

AMENDED AND RESTATED BYLAWS
OF
CONGREGATION SHEARITH ISRAEL

Adopted as of February 24, 2013 and to be
Effective as of June 12, 2013

ARTICLE I

Name

This organization shall be known by the name of Congregation Shearith Israel (the “Congregation”).

ARTICLE II

Purpose

Section 2.1 General Purpose. The purpose of the Congregation shall be to offer a place in metropolitan Atlanta, Georgia for the advancement of Judaism, to provide people of the Jewish faith a place and opportunity for conducting all services as determined by the Congregation’s Rabbi, to foster the teaching of Judaism for young and old, and to develop the mental, moral and spiritual growth of the members of the Jewish Community. The Congregation is committed to the principles of Conservative Judaism. The Congregation shall exist principally for the benefit of its Members and shall also recognize its role in the community in general and endeavor to be an active participant in that community.

Section 2.2 Compliance. The Congregation shall, at all times, be operated in such manner that it qualifies as an exempt organization as said term is referred to in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended from time to time, or any provision corresponding thereto from time to time in effect. The Congregation shall not be operated for pecuniary gain or profit but is organized under, and shall engage only in lawful acts and activities which may be engaged in by corporations organized under, the Georgia Nonprofit Corporation Code. These Bylaws shall be interpreted accordingly.

ARTICLE III

Membership

Section 3.1 Eligibility. Any adult person of the Jewish faith, as determined by the Congregation’s Rabbi (as defined in Section 9.2), shall be eligible for membership.

Section 3.2 Categories. There shall be such categories of membership as shall, from time to time, be determined by the Board of Trustees (the “Board”) pursuant to Section 4.1(c). The Board shall establish the rights, privileges and responsibilities of each category of membership within the context of Sections 3.6 and 3.7 .

Section 3.3 Applications. Applications for membership shall be made on a form approved by the Board. Applications shall be submitted to the Membership Engagement and Involvement Committee or its designee, which shall report on each application to the Board not later than the first meeting taking place at least thirty (30) calendar days after receiving the application.

Section 3.4 Approval of Applications. Once an applicant is deemed to be eligible according to Section 3.1, the applicant shall become a member (“Member”) upon (i) the Board accepting and approving his/her application for membership, which shall be deemed to have occurred unless the Board chooses, in a timely fashion, to deny membership by a majority vote of those members of the Board present and voting; and (ii) arrangements are made for payment of dues in accordance with policies adopted by the Board.

Section 3.5 Membership in Good Standing. Each Member who is current in all financial obligations to the Congregation according to criteria that are established by the Board shall be deemed to be a member in good standing (“Member in Good Standing”).

Section 3.6 Privileges of Membership. Members in Good Standing shall enjoy the privileges set forth below except as specifically limited by the Board pursuant to its authority as delegated in Section 3.2. The limitations of non-member Affiliates, if any, are set forth in Section 3.10. Such privileges are subject to modification by the Board from time to time. Members who are not in good standing shall not enjoy these privileges. Members in Good Standing shall have the following privileges:

(a) To attend and to participate in all religious services and study conducted by the Congregation.

(b) To attend High Holiday services, pursuant to procedures, prices and restrictions as determined by the Board from time to time.

(c) To attend all general and special meetings of the Congregation and meetings of the Board and committees, except (i) as specifically restricted elsewhere in these Bylaws, (ii) when the President shall deem it necessary or appropriate to hold or continue a meeting in Executive Session, or (iii) when restricted by Parliamentary Procedure as provided for in Article XIII.

(d) To have a voice and to vote at all general and special meetings of the Congregation. Each adult Member, defined for purposes of these Bylaws as an individual who is a Member in his or her own right (that is, not by virtue of such individual’s parent being a Member), shall be entitled to one (1) vote at all general and special meetings of the Congregation. Anything herein to the contrary notwithstanding, a Member must be at least eighteen (18) years of age to be entitled to vote.

(e) To hold office in the Congregation, to be a member of the Board, and to serve on Committees of the Congregation in accordance with the terms and conditions of these Bylaws.

(f) To enroll his/her/their children in the Religious School of the Congregation, subject to such rules, regulations and tuition policies as shall be adopted by the Board from time to time.

(g) To purchase a cemetery lot through the Congregation according to such rules and regulations as shall be adopted by the Board from time to time.

(h) To use the Congregation's building for authorized functions, subject to such fees, rules, and regulations as shall be adopted by the Board from time to time.

(i) To receive the services of the professional staff and the Clergy for religious functions and life cycle events, subject to such rules and regulations as shall be adopted by the Board from time to time.

Section 3.7 Expulsion of Member.

(a) A Member may be expelled from the Congregation for either of the following reasons:

(1) Failure to pay dues, assessments, pledges, or other financial obligations in accordance with policies set by the Board; or

(2) Conduct which brings discredit upon the Congregation, as determined by the Board in its sole discretion.

(b) A Member who may be expelled pursuant to subsection (a)(1) above shall be expelled by administrative action after failing to comply with the applicable policies of the Board.

(c) If there is to be an expulsion for any reason other than that set forth in subsection (a)(1) above, a Member, Officer or Board Member must notify the Board in writing of the alleged justification for expulsion. The notification received by any Officer shall be brought to the Board during Executive Session. If a motion to expel is accepted at the Executive Session, the President or his/her appointee on the Board must notify the Member in writing of the pending motion to expel. This notice shall be transmitted at least ninety (90) calendar days prior to an Executive Session of the Board at which the Member shall have an opportunity to address the Board. Following this opportunity, the Board shall vote on the motion to expel, and approval of the motion shall require a two-thirds (2/3) majority of the full Board. The Member shall be notified, in writing, of the result of the vote on the motion to expel.

Section 3.8 Reinstatements.

(a) Any former member of the Congregation who requests reinstatement as a Member shall be required to reapply for membership and must, as a condition to reinstatement, pay all unpaid dues, assessments, pledges, and financial obligations which became due and owing prior to termination of such former member's membership.

(b) Members expelled for reasons other than financial may only be reinstated after application to the Board and approval of the application by a two-thirds (2/3) majority of the full Board.

Section 3.9 Surviving Obligations. Termination of membership, either by resignation or by expulsion, shall not relieve that individual from any accrued financial obligations owed to the Congregation at the time of the termination.

Section 3.10 Non-Jewish Affiliation. A non-Jew or non-Jewish family shall not be a Member, but may affiliate with the Congregation with the consent of the Rabbi; provided, however, that if the Rabbi shall give such consent, such individual or individuals shall not have any right to vote and all other terms and conditions of the affiliation shall be set by the Board and shall address, without limitation, policies addressing such matters as:

(a) Participation in the Congregation's religious services and rituals, including life cycle events and other functions, all of which must be consistent with *halacha* as determined by the Rabbi;

(b) Participation in any other religious activities of the Congregation; and

(c) The general financial arrangements.

