

AMENDED AND RESTATED BY-LAWS OF
KEMP MILL SYNAGOGUE, INC.
A MARYLAND NON-STOCK CORPORATION
AMENDED AND RESTATED AS OF JUNE 17, 2019

ARTICLE I

NAME AND LOCATION OF CORPORATION

The name of this Corporation is the KEMP MILL SYNAGOGUE. Its principal office is located in Silver Spring, Maryland.

ARTICLE II

PURPOSE

The purpose of this Corporation is to act on behalf of its members collectively with respect to the promotion of the spiritual, religious, communal and cultural matters of common concern for the members of the Corporation according to the tenets, principles and ideals of Orthodox Jewish Law and Tradition, Torah, Masorah and the Shulchan Aruch; and to maintain a Synagogue Congregation and cultural center for such purposes in the Silver Spring, area. This Article II shall not be amended or modified at any time except by the affirmative vote of at least ninety per cent (90%) of the total votes of the Members of the Corporation, anything in these By-laws to the contrary notwithstanding.

ARTICLE III

OFFICES

The Corporation shall have and continuously maintain in this State a principal office and a principal agent, and may have other offices within or without the State of Maryland as the Board of Directors ("Board") may from time to time determine.

ARTICLE IV

DEFINITIONS

Section 1. Charter. The instrument by which the Corporation was incorporated pursuant to the provisions of the laws of the State of Maryland, and such Charter as from time to time may be amended, as recorded in the Maryland State Department of Assessment and Taxation on December 28, 1989.

Section 2. Congregation. All Members and Associate Members in good standing of the Corporation.

Section 3. Members. Any person who is granted full membership in the Corporation pursuant to the requirements of Section I of Article V of these By-laws.

Section 4. Associate Members. Any person who is granted Associate Membership in the Corporation pursuant to the requirements of Section 2 of Article V of these By-laws.

Section 5. Synagogue. Those premises designated by the congregation as the Corporation's house of worship, community center and headquarters, which premises shall at all times conform to and comply with requirements, precepts and tradition of Orthodox Jewish Law as set forth in Article II hereof.

Section 6. Rabbi. In these By-laws, all use of the word "Rabbi" refers to the senior, active rabbinical leader of the Corporation designated as such by the Corporation and does not include associate, assistant or emeritus rabbis, if any.

ARTICLE V

MEMBERSHIP AND VOTING RIGHTS

Section 1. Full Members. Any person (i) of the Jewish faith, (ii) who applies for full membership in the Corporation, (iii) who subscribes to the purposes of the Corporation as set forth in Article II hereof, (iv) who receives membership approval from the Corporation's Rabbi as to Halachic status, (v) who agrees to pay such dues and assessments as the Board shall determine, and (vi) who shall meet the membership requirements promulgated by the Corporation from time to time, shall be a Member of the Corporation. Section 2. Associate Members. Any person who applies for Associate Membership in the Corporation, satisfies the requirements for full membership as set forth in clauses (i), (iii), and (iv) of Section 1 of this Article V, agrees to pay such dues and assessments as the Board shall determine, presents proof of full membership in good standing at another synagogue, and who shall meet the membership requirements promulgated by the Corporation from time to time, shall be an Associate Member of the Corporation. Associate Members shall not have the right to vote at meetings of the Members of the Corporation or in the selection of the Rabbi, or hold office or be members of the Board or Executive Committee but may attend meetings of the Members of the Corporation.

Section 3. Default in Membership; Reinstatement. Membership (Full or Associate) shall terminate upon the default by a member in payment of dues and/or assessments levied by the Board for a period of three hundred sixty five days (365) after such dues and/or assessments shall become due and payable. Any terminated Member (Full or Associate), but not a removed Member as hereinafter described in Section 5, may be reinstated upon full payment of any unpaid dues and/or assessments upon which the default of such terminated member was based and in accordance with applicable rules of the Board.

