

**AMENDED AND RESTATED
CONSTITUTION AND BY-LAWS
OF
TEMPLE BETH EL, INC.
AS OF OCTOBER 25, 2015**

This document represents the combined Constitution and By-laws of Temple Beth El, Inc., a Delaware nonstock religious corporation (“TBE”). From and after the date set forth above, this combined Constitution and By-laws will be known as, and are referred to throughout the remainder of this document as, the “By-laws” of TBE.

**ARTICLE I
NAME AND REGISTERED OFFICE**

1.1. Name. The name of the corporation shall be Temple Beth El, Inc. (“TBE”)

1.2. Registered Office. The registered office of TBE shall be at 301 Possum Park Road, Newark, Delaware, 19711 or such other place as the Board of Directors of TBE (the “Board”) shall determine, provided that upon any change to the registered office location, the certificate of incorporation of TBE shall be amended to reflect such change.

**ARTICLE II
MISSION AND PURPOSE**

2.1. Mission Statement. Consistent with the purpose as set forth in the certificate of incorporation of TBE, the mission of TBE is to maintain a synagogue and educational, religious, and social activities to further the goals of the synagogue and Judaism and to provide cultural and moral leadership for the Jewish population of the greater Newark, Delaware and surrounding community, including neighboring areas in Pennsylvania, Maryland and New Jersey. The certificate of incorporation of TBE may set forth a broader purpose, it being understood that the purpose as set forth in these By-laws shall be the core purpose and shall not be a limitation on the authority of TBE; provided, however, that TBE shall not carry on any activities not permitted to be carried on by an organization exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or a corresponding section of any future federal tax code.

**ARTICLE III
AFFILIATION AND RELIGIOUS PRACTICES**

3.1. Religious Leadership. The Congregation will be guided by its Rabbi(s), its Ritual Committee, and the Board in its religious practices.

3.2. Current Reconstructionist Affiliation. TBE is presently affiliated with the Reconstructionist movement and will be guided by the national body of the movement while it remains so affiliated.

3.3. Change in Affiliation. TBE may, by a vote of the membership, choose to unaffiliate, reaffiliate or change its affiliation to another national organization of Jewish

congregations. Any such unaffiliation or change in affiliation must be approved by a 2/3 affirmative vote of the members eligible to vote and present at two consecutive congregation meetings. After a 2/3 affirmative vote on such matter at a duly noticed congregation meeting, a second meeting at which the congregation shall consider such unaffiliation, reaffiliation or change in affiliation shall be noticed, upon a minimum of 10 days' prior written notice, which notice shall include an agenda setting forth the purpose of such meeting.

ARTICLE IV MEMBERSHIP

4.1. Eligibility. Any person following the Jewish faith, eighteen (18) years of age or over, may be approved as a member by a majority vote of the Board, and may become a member as an individual or as a part of a family.

4.2. Membership Units. A membership unit will be either an individual or a family. A "family" will be defined as spouses or partners residing at the same address, any dependent children, and all other permanent residents of the household. The spouse or partner of a member in good standing who registers as part of a family unit will also be entitled to the privileges of membership in the applicable membership category.

4.3. Membership Renewals; Pledges. Membership will be renewed each fiscal year, upon pledging payment of annual fees and dues in accordance with the then-applicable dues schedule. An acceptable initial payment will be established by the Board, but may be modified on a case-by-case basis by the President or the Treasurer. The President or Treasurer each will have authority, acting individually, to approve special financial arrangements.

4.4. Other Membership Categories. Honorary membership may be conferred by a majority vote of the Board. Honorary memberships are non-voting and are subject to such additional conditions and restrictions as are established by the Board from time to time and set forth in the Policies and Procedures Manual. The Policies and Procedures may also provide for special membership categories and define the eligibility requirements and benefits applicable to each. Such special categories may include but are not limited to associate membership categories for Babayit (members of another congregation residing within a specified radius from TBE) and Choots Labayit (persons whose legal residence is further than a specified distance from TBE).

4.5. Dues. Members will pay annual dues, assessments, and other fees as determined by the Board. The Treasurer shall forward the names of any members who fail to pay the financial obligation due by them to TBE by the end of the fiscal year in which the debt was incurred to the Membership Review Committee or, if no Membership Review Committee has been appointed, to the President.

