Committee shall consist of the Development Committee, the president, the Senior Rabbi, and the Executive Director. This committee shall administer the gift acceptance policy and periodically review it and recommend changes. This committee shall be chaired by the Development Committee chair, or if there is none, by the president.

d. **Nominations Committee.**

i. **Composition.** This committee shall consist of five members, at least two of whom are directors and at least two of whom are not directors. One member of the committee must also serve on the Religious School Committee. The chair shall be selected by the Board, and the Board must approve the composition of this committee within sixty (60) days following the date of the Annual Meeting.

ii. **Duties.** This committee shall propose annually a slate of candidates for open director and open officer positions. This committee shall work collaboratively with the Board Governance Committee to identify and recruit candidates consistent with the current and future needs of the Board. The Nominations Committee will undertake its work consistent with the following policies: 1) the committee shall consider all possible candidates whether self-volunteered or identified by the Board, the committee, or the Congregation; 2) the committee will periodically publish its call for nominees and all deadlines associated with the process by the most prominent communication methods at the time; and 3) the committee will seek input from clergy, professional staff, current Board directors and officers, the Board Governance Committee, and the current president. The vote of a majority of the directors in office is required to approve the proposed slate of candidates for recommendation to the Congregation.

e. Any other Board Advisory Committee the Board wishes to create on one or more occasions.

Section 13.3 Terms and Governance. Board Advisory Committees shall have written charters approved by the Board. For the Board Advisory Committees specifically enumerated in Section 13.2, the charters may be reviewed at will by the Board and must be reviewed and approved by the Board at least every seven (7) years. The term of office of the chair or co-chairs of a Board Advisory Committee specifically enumerated in Section 13.2 other than the Finance Committee shall be two (2) years and shall expire automatically. The Board may in its discretion elect or re-elect such a chair or co-chair to an additional two (2)-year term. For Board Advisory Committees created for limited, specific purposes, such as search committees for clergy or senior professional staff positions, long-term planning, etc., the resolution creating the committee must describe its purpose and its scope, and the Board, in its discretion, may determine the composition of such Board Advisory Committees.

ARTICLE 14 COMMUNITY COMMITTEES

Section 14.1 Community Committees. Community Committees are not created by the Board and do not have authority to take any action that would bind TBA. They may be called by a variety of names.

Section 14.2 Enumerated Community Committees. To further TBA's purpose set forth in Article 1 and its mission and values that flow from it, TBA recognizes the importance of Community Committees.

- a. The Senior Rabbi or the Senior Rabbi's designee shall regularly convene and oversee Community Committees in the following areas of congregational life:
 - i. Adult Education,
 - ii. Caring Community,
 - iii. Religious Practices,
 - iv. Religious School (at least one director shall be appointed by the Board to serve on this committee at all times), and
 - v. Tikkun Olam (Social Justice and Social Action).
- b. The Senior Rabbi or the Senior Rabbi's designee may convene and oversee any Community Committee the Senior Rabbi or the Senior Rabbi's designee may wish to create for a specific purpose.
- c. The Executive Director or the Executive Director's designee shall regularly convene and oversee Community Committees in the following areas of congregational life:
 - i. SEED Early Childhood School (at least two directors shall be appointed by the Board to serve on this committee at all times), and
 - ii. Cemetery.
- d. The Executive Director or the Executive Director's designee may convene and oversee any Community Committee the Executive Director or the Executive Director's designee may wish to create for a specific purpose.
- e. The Board may change the oversight of the Community Committees covering the Religious School and the SEED Early Childhood School by a vote of two-thirds (2/3) of the directors in office.

Section 14.3 Governance. All Enumerated Community Committees shall have written charters reviewed by the Board. The clergy or non-clergy staff person responsible for overseeing an Enumerated Community Committee must annually review and approve its charter after obtaining Board review. A non-enumerated Community Committee created by the clergy or non-clergy staff for a specific purpose and a limited time is encouraged to have a written charter. If such

Community Committee is expected to exist for over a year, then it must have a written charter reviewed by the Board and reviewed and approved by the clergy or non-clergy staff person creating the committee.