Section 4. Voting Rights. There shall be two votes allowed per family unit in which there is a Member who shall be entitled to vote at any meeting of the Members. If only one adult member from a family unit in which there is a Member is present, and there is no proxy written to the contrary, that person shall be entitled to cast two votes. In accordance with Section 2-507 of the Maryland General Corporation Law, a Member may designate another person to act as proxy on his/her or their behalf. Such designation shall be made in writing to the Board, shall terminate 11 months after the date of designation unless the designation provides to the contrary, and shall be revocable at any time by actual notice of the Board of the death of, or by written notice to the Board by, the Member. Notwithstanding the foregoing, a Member shall only have the right to vote on matters relating to the Corporation if such Member is in Good Standing. For purposes of these Bylaws, a Member who has paid his or her dues in accordance with guidelines adopted by the Corporation shall be in "Good Standing".

Section 5. Removal of Members. Any Member (Full or Associate) may be removed from membership in the Corporation for cause by affirmative vote of Members having at least two-thirds (2/3) of the total votes of the Members present at any special meeting called for that purpose, provided that such action is recommended by the Board by affirmative vote of three-fourths (3/4) of all members of the Board.

Section 6. Reserved Rights of Members. Except where stated expressly to the contrary in these By-laws, the Members, acting by majority vote of all Members of the Corporation then in Good Standing, either at an annual meeting or special meeting called for this purpose, may overturn or reverse any action by the Executive Committee or Board except where such vote would require breach by the Corporation of an existing, binding and valid contractual or other legal obligation.

ARTICLE VI

MEETINGS OF MEMBERS

Section I. Place of Meetings. Meetings of the Members shall be held at the Synagogue or at such other

place in Maryland as may be designated in any notice of a meeting.

Section 2. Annual Meeting. The Corporation shall hold an annual meeting of its Members upon not less than twenty (20) days' written notice and not more than sixty (60) days' written notice, at which meeting a Board shall be elected to serve until the next annual meeting of the Members of the Corporation. Starting January 1, 2015, and for each year thereafter, there shall be an annual meeting of the Members not earlier than October 1 nor later than December 31 of such year. Notice of the annual meeting may be delivered by electronic mail, personally by hand-delivery or by mailing to the Members, addressed to each Member at the last address given by him to the Corporation.

Section 3. Special Meetings. Special meetings of the Members may be called at any time for the purpose of considering matters which, by law or the terms of the Corporation's By-laws, require the approval of Members, or for any other reasonable purpose. Said meetings shall be called by the Secretary upon written notice, authorized by (i) the President, (ii) a majority of the Board or (iii) the Members having at least 15% of the total votes, and sent not less than ten (10) days prior to the date fixed for said meeting. The notices shall specify the date, time and place of the meeting and the matter(s) to be considered.

Section 4. Notices of Special Meetings. Notices of special meetings required to be given may be delivered by electronic mail, personally by hand-delivery or by mailing to the Members, addressed to each Member at the last address given by him to the Corporation. Such notice shall be delivered by electronic mail, hand-delivered or mailed not less than ten (10) days before the date of such meeting. The notices shall specify the date, time and place of the meeting and the matter(s) to be considered.

Section 5. Informal Action by Members. Any action required to be taken at a meeting of the Members of the Corporation, or any other action which may be taken at a meeting of Members, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the Members entitled to vote with respect to the subject matter thereof.

Section 6. Quorum. The presence in person or by proxy at any meeting of Members having at least fifteen percent (15%) of the total votes shall constitute a quorum for the transaction of business. Unless otherwise expressly provided herein, any action may be taken at any such meeting by the Members having a majority of the total votes present at such meeting. If at any meeting of Members a quorum shall not be in attendance, those Members who are present may adjourn the meeting to a later date and time. For the avoidance of doubt, the procedures for selection of the Rabbi of the Corporation shall not be governed by Article V or VI but shall instead be governed by the provisions of Article XI.