4.6. Membership Review Committee. When and as needed, in the determination of the President, a Membership Review Committee shall be formed. The Membership Review Committee will be comprised of the Temple President, Treasurer, and one member of the congregation at large who is not a member of the Board. The at-large member will be appointed

by the President and ratified by the Board. The Membership Review Committee will be chaired by the Treasurer and will meet, as needed, semi-annually or upon call of the chairperson.

4.7. Authority of Membership Review Committee. The Membership Review Committee may waive, extend or modify any pledge or financial obligation due from a member and may recommend termination of a membership based on failure to pay dues or assessments, or if a member engages in any pattern of action, statements, or conduct, which is contrary to the best interests of TBE. The Board will vote on termination of membership and take other appropriate action to resolve the outstanding obligations as set forth in the second paragraph of this Section 4.7. The Membership Review Committee may initiate proceedings to consider a potential change to the membership status of a member by providing such member with written notice by certified mail and another method of acceptable notice to the member's home address at least three (3) weeks before the proposed date of a meeting at which such review will take place. Such member shall have the right to appear and be heard at such meeting.

Following a meeting (noticed as set forth above) at which a review of a member's membership status is conducted, the Membership Review Committee may recommend to the Board the termination of that member's membership in TBE. The Board will vote on revocation of the membership, which shall require a 2/3 vote in favor of revocation, and shall have the authority to take appropriate action to resolve any outstanding obligations of the member whose membership is under review.

ARTICLE V PRIVILEGES OF MEMBERSHIP

5.1. Basic Membership Privileges. A "regular member" means a member that is not an Associate Member or a member of any other special membership category established under the Policies and Procedures having rights and privileges different from those of regular members. The privileges of Associate Members shall be as specified in the Policies and Procedures and, if no limitations are imposed by the Policies and Standards for a category of Associate Member or special membership category, members in such categories shall have the same privileges as regular members. Membership privileges for regular members will include but not be limited to, the following:

- A. To attend all religious, educational, and social activities of TBE and to participate in religious activities in accordance with the ritual policies and procedures established by the Board.
- B. To speak at all meetings of the members.
- C. To attend all meetings of the Board (other than executive sessions).
- D. To vote at all meetings of the members on non-religious matters.
- E. To enroll their dependent children in TBE's religious school, subject to any applicable Policies and Procedures established by the Board.
- F. To participate in all religious services provided for the congregation, including the High Holy Days, subject to the limitations with respect to participation in ritual events applicable to non-Jewish family members.

5.2. Privileges Restricted to Jewish Members. Jewish members of TBE will have these additional membership privileges not granted to non-Jewish members.

- A. To participate in religious activities of TBE.
- B. To hold office or serve on the Board of TBE or to serve as the president of an auxiliary organization of TBE (e.g., Sisterhood or Men's Club).
- C. To vote on religious matters at all general meetings.

The Board may define "religious activities" or "religious matters" in written policies not inconsistent with the certificate of incorporation of these By-laws

5.3. Voting Eligibility. The right to vote, as set forth above, is limited to a regular member (or a member of another membership category expressly entitled to vote) in good standing and, if the member is registered as a family, the member's spouse or partner above the age of 18, as described in Section 4.1, but subject to the restrictions in Section 5.2 with respect to voting on particular matters. Children who are part of a family membership with their parent(s) are not entitled to vote, regardless of their ages.

5.4. Definition of Good Standing. A member in "good standing" shall mean a member who is current (that is, no more than 60 days in arrears according to the Treasurer's records) with respect to dues, building fund obligations and other material financial obligations owed to TBE, or to whom special accommodations have been made, provided that such member is in compliance with the terms of such accommodations.

5.5. Resignations. A member wishing to resign shall tender a written resignation to the Board and, unless otherwise specified, such resignation shall be binding on all household or family members that are a part of the applicable membership unit.

ARTICLE VI OFFICERS

6.1. Titles. The officers of TBE will consist of a President, four Vice Presidents, a Secretary, a Treasurer, and a Financial Secretary. Officers may, where appropriate, delegate duties and tasks to TBE employees, provided that the responsible officer oversees the implementation of the delegated matters.

6.2. President. It will be the duty of the President to serve as chairperson of all meetings of the congregation and of the Board; to sign all documents for the Board; to sign checks, vouchers, and notes as may be directed by the Board (and approved by the congregation, where required under these By-laws); and to be an ex-officio member of all committees. The President will provide leadership for the congregation. The President shall be the representative of the Board of Directors to whom the Rabbi and administrative staff shall report.