ARTICLE 15 PAST PRESIDENTS' ADVISORY COUNCIL

The president, the Executive Committee, the Board, or the chair of any Board Committee or Board Advisory Committee may at any time request the past presidents of TBA to participate in an Advisory Council to render advice on matters of importance to the welfare of TBA.

ARTICLE 16 CEMETERY

Consistent with its purpose described in Article 2, Sec. 2.1, TBA shall maintain policies and procedures regarding the burial of TBA members and non-members. While the Senior Rabbi shall have the ultimate authority on any policies and procedures of any religious nature, the Senior Rabbi may not apply any policies that would limit the rights of those who have purchased plots as their rights existed at the time of purchase. In consultation with the Community Committee responsible for the cemetery, the Senior Rabbi, and the Executive Director, the Board shall establish policies regarding contracts for the purchase of cemetery plots for the eventual resale to TBA members and non-members and any policies regarding such resale.

ARTICLE 17 LIMITATION OF DIRECTORS' LIABILITY

A director shall have no liability to TBA for monetary damages for conduct as a director, except for acts or omissions that involve intentional misconduct by the director, or a knowing violation of law by the director, or for any transaction for which the director will personally receive a benefit in money, property, or services to which the director is not legally entitled. If the Washington Nonprofit Corporation Act is hereafter amended to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director shall be eliminated or limited to the full extent permitted by the Washington Nonprofit Corporation Act, as so amended. Any repeal or modification of this Article shall not adversely affect any right or protection of a director of TBA existing at the time of such repeal or modification for or with respect to an act or omission of such director occurring prior to such repeal or modification.

ARTICLE 18 INDEMNIFICATION

Section 18.1 Right to Indemnification of Directors and Officers. Each person who was, or is threatened to be made a party to or is otherwise involved (including, without limitation, as a witness) in any actual or threatened action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he or she is or was a director or officer of TBA, shall be indemnified and held harmless by TBA, to the full extent permitted by applicable law as then in effect, against all expense, liability and loss (including attorneys' fees, judgments,

finances, ERISA excise taxes or penalties and amounts to be paid in settlement) actually and reasonably incurred or suffered by such person in connection therewith, and such indemnification shall continue as to a person who has ceased to be a director, trustee, or officer, and shall inure to the benefit of his or her heirs, executors and administrators; provided, however, that except as provided in Section 18.2 of this Article with respect to proceedings seeking solely to enforce rights to indemnification, TBA shall indemnify any such person seeking indemnification in connection with a proceeding (or part thereof) initiated by such person only if such proceeding (or part thereof) was authorized by the Board. The right to indemnification conferred in this Section 18.1 shall be a contract right and shall include the right to be paid by TBA the expenses incurred in defending any such proceeding in advance of its final disposition; provided, however, that the payment of such expenses in advance of the final disposition of a proceeding shall be made only upon delivery to TBA of an undertaking, by or on behalf of such director or officer, to repay all amounts so advanced if it shall ultimately be determined that such director or officer is not entitled to be indemnified under this Section 18.1 or otherwise.

Section 18.2 Right of Claimant Director/Officer to Bring Suit. If a claim for which indemnification is required under Section 18.1 of this Article is not paid in full by TBA within sixty (60) days after a written claim has been received by TBA, except in the case of a claim for expenses incurred in defending a proceeding in advance of its final disposition, in which case the applicable period shall be twenty (20) days, the claimant may at any time thereafter bring suit against TBA to recover the unpaid amount of the claim and, to the extent successful in whole or in part, the claimant shall be entitled to be paid also the expense of prosecuting such claim. The claimant shall be presumed to be entitled to indemnification under this Article upon submission of a written claim (and, in an action brought to enforce a claim for expenses incurred in defending any proceeding in advance of its final disposition, where the required undertaking has been tendered to TBA), and thereafter TBA shall have the burden of proof to overcome the presumption that the claimant is so entitled. Neither the failure of TBA (including its board of directors or independent legal counsel) to have made a determination prior to the commencement of such action that indemnification of or reimbursement or advancement of expenses to the claimant is proper in the circumstances nor an actual determination by TBA (including its board of directors or independent legal counsel) that the claimant is not entitled to indemnification or to the reimbursement or advancement of expenses shall be a defense to the action or create a presumption that the claimant is not so entitled.