Section 7. Election of Directors and Officers. The President shall nominate and the Board approve a Nominating Committee charged with recruiting candidates for the Executive Committee and Board. Nominations for positions as Officers and/or Directors shall be considered valid if supported in writing by five Members or put forward by the Nominating Committee and, in either case, delivered to the Corporation Secretary thirty (30) days prior to the Annual meeting. A copy of the list of nominated candidates must be sent to all Members no less than twenty (20) days before the Annual Meeting. In all elections for Officers and Directors, if a position is uncontested, then the lone candidate nominated shall be accepted by vote of acclamation. In the event of a contested election, each Member shall be entitled to vote for the number of positions up for election and the candidates receiving the highest number of votes with respect to the number of positions to be filled shall be deemed to be elected.

Section 8. Rules. All meetings of the Membership shall be in accordance with the most recent edition "Roberts' Rules of Order" except where inconsistent with these By-laws.

ARTICLE VII

EXECUTIVE COMMITTEE AND BOARD OF DIRECTORS

Section 1. General Powers. The affairs of the Corporation shall be managed by its Executive Committee, subject to veto or reversal by the Board. A majority of the Board may countermand any act by the Executive

Committee and may direct the Executive Committee to take any act that does not expressly contradict a provision of these By-laws. In the absence of contrary direction by the Board, the Executive Committee may take or direct any action that does not expressly contradict a provision of these By-laws and that is not expressly reserved to the members or the Board.

Section 2. Number, Tenure and Qualifications. The Board shall be composed of the Executive Committee, the immediate past president and ten (10) Directors, elected by the Members. The Executive Committee shall be comprised of the president and other officers elected by the Members in accordance with Article VIII hereof. The Rabbi shall be a non-voting, ex officio member of both the Executive Committee and Board. Each Director shall serve for a term of two (2) years or until such time as the Members shall elect a new Board, whichever shall be longer. No person shall serve on the Board as a Director (as distinct from serving on the Board as an Executive Committee member) for a period of more than six (6) consecutive years. The Members may from time to time increase or decrease the number of Directors or may increase or decrease the terms of office of officers and Directors at any annual or special meeting. The President may designate a youth observer (not older than 18 years of age) to be present at and participate in any meeting of the Board as a non-voting observer.

Section 3. Regular Meetings. The Board shall meet not fewer than once each calendar quarter. Notice of each meeting shall be provided to the Members in any fashion the Board reasonably sees fit, not fewer than ten (10) days prior to the meeting, and the meeting shall be open to member attendance. The Board may participate in a meeting by means of conference telephone or similar communications equipment if all persons participating in the meeting can hear each other at the same time. Participation in a meeting by such means shall constitute presence in person at the meeting.

Section 4. Special Meetings. Special meetings of the Board may be called by or at the request of the President or a majority of the Board.

Section 5. Notice. Notice of any special meeting of the Board shall be given at least five (5) days prior thereto in writing delivered personally or sent by mail, facsimile, electronic mail or any other reasonable means to each member of the Board at his/her home or office address as shown by the records of the Corporation or at any other address or number that the Board member has designated for this purpose. Notice shall be deemed to be delivered, if mailed, three (3) days after it is deposited in the United States mail so addressed, with postage thereon prepaid, or, if by other means, when transmitted, in either case unless the sender or Board has affirmative knowledge that the notice was not delivered. Any Board member may waive notice of any meeting. The attendance of a Board member at any meeting shall constitute a waiver of notice of such meeting, except where a Board member attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or these Bylaws.

Section 6. Informal Action. Any action required to be taken at a meeting of the Board, or any other action which may be taken at a meeting of the Board may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all members of the Board entitled to vote with respect to the subject matter thereof.

Section 7. Quorum. A majority of the Board serving from time to time shall constitute a quorum for the transaction of business at any meeting of the Board. If less than a majority of the Board are present at a regularly called meeting, a majority of the Board present may adjourn the meeting to another time without further notice. The act of the Board, except where otherwise provided by law or by these By-laws, shall be deemed the act of the Corporation.