ARTICLE IV **BOARD OF TRUSTEES**

Section 4.1 General Powers. The business, affairs, management and administration of the Congregation shall be vested in, and shall be managed and controlled by, the Board (each member of which shall be referred to either as a "Member of the Board" or a "Board Member"). Subject to the rights of the Members as set forth in these Bylaws and the Congregation's Articles of Incorporation, and without limiting the generality of the foregoing, the Board shall have the specific powers:

(a) To adopt policies, from time to time, relating to its operations and the operations of the Congregation.

(b) To make and enforce rules and regulations governing the use of the Congregation's property.

(c) To establish from time to time categories of membership and dues, assessments and fees for each such category of membership.

(d) To approve an annual budget, prior to each Annual Meeting, which shall clearly show the categories of membership and dues therefor determined pursuant to subsection (c) above, and to provide a copy of such budget to the Members at the Annual Meeting; provided, however, that to be effective, any change in the amount of dues, assessments and fees must be approved by a majority vote of the Members in Good Standing of the Congregation at any Annual Meeting or Special Meeting.

(e) To cause to be collected all dues, pledges and other amounts owed to the Congregation, which duty shall be carried out in connection with the Treasurer, and to have the care, custody and control of the property of the Congregation and to accept any gifts, grants, devises or bequests for, and enter into contracts for, in the name and on behalf of, the Congregation.

(f) To ensure that no real property of the Congregation or any substantial portion of the personal property used in connection with the operation of the Congregation shall be sold, encumbered or conveyed without the prior approval of the Congregation; provided, however, that the Board may authorize the Congregation to borrow necessary funds for, in the name and on behalf of the Congregation, for the purpose of carrying on the normal functions of the Congregation and for improvements to maintain or upgrade the property and assets of the Congregation, and may in each case cause the Congregation to pledge or mortgage its real and/or personal property as collateral for any such loan.

(g) To carry on the business of the Congregation in accordance with Section 4.11.

(h) To function through and delegate, from time to time, such of its authority as it shall deem appropriate to Committees and such other groups as it shall identify.

(i) To (1) comply with and oversee the delegation of duties to Officers pursuant to Section 5.7 hereof and (2) delegate the management of the Congregation to employees of the Congregation.

(j) To approve actions of, and all rules and regulations as may be adopted from time to time by, Committees.

(k) To approve or reject applications for membership to the Congregation.

(l) To lease any property owned by the Congregation on such terms and conditions as it shall deem appropriate.

(m) To maintain care and custody of *sifrei torah* and other religious objects.

(n) Except as otherwise provided in Article IX, to hire employees of the Congregation on such terms and conditions as it shall deem appropriate, and to terminate such

employees; provided, however, that the Board may establish a policy which delegates the hiring of staff members to a Committee or to a senior staff member.

- (o) To establish a fiscal year for the Congregation.

Section 4.2 Vote. Unless otherwise stated in these Bylaws, all decisions of the Board shall be by a simple majority vote of at least a quorum of the Board. Each Board Member, except past Presidents, shall have one (1) vote. Past Presidents, unless serving as elected Board Members or Officers, shall have one half ($\frac{1}{2}$) vote. No Board Member shall be allowed to vote by proxy.

Section 4.3 Membership and Terms. The Board shall consist of all past Presidents who are members in good standing and no fewer than sixteen (16) and no more than eighteen (18) members as determined below. Each Member of the Board must be a Member in Good Standing at all times during his/her term on the Board. Each Member of the Board must, in each year of his/her term on the Board, make a financial donation to the Congregation in an amount in excess of the minimum dues applicable to such individual at such time. The following shall comprise the membership of the Board:

- (a) Each of the five (5) officers of the Congregation, as defined in Article V, during his/her term of office.

- (b) The chairperson of four (4) of the Standing Committees designated in Article VII: (1) the Religious Life Committee; (2) the Human Resources Committee; (3) the Jewish Learning Committee; and (4) the Member Engagement and Involvement Committee, each of whom shall be elected for a two (2) year term.

- (c) All past Presidents of the Congregation who are members in good standing of the Congregation.

- (d) Seven (7) members of the Congregation to be elected from the membership at large, each of whom shall be elected for a two (2) year term. The terms of the at-large Board Members shall be staggered; therefore, three (3) of the at-large Board Members shall be elected every other year and four (4) at-large Board Members shall be elected in the intervening years.

- (e) No more than two (2) additional members of the Congregation who may be appointed by the President and who shall serve until the end of the President's then-term of office (the "Presidential Appointees").

Section 4.4 Quorum. Two-thirds ($\frac{2}{3}$) of the Board Members, not including past Presidents, shall be necessary to constitute a quorum for meetings of the Board. When a quorum is once present at a meeting, the persons present may continue to do business at the meeting or at any adjournment thereof notwithstanding the withdrawal of enough persons to leave less than a quorum.

Section 4.5 Attendance Requirements. The rights of Board Members, except past Presidents, shall be subject to the following rules:

(a) Any Board Member, except a past President, identified in Section 4.3 who shall miss two (2) consecutive Board meetings, unless absent for reasons justifiable and acceptable to the President in his/her reasonable discretion, shall lose his/her right to vote at meetings of the Board and shall be deemed to be absent until such Board Member shall have attended two (2) consecutive Board meetings, with the Board Member then being deemed to be present and the right to vote being reinstated at the second of the two (2) consecutive Board meetings.

(b) Any Board Member, except a past President, identified in Section 4.3 who fails to attend at least four (4) of the regular or special Board meetings held during any year of such Board Member's term, unless absent for reasons justifiable and acceptable to the President, shall automatically be terminated as a Board Member and shall be so notified by the Secretary.

(c) Any Board Member who shall be terminated pursuant to subsection (c) above may be reinstated upon resolution of the Executive Committee and approval of such resolution by a two-thirds (2/3) vote of the full Board.

Section 4.6 Election. Members of the Board to be elected from the membership at large shall be elected as provided in Article VIII hereof.

Section 4.7 Resignation. Any Board Member may resign at any time by giving written notice to the President or the Board; any such resignation shall take effect at the time specified therein or, if no time is specified therein, upon its receipt by the President or the Board, as the case may be.

