

**THIRD AMENDED AND RESTATED  
BYLAWS**

**of**

**DAT MINYAN, INC.**

**ARTICLE 1  
NAME AND OFFICES**

**Section 1.1.** The name of this corporation shall be DAT MINYAN, INC., (the “Congregation”).

**Section 1.2.** The principal office of the Congregation shall be located at 6825 E. Alameda Avenue, Denver, Colorado 80224. The Congregation may have such other offices, either within or outside the State of Colorado, as the Board of Directors (the “Board”) may designate, or as the business of the Congregation may require from time to time.

**ARTICLE 2  
PURPOSES AND OBJECTIVES**

The Congregation is organized exclusively under and by virtue of the laws of the State of Colorado concerning nonprofit corporations and shall have and exercise all of the rights, powers and privileges granted to such corporations by those laws, as amended from time to time, subject to the restrictions and limitations contained in the Congregation’s Articles of Incorporation and these bylaws. The purposes and objectives of the Congregation shall be to establish and maintain a synagogue whose spiritual and educational practices are consistent with Orthodox Jewish law (halacha).

**ARTICLE 3  
MEMBERSHIP, DUES, AND OTHER ASSESSMENTS**

**Section 3.1.** All Jews are eligible to apply for membership in the Congregation. The determination of whether a person is Jewish shall be made by the Rabbis of the Congregation in a manner consistent with Orthodox Jewish law (halacha). All applications for membership shall be in writing on a form provided by the Congregation. The applicant must sign the application for the application to be deemed complete. The Board shall review and, if deemed to be in the best interests of the Congregation, approve any application for membership. Upon approval, such applicant shall become a member, effective immediately. No applicant for membership who has been declined by the Board may be proposed again until six (6) months have expired from the date of the Board decision.

**Section 3.2.** The Board shall, at any time and from time to time, establish one or more categories of membership on the terms that the Board determines appropriate, including categories of membership that do not have voting rights. Any such categories that do not have voting rights shall not participate in any membership meetings or votes of the membership of the Congregation. Except for members that do not have voting rights, each member, including family memberships, shall have one vote. The Board may, at any time and from time to time, discontinue any one or more of the categories of membership.

**Section 3.3.** The Board shall annually determine the amount of the annual dues payable by members of the Congregation. The Board may, at any time and from time to time, create categories of membership that have different amounts of annual dues. The Board may, at any time and from time to time, determine other assessments payable by members of the Congregation, and the terms and conditions relating to those assessments. The Board may, at any time and from time to time, waive dues, other assessments, or both, based on financial hardship, in accordance with policies and procedures adopted by the Board. Any member who is more than one (1) month in arrears with respect to annual dues or other assessments to the extent due and payable at that time shall be deemed to no longer be in good standing. For the purpose of this determination, multi-payment plans for annual dues and multi-year assessments must be current as of the applicable time of the applicable year.

**Section 3.4.** Any member of the Congregation who fails to pay dues, other assessments, or financial obligations (e.g., pledges) within a reasonable grace period may be suspended or expelled by affirmative vote of two-thirds of the directors of the Board then in office. No suspension or expulsion shall be effective unless the member of the Congregation has been notified by registered or certified mail that the proposed suspension or expulsion shall be on the agenda of a meeting of the Board of a particular date. The notice must be mailed no later than thirty (30) days in advance of the meeting. A member of the Congregation suspended for non-payment of dues who makes application for reinstatement may be reinstated by affirmative vote of two-thirds of the directors of the Board then in office. The application for reinstatement must be accompanied by payment of the amount of arrears for which he was suspended; provided, however, that the Board may waive part of all of any arrears by affirmative vote of two-thirds of the directors of the Board then in office.

## **ARTICLE 4 MEETINGS OF THE MEMBERS**

**Section 4.1.** . The Congregation shall convene general membership meetings at least once a year, generally in June, on dates specified by the Board. The Secretary shall provide to the members written notice of the general membership meeting at least fourteen (14) calendar days prior to the date of that meeting. At the general membership meeting the membership shall elect directors in accordance with ARTICLE 8 and shall approve the budget for the Congregation for the next fiscal year.