Section 18.3 Nonexclusivity of Rights. The right to indemnification and the payment of expenses incurred in defending a proceeding in advance of its final disposition conferred in this Article shall not be exclusive of any other right which any person may have or hereafter acquire under any statute, provision of the Articles of Incorporation, Bylaws, agreement, or vote of disinterested directors or otherwise.

Section 18.4 Insurance, Contracts and Funding. TBA may maintain insurance at its expense, to protect itself and any director, trustee, officer, employee or agent of TBA or another corporation, partnership, joint venture, trust or other enterprise against any expense, liability or

loss, whether or not TBA would have the power to indemnify such person against such expense, liability or loss under RCW 24.03.043 of the Washington Nonprofit Corporation Act and RCW 23B.08.510 of the Washington Business Corporation Act, or any successor provisions. TBA may enter into contracts with any director or officer of TBA in furtherance of the provisions of this Article and may create a trust fund, grant a security interest or use other means (including, without limitation, a letter of credit) to ensure the payment of such amounts as may be necessary to effect indemnification as provided in this Article.

Section 18.5 Indemnification of Employees and Agents of TBA. TBA may, by action of its board of directors on one or more occasions, provide indemnification and pay expenses in advance of the final disposition of a proceeding to employees and agents of the corporation with the same scope and effect as the provisions of this Article with respect to the indemnification and advancement of expenses of directors and officers of the corporation or pursuant to rights granted pursuant to, or provided by, the Washington Business Corporation Act, as applied to nonprofit corporations, or otherwise.

ARTICLE 19 ADMINISTRATIVE AND FINANCIAL PROVISIONS

Section 19.1 Fiscal Year. The fiscal year for 2018-19 shall remain June 1, 2018 – May 31, 2019. Beginning with the 2019-20 fiscal year, the fiscal year of TBA shall be determined by the Board.

Section 19.2 Conflict of Interest. The Board shall at all times maintain a Conflict of Interest Policy that describes clear procedures for identifying, disclosing, and addressing potential conflicts of interest involving TBA's fiduciaries, i.e., its directors, officers, and any member of a Board Committee, and that requires all individuals in fiduciary positions to complete an annual questionnaire to identify potential conflicts of interest.

Section 19.3 Loans Prohibited. TBA shall make no loans to any officer or to any director.

Section 19.4 Books and Records. TBA shall keep at its principal office in Washington State, or at its secretary's office if in Washington State, the following documents (in electronic or hard copy form): current Articles of Incorporation and Bylaws; a list of members, including names, addresses and classes of membership, if any; correct and adequate statements of account and finances; a list of officers' and directors' names and addresses; minutes of Congregational Meetings, if any, and of the Board, and any minutes which may be maintained by Board Committees. TBA's records shall be open at any reasonable time to inspection by any member in good standing of more than three (3) months or a representative of more than five percent (5%) of the membership. Costs of inspecting or copying shall be borne by such member except for copies of Articles of Incorporation or Bylaws. Any such member must have a purpose for inspection reasonably related to membership interests. Use or sale of members' lists by such member if obtained by inspection is prohibited.

Section 19.5 Financial Review. The Board shall ensure that at least every three (3) years, an outside Certified Public Accountant conducts a review of TBA's financial statements.