Section 4.8 Removal. A Board Member, except a past President who is a member in good standing and any Officer who shall be governed by Section 5.4 below, shall be removed from the Board, and the President shall give notice of removal to such Board Member, in the event any of the following shall occur:

(a) Failure to satisfy the attendance requirement set forth in Section 4.5 hereof;

(b) Failure to serve on at least one (1) Standing Committee or one (1) subcommittee of a Standing Committee which is expressly created under these Bylaws, each year of his or her term as required by Section 7.6 below;

(c) Failure to comply with any conflict of interest policy adopted by the Board, unless such failure to comply shall be cured to the satisfaction of the Board;

(d) Failure to be a Member in Good Standing;

(e) Failure to make a donation to the Congregation as required by Section 4.3 above;

(f) Failure to comply with these Bylaws or policies of the Board regarding duties of Board Members, as in effect from time to time, after receiving at least thirty (30) calendar days prior notice from the President and failure to cure such non-compliance within such thirty (30) day period to the satisfaction of the Executive Committee; or

(g) Upon a decision of the Board to remove such Board Member, with or without cause, with such removal requiring a vote of at least seventy-five percent (75%) of the full Board; provided, however, that this right to remove shall not be applicable to any Officer or past President who is a member in good standing.

(h) Anything in these Bylaws to the contrary notwithstanding, the President shall remove from the Board any past President, and shall give notice of removal to such Past President, who is no longer a Member in Good Standing or who fails to comply with any conflict of interest policy adopted by the Board, unless such failure to comply shall be cured to the satisfaction of the Board; a past President may rejoin the Board upon becoming a Member in Good Standing.

Section 4.9 Vacancies. The President shall appoint a member of the Congregation to fill any vacancy in an elected or appointed Board Member's position until the election of the Board Members at the next Annual Meeting; provided, however, that such appointment must be approved by the Board.

Section 4.10 Succession. Members of the Board who are elected from the membership at large in accordance with Section 4.3 (d) hereof shall not serve more than three (3) consecutive terms in such capacity, but shall be eligible to become Officers and if so elected may serve as members of the Board during the term of their office notwithstanding any other term limitations provided for in this Section 4.10.

Section 4.11 Regular Meetings. Regular meetings of the Board shall be held a minimum of eight (8) times during the fiscal year of the Congregation, at such times as shall be determined by the President; provided, however, that there shall be at least one (1) meeting held in each quarter of such fiscal year.

Section 4.12 Special Meetings. Special meetings of the Board shall be held as determined by the President, by the Executive Vice President or by the Board.

Section 4.13 Meeting Electronically. To the extent permitted by applicable law, meetings of the Board may be held via telephone conference call, web-based conference call or any other electronic means, as determined by the President or the Executive Vice President.

Section 4.14 Notice of Board Meetings. Notice of each regular and special meeting of the Board shall be given to the Board Members either personally, by mail, or by facsimile transmission or other electronic means, addressed to each Board Member at the address

appearing on the books of the Congregation or such other address as the Board Member may provide to the Secretary. Notices for regular meetings shall be sent not less than five (5) and not more than sixty (60) calendar days before each meeting, and shall specify the place, day, and hour of the meeting and shall state the general nature of the business to be considered in such meeting; provided, however that such meeting may include any business appropriately brought before the Board. Notices for special meetings shall be sent at least three (3) calendar days in advance of such meeting and shall state the general nature of the business to be considered at such meeting.

Section 4.15 Action by Supermajority Written Consent. Any action required or permitted to be taken by the Board may be taken without a meeting if authorized in writing by a seventy-five percent (75%) or greater majority of the total of votes of the Board Members with voting rights. A fax signature or an email approving such action shall be deemed a writing for purposes of this Section 4.15. Such consent shall be filed with the regular minutes of the Board.

Section 4.16 Notice to Members. Notice of regular and special meetings of the Board shall be given to Members through electronic media and in any written publication that is generally available to Members at the Congregation's main building.

Section 4.17 Executive Session. Anything in these Bylaws to the contrary notwithstanding, the Board shall have the right to meet in Executive Session, during any regular or special meeting of the Board, at the request of any Board Member, such that the only attendees during the Executive Session shall be Board Members and, if consented to by a majority of the Board Members present and voting, any other individual(s) which may include paid employees of the Congregation.

ARTICLE V **OFFICERS**

Section 5.1 General. The officers of the Congregation shall consist of a President, an Executive Vice President, an Organizational Vice President, a Secretary, and a Treasurer (each, an "Officer").

Section 5.2. Eligibility and Election. Any member of the Congregation who is at least twenty-one (21) years of age and a Member in Good Standing shall be eligible to be an Officer. Officers shall be elected as provided in Article VIII hereof.

Section 5.3 Term and Succession. Each of the President and the Executive Vice President shall be elected for a two (2) year term and shall serve no more than two (2) consecutive terms. All other Officers shall be elected for a two (2) year term and shall serve no more than four (4) consecutive terms in the same office; provided, however, that (i) except as hereinafter provided, no person shall serve more than six (6) consecutive terms as an Officer of the Congregation; and (ii) any Officer may be elected President or Executive Vice President regardless of the number of previous consecutive terms served in other offices.

Section 5.4 Removal. An Officer shall be removed from his/her office, and the President shall give notice of removal to such Officer (or the Executive Vice President shall give notice of removal if the Officer to be removed is the President), in the event any of the following shall occur:

- (a) Failure to satisfy the attendance requirement set forth in Section 4.5 hereof;
- (b) Failure to comply with any conflict of interest policy adopted by the Board, unless such failure to comply shall be cured to the satisfaction of the Executive Committee;
- (c) Failure to be a Member in Good Standing;
- (d) Failure to make a donation to the Congregation as required by Section 4.3 above; or
- (e) Failure to comply with these Bylaws or the policies of the Board regarding duties of Officers, as in effect from time to time, after receiving at least thirty (30) calendar days prior notice from the President and failure to cure such non-compliance, within such thirty (30) day period, to the satisfaction of the Executive Committee.

Section 5.5 Resignations. Any Officer may resign at any time by giving written notice to the Board; any such resignation shall take effect at the time specified therein or, if no time shall be specified therein, upon its acceptance by the Board.

Section 5.6 Vacancies. The President shall appoint a member of the Congregation to fill the vacancy of an Officer for the remainder of the unexpired term; provided, however, that (i) such appointment shall be approved by a majority vote of the full Board and (ii) in the event of a vacancy in the office of President, the Executive Vice President shall serve as the President for the remainder of the unexpired term.

Section 5.7 Duties of Officers.

