

AMENDED AND RESTATED BYLAWS OF CONGREGATION SHEARITH ISRAEL

Adopted as of March 13, 2022

UPDATED ARTICLE TITLES & NUMBERS IN BYLAWS:

Article I: Name

Article II: Purpose

Article III: Membership

Article IV: Board of Trustees*

Article V: Officers*

Article VI: Committees*

Article VII: Clergy Selection and Hiring

Article VIII: Meetings of the Congregation*

Article IX: Indemnification

Article X: Amendments to Bylaws

**updated 2022*

Note:

Article VI: Committees includes the Executive Committee and the Board Development Committee. Both were separate articles (VI and VIII, respectively) in the 2013 Bylaws.

Parliamentary practice is included in Section 4.7 Meetings (2013 Article XII Parliamentary Practice is removed.)

2013 Article XIV Effective Date and Transition Rules is no longer relevant.

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 7.2), 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 Procedures.

(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 Purpose, Powers, and Duties. The business, affairs, property, management and administration of the Congregation shall be vested in the Board of Trustees (each member of

which shall be referred to either as a “Board Member” or “Member of the Board”). The Board shall have the following powers and duties:

- (a) Determine the Congregation’s mission, purpose, vision, and values; review them periodically for accuracy and validity; and embrace them as context for decision-making;
- (b) Regularly adopt, approve, and review organizational policies, including but not limited to: personnel and fiscal policies; board policies (such as confidentiality and conflicts of interest); and such other policies and practices in place to ensure compliance with laws, regulations and other government requirements;
- (c) Oversee and carry out fiduciary and financial responsibilities that include, but are not limited to, establishing budget guidelines; developing the annual budget; identifying membership levels, dues, and assessments; ensuring adequate resources; raising funds; ensuring proper financial controls are in place to manage risks and protect all assets; and ensuring an annual independent financial audit, all for the effective conduct of the Congregation’s purpose;
- (d) Ensure the safeguarding and care of sifrei torah and other sacred objects;
- (e) Employ an Executive Director (or similar chief executive of the Congregation) who shall be responsible to the Board for overall administration of the Congregation and the implementation of all policies and directives approved by the Board. The Board is responsible for conducting an annual performance evaluation of the Executive Director;
- (f) Employ a Rabbi who shall serve as the chief clergy and halachic authority of the Congregation and be responsible to the Board for meeting the religious, spiritual, educational, and pastoral needs of the Congregation. The Board is responsible for conducting an annual performance evaluation of the Rabbi. The Board shall employ and evaluate additional Clergy as it deems advisable;
- (g) Engage in strategic planning and monitor the implementation of the Congregation’s strategic plan;
- (h) Monitor and evaluate program outcomes in alignment with the mission, resources, and, as appropriate, the Congregation’s strategic plan through regular staff and committee reports, meetings and interactions;
- (i) Serve as ambassadors in representing the Congregation in the community; and
- (j) Engage in behaviors and actions to uphold the board governance functions and performance, and conduct an annual board assessment for ongoing quality improvement.

Section 4.2 Board Composition. The Board shall consist of twenty (20) Trustees as determined below. In no event shall the Board consist of less than fifteen (15) Trustees in order

to conduct its business. Each Trustee must be a Member in Good Standing at all times during the Trustee's term on the Board. The following shall comprise the membership of the Board:

- (a) Six (6) officers of the Board: Board President, Vice-President of Strategy, Vice-President of Governance, Secretary, Treasurer, and Immediate Past President;
- (b) Four (4) Chairs of the following Standing Committees: Financial Advancement, Human Resources, Member Stewardship, Religious Life;
- (c) One (1) representative of the Council of Past Presidents; and
- (d) Nine (9) At-Large Trustees, drawn from the Congregation's membership.

Section 4.3 Election, Eligibility, and Term of Office. The Board of Trustees shall be elected and installed at the Annual Meeting by a majority vote of the membership present at the Annual Meeting. Each Trustee must be a Member in Good Standing at all times during their term on the Board. Each Trustee shall be at least twenty-one years of age.