Section 8. Vacancies. Any vacancy among the Directors, or any Board position to be filled by reason of an increase in the number of Board members, shall be filled by the Members present at the next annual meeting or at a special meeting of the Members called for such purpose. A Board member elected to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office.

Section 9. Removal. Any Board member may be removed from office by affirmative vote of at least two-thirds (2/3) of the votes of the Board represented at any special meeting of the Board called for that purpose, or at least two-thirds (2/3) of the total votes of all Members of the Corporation present at any annual meeting. A successor to fill the unexpired term of a Board member removed may be elected by the Members at the same meeting or any subsequent meeting called for that purpose.

Section 10. Compensation. Members of the Board shall receive no compensation for their services to the Board.

Section 11. Rules. All meetings of the Board shall be in accordance with the latest edition of Roberts' Rules of Order except where inconsistent with these By-laws.

ARTICLE VIII

EXECUTIVE COMMITTEE

Section 1. Number, Tenure and Qualifications. The Executive Committee shall be comprised of a President, First Vice-President (Presumptive President Elect), Vice-President (Administration), Treasurer, Vice-President (House & Grounds), Vice President (Clal Yisrael), Vice President (Chesed), Vice President (Development), Vice President (Kehilla), Vice President (Limmud Torah), Vice President (Tefillah) and Vice President (Youth). All officers shall be elected for a term of one (1) year and no person shall be elected to the same office for more than three (3) consecutive terms. (Amended by the Board June 17, 2019)

Section 2. Authority of the Executive Committee. The Executive Committee shall be entrusted with the authority to act on behalf of the Corporation in all legal and official matters, subject to correction or reversal by majority vote of the Board. Notwithstanding anything to the contrary in this Section or elsewhere in the By-laws, a decision to incur on behalf of the Corporation any legal obligation in excess of \$50,000 is subject to Board review and must receive Board approval in order to become a valid and binding undertaking of the Corporation.

Section 3. Duties of Officers. Each Officer of the Corporation shall have such powers and duties as are usually vested in such office of a non-stock corporation, including, but not limited to, the following:

(a) The President shall be the chief executive officer of the Corporation and shall preside at all meetings of the Members, the Board and the Executive Committee. The President's responsibilities shall include, but not be limited to, strategic oversight, leadership development, and general corporate governance. The President, at his or her discretion, shall designate a Parliamentarian to advise the President and Board on questions relating to the By-laws or Robert's Rules of Order at Member or Board meetings. The Parliamentarian need not be a Board member.

(b) The First Vice President shall, in the absence or the disability of the President, perform the duties and exercise the powers of the President.

(c) The Vice President (Administration) shall act as Corporation Secretary; keep minutes of all meetings of the Members, the Board, and the Executive Committee, which minutes shall be available for inspection at the reasonable request of a Member; have custody of the corporate seal and of such other books, papers and documents as the Board may designate; and send all notices to the Membership and Board as may be required and shall have charge of the membership records and such other papers and documents as the Board may designate. All duties and responsibilities ascribed to the Secretary in these By-laws or under applicable law shall be deemed the responsibility of the Vice President (Administration).

(d) The Treasurer shall be responsible for Corporation funds and securities, for keeping full and accurate accounts of all receipts and disbursements in the Corporation's books of account kept for such purpose and for reporting thereon at each meeting of the Members, Executive Committee and Board.

(e) The remaining Vice Presidents each shall be required to chair their respective Centers, as described

in Article IX, and to perform such other duties as may reasonably be required.

Section 4, Vacancies. Any vacancy occurring in the position of officer shall be filled by a majority vote of the Board. Any person selected to fill a vacancy pursuant to this provision shall serve for the unexpired term of his or her predecessor in that office.