(a) The President shall (i) preside at the meetings of the Congregation and of the Board; (ii) together with the Organizational Vice President, enforce the proper execution of these Bylaws; (iii) sign all official documents; (iv) call special meetings of the Board or the Congregation; (v) be custodian of all titles, documents, contracts, agreements and books of record belonging to the Congregation, except such as are in use by the Treasurer or the Secretary; (vi) have, after proper authorization by the Board, the power to sign all legal or financial documents, notes, conveyances and bonds for, on behalf and in the name of the Congregation; and (v) provide to the Congregation, at its Annual Meeting, a written narrative report on the state of affairs of the Congregation.

(b) The Executive Vice President shall (i) assist the President In the discharge of the President's duties; (ii) serve as Chairperson of the Executive Committee; and (iii) in cases

of the President's absence, resignation, death or disability, discharge all of the duties of that officer for the remainder of the President's term.

(c) The Organizational Vice President shall be responsible for the proper operation of the Board and its Committees, ensuring that it and they execute their duties and obligations in accordance with these Bylaws and the policies the Board adopts from time to time. The Organizational Vice President shall serve as the Chair of the Governance Committee.

(d) The Secretary shall (i) keep a record of written minutes of all the meetings of the Board and of the Congregation, and shall have access to such records at all meetings; (ii) keep a current roll of Members; (iii) issue notices of all meetings of the Congregation; (iv) maintain the original copy of all minutes in the Congregation's office and notify the Congregation that copies of minutes are available for review; and (v) perform such other duties as may be assigned or delegated by the Board.

(e) The Treasurer shall (i) have custody of all funds and property of the Congregation; (ii) keep complete and accurate books and records of accounts which shall be open to examination at any reasonable time by any Member of the Board; (iii) collect all dues and assessments and all other monies which shall be due, owing or payable to the Congregation; (iv) be responsible for disbursing the funds of the Congregation, as authorized by the Board; (v) deposit funds of the Congregation in the Congregation's name in such financial institutions as shall be designated by the Board; (vi) invest such funds as directed by the Finance and Development Committee; (vii) render financial statements of the condition of the Congregation at all regular meetings of the Board; (viii) render an annual financial statement of the condition of the Congregation at the Annual Meeting; (ix) when so ordered by the Board, cause to be prepared either (1) an audit of the books and records of the Congregation by independent certified public accountants and, if the Treasurer shall be a certified public accountant, such audit shall be prepared by a firm other than that which he/she is associated; or (2) a review of the financial statements, books and records of the Congregation by independent certified public accountants and if the Treasurer shall be a certified public accountant, such review shall be prepared by a firm other than that which he/she is associated; (x) with the assistance of the Finance and Development Committee and the Executive Committee, prepare a proposed annual budget and present it to the Board not later than its meeting held prior to the Annual Meeting; (xi) present the Board-approved budget at the Annual Meeting; and (xii) generally perform such other duties as are usually incident to his/her office. In addition, the Treasurer shall serve as the Chair of the Finance and Development Committee.

ARTICLE VI **EXECUTIVE COMMITTEE**

Section 6.1 General. There shall be an Executive Committee, which shall be an advisory body to the Board and shall have such authority as shall be granted from time to time by the Board.

Section 6.2 Members. The Executive Committee shall consist of all Officers and the Immediate Past President of the Congregation or, if such individual shall be unable or unwilling to serve, the most recent past President willing and able to serve .

Section 6.3 Chairperson. The Executive Vice President shall be Chairperson of the Executive Committee and shall preside at all meetings of the Executive Committee. The Executive Vice President may invite any Committee Chairperson who is not a member of the Executive Committee to any meeting of the Executive Committee; provided, however, that any such Chairperson shall not be entitled to vote at such meeting.

Section 6.4 Meetings.

(a) Meetings of the Executive Committee may be called by the Executive Vice President upon no fewer than three (3) calendar days' notice by such means as shall be allowable for notice of meetings for the Board.

(b) To the extent permitted by applicable law, meetings of the Executive Committee may be held via telephone conference call, web-based conference call or any other electronic means, as determined by the Executive Vice President.

Section 6.5 Quorum and Vote. A quorum shall consist of no less than two-thirds (2/3) of the members of the Executive Committee. Approval of actions of the Executive Committee shall require the vote of a majority of the members of the Executive Committee attending the meeting.

Section 6.6 Executive Session. Anything in these Bylaws to the contrary notwithstanding, the Executive Committee shall have the right to meet in Executive Session, during any regular or special meeting of the Executive Committee, at the request of any member of the Executive Committee, such that the only attendees during the Executive Session shall be members of the Executive Committee and, if consented to by a majority of the members of the Executive Committee present and voting, any other individual(s) which may include paid employees of the Congregation.

ARTICLE VII **COMMITTEES**

Section 7.1 Appointment and Term of Committee Chairpersons. Within thirty (30) calendar days after the Annual Meeting of the Congregation at which he/she was elected, the President shall, subject to the approval of the Board, appoint Chairpersons for all Committees named in these Bylaws for which a Committee chairperson is not otherwise identified in these Bylaws. The term of each Committee Chairperson shall end upon the appointment of a new Committee Chairperson following the next annual meeting at which a President is elected. The President shall, subject to the approval of the Board, fill any vacancy of any such appointed Committee Chairperson for a term expiring at the next Annual Meeting.

Section 7.2 Rules, Regulations and Membership. Except as otherwise provided in this Article VII and in Article VIII, each Standing Committee (as defined below) and its identified

subcommittees shall establish rules and regulations regarding its operations; provided, however, that any such rules and regulations shall be subject to the approval of the Board. The Board and each Committee Chairperson shall, unless these Bylaws specifically require a particular number of members for a Committee, determine the number of members for the Committee, the number of voting members for the Committee and the term of each Committee member. A Committee Chairperson shall have the right remove any member of his/her Committee with the prior approval of the Vice President to whom such Committee Chairperson reports.

Section 7.3 Reports. Except as otherwise provided in Section 7.4 hereof, each Standing Committee shall report to the Board at each of its regular meeting and, to the extent required by the Executive Committee, to the Congregation at its Annual Meeting.