- (a) Each Officer shall be elected for one (1) two-year term. An Officer may serve in a different board position, including as an Officer, after having served a two-year term in one position.
- (b) Standing Committee Chairs (non-officers) shall be elected for one (1) two-year term and shall serve no more than two (2) consecutive terms as Chair. A Standing Committee Chair may serve in a different board position after having served two (2) consecutive terms in the same position.
- (c) The Council of Past Presidents Representative shall serve for one (1) two-year term and shall serve no more than two (2) consecutive terms as representative. The Council of Past Presidents shall choose its representative and inform the Nominating Committee of its selection for placement on the nominating slate.
- (d) At-Large Trustees shall be elected for one (1) three-year term and shall serve no more than two (2) consecutive terms in this same position. The terms of the At-Large Trustees shall be staggered; therefore, up to three (3) At-Large Trustees shall be elected each year.

Section 4.4 Vacancies. The President may select a member of the Congregation to fill an unexpired Board vacancy between Annual Meetings. The replacement Trustee, once approved by a majority vote of the Board, shall serve the remainder of the term. The unexpired term filled by the replacement Trustee shall not count against the two (2) consecutive term limit.

Section 4.5 Resignation. A Trustee may resign at any time by giving written notice to the President. Unless specified in the notice, the resignation shall take effect at the time of receipt by the President. No resignation shall discharge any accrued obligation or duty of a Trustee.

Section 4.6 Removal. The President, with Executive Committee approval, may remove any Trustee at any time and shall give notice of removal to such Trustee for any of the following reasons:

- (a) Failure to remain a Member in Good Standing;
- (b) Continued neglect of Trustee responsibilities 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;
- (c) Failure to comply with standards of conduct policies as a Trustee;
- (d) Absence from three (3) consecutive or 30% of regular Board meetings without being excused from attendance.

Section 4.7 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.

A special meeting of the Board may be called by or at the request of the President, or in the absence of the President, by one of the two Vice Presidents. A special meeting of the Board may be held at the written request of six (6) Trustees as received by the President or Secretary at least five (5) days prior to the proposed date of such special meeting. The written notice of any special meeting will state the time, place and purpose of the meeting. Only those matters proposed in the notice shall be taken up at such special meeting.

The Annual Meeting shall be held at such time and place each year as designated by the Board.

Robert's Rules of Order will be utilized to govern conduct of all meetings.

Section 4.8 Notice of Meetings. Notice of each regular and special meeting of the Board shall be given to the Trustees either personally, by mail, email, or other electronic means, addressed to each Trustee at the mail or email address appearing on the books of the Congregation or such other address as the Trustee 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 time 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.

Notice for special meetings shall be sent at least five (5) calendar days in advance of such meeting and shall state the general nature of the business to be considered at the meeting. Notice of special meetings to discuss matters requiring prompt action may be given no less than forty-eight hours before the time at which such meeting is to be held if given personally, by telephone, email, or other electronic means, unless the meeting relates to an emergency which must be resolved within forty-eight hours, in which case notice shall be given as promptly as possible.

Notice of the date and place of the Annual Meeting shall be given not less than thirty (30) days prior to the date of such meeting.

Notice of regular and special meetings of the Board shall be given to Members through the Congregation's website or other electronic media.

Section 4.9 Quorum. Two-thirds (2/3) of the Trustees shall be necessary to constitute a quorum to hold a duly empowered meeting of the Board. If a quorum is not present at any meeting of the Board, a majority of the Trustees present may adjourn the meeting to another time without notice other than by announcement at the meeting, until a quorum is present, except that notice of such adjournment shall be given to any Trustees who were not present at the time of the adjournment.

Section 4.10 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. No Trustee shall be allowed to vote by proxy.

Section 4.11 Meeting by Remote Communication. To the extent permitted by applicable law and upon approval by the President, meetings of the Board may be held via telephone conferencing, video conferencing, internet-based conferencing or any other electronic means.

Participation by such means shall constitute presence in person at a meeting provided that all persons participating in the meeting can hear each other at the same time and each Trustee can participate in all matters before the Board, including, without limitation, the ability to propose, object to, and vote upon a specific action to be taken by the Board.

Section 4.12 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, signed by the Trustee, and submitted by mail or electronic means by a seventy-five percent (75%) or greater majority of the total of Trustee votes. Such consent shall be filed with the regular minutes of the Board.

Section 4.13 Executive Session. 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 Officer or any two (2) Trustees acting together, such that the only attendees during the Executive Session shall be Trustees.