ARTICLE IX

COMMITTEES

Section I. Standing Committees. The Centers set forth in this Article IX shall be considered standing committees of the Corporation and, except as otherwise provided, need not be comprised of Directors. These Centers may be eliminated or renamed, their responsibilities revised, and Article VIII/Section I and Article IX/Section I amended to reflect those changes, by majority vote of the Board.

(a) The Tefillah Center shall be responsible for the ritual aspects of all religious services and functions of the Congregation (subject however to the determinations, if any, of the Rabbi), including, but not limited to, conferring the various ritual honors, appointing the various persons to lead services (in the absence of a permanent Shliach Tzibur appointed by the Corporation), supervising the Chevra Kaddisha, and arranging for special services and minyanim. The Vice President (Tefillah) shall chair this committee and, subject to direction from the President, shall have the power to appoint and remove members and to constitute subordinate committees,

(b) The Clal Yisrael Center shall be responsible for organizing community outreach, and Israel-focused activities, including but not limited to Israel Bonds, outreach to the community and to other organizations, and activities relating to the eruv and mikvaot. The Vice President (Clal Yisrael) shall chair this Center and, subject to direction from the President, shall have the power to appoint and remove members and to constitute subordinate committees.

(c) The Kehilla Center shall be responsible for communal and social programming, hospitality for guests and new members, promoting Kemp Mill and KMS as a destination for families to relocate to, membership recruitment, and welcoming and onboarding of new members. The Vice President (Kehilla) shall chair this Center and, subject to direction from the President, shall have the power to appoint and remove members and to constitute subordinate committees. (Amended by the Board June 17, 2019)

(d) The Limmud Torah Center shall be responsible for all educational events and projects undertaken or sponsored by the Corporation, other than youth-focused activities, including but not limited to adult education, scholars-in-residence programs, melavah malkas, and the maintenance and supervision of the Library. The Vice President (Limmud Torah) shall chair this Center and, subject to direction from the President, shall have the power to appoint and remove members and to constitute subordinate committees.

(e) The Youth Center shall be responsible for all youth educational, religious and cultural programs. The Vice President (Youth) shall chair this Center and, subject to direction from the President, shall have the power to appoint and remove members and to constitute subordinate committees. The Vice President (Youth) also shall supervise the activities of any Youth Director or similar employee that the Board or Executive Committee may from time to time engage, but shall not have the authority to hire or remove any such employee.

(f) The Development Center shall be responsible for the Corporation's Capital Campaign, fund-raising and related tasks. The Vice President (Development) shall chair this Center, and, subject to direction from the President, shall have the power to appoint and remove members and to constitute subordinate committees.

(g) The Finance Center shall be responsible for the Corporation budget and related tasks. The

Treasurer shall chair this Center, and, subject to direction from the President, shall have the power to appoint and remove members and to constitute subordinate committees.

(h) The Administration Center shall be responsible for office, maintenance and kitchen staff; security staff and volunteers; kitchen operations; communications and publicity; day-to-day building usage (i.e. kiddushim, smachot, shiurim; and technology. The Vice President (Administration) shall chair this Center and, subject to direction from the President, shall have the power to appoint and remove members and to constitute subordinate committees. (Amended by the Board October 15, 2018)

(i) The House and Grounds Center shall be responsible for the physical maintenance and upkeep of the building and grounds, which includes but is not limited to, security systems, fire suppression and warning system, and kitchen appliances. The Vice President (House and Grounds) shall chair this Center and, subject to direction from the President, shall have the power to appoint and remove members and constitute subordinate committees. (Amended by the Board October 15, 2018)

(j) The Chesed Center shall be responsible for (i) promoting KMS involvement in local chesed organizations (ii) planning and participating in social action activities in the Jewish and broader community, (iii) organizing inclusion activities and shabbatons, and (iv) providing meals and support for shivas, new babies and members in need. The Vice President (Chesed) shall chair this Center and, subject to direction from the President, shall have the power to appoint and remove members and to constitute subordinate committees. (Amended by the Board June 17, 2019)

Section 2. Special Committees. Special committees of the Board may be designated at the direction of the Board or the President . Members of each such committee need not be Members or Associate Members of the Corporation, and the party that established such special committee (either the Board or the President) shall appoint the committee members and chairs. Any special committee member may be removed by the party authorized to appoint such member whenever in the judgment of such party the best interests of the Corporation shall be served by such removal. The Board shall be required to approve the composition of any special committee designated by the President including the removal of any special committee member.