Section 7.4 Identification of Standing Committees. The Board shall have a total of seven (7) Standing Committees, the six (6) set forth in this Section 7.4 and the Board Development Committee pursuant to Article VIII. The six (6) Standing Committees of the Board created by this Section 7.4 and their duties shall be as follows:

(a) The Finance and Development Committee shall be a Standing Committee of the Board and shall be responsible for and oversee (i) all financial issues, budget development and budget compliance; (ii) in consultation with the Member Engagement and Involvement Committee, recommend to the Board categories of membership and dues for each such category of membership; provided, however, that the categories of membership shall be subject to a majority approval of the full Board and that to be effective, any change in the amount of dues, assessments and fees must be approved by a two-thirds (2/3) vote of the Congregation as provided for in Section 4.1(d); (iii) fund raising; (iv) management and investment of the assets of the Congregation including without limitation the endowment, restricted gifts and general operating funds; (v) special considerations; (vi) building and grounds; and (vii) the cemetery. It shall have the following five (5) subcommittees, each of which shall report to the Treasurer monthly, who shall be the Chair of the Finance and Development Committee:

(1) Investment Committee: With respect to the Endowment Fund of the Congregation in existence as of the date of adoption of these Bylaws (the "Endowment Fund"), any restricted funds in existence as of the date of adoption of these Bylaws or thereafter created ("Restricted Funds"), or any other funds of the Congregation other than current operating funds ("General Investment Funds"), the Finance and Development Committee shall create a subcommittee, to be known as the Investment Committee, to manage the Endowment Fund, the Restricted Funds and the General Investment Funds in accordance with the following:

(A) The Investment Committee shall be appointed within sixty (60) days after each Annual Election. It shall be composed of not fewer than six (6) and not more than ten (10) members who shall be nominated by the President and approved by a majority vote of the Board for a term of three (3) years; members may be appointed to succeed themselves. Vacancies on the Investment Committee shall be filled as soon as possible by the Board. One-half (1/2) of voting members of the Investment Committee shall be members of the Board.

(B) A quorum shall consist of a simple majority of the members of the Investment Committee which shall meet at least four (4) times per year, and the Chairperson shall give at least ten (10) calendar days written notice prior to any meeting.

(C) With regard to the Endowment Fund:

(i) The Investment Committee shall accept and administer all funds which are received from any sources and designated for the Endowment Fund, or which may be transferred to the Endowment Fund by action of the Board, excluding however those special funds under the supervision and control of the Board and/or the Rabbi. The Investment Committee shall be charged with the exclusive authority and responsibility for accepting, administering and investing the Endowment Fund and shall also have exclusive authority and responsibility to make recommendations for the disposition of assets from the Endowment Fund; provided, however, that all such recommendations shall be submitted to the Board for approval, which shall require a two-thirds (2/3) vote of the entire Board.

(ii) The Endowment Fund shall be kept separate and apart from any other funds of the Congregation, and shall be used or expended only in the manner provided in this subsection (C), as well as any rules and regulations which shall from time to time be adopted by the Investment Committee with the approval of two-thirds (2/3) of the entire Board.

(D) With regard to Restricted Funds:

(i) The Investment Committee shall develop rules, regulations and procedures governing the acceptance by the Congregation of donated funds which are to be subject to restrictions on investments and expenditure, which rules, regulations and procedures shall be subject to approval of two-thirds (2/3) of the entire Board. Acceptance of any proposed gift of restricted funds is subject to rules adopted by the Investment Committee and subject to approval of two-thirds (2/3) of the entire Board.

(ii) Restricted Funds shall be kept separate and apart from any other funds of the Congregation and shall be used or expended only in the manner provided for in the agreement pursuant to which the gift of restricted funds was approved by the Investment Committee.

(E) With regard to the General Investment Funds, the Investment Committee shall hold, invest and disburse such funds in accordance with policies it shall adopt from time to time regarding the investment and expenditure of such funds, which policies are subject to the approval of two-thirds (2/3) of the members of the Board.

(F) A report of the Investment Committee's activities and the status of the Endowment Fund, Restricted Funds and General Investment Funds shall be presented to the Congregation at the Annual Meeting. Further, at the request of the Board, the books and records of the Endowment Fund shall be reviewed annually by a firm of independent

certified public accountants selected by the Investment Committee, the cost of which shall be paid out of the assets of the Endowment Fund.

(2) **Special Considerations Committee:** The Special Considerations Committee shall be responsible for reviewing and approving requests of Members for modification of financial obligations. It shall consist of three (3) members, one of whom shall be the President and two (2) persons recommended by the President and approved by the Executive Committee, who shall remain anonymous. The President shall appoint one member of the Special Considerations Committee to serve as its Chairperson. Any report of committees or subcommittees required under these Bylaws to be made to the Board or Members is hereby waived as relates to the Special Considerations Committee.

(3) **Building and Grounds Committee:** The Building and Grounds Committee shall be responsible for supervising and directing the proper maintenance of the Congregation's property. It shall also prescribe rules and regulations as to the use of the buildings and facilities and fees to be charged for said use, subject to the approval of the Board. The rules and regulations of the Building and Grounds Committee shall be maintained in the Congregation's office. The President shall appoint the chairperson of the Building and Grounds Committee. Anything herein to the contrary notwithstanding, the Rabbi shall be the final authority with regard to the laws and practices of *kashrut*.

(4) **Cemetery Committee:** The Cemetery Committee shall be responsible for the Congregation's cemeteries and their care in a suitable manner, the designation of lots and the fees therefor as recommended to and approved by the Board. The rules and regulations of the Cemetery Committee shall be maintained in the Congregation's office. The President shall appoint the Chairperson of the Cemetery Committee. Any report of committees or subcommittees required under these Bylaws to be made to the Board or Members is hereby waived as relates to the Cemetery Committee.

(5) **Fundraising Committee:** The Fund Raising Committee shall be responsible for raising funds for the Congregation and the President shall appoint its Chairperson.

All other Finance and Development Committee activities shall be handled by the committee as a whole.

(b) The Religious Life Committee shall be a Standing Committee of the Board and, together with the Clergy, shall (i) work to maintain, improve and develop the religious life of the Congregation and its members in Congregation; (ii) together with the Clergy, formulate and publish, as appropriate, religious practices and policies subject to the oversight of the Board and following the interpretation and limits of *halacha* established by the Rabbi; and (iii) offer to the Clergy such advice and guidance as may be required regarding the character and mode of the various religious practices. The Committee shall ensure that *Chevra Kadisha* shall be available to all members in accordance with rules set by, and at the direction of, the Rabbi. The Chairperson of the Religious Life Committee shall report to the Organizational Vice President.

(c) The Governance Committee shall be a Standing Committee of the Board and shall (i) exercise general oversight with respect to the governance of the Board; (ii) be responsible for evaluating and recommending to the Board corporate governance practices applicable to the Congregation and for leading the Board in its annual review of the Board's performance; (iii) seek input from Members regarding governance; (iv) develop policies for an annual board orientation; and (v) shall hold the Board and all Committees, including without limitation the Standing Committees, subcommittees, ad hoc committees and task forces and the Board Development Committee, accountable for following their rules, policies and procedures and shall report annually to the Congregation's membership regarding such compliance. The Organizational Vice President shall serve as the Chair of the Governance Committee.