6.3. First Vice President. The First Vice President will assist the President in the discharge of his/her duties and, in case of the President's absence, will discharge all of the duties of that office. The First Vice President will participate in developing and maintaining liaison with other organizations in the community and will advise the President regarding them. He/she will oversee ritual, education and administrative matters and work with committees as specified in Section 10.2 of these By-laws and other committees that the President assigns.

6.4. Second Vice President. The Second Vice President will assist the President in the discharge of his/her duties and, in the absence of the President and First Vice President, will preside at meetings. The Second Vice President will oversee financial matters and will work with committees as specified in Section 10.3 of these By-laws and other committees that the President assigns.

6.5. Third Vice President. The Third Vice President will assist the President in the discharge of his/her duties and, in the absence of the aforementioned officers, will preside at meetings. The Third Vice President will oversee membership, recruitment and social and cultural programs and will work with committees as specified in Section 10.4 of these By-laws and other committees that the President assigns.

6.6. Fourth Vice President. The Fourth Vice President will assist the President in the discharge of his/her duties and in the absence of the aforementioned officers, will preside at meetings. The Fourth Vice President will oversee maintenance of the physical facilities (house and grounds). He/she will work with committees as specified in Section 10.5 of these By-laws and other committees that the President assigns.

6.7. Secretary. The Secretary will keep a written record of the proceedings of the Congregation and of the Board, and issue or cause the issuance of notices for meetings. The Secretary shall keep or ensure that appropriate employees maintain a complete list of all members of the congregation.

6.8. Treasurer. The Treasurer shall notify members of their financial obligations to TBE, shall see all monies and valuable papers belonging to TBE and not specifically entrusted to other officers are safeguarded in a manner consistent with the policies of the Board. The Treasurer will have the authority to sign checks and vouchers. The Treasurer will maintain a list of members in good standing and will supply the President with a complete list of members in good standing upon request. The Treasurer will work with the auxiliary organizations of the TBE to standardize accounting procedures. The Treasurer shall issue all congregational bills. Upon retirement from office, the Treasurer shall deliver to the successor or to the President, all money, books and papers in his/her possession.

6.9. Financial Secretary. The Financial Secretary shall be responsible for creating and maintaining the written records of receipts and expenditures of TBE and for reporting the finances of TBE at all meetings of the Board and congregation, as otherwise directed. Except for records pertaining to dues payments and records, if any, pertaining to the Rabbi's Discretionary Fund that are in the possession of the Financial Secretary, both of which are confidential, the financial records maintained by the Financial Secretary will be open to the congregation.

6.10. Elections. The officers will be elected by the membership of TBE for a term of one year by a majority vote of the members present and voting, in the manner set forth in Article VIII. The election will occur at the May congregation meeting and will be preceded by a report of the Nominating Committee.

6.11. Succession.

A. In the event that any member of the Board, except for the President, is not willing or able to serve or complete his or her term, a successor will be appointed by the Board to fill the office until the next regular election is held. In the event that the President is not willing or able to serve or complete his or her term, the Vice Presidents, in order of their position, will be in line to fill the office; provided that no Vice President who was appointed by the Board will be eligible to fill the office of the President during that term.

B. In the event that the positions of President and all Vice Presidents become vacant at the same time or if no Vice President is willing or able to serve as the successor President following the incapacity, resignation or removal of the President, the order of succession for President that will be followed is:

1. the immediate past president
2. if the immediate past president is unwilling or unable to serve, any past president then serving on the Board who is willing to serve.
3. if no past president then serving on the Board is willing to serve, any past president willing to serve.

If more than one past president is willing to serve, the Board shall select from among them.

ARTICLE VII BOARD OF DIRECTORS

7.1. Board Oversight Authority. The management of the affairs of TBE will be vested in the Board, who shall uphold and observe the terms of the certificate of incorporation and these By-laws. The Board shall oversee the management, conduct, and administration of the affairs of TBE, its employees, religious school, property, and buildings. In addition to these duties, the Board shall specifically have the following powers and duties:

- A. To engage employees and/or other professional assistance and to assign their duties and compensation.
- B. To develop Policies and Procedures, consistent with these By-laws, that it may deem advisable for the proper conduct of its meetings and for the general good of TBE.
- C. To establish fees and regulations relating to rental of TBE facilities.
- D. In the absence of an appropriate committee to address specific tasks, the Board may create an ad hoc committee for the purpose of performing such designated tasks.

7.2. Composition. The Board will consist of:

- A. The elected officers of TBE;
- B. The immediate past President;
- C. The Presidents of Men's Club and Sisterhood; and
- D. Eight members of the congregation who have been elected at-large, of

which at least two (2) will be past presidents of TBE.