**Section 4.2.** The President, or in the President's absence, the Vice President, may call a special membership meeting in cases of emergency, in that officer's sole discretion. The President must also call a special membership meeting upon a written request from majority of the directors then in office, or whenever requested to do so by the greater of twenty percent (20%) of the membership of the Congregation in good standing or ten (10) members of the Congregation in good standing. The Secretary shall provide to the members of the Congregation reasonable written notice of the special membership meeting, but not less than seven (7) calendar days. The purpose of the special membership meeting must be specified in the notice and no other business may be transacted at that special membership meeting.

**Section 4.3.** Twenty-five percent (25%) of the members of the Congregation in good standing present in person or by proxy shall constitute a quorum for the conduct of business at any general membership meeting or special membership meeting.

**Section 4.4.** Except as may otherwise be provided, an affirmative majority vote of those members of the Congregation in good standing present in person or by proxy, cast at a general membership meeting or special membership meeting, shall constitute the act of the members of the Congregation.

**Section 4.5.** Members may vote in person or by proxy at a general membership meeting or at a special membership meeting, except that a member may not vote by proxy at two consecutive meetings. This provision is intended to require a member who has voted by proxy to attend in person at least one general membership meeting or a special membership meeting before being eligible to vote again by proxy. Only proxies given to members of the Congregation in good standing may be voted at the membership meeting, and no member may exercise more than three (3) proxies with respect to a particular matter at a particular membership meeting.

**Section 4.6.** The Secretary, in consultation with the President, shall be responsible for making determinations in accordance with these bylaws as whether a particular member is in good standing and whether a particular member is eligible to vote by proxy. Such determinations shall be final and conclusive.

## **ARTICLE 5 RABBIS**

**Section 5.1.** Religious authority within the Congregation shall be vested in the duly elected Rabbi or Rabbis of the Congregation (individually or collectively referred to as the "Rabbi"). The initial Rabbi shall be appointed under terms and conditions to be determined by the Board. If the office of Rabbi is vacant, questions requiring rabbinic determination shall be referred to an authoritative Orthodox rabbinic body recognized as such among Orthodox Jewry, as determined by the Board.

**Section 5.2.** The office of the Rabbi may be held or administered only by a duly ordained Orthodox Rabbi who has received ordination from an Orthodox rabbinic authority recognized as such among Orthodox Jewry. The Board will make such determination, in consultation with the current Rabbi, if any, and with deference to the Rabbi regarding matters of Orthodox Jewish law (halacha) affecting such determination.

**Section 5.3.** . The Rabbi's jurisdiction and duties shall include all functions traditionally allocated to his office as a spiritual leader of the Congregation. The Congregation shall at all times defer to the Rabbi's pronouncements regarding Orthodox Jewish law (halacha), practice, and teaching. The Rabbi shall render definitive responses to inquiries submitted to him by members on questions of Orthodox Jewish law (halacha), practice, and teaching. The Rabbi may officiate at marriage ceremonies and funerals when requested, subject to conformity of the marital and funereal arrangements with Orthodox Jewish law (halacha). The Rabbi shall supervise educational activities and give direction to cultural programs under the sponsorship of the Congregation. Additional specific duties of the Rabbi not in conflict with the terms of these bylaws may be incorporated in a contractual agreement, if any, entered into between the Congregation and the Rabbi, including the division of such rabbinic duties and responsibilities in the event more than one Rabbi is serving the Congregation at the same time.