Section 19.6 Facilities. Within two (2) years from the adoption of these Bylaws, the Board shall approve a Facilities Plan. The Facilities Plan shall be reviewed by an outside third-party, whether paid or pro bono, at least every four (4) years from the adoption of these Bylaws.

Section 19.7 Sale of TBA Real Property. Any proposed sale of TBA real property assets that equal or exceed twenty-five percent (25%) of the total value of TBA's real property assets before any sale, or any proposed sale within an aggregation of proposed sales of TBA real property assets within a ninety-day period that equal or exceed twenty-five percent (25%) of the total value of TBA's real property assets before any sales, requires the affirmative vote in person of a two-thirds (2/3) majority of the members of the Congregation eligible to vote and present at any meeting of the Congregation called in whole or in part to vote on the sale of TBA real property.. Such proposed sale must be duly proposed in writing by the Board by a majority of the directors in office, and in or with the notice of the congregational meeting at which the vote will take place, the terms of the proposed sale must be fully set forth.

Section 19.8 Emergency Preparedness. Within two (2) years from the adoption of these Bylaws, the Board shall approve polices for Emergency Planning (procedures and steps done immediately after an interruption to business), Disaster Recovery (steps taken to restore some functions so that some level of services can be offered), and Business Continuity (restoration planning).

Section 19.9 Legal Compliance. The Board shall adopt policies to ensure TBA's operations and governance comply with all applicable federal, state, and local laws. Among those policies, the Board shall establish a policy regarding the topics and monetary value thresholds of new and renewal contracts and agreements to which TBA is a party that must be reviewed by legal counsel representing TBA, whether paid or *pro bono*.

Section 19.10 Review of Bylaws and Articles of Incorporation. The Board shall establish a Board Advisory Committee to review the Bylaws and Articles of Incorporation for possible alteration, amendment, or repeal at least once every seven (7) years from the adoption of these Bylaws and make appropriate recommendations to the Board.

Section 19.11 Amendment of Bylaws and Articles of Incorporation. These Bylaws may be amended, supplemented or repealed in whole or in part by the affirmative vote in person of a majority of the members of the Congregation present at any meeting of the Congregation, provided that such amendment, supplement or repeal has been duly proposed in writing by the Board by vote of a majority of the directors in office, or by not less than ten (10) members of the Congregation in good standing, and provided further that in or with the notice of such meeting to all members of the Congregation such proposed amendment, supplement or repeal has been fully set forth. The same process applies to the amendment, supplement or repeal of the Articles of

Incorporation except that such actions require the affirmative vote in person of a two-thirds (2/3) majority of the members of the Congregation present at any meeting of the Congregation.

Section 19.12 Effective Date of Amendments. The aforesaid Bylaws and any amendments, supplements, or repeal, in whole or in part, shall become operative upon adoption and shall supersede and replace all other bylaws or relevant portions thereof, as the case may be.

Section 19.13 Jubilee Evaluation. Before the second jubilee anniversary of TBA in 2056, the Congregation shall engage in a review of the entire enterprise.

ARTICLE 20 DISSOLUTION AND MERGER

Upon the recommendation of the Board adopted by three quarters (3/4) of the directors in office, TBA may be dissolved or merged into another entity by the affirmative vote in person of a two-thirds (2/3) majority of the members of the Congregation eligible to vote and present at any meeting of the Congregation duly called for such purpose in accordance with these Bylaws. Should the Congregation elect to dissolve TBA, the Board shall create a committee to wind down the affairs of TBA consistent with the Articles of Incorporation and including determining the appropriate distribution of TBA's sacred items. Moreover, any such use or distribution of the money or property of TBA shall be in accord with TBA's purpose as set forth in Art. 2, Sec. 2.1, and, to the extent possible, shall promote similar or related purposes.

CERTIFICATION

_____, being Secretary of Temple Beth Am, hereby certifies that the foregoing Bylaws were duly adopted by the Congregation on _____, 201_.

Secretary