7.3. Terms. The terms of officers as set forth in Section 6.10 shall also apply to their terms as members of the Board. Each member of the Board elected to an at-large position will be elected by the membership of TBE for a term of two (2) years, with four (4) at-large members (including at least one past president) elected each year.

7.4. Ex-Officio Members. The Rabbi(s) and Temple Administrator (also known as the Director of Administration) will be non-voting, ex-officio members of the Board.

7.5. Financial Oversight. The Board is responsible for all financial matters of TBE including, but not limited to, designation of appropriate financial institutions, all expenditures and assets. All funds of TBE, with the exception of the Endowment Fund, will be maintained in interest-bearing insured accounts, such as savings accounts, money market funds, certificates of deposit, interest-bearing checking accounts or securities, either guaranteed by or backed by the full faith and credit of the government of the United States of America. The Board will not obligate TBE to any capital expenditures, other than those included in the total operating budget, except in cases of emergencies to building and/or grounds, without congregational approval. The Board may establish a petty cash fund.

7.6. Policies and Procedures. The Board, by majority vote, may establish Policies and Procedures necessary or appropriate for the conduct of the affairs of TBE. Without limiting the foregoing, all rental fees and regulations regarding the rental or use of TBE's buildings and other property will be established by the Board.

7.7. Eligibility to Serve. Only Jewish members of TBE may serve on the Board, as provided in Section 5.2.B.

7.8 Regular Meetings. The Board will meet monthly; provided that the President may determine to skip a meeting during the summer months. The monthly meeting time will be determined by each new Board at its first meeting. A majority of voting members of the Board will constitute a quorum of the Board and all matters will be decided by a majority vote of Board members present at a meeting at which a quorum has been obtained, unless otherwise specified in the certificate of incorporation or these By-laws, or required by Delaware law.

7.9. Special Meetings. Special meetings of the Board (a) may be called by the President at his/her discretion, and (b) must be called within fourteen (14) days of receipt by the President of a written request by three (3) members of the Board. The request for a special meeting must indicate the purpose of the meeting.

7.10. Executive Session. The President may call for a closed session of the Board, at which no *ex officio* members, staff, congregants or other observers are present, during any regularly scheduled meeting, either in advance or during the course of the meeting. Minutes of

an executive session at which confidential business is conducted shall be taken and maintained separately from the regular meeting minutes and shall be treated as confidential.

7.11. Meeting Attendance Requirements; Vacancies. A Board member who misses three (3) consecutive or four (4) non-consecutive meetings in one (1) year without prior notifications to the President will be deemed to have offered his or her resignation and such resignation may be accepted and such member removed from the Board by majority vote of the full Board. The Board, upon recommendation of the President, will appoint a person to complete the term of a Board member who has resigned or been removed under this Section 7.11 or impeached under Section 7.12. If an officer resigns or is removed or impeached, Section 6.11 shall apply.

7.12. Impeachment of Officers/Board Members. In order to impeach any Board member (except a Board member who is deemed to have resigned or been removed pursuant to Section 7.11), the Board must recommend impeachment by a vote of 1/3 of the full Board. Following such recommendation, the President shall call a special congregation meeting to consider impeachment, on not less than 10 or more than 30 days' prior written notice. The affirmative vote at that meeting of a majority of the members present and eligible to vote, who must represent at least 10% of the members of the congregation eligible to vote on that matter, will constitute impeachment. The impeachment vote will result in a second special congregational meeting, which shall promptly be noticed for not less than 10 or more than 30 days from the date of such notice, at which a hearing shall be conducted and the officer or Board member facing impeachment shall have an opportunity to respond to the allegations against him or her. Following the presentations, a second vote shall be taken. An affirmative vote at the second meeting of a majority of the members present and eligible to vote, who must represent at least 10% of the voting members of the congregation eligible to vote on that matter, will result in the removal from office, if applicable, and removal as a member of the Board of the individual whose impeachment was approved.