ARTICLE V* Officers

Section 5.1 General. The Officers of the Congregation shall consist of a President, a Vice President of Strategy, Vice President of Governance, Secretary, Treasurer, and Immediate Past President. All officers serve on the Executive Committee.

Section 5.2 Election, Eligibility, and Term of Office. The Officers shall be elected and installed at the Annual Meeting by a majority vote of the membership present at the Annual Meeting.

Each Officer must be a Member in Good Standing at all times during their term on the Board. Each Officer shall be at least twenty-one years of age. To qualify for the offices of President and the two (2) Vice President positions, each candidate shall have been a Member in Good Standing of the Congregation for at least the last three (3) consecutive years. A candidate for President must have served as an elected officer of the Congregation for at least one full term.

Each Officer shall be elected for one (1) two-year term. An Officer may serve in a different board position, including as an Officer, after having served a two-year term in one position. Any Officer may be elected President or Vice President regardless of the number of previous consecutive terms served on the Board.

Section 5.3 Vacancies. The President may select a Trustee, including a current Officer, to fill an unexpired Officer vacancy between Annual Meetings. No Officer shall serve concurrently in more than one Officer position. In the event of a vacancy in the office of President, one of the Vice Presidents shall serve as the President for the remainder of the unexpired term. The unexpired term filled by the replacement Officer shall not count against the one (1) two-year term limit.

Section 5.4 Resignation. An Officer may resign at any time by giving written notice to the Executive Committee. Unless specified in the notice, the resignation shall take effect at the time of receipt by the Executive Committee. No resignation shall discharge any accrued obligation or duty of an Officer.

Section 5.5 Removal. Any Officer may be removed at any time, with or without cause, by a two-thirds affirmative vote of the full Board.

Section 5.6 President. The President shall (a) call and preside at all Congregational, Board, and Executive Committee meetings; (b) sign, with Board authorization as required, all legal or financial documents, notes, conveyances and bonds for, on behalf, and in the name of the Congregation; (c) in consultation with the Board, shall negotiate the terms of the contracts of the clergy and executive director for contracts that begin during the President's term of office; (d) oversee the evaluation of clergy and executive director; (e) serve as an ex-officio non-voting member of all committees; (f) carry out all duties of administration and supervision usually vested in the office of President and any other responsibilities which may be designated by the Board of Directors; and (g) provide to the Congregation, at its Annual Meeting, a written narrative report on the state of affairs of the Congregation.

Section 5.7 Vice President of Strategy. The Vice President of Strategy shall (a) chair the Strategic Planning & Programs Committee and be responsible for overseeing strategic planning and the evaluation of existing and new programs; (b) assist the President in the discharge of the President's duties; and (c) in cases of the President's absence, resignation, death or disability, discharge all of the duties of that office for the remainder of the President's term.

Section 5.8 Vice President of Governance. The Vice President of Governance shall (a) chair the Board Governance Committee and ensure that the Trustees execute their duties and obligations in accordance with these Bylaws and the policies the Board adopts from time to time; (b) oversee an annual board self-assessment process; and (c) assist the President in the discharge of the President's duties.

Section 5.9 Secretary. The Secretary shall (a) keep a record of written minutes of all meetings of the Board and of the Congregation, and have access to such records at all meetings; (b) plan and coordinate Board communications with the President; (c) maintain attendance records at the Board meetings and establish that a quorum is present; (d) keep a record of all policies established by the Board as a separate Board Policy document; (e) maintain copies of all minutes and policies in the Congregation's office and notify the Congregation that copies of minutes and polices are available for review; and (f) perform such other duties as may be assigned or delegated by the President.

Section 5.10 Treasurer. The Treasurer shall (a) chair the Budget and Finance Committee and be responsible for ensuring fiduciary duties are carried out to safeguard the finances of the Congregation; (b) prepare a proposed annual budget and present it to the Board, at least two (2) months prior to the end of the fiscal year, for approval; (c) monitor the completion, accuracy, and transparency of the annual budget and quarterly reports and present the budget and such reports to the Board; (d) ensure that all investments of the assets of the Congregation are properly managed as recommended by the Budget and Finance Committee and approved by the Board; (e) be responsible for disbursing the funds of the Congregation, as authorized by the Board; (f) provide to the Congregation, at its Annual Meeting, a written financial report on the state of affairs of the Congregation; (g) provide all necessary assistance to the annual independent financial audit; and (h) generally perform such other duties as are usually incident to this position.