**Section 5.4** If the office of Rabbi becomes, or is expected to become, vacant from time to time, a search committee (the "Rabbinic Search Committee"), selected by the President and approved by an affirmative two-thirds vote of directors of the Board then in office, shall undertake the procedure for selecting and enlisting candidates for the office of Rabbi. The Rabbinic Search Committee shall consist of between eight (8) to twelve (12) members, and its composition shall be fairly representative of the entire membership of the Congregation. The Rabbinic Search Committee shall submit its recommendations to the Board, which shall then arrange meetings with the candidates and enable the Congregation to be addressed by the candidates. The Rabbinic Search Committee shall strive to reach a consensus, but in no event shall it recommend a candidate without approval of at least an affirmative two-thirds vote of the committee members. Upon approval of the Rabbinic Search Committee's recommendation by a majority of the directors of the Board then in office, the Board shall submit its final recommendation to the members of the Congregation. Notwithstanding any other voting requirement in Article 4 of these bylaws, the vote to approve the Board's recommendation shall require a two-thirds majority of the votes of the members of the Congregation in good standing present in person or by proxy, cast at a general membership meeting or special membership meeting of the Congregation.

**Section 5.5.** The terms of the Rabbi's contract for employment shall be determined from time to time by the Board and the Rabbi's annual compensation, including parsonage, need not be disclosed to the Congregation. Following the expiration of the Rabbi's initial contract term and upon approval of the retention of the Rabbi and/or a new contract by a majority of the directors of the Board then in office, his retention and/or renewal of any expiring contract shall be submitted to the members of the Congregation for a vote. The Rabbi shall be retained upon the affirmative vote of a majority of the members of the Congregation present in person or by proxy at any general or special

membership meeting at which such vote is conducted. In conducting such vote at any general or special membership meeting, the presiding officer of the Congregation need not disclose details of any contract approved by the Board in accordance with the terms of this Section 5.5.

## **ARTICLE 6 OFFICERS AND TERMS OF OFFICE**

**Section 6.1.** The officers of the Congregation shall be a President, Vice President, Secretary, and Treasurer. The Board shall annually determine which Board members will serve in these roles at the first Board meeting immediately following the general membership meeting at which director elections are held. The Board may, at any time and from time to time, also appoint one or more vice presidents, an assistant secretary, an assistant treasurer, or any other officers the Board deems necessary.

**Section 6.2.** Officers may resign from time to time by providing written notice to the Secretary, or in the event of a resignation by the Secretary, to the President. Such resignation shall be effective upon receipt, unless the notice specifies a later effective date. Unless otherwise specified in the notice, the acceptance of such resignation shall not be necessary to make it effective. The Board shall fill any resulting vacancy for the unexpired term by an affirmative majority vote of the directors of the Board then in office. If the officer also resigns as a director, that person shall not participate in the vote. Officers may be removed, with or without cause, by an affirmative two-thirds vote of the directors of the Board then in office.

## **ARTICLE 7 DUTIES OF OFFICERS**

**Section 7.1.** The President shall be the chief executive officer of the Congregation and have general supervision over its business affairs and its officers, agents and employees, subject to the supervision of the Board. The President shall organize agendas and preside at all meetings of the Board. The President shall serve as ex-officio member of all committees. The President shall sign and execute in the name of the Congregation all deeds, contracts, and other instruments authorized by the Board. The President shall perform all other duties incident to the office of President as may be assigned by the Board.

**Section 7.2.** The Vice President shall assist the President in the discharge of the President's duties, and in the absence of the President, shall assume the administrative duties vested in the President. The Vice President shall perform all other duties incident to the office of the Vice President and such other duties as may be assigned by the Board or the President.

**Section 7.3.** The Secretary shall consult with the President in preparing the agenda for all meetings of the Board. The Secretary shall maintain minutes of all Board meetings and shall be the custodian of the records of the Congregation. The Secretary shall perform

all other duties incident to the office of the Secretary and such other duties as may be assigned by the Board or the President.

**Section 7.4.** The Treasurer shall have responsibility for all funds and securities of the Congregation. The Treasurer shall deposit all funds in the name of the Congregation and carry out the financial transactions of the Congregation upon approval of the President and Board as may be appropriate. The Board may designate those persons upon whose signature or authority such funds may be disbursed or transferred. The Treasurer shall prepare and present a report of all receipts and disbursements for Board meetings and meetings for the members of the Congregation. The Treasurer shall perform all other duties incident to the office of the Treasurer and such other duties as may be assigned by the Board or the President.