ARTICLE VIII ELECTIONS

8.1. Nomination Process. A nominating committee consisting of five (5) members (two (2) Board members and three (3) non-board members) (the "Nominating Committee") will be appointed by the President in his or her discretion and ratified by the Board at the January Board meeting. The Secretary will send an announcement to the congregation via email (or U.S. mail to those members who have not provided email addresses or who have opted out of email notices) and/or publish a notice in the *Shofar* (or any successor newsletter) at least 30 days prior to the selection of the Nominating Committee allowing any congregant in good standing to request consideration for the three non-Board positions on the Nominating Committee. Within ten days after approval of the Nominating Committee by the Board, the Secretary shall send an announcement of their appointment to all members of TBE via email (or U.S. mail to those members who have not provided email addresses or who have opted out of email notices), together with a notice that any member of the congregation may submit suggestions to the Nominating Committee as to candidates for office and election to the Board. The Nominating Committee is not obligated to select a person whose nomination is suggested by a member of the congregation and is not obligated to give priority to the preferences expressed by sitting Board

members (including those desiring to remain in their existing positions). The Nominating Committee will select at least one (1) person for each office or board position, obtain the acceptance of said nominees, and report back to the Board at the March Board meeting. The President-nominee will be selected first and, upon accepting the nomination, will become an ex-officio member of the Nominating Committee in order to participate in the nomination of the remainder of the slate. The congregation will be informed of the slate of nominees in writing at least ten (10) days prior to the date of the election at the May meeting. Failure to meet the timing deadlines set forth in this Section 8.1 will not invalidate or taint the nomination process.

8.2. Nominations from the Floor. Additional nominations for any position may be made from the floor at the May meeting. A nomination must be seconded by at least two (2) voting members and the person nominated must accept the nomination in person or in writing in order for the congregant's nomination to be valid. Only those persons who have been nominated for office or for election as a director in accordance with the procedures set forth in Section 8.1 or this Section 8.2 shall be candidates.

8.3. Runoff Election. If an office or Board seat is contested, election will be by written ballot by those members present. A majority of the votes cast is required for election. If no candidate has a majority, additional ballots will be taken until a majority has been obtained by one candidate. If more than two (2) candidates are in contention, the candidate with the least votes will be dropped at each reballoting.

8.4. Uncontested Election. If an office or at-large position is uncontested, the Secretary will cast a unanimous ballot for that candidate, and he/she will be declared elected.

8.5. Terms. The term of those elected will commence on the first day of June or at an installation ceremony, whichever occurs first, following the congregational meeting at which the elections were held.

ARTICLE IX CONGREGATIONAL MEETINGS; COMMUNICATIONS

9.1. Notices of Meetings. The Secretary shall provide notice to members of all regular or special meetings not less than ten (10) days or more than sixty (60) days prior to the meeting in any manner permitted under Section 9.2. Any notice of a meeting must specify the time and place of the meeting (if held at a location other than TBE). Any notice of a special meeting must also include a statement as to the purpose of the meeting.

9.2. Methods of Notice and Other Communications. Whenever under the provisions of the certificate of incorporation or these By-laws, a written notice or an announcement is required to be given to members, such notice or announcement may be sent by U.S. mail, addressed to the member or, in the case of a family unit, addressed to one or both of the voting family members, at the address that appears for such member on the membership records of TBE, with postage prepaid, or by electronic transmission (such as email or SMS), and such notice shall be deemed to be given at the time when written notice is deposited in the United States mail or, in the case of electronic transmission, when transmitted to the email

address provided by the member and reflected in the membership records of TBE. By supplying an email address to TBE, each member consents and agrees, on behalf of all members of that member's household entitled to notices, to receipt of notices of meetings and other communications by email, unless any such member entitled to notices notifies TBE at its principal office that such member wishes to receive all or specified notices and/or other communications from TBE by U.S. mail.

9.3. Regular Meetings. Regular meetings of the congregation will be held in October and May of each year on a date designated by the President. The agenda for the meetings will include:

- A. October: Presentation of the annual report, discussion of financial matters for the current fiscal year and report of the audit.
- B. May: Presentation of the annual budget, dues, assessments, and fees for the following fiscal year, report of the Nominating Committee, and election of officers.

9.4. Special Meetings. A special meeting of the congregation will be called at:

- A. the discretion of the President, or
- B. by the President, within sixty (60) days after the receipt of a written request for such meeting signed by members eligible to vote on the matter to be addressed, representing at least 5% of the congregation, or
- C. by the President, within sixty (60) days after a call for such meeting is moved and accepted at a duly constituted congregation meeting, or
- D. by the President, within sixty (60) days after the receipt of a written request of five (5) members of the Board.

Any request for a special meeting must include the purpose of the meeting.

9.5. Matters Recently Considered. Any written request received by the President under Section 9.4 that contains the same subject matter or words of similar context as that discussed by the congregation within the last twelve (12) months shall not be brought before the congregation.