Section 5.11 Immediate Past President. The Immediate Past President shall chair the Nominating Subcommittee of the Board Governance Committee and ensure that a nominating slate of board members/officers shall be sent to all members of the Congregation at least thirty (30) calendar days prior to the Annual Meeting.

ARTICLE VI* Committees

Section 6.1 Standing Committees. The Board shall maintain the following Standing Committees: (a) Executive Committee; (b) Board Governance Committee; (c) Budget and Finance Committee; (d) Financial Advancement Committee; (e) Human Resources Committee; (f) Member Stewardship Committee; (g) Religious Life Committee; and (h) Strategic Planning & Programs Committee. Standing Committee Chair election and terms of such office are set forth in Sections 4.3 – 4.6.

Section 6.2 Committee Membership. Except as otherwise provided in these Bylaws, members shall be invited to serve by the respective Standing Committee Chair based on input from the Board President, Trustees, Clergy, and/or Administrative Staff. All committee members

must be a Member in Good Standing. Unless otherwise provided in these bylaws, there shall be a minimum of three (3) members for each standing committee. Members serve for a two-year term and may be reappointed for additional terms. A Standing Committee Chair shall have the right to remove any member of the committee.

Section 6.3 Committee Rules. Except as otherwise provided in these Bylaws or by the Board of Trustees, each Standing Committee and its identified subcommittees shall establish its own rules of procedure and shall meet as often as necessary for the proper conduct of its affairs. Each committee shall keep regular minutes of their meetings and shall submit minutes to the Secretary. Every recommendation for a Board action shall be reported to the Board for discussion, approval, modification or rejection.

Section 6.4 Executive Committee. The Executive Committee, chaired by the Board President, shall consist of the officers: the two (2) Vice Presidents, Secretary, Treasurer, and Immediate Past President. The Committee shall serve as the compensation committee, assure that significant and sensitive personnel issues are appropriately addressed, identify and recommend the formation of additional committees/task forces and the discontinuance of the same to the Board, and conduct or delegate the responsibility for the Executive Director and Clergy's annual performance evaluations. The Executive Committee shall ensure that the performance evaluations are made available to the Board, subject to any confidentiality requirements. The Committee can serve as a sounding board for Congregation leadership as needed.

Section 6.5 Board Governance Committee; Nominating Subcommittee. The Board Governance Committee, chaired by the Vice President of Governance, shall oversee the governance structure and practices to ensure the appropriate and effective functioning of the Board of Trustees in carrying out its governance responsibilities. Committee responsibilities shall include identifying and recruiting potential board members, ensuring diversity in board representation, conducting an orientation for new Trustees, ensuring all Trustees have the knowledge and tools to carry out their role, conducting an annual board self-assessment and developing an action plan based on the findings, and addressing additional board development and performance issues as needed.

A Nominating Subcommittee, chaired by the Immediate Past Board President, is charged with proposing a nominating slate of board members/officers whose terms expire on the date of the Synagogue's Annual Meeting at least thirty (30) days prior to the Annual Meeting. In addition to the Chair, additional Nominating Subcommittee members (one-year term) appointed by the Board Chair shall include one (1) past Trustee, one (1) current at-large (non-officer) Trustee, and one (1) Member in Good Standing.

Section 6.6 Budget and Finance Committee. The Budget and Finance Committee, chaired by the Treasurer, shall be responsible for working with staff in meeting the Board's fiduciary duties to safeguard the financial health of the Synagogue. Responsibilities include developing the annual budget, overseeing budget compliance, and partnering with the Member Stewardship Committee in recommending membership and dues categories. Additionally, the Committee shall oversee the management and investment of the assets of the Congregation,

including without limitation the endowment, restricted gifts, real property, and general operating funds.

Section 6.7 Financial Advancement Committee. The Financial Advancement

Committee shall be responsible for working with staff and the Budget and Finance Committee in overseeing the development and implementation of a strategic resource development plan that focuses on both individual and institutional giving and the cultivation and stewardship of donors and grant providers. This plan may include, but shall not be limited to, Yom Kippur Appeal, special appeals, fundraising events, tribute donations, planned giving, and any capital campaign. The Committee shall assist in educating Trustees and the membership about the financial resources necessary to realize the Congregation's purpose and fulfill its mission.