(d) The Human Resources Committee shall be a Standing Committee of the Board and shall (i) guide the development, review and authorization of personnel policies and procedures and job descriptions; (ii) lead evaluations of the Clergy and executive management personnel; (iii) act as a liaison between employees and the Board; (iv) participate in the engagement or removal of professional staff other than Clergy; and (v) make recommendations to the Board with regard to hiring, renewing, and firing of the Executive Director or other senior business manager (as the case may be), and the head of the religious school. The Chairperson of the Human Resources Committee shall report to the Organizational Vice President.

(e) The Jewish Learning Committee shall be a Standing Committee of the Board and shall (i) make the Congregation a center of excellence for Jewish learning for families, adults and youth; (ii) in consultation with the Rabbi and the head of the religious school (if any), supervise the religious school; (iii) be responsible for developing educational, social and cultural programs of education for the adults and youth of the Congregation and the Jewish community; (iv) be responsible for developing a program of ongoing education for the families of the Congregation and (v) determine policy and formulate rules and regulations for the administration of such activities that are affiliated with local and national organizations. The Chairperson of the Jewish Learning Committee shall report to the Organizational Vice President. Further, the Jewish Learning Committee shall have one subcommittee, to be known as the Youth Committee, which shall report to the Chairperson of the Jewish Learning Committee. The Youth Committee shall (i) work with the Jewish Learning Committee on its responsibilities involving the youth of the Congregation and (ii) together with the youth advisor (if any) and in consultation with the Rabbi, be responsible for developing a program of youth activities for the Congregation.

(f) The Member Engagement and Involvement Committee shall be a Standing Committee of the Board and shall (i) develop programs to encourage joining and maintaining membership with the Congregation; (ii) work with the Finance and Development Committee to develop categories of membership and a recommended dues structure; (iii) maintain a current census and demographic profile of the Congregation and report this to the Treasurer; (iv) receive applications for membership, review such applications and applicants and present them for appropriate action to the Board; (v) initiate action for the suspension or expulsion of Members; (vi) encourage active participation in Congregation activities and programs by Members; and (vii) be responsible for developing and maintaining liaison with Jewish and general organizations

in the community. The Chairperson of the Member Engagement and Involvement Committee shall report to the Organizational Vice President.

Section 7.5 Other Committees. The President shall be empowered to appoint such other Committees and task forces, having such duties and authority as the President shall deem necessary; provided, however, that (i) the President shall give notice to the Board of any such appointment within ten (10) calendar days; (ii) each such committee may establish rules and regulations regarding its operations which shall be subject to the approval of the Board; and the Chairperson of each such Committee and task force shall report to the Organizational Vice President unless otherwise specified by the Board.

Section 7.6 Membership. Each Board Member shall serve on at least one (1) Standing Committee or one (1) subcommittee of a Standing Committee which is expressly created under these Bylaws. The other members of each Committee shall be determined in accordance with Section 7.2.

Section 7.7 Ex-Officio Members. The President, Executive Vice President, and Organizational Vice President shall be ex-officio members of all Committees. The President may, in his or her discretion, appoint other non-voting ex-officio members of Committees which may include, subject to the prior approval of the Board, members of the Congregation's Clergy and staff.

Section 7.8 Standing Committee Meetings. Meetings of Standing Committee may be held when called by the Chairperson thereof, or the President, at such hour and place as the Chairperson or President may direct. At least three (3) business days notice of meeting shall be given by the Chairperson or the President, as applicable. Notice of such meetings shall also be given to Members by notification through the electronic media and in any written publication that is generally available at the Congregation to Members during the same period of time required for notice of the meeting.

Section 7.9 Other Duties. Each of the Committees shall have such other duties as may be delegated to it by the Board.

Section 7.10 Executive Session. Anything in these Bylaws to the contrary notwithstanding, each Committee shall have the right to meet in Executive Session, during any regular or special meeting of such Committee, at the request of any voting member of such Committee, such that the only attendees during the Executive Session shall be voting members of such Committee and, if consented to by a majority of the voting members of such Committee present and voting, any other individual(s) which may include paid employees of the Congregation.

ARTICLE VIII **BOARD DEVELOPMENT COMMITTEE AND ELECTIONS**

Section 8.1 Board Development Committee. There shall be a Board Development Committee which shall be a Standing Committee of the Board and which shall (i) recruit

Members to serve on the Board and to serve as Officers; (ii) engage in a continuing process of training members of the Board; (iii) manage the process of annual elections of Board Members and Officers; and (iv) develop a statement of Board member roles and responsibilities, which shall be approved by the Board and which shall be provided to all prospective Board Members. This Committee shall have such other duties as shall be delegated to it by the Board. The Chairperson of the Board Development Committee shall report to the Organizational Vice President.

Section 8.2 Members of the Committee. At the first meeting of the Board of Trustees following each Annual Meeting, the President shall appoint, subject to the approval of the Board, the members of the Board Development Committee:

(a) The Committee shall consist of no fewer than (4) and no more than eight (8) members, each of whom must be a Member in Good Standing.

(b) The Board and the President shall use their reasonable efforts to balance the Committee membership between Board Members and non-Board Members.

(c) Each member of the Committee shall serve for a term of two (2) years and may not serve more than two (2) consecutive terms.

(d) At its first meeting, the Committee shall select a Chairperson and, if unable to do so at such meeting, the President shall select the Chairperson. The Chairperson shall report to the Organizational Vice President.

(e) No member of the Board Development Committee may be nominated during his/her term on such Committee for any office or for membership on the Board of Trustees; provided, however, that a member of the Board Development Committee may be nominated by petition, in accordance with Section 8.5 below, for any office or for membership on the Board of Trustees.

(f) The Congregation shall, as promptly as reasonably practicable, be notified of the members of the Board Development Committee.

Section 8.3 Nomination Process. The Board Development Committee shall, at least four (4) months prior to the Annual Meeting, provide to the Congregation a written notice which shall include (i) a list of the positions to be filled; (ii) the general considerations to be used in filling each position; and (iii) an invitation to the Congregation to submit recommendations to the Board Development Committee of the names of members of the Congregation for the offices and Board positions to be filled (the "Nomination Notice"). The Board Development Committee shall hold at least two (2) meetings, the first of which shall occur not sooner than one (1) week after the Congregation has been given the Nomination Notice. At all meetings of the Board Development Committee, a quorum shall consist of a simple majority of the members thereof.