## **ARTICLE 8 ELECTION OF DIRECTORS**

**Section 8.1.** A nominating committee (the “Nominating Committee”) shall be responsible for annually nominating to the Board a slate of candidates to fill any vacancies that would occur either as a result of the expiration of the term of any director or of any vacancies created in connection with an increase in the size of the Board that is scheduled to be effective in conjunction with any general membership meeting at which ordinary director elections are to occur. At the regular monthly Board meeting held in March, the President shall propose to the Board a Nominating Committee consisting of three (3) members of the Board and three (3) members of the Congregation who are not directors. The Board shall review and, if appropriate, approve the Nominating Committee by an affirmative majority vote of directors of the Board then in office. The composition of the Nominating Committee shall be made public to the members. The Nominating Committee shall prepare a slate of directors for recommendation by the Board to the membership, and shall submit its proposed slate to the Board for approval at the regular monthly Board held in May. The Board shall review and, if appropriate, approve the proposed slate by an affirmative majority vote of directors of the Board then in office, and shall include the election of the proposed slate of directors as a topic in the agenda for the general membership meeting generally held in June. Election may be held by closed ballot.

**Section 8.2.** Persons other than those recommended by the Nominating Committee and the Board may be nominated for office provided that the nomination is submitted in writing to the Secretary, not later than seven (7) days before the applicable general membership meeting, by persons constituting at least five percent (5%) of the members in good standing of the Congregation.

**Section 8.3.** No one may be nominated to serve as a director unless that person has been a member in good standing for a period of six (6) months prior to that nomination.

## **ARTICLE 9**

## **BOARD OF DIRECTORS**

**Section 9.1.** The Board shall consist of no fewer than three (3) and no more than eleven (11) individuals. No individual shall be entitled to compensation for services in their capacity as a member of the Board. The most recent past President shall also serve as an ex-officio member of the Board, to the extent such person is not otherwise a director of the Board.

**Section 9.2.** The directors shall be classified into three (3) classes, Class I, Class II, and Class III, divided as equally as possible. At the first annual general membership meeting at which directors stand for reelection, the Class I directors shall stand for reelection. At the second general membership meeting at which directors stand for reelection, the Class II directors shall stand for reelection. At the third general membership meeting at which directors stand for reelection, the Class III directors shall stand for reelection. At each annual election thereafter, the successor to the class of directors whose terms expire that year shall be elected to hold office for a term of three (3) years or until that director's successor is duly elected and qualified. If the Board fills a vacancy during a particular year and that class of the director would not otherwise stand for reelection at that time, that directorship shall also be subject to reelection at the next annual election, for the unexpired term of such director.

**Section 9.3.** The purpose of the Board is to oversee the operations of the Congregation. The Board will approve or establish major administrative policies, including the budget, and perform duties that are specified in these bylaws.

**Section 9.4.** The Board will convene regular monthly meetings, on dates specified by the President. The Secretary shall provide to each director written notice of the regular Board meeting at least fourteen (14) calendar days prior to the date of that meeting.

**Section 9.5.** The President, or in the President's absence, the Vice President, may call a special Board meeting in cases of emergency, in that officer's sole discretion. The President must also call a special Board meeting upon a written request from a majority of the directors then in office. The Secretary shall provide to the directors reasonable written notice of the special Board meeting, but not less than two (2) calendar days. The purpose of the special Board meeting must be specified in the notice and no other business may be transacted at that special Board meeting.

**Section 9.6.** A quorum of the Board shall be a majority of the directors then in office. Except as provided elsewhere in these bylaws, a majority affirmative vote of all directors present in person, including telephonically, shall be necessary to conduct business. Proxy voting by directors is prohibited. A majority of the directors present may adjourn the meeting from time to time without further notice.

**Section 9.7.** Any action required or permitted to 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 directors entitled to vote with respect to the subject matter thereof,

and each director either (1) votes for such action or (2) against such action or (3) abstains from voting and waives the right to demand that a meeting be held for purposes of voting to take action. Action without a meeting may be taken if the affirmative vote for such action equals or exceeds the minimum number of votes required to take such action at a meeting of the Board.