Section 6.8 Human Resources Committee. The Human Resources Committee shall be responsible for working with staff in developing and monitoring personnel policies and procedures, including the creation of an employee handbook; ensuring that local, state, and federal laws are followed; and reviewing organizational structure, job descriptions, and staffing needs.

Section 6.9 Member Stewardship Committee. The Member Stewardship Committee shall work with staff to develop a strategic approach to cultivating, nurturing, and improving the relationships with members and prospective members of the Congregation. It entails welcoming new members; identifying engagement opportunities for members; encouraging active participation of all members; providing linkages to special interest groups, affinity groups, clubs, study groups, and additional opportunities as they emerge; and helping to create social connections as a community. The Committee shall ensure diverse opportunities for inclusion and the removal of obstacles to full participation for all members and prospective members of the Congregation. Additionally, the Committee shall partner with the Budget and Finance Committee in addressing membership and dues categories.

Section 6.10 Religious Life Committee. The Religious Life Committee, in partnership with the clergy, shall (i) work to maintain, improve and develop the religious life of the Congregation and its members; (ii) 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; (iii) oversee the care of religious objects; (iv) make recommendations for acquisitions of religious objects; and (v) 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.

Section 6.11 Strategic Planning & Programs Committee. The Strategic Planning & Programs Committee, chaired by the Vice President of Strategy, shall be responsible for overseeing the strategic planning process and cycle which includes initiation of the planning process, development and implementation of strategic goals, identification of strategic priority recommendations, and monitoring the implementation of the strategic tactical plan. Additionally, the Committee shall oversee the monitoring and evaluation of existing and new programs.

Section 6.12 Other Committees. Any additional ad hoc committees, task forces, and work groups shall be convened as needed to support the duties of the Board and shall be subject at all times to the directions of the Board. Operational committees to support the synagogue's purpose shall be identified by staff and Clergy in partnership with the Board.

Section 6.13 Council of Past Presidents. The Council of Past Presidents shall be comprised of all past Board Presidents who remain Members in Good Standing. The Council shall advise and support the governance work of the Board of Trustees through their elected representative and conduct their efforts in the best interests of the Congregation.

One (1) Council member shall be elected by the Council members to serve for a two-year term as a voting member of the Board of Trustees. The Council representative to the Board may serve a maximum of two (2) two-year terms. The Council representative serves as the Council Chair and shall convene a meeting of the Council at least twice per fiscal year. Other Council members may attend Board meetings, but they will not have a vote.

ARTICLE VII **Clergy Selection**

Section 7.1 Decision to Hire. Subject to Section 7.4 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 7.2 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 VIII.

Section 7.3 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 7.4 Search, Selection and Contracting Process.

(a) Promptly following the authorization to hire Clergy as provided for in Section 7.1, 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 7.5 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 VIII* **Meetings of the Congregation**

Section 8.1 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 time as designated by the Board.

Section 8.2 Special Meetings. Special meetings of the Congregation may be called by the President or a Vice President at his/her discretion, whenever it is deemed necessary. The Special Meeting must be called by the President at the written request of at least thirty-six (36) Members in Good Standing of the Congregation. The written request shall state the reason for and the purpose of the special meeting and must be included with the meeting notice to the Congregation. 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 for the purpose(s) expressly stated in the notice of such meeting.

Section 8.3 Notice. Notice of the Annual Meeting and Special Meetings of the Congregation shall be given by the Secretary in writing, by mail, email, or other electronic measures to all members of the congregation, directed to their mailing or email addresses as they appear on the books of the Congregation. The notice shall be sent not fewer than ten (10) or more than sixty (60) calendar days prior to such meeting. Each notice shall specify the date, time, and location of the meeting. Attendance at a meeting shall of itself constitute waiver of (a) 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 objection or objections to the transaction of business and (b) any and all objections to consideration of a particular matter at the meeting that is not within the purpose(s) described in the meeting notice, unless a Member objects to considering the matter when it is presented.

Section 8.4 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 IX 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 X Amendments to the Bylaws

Section 10.1 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 atleast ten (10) Members in Good Standing.

Section 10.2 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 10.1(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 10.3 Required Vote. These Bylaws may be amended, in whole or in part as

contemplated by Section 10.1, 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.