Section 8.4 Notice of Nominations. A list of nominees submitted by the Board Development Committee, together with brief biographical information regarding each nominee,

shall be sent to all members of the Congregation at least thirty (30) calendar days prior to the Annual Meeting. Anything herein to the contrary notwithstanding, (i) any nominee must be a Member in Good Standing at such time and (ii) the Board Development Committee shall, acting in good faith, not be required to nominate all individuals who shall submit their name or have their names submitted for consideration.

Section 8.5 Nominations by Petition. Any Member of the Congregation desiring to be nominated and to serve as an Officer or as a Member of the Board, or any Member of the Congregation on his/her behalf, may initiate a written petition for nomination; provided however that such Member who shall desire to be nominated or who shall be nominated by others on his/her behalf must be a Member in Good Standing at the time such petition shall be submitted pursuant to this Section 8.5. Such written petition for nomination must be signed by at least fifteen (15) Members in Good Standing, other than the person being nominated, and must be filed with the President at least twenty (20) calendar days prior to the Annual Meeting. The President shall cause to be mailed to the Members of the Congregation a list of those Members so nominated by written petition at least ten (10) calendar days prior to the Annual Meeting. There shall be no nominations from the floor at the Annual Meeting.

Section 8.6 Election. The election of officers and Members of the Board of Trustees shall be held at the Annual Meeting. The term of each Officer and Member of the Board of Trustees shall begin at the meeting at which such person is elected.

Section 8.7 Vote.

(a) Members of the Congregation shall have voting rights at the Annual Meeting as provided in Section 3.6 of these Bylaws.

(b) Members shall be allowed to vote for candidates nominated for election, either by the Board Development Committee or by petition, by absentee ballot in accordance with such rules and regulations as shall be established by the Board.

Section 8.8 Balloting and Runoffs. All elections of Officers and Members of the Board shall be by secret ballot, unless such requirement is waived by the unanimous consent of the Members of the Congregation present at the Annual Meeting. The candidates with the majority of votes shall be elected to their respective positions. In the event there is no candidate with a majority, then there shall be a run-off election between the two (2) candidates having the highest number of votes.

ARTICLE IX

CLERGY SELECTION AND HIRING

Section 9.1 Decision to Hire. Subject to Section 9.4 regarding the process for hiring Clergy, the decision whether to authorize the hiring of Clergy shall be made by the Congregation following recommendation by the Board. Approval of such recommendation shall require the affirmative vote of two-thirds (2/3) of the Members voting (i) in person and (ii) by absentee ballot in accordance with such rules and regulations as shall be established by the Board, so long as the total number of votes cast is enough to satisfy the applicable quorum requirement for such meeting.

Section 9.2 Definitions. "Rabbi" means an individual who has been ordained by an authority satisfactory to the Board. If the Congregation shall have more than one Rabbi, the Board shall clearly designate who is the Senior Rabbi and who is the Assistant Rabbi in their contracts. "Clergy" means, collectively, the Rabbi and any Assistant Rabbi or Cantor engaged by the Congregation in accordance with the terms of this Article X.

Section 9.3 Authority of Rabbi. The Rabbi is the *mara d'atra* and, as such, shall be the *halachic* authority of the Congregation, working with the Religious Life Committee. The authority of any Assistant Rabbi shall be delegated to him/her by the Senior Rabbi, subject to the terms of any contract with the Assistant Rabbi.

Section 9.4 Search, Selection and Contracting Process.

(a) Promptly following the authorization to hire Clergy as provided for in Section 9.1, the President shall, subject to the approval of the Board, form a Search Committee comprised of no fewer than nine (9) and no more than thirteen (13) members, at least one-half (1/2) of whom shall not be Board Members at the time of their appointment and all of whom shall be Members in Good Standing. At its first meeting, the Committee shall select a Chairperson and, if unable to do so at such meeting, the President shall select the Chairperson.

(b) The Search Committee shall establish the process to be used for such search. The Search Committee shall, as soon as practicable, provide written notice to the Congregation of the general process to be followed for the search, including without limitation a description of the process for Members to vote, in accordance with subsection (c) below, following candidate interviews with the Congregation, candidate presentations to the Congregation, or both.

(c) The President shall call a Special Meeting of the Congregation to be held as soon as is practicable after the end of all candidate interviews and presentations for the purpose of a preference vote on such candidates. At such meeting, the Members shall be presented with a ballot that shall set forth the name of each candidate and next to each candidate's name a place to vote on whether such candidate is approved or not approved. Following such vote, the Search Committee shall have the authority to make an offer to a candidate who shall have been approved by a simple majority of those Members who cast a vote for such candidate.

(d) Clergy engagement contracts shall be prepared and negotiated by a Contract Committee appointed by the President. The members of the Contract Committee shall

include the President and at least one (1) member of the Search Committee, and shall be approved by the Board. Once a contract with a candidate shall be approved by the Contract Committee, it shall be presented to the Board of Trustees for approval, and the decision of the Board of Trustees shall be final and binding on the Congregation.

Section 9.5 Contract Renewal or Termination. The renewal or termination of the contract with any Clergy shall be upon the recommendation of the Board and voted upon by the Congregation at a meeting called for this purpose and at which a quorum is present. The decision to renew or terminate a contract shall require the affirmative vote of two-thirds (2/3) of the Members voting (i) in person and (ii) by absentee ballot in accordance with such rules and regulations as shall be established by the Board so long as the total number of votes cast is enough to satisfy the applicable quorum requirement for such meeting.

ARTICLE X **MEETINGS**

Section 10.1 Annual Meeting. The Annual Meeting of the Congregation shall be held no fewer than sixty (60) calendar days prior to the end of the fiscal year, on such day and at such time as the President shall designate.

Section 10.2 Special Meetings. Special Meetings of the Congregation may be called by the President or the Executive Vice President whenever, in his/her discretion, the President or Executive Vice President (as the case may be) deems necessary, and must be called by the President at the written request of at least thirty-six (36) Members in Good Standing of the Congregation. Said request shall state the reason for and the purpose of the Special Meeting and must be included with the notice to the Congregation of such Meeting. Such Meeting shall be held within forty-five (45) calendar days of the request. The only business to be transacted at the Special Meeting shall be the purposes expressly stated in the notice of such meeting.

Section 10.3 Notice. Notice of the Annual Meeting and Special Meetings of the Congregation shall be given by the Secretary in writing, by mail, to all Members of the Congregation, directed to their addresses as they appear on the books of the Congregation, and sent not fewer than ten (10) nor more than sixty (60) calendar days prior to such meeting. Each such notice shall specify the date, time and location of the meeting. Attendance at a meeting shall of itself constitute waiver of (i) notice of any and all objections to the place or time of the meeting or the manner in which it has been called or convened unless such attendance is solely for the purpose of stating, at the beginning of the meeting, any such objection or objections to the transaction of business; and (ii) any and all objections to consideration of a particular matter at the meeting that is not within the purpose or purposes described in the meeting notice, unless a Member objects to considering the matter when it is presented.