Section 3. Term of Office. Each member of a committee shall continue as such until the next annual meeting of the Members and until his successor is appointed, unless the committee shall be sooner terminated, or unless such member is removed from such committee, or unless such member shall cease to qualify as a member thereof.

Section 4. Vacancies. Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

Section 5. Quorum. Unless otherwise provided in a resolution of the Executive Committee, a majority of the whole committee shall constitute a quorum, and any business of a committee (other than the Executive Committee) can take place in the absence of a quorum, absent objection from a committee or member.

Section 6. Rules. All committees shall operate under the latest edition of Roberts' Rules of Order except where inconsistent with these By-laws.

ARTICLE X

CONTRACTS, CHECKS, DEPOSITS AND FUNDS

Section 1. Contracts. The Executive Committee and/or the Board may authorize any person in addition to the officers so authorized by these By-laws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

Section 2. Checks, Drafts, etc. All checks, drafts or other orders for the payment of money, notes or other evidence of indebtedness issued in the name of the Corporation shall be signed by such officer or officers, agent or

agents of the Corporation, and in such manner as shall from time to time be determined by resolution of the Executive Committee or the Board. In the absence of such determination by the Executive Committee or the Board, such instrument shall be co-signed by any two of the following officers: the Treasurer, the President, the First Vice President or the Vice President (Administration) of the Corporation.

Section 3. Deposits. All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories or such legal investments as the Executive Committee select.

Section 4. Gifts. The Executive Committee may accept on behalf of the Corporation any contribution, gift, bequest, or devise for the general purpose or for any special purpose of the Corporation.

ARTICLE XI

RABBI

Section 1 The Members may elect a new Rabbi from time to time by a vote of the Members. Such vote shall, at the election of the Board, take place either at a Special Meeting called for such purpose or without a Special Meeting by a vote of the Members taken at a special election called for such purpose. At such Special Meeting or special election, the Rabbi will be elected either by a simple majority vote or a supermajority vote, as determined by the Board in its sole discretion, with every Full Member entitled to one vote. Members shall not be permitted to assign their votes by proxy (including from one spouse to another), and for the avoidance of doubt, if a Full Member consists of two spouses, each spouse shall have one vote and if a Full Member consists of one individual, such individual shall have one vote.

Section 2 – The Rabbi shall be a holder of a duly conferred smicha, or ordination, from an Orthodox Yeshiva, an Orthodox rabbi or an Orthodox Halachic institution.

Section 3 - The Rabbi shall be the halachic authority for all religious aspects and functions of the Corporation.

Section 4 – Additional duties of the Rabbi, not in conflict with the terms of these Bylaws, may be incorporated in the contractual agreement arranged by the Corporation with the Rabbi or determined by the Board from time to time.

Section 5- Negotiation, renewal and termination of the Rabbi's contract shall be the responsibility of the Board.

ARTICLE XII

FISCAL MANAGEMENT

Section I. Fiscal Year. The fiscal year of the Corporation shall begin on the first day of January each year and shall end on the last day of December of each year.

Section 2. Financial Statements. At each Annual Meeting of Members, the Corporation shall furnish its Members with a statement of income and disbursements of the Corporation for such fiscal year.

Section 3. Dues and Assessments. The Executive Committee shall determine the maximum periodic dues and assessment(s) for Members and Associate Members subject to approval by a majority of the Board. Any due or assessment may be reversed by vote of a majority of all Members of the Corporation present at the Corporation's annual meeting or at a special meeting called for such purpose. Any such vote reversing a due or assessment must specify an alternative or remand to the Executive Committee for a new determination. If no new dues or assessments are approved, the prior year's dues will remain in force for the following year.