**Section 9.8.** . Directors may resign from time to time by providing written notice to the Secretary, or in the event of a resignation by the director serving as Secretary, to the President. Such resignation shall be effective upon receipt, unless the notice specifies a later effective date. Unless otherwise specified in the notice, the acceptance of such resignation shall not be necessary to make it effective. The Board shall fill any resulting vacancy for the unexpired term by an affirmative majority vote of the directors of the Board then in office. Directors may be removed, with or without cause, by an affirmative two-thirds vote of the directors of the Board then in office.

**Section 9.9.** Regular attendance at regularly scheduled monthly meetings of the Board is expected. Three consecutive unexcused absences from regularly scheduled monthly meeting of the Board by any director shall result in the immediate dismissal of such director from the Board. The vacancy created by such dismissal shall be filled in accordance with Section 9.8. The determination of whether a director's absence from a meeting is excused or unexcused shall be made in the sole discretion of the President. The President may retroactively grant an excusal from a meeting.

## **ARTICLE 10 COMMITTEES**

**Section 10.1.** The Board shall authorize and define the powers and duties of all committees, including, but not limited to, the Rabbinic Search Committee and the Nominating Committee described elsewhere in these bylaws. No committee shall have the authority to bind the Congregation. No proxies may be used to conduct committee business.

**Section 10.2.** The President shall appoint a director to serve as the chairperson or co-chairperson of a committee. That director shall report on such committee's activities to the Board. The President may appoint other members of the Congregation to serve on the committees, and may remove a member of the committee (including a director) when in the President's judgment the best interests of the Congregation shall be served by such removal. A committee member shall serve until the next annual meeting of the members of the Congregation and until the committee member's successor is appointed, unless the committee is sooner terminated, or unless that committee member is removed from the committee.

**Section 10.3.** The chairperson of a committee may call a meeting of the committee at any time. A majority of the committee members shall constitute a quorum at any committee meeting. Except as may otherwise be provided, an affirmative majority vote of the committee members present shall be sufficient for the committee to transact business.

## **ARTICLE 11 CONTRACTS, LOANS AND DEPOSITS**

**Section 11.1.** The Board may authorize any officer or officers, agent or agents to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Congregation, and such authority may be general or confined to specific instances.

**Section 11.2.** No loans shall be contracted for on behalf of the Congregation and no evidence of indebtedness shall be issued in the name of the Congregation unless authorized by the Board. Such authority may be general if confined to a specific dollar limit determined from time to time by resolution of the Board and shall otherwise be confined to specific instances. No loan shall be made to any officer or director of the Congregation.

**Section 11.3.** All checks, drafts, or other orders for payment of money, notes, or other evidence of indebtedness issued in the name of the Congregation shall be signed by the appropriate officers of the Congregation and in such manner as shall from time to time be determined by the Board.

**Section 11.4.** All funds of the Congregation not otherwise employed shall be deposited from time to time to the credit of the Congregation in such banks, financial institutions, or other custodians, as shall from time to time be determined by the Board.

**Section 11.5.** The Board shall have the authority to designate any bank, trust company, brokerage firm, or investment advisor to manage the assets and investment of the assets of the Congregation.

## **ARTICLE 12 AMENDMENT**

**Section 12.1.** . The Board shall have the power to make, alter, amend, and repeal these bylaws, by affirmative vote of a majority of the Board; provided, however, that the action is proposed at a regular or special meeting of the Board and adopted at a subsequent regular meeting of the Congregation. All bylaws made by the Board may be altered, amended, or repealed by a majority of all of the members of the Congregation.

## **ARTICLE 13 DISSOLUTION**

If the Congregation ever dissolves or terminates its affairs, the Board shall distribute the Congregation's assets and none of its debts, to other organizations having similar purposes to those of the Congregation.

**ARTICLE 14**  
**FISCAL YEAR**

The fiscal year of the Congregation shall end on the last day of June in each calendar year.

**EFFECTIVE** the 13<sup>th</sup> day of June, 2017.