Section 10.4 Quorum. A quorum for the transaction of business at the Annual Meeting and Special Meetings of the Congregation shall consist of thirty-six (36) Members entitled to vote at such meeting.

ARTICLE XI

INDEMNIFICATION

The Congregation's trustees, directors, officers, employees and agents shall be entitled to the broadest indemnification authorized and permitted by Part 5, Section 14-3-850, et seq., of the Georgia Nonprofit Corporation Code, or any act amending, supplementing or substituting therefor, which provisions are incorporated into these Bylaws by this reference.

ARTICLE XII **PARLIAMENTARY PRACTICE**

Section 12.1 General Procedure. Except as otherwise specifically provided in these Bylaws, Robert's Rules of Order, as from time to time amended, shall be the standard for parliamentary procedure in the Congregation.

Section 12.2 Parliamentarian. The Organizational Vice President shall serve as Parliamentarian and shall resolve issues of parliamentary procedure.

Section 12.3 Voting. Anything in these Bylaws to the contrary notwithstanding, whenever a vote shall be required under these Bylaws, such vote shall require the affirmative vote of a simple majority, or such greater number when a greater voting requirement shall be otherwise specifically required under these Bylaws, of those present and voting; provided, however, that in all events, abstentions shall be treated as if the person so abstaining did not vote.

ARTICLE XIII **AMENDMENTS TO BYLAWS**

Section 13.1 Proposal. A proposal to alter, amend, add to or delete from all or any part of these Bylaws may be made as follows:

- (a) the Board shall have the right to make any such proposal; or
- (b) a proposal may be made by Members; provided, however, that any such proposal must be submitted to the President in writing at least forty-five (45) calendar days in advance of an Annual Meeting or Special Meeting of the Congregation and must be signed by at least ten (10) Members in Good Standing.

Section 13.2 Board Recommendation. The Board shall vote upon each proposed alteration, amendment, addition or deletion to these Bylaws which shall be made in accordance with Section 13.1(b) above. At the Annual Meeting or Special Meeting of the Congregation, the Congregation shall be apprised of the recommendation of the Board concerning such proposed change(s).

Section 13.3 Required Vote. These Bylaws may be amended, in whole or in part as contemplated by Section 13.1, at the Annual Meeting or any Special Meeting of the Congregation by a two-thirds (2/3) favorable vote of those Members present and voting.

ARTICLE XIV
EFFECTIVE DATE AND TRANSITION RULES

Section 14.1 Effective Date. These Amended and Restated Bylaws shall be effective as of the first day of the month following ratification by a two-thirds (2/3) favorable vote of those Members present and voting at a meeting of the Congregation called for the purpose of ratification (the “Effective Date”), which may be the Annual Meeting. As of the Effective Date, and subject to the transition rules set forth in Section 14.2, all previous Constitutions and Bylaws of the Congregation shall be superseded and shall be of no further force or effect whatsoever.

Section 14.2 Transition Rules. Anything herein to the contrary notwithstanding:

(a) Officers and Board Members serving in positions no longer provided for in these Bylaws shall continue to serve for the duration of their term in office. The reduction in the size of the Board from that prescribed in the Amended and Restated Bylaws of the Congregation dated August 12, 1991 (the “Superseded Bylaws”), to the number prescribed in these Bylaws shall be implemented as the terms of current Board members expire; specifically, effective as of the elections to be held at the Annual Meeting following the adoption of these Bylaws, the number of members of the Board shall be reduced to the number provided for in Section 4.3; the positions of Board Members elected to at-large positions under the Superseded Bylaws whose terms end at such meeting shall not be filled; Board positions filled by individuals appointed by the Sisterhood of the Congregation shall not be filled.

(b) The terms of Officers, other than the President, in office as of the Effective Date shall continue until the first Annual Meeting after the Effective Date, at which the only officers of the Congregation shall be as set forth in these Bylaws. As of the Effective Date, the Officers elected under the Superseded Bylaws shall have no further authority except that the Vice President-Ritual shall become the Chairperson of the Religious Life Committee; the Vice President – Education shall become the Chairperson of the Religious Life Committee; the Vice President – Membership shall become Chairperson of the Member Engagement and Involvement Committee; the Vice President – Fund Raising shall become Chairperson of the Fund Raising Committee; the Vice President – House and Building shall become Chairperson of the Building and Grounds Committee; the Vice President – Personnel shall become the Chairperson of the Human Resources Committee.

(c) Any vacancies on the Board or in any Officer position occurring after the Effective Date shall not be filled until the first Annual Meeting after the Effective Date and, when filled, shall be done so in accordance with the terms and conditions of these Bylaws.

(d) The Committees existing as of the Effective Date shall be managed as follows:

(i) The Executive Committee in existence immediately prior to the Effective Date shall consist of the members of the Executive Committee in office as of the Effective Date until the first Annual Meeting after the Effective Date;

(ii) The Membership Committee in existence immediately prior to the Effective Date shall cease to exist and the members thereof shall become members of the Member Involvement and Engagement Committee;

(iii) The Ritual Committee in existence immediately prior to the Effective Date shall cease to exist and the members thereof shall become members of the Religious Life Committee;

(iv) The Education Committee in existence immediately prior to the Effective Date shall cease to exist and the members thereof shall become members of the Jewish Learning Committee;

(v) The Youth Committee in existence immediately prior to the Effective Date shall cease to exist and the members thereof shall become members of the Youth Subcommittee of the Jewish Learning Committee;

(vi) The Fund Raising Committee in existence immediately prior to the Effective Date shall cease to exist and the members thereof shall become members of the Fund Raising Committee which is a subcommittee of the Finance and Development Committee;

(vii) The Finance Committee in existence immediately prior to the Effective Date shall cease to exist and the members thereof shall become members of the Finance and Development Committee;

(viii) The House and Building Committee in existence immediately prior to the Effective Date shall cease to exist and the members thereof shall become members of the Building and Grounds Committee.

(ix) The Program Committee in existence immediately prior to the Effective Date shall cease to exist and the members thereof shall become members of the Jewish Learning Committee.

(x) The Nominating Committee in existence immediately prior to the Effective Date shall cease to exist and the members thereof shall become members of the Board Development Committee.

(xi) The Endowment Fund Committee in existence immediately prior to the Effective Date shall become the Endowment and Investment Subcommittee.

(xii) The Personnel Committee in existence immediately prior to the Effective Date shall cease to exist and the members thereof shall become members of the Human Resources Committee.