ARTICLE XIII

BOOKS AND RECORDS

The Corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Membership, Executive Committee, Board, standing committees, and special committees, and shall keep a record giving the names and addresses of the Members. All books and records of account of the Corporation may be inspected by any Member, or his agent or attorney, for any proper purpose at any reasonable time, provided that the costs of such inspection, if any, shall be borne by such Member.

ARTICLE XIV

SEAL

The Board shall provide a corporate seal that shall be in the form of a circle and shall inscribe thereon the name of the Corporation and the words "Corporate Seal, Maryland,"

ARTICLE XV

WAIVER OF NOTICE

Whenever any notice whatever is required to be given under the provisions of the Laws of Maryland or under the provisions of the Articles of Incorporation or the By-laws of the Corporation, a waiver thereof in writing signed by the person or persons entitled to each notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE XVI

SETTLEMENT OF DISPUTES

Any dispute arising out of or relating to any provisions of these By-laws or to the rights, benefits and obligations attendant to membership ("Dispute") shall be settled by a Din Torah in accordance with procedures to be determined by the Rabbi or, if either of the parties to the Dispute refuses to submit to a Din Torah as just described, then such Dispute shall be settled by a Bet Din appointed by the Beth Din of America ("BDOA") or any successor (hereinafter the "Bet Din"). The Bet Din: (i) shall conduct the Bet Din's process and proceedings in accordance with the Rules and Procedures of the BDOA in place at the time of initiation of the Bet Din's proceeding, which Rules and Procedures the Bet Din may modify, if necessary or appropriate in the Bet Din's sole discretion with notice to the parties; and (ii) shall issue its award or decision based on Orthodox Jewish Law and/or principles of equity generally. Any decision or award of such Bet Din shall be binding on the Corporation, its Members and Associate Members, and on members of committees of the Corporation (whether standing or special), and may be entered as a judgment in any court of competent jurisdiction. All Members or Associate Members of the Corporation, and any members of committees of the Corporation (whether standing or special), upon their applications for Membership or Associate Membership, or acceptance of positions on committees, are deemed to accept and be bound by this Article XVI.

ARTICLE XVII

AMENDMENTS

Except as otherwise provided herein, these By-laws may be amended or modified at any time, or from time to time at an annual meeting or Special Meeting called for that purpose by the affirmative vote of two-thirds (2/3) of the votes at such meeting. Section 1 of Article VIII and Section 1 of Article IX of these By-laws may be amended by majority vote of the Board. Article II shall not be amended or modified at any time except by the affirmative vote of at least ninety percent (90%) of the total Members of the Corporation, anything herein to the contrary notwithstanding.

ARTICLE XVIII

EFFECTIVE DATE

Section I. Immediate Effectiveness. These revised By-laws shall become effective and be in full force and effect immediately upon approval

ARTICLE XIX

INSURANCE

Upon and in the event of a determination by the Board, the Corporation shall purchase and maintain insurance on behalf of the Directors, Officers, and agents of the Corporation against any liability asserted against or incurred by the agents in such capacity whether or not the Corporation would have the power to indemnify the agents against such liability.

President: Benjamin Berkowitz

Secretary: Lauren Shaham

Date approved by Board: May 4, 2014

Date approved by Members: June 30, 2014

President: Saul Newman October 15, 2018

V.P. Administration: Risa Margulies October 15, 2018

Board Amendment Article VIII, EXECUTIVE COMMITTEE, Section 1.: October 15, 2018

Board Amendment Article IX, COMMITTEES, Section 1.: October 15, 2018

President: Saul Newman June 17, 2019

V.P. Administration: Marcy Wolf June 17, 2019

Board Amendment Article VIII, EXECUTIVE COMMITTEE, Section 1.: June 17, 2019

Board Amendment Article IX, COMMITTEES, Section 1.: June 17, 2019