9.6. Matters not on the Agenda. Any motion made during a congregation meeting pertaining to items not on the agenda for that meeting will be tabled for a special meeting to be convened by call of the President within sixty (60) days of the meeting at which the motion was made.

9.7. Quorum. At all meetings of the congregation, a quorum will consist of ten (10) percent of the members of the congregation eligible to vote, as determined on Yom Kippur of that fiscal year. In the absence of a quorum at any meeting, the President will call a new meeting and the Secretary will give notice to the members not less than ten (10) days or more than sixty (60) days prior to such meeting. If it becomes necessary to adjourn a meeting to be reconvened at a future time, such the meeting may adjourned by majority vote, and the Secretary will give notice of the reconvening of the recessed meeting at least ten (10) days in advance.

9.8. No Proxies or Absentee Ballots. No proxies or absentee ballots are permitted at any time.

9.9. Voting on Religious Matters. Consistent with Section 5.2.C, only Jewish members of TBE may vote on religious issues.

9.10. Open Voting. All voting shall be open voting by show of hands, unless:

- A. the vote is for a contested election or removal of an officer or member of the Board;
- B. the Board determines to hold a closed, written ballot; or
- C. a closed written ballot is required elsewhere by these By-laws.

Closed, written balloting shall be pursuant to such procedures as shall be determined by the Board in written policies or, if no such written policies have been adopted, as determined by the President or other officer presiding over the meeting.

ARTICLE X COMMITTEES

10.1. Committee Oversight. With the exception of the Membership Review Committee and except as otherwise set forth in Section 10.5 with regard to *ad hoc* committees, all committees will be under the supervision of a Vice President. Except as otherwise specified below, the appropriate Vice President will appoint chairpersons of committees and the chairperson of each committee will appoint committee members from volunteers of the general membership. The committees described in Section 10.2 through 10.5 are illustrative of the subject matter of committees under the oversight of the officers specified and nothing in these sections shall require that all of the designated committees exist as standing committees or bear the designated names.

10.2. Committees Supervised by First Vice President.

- A. Education Committee: Oversees the school(s) and educational programs of TBE and recommends policies and procedures to the Board.
- B. Ritual Committee: Oversees the ritual practices of the congregation and recommends policies and procedures to the Board.
- C. Community Relations Committee: Oversees all issues involving the congregation and community organizations and recommends policies and procedures to the Board. It will provide representation to the Jewish Federation of Delaware and Hillel at the University of Delaware.

10.3. Committees Supervised by Second Vice President.

A. Budget and Finance Committee: Oversees the finances of TBE, makes periodic reports to the Board and the congregation, and recommends policies and procedures to the Board. The committee will prepare a budget for the fiscal year (Sept 1 – Aug 31). The Treasurer will be a member of the committee.

B. Fund Raising Committee: Oversees all fundraising activities of TBE and its auxiliary organizations, organizes Temple fund-raising drives, and recommends policies and procedures to the Board.

C. Endowment Committee: Responsible for promotion, regulation and investment of Endowment Fund; collects suggestions from membership for potential use of earnings generated from funds and brings such suggestions to Board for approval and ensures that funds are applied to completion of approved projects. Recommendations to hold, sell, exchange, rent, lease, transfer, convert, invest, reinvest, and in all other respects to manage and control the assets of the Fund, including stocks, bonds, debentures, mortgages, notes, or other securities, as in their judgment and discretion they deem wise and prudent, and in accordance with the investment policy for the Endowment Fund approved by the Board, are to be made by the Committee. The Committee is composed of five (5) members: two (2) of who must be Board members.

D. Audit Committee. An internal audit committee will be appointed by the Second Vice President, subject to the approval of the Board of Directors, to review expenditures and revenues. The committee will be composed of no less than two (2) members. The chair of the committee must be qualified by education or vocation in the field of accounting. The chair will serve as an outside member of the Membership Review Committee to facilitate review of dues revenue. The committee will convene at least annually to review Temple financial records. The committee will be charged with reporting the results of their review in writing to the Board on an annual basis at the October board meeting. In the event that an internal committee cannot be formed, an external audit will be performed.

10.4. Committees Supervised by Third Vice President.

A. Membership Committee: Oversees all membership activities of TBE and recommends policies and procedures to the Board.

B. Social and Cultural Affairs Committee: Oversees all social and cultural activities of TBE and recommends policies and procedures to the Board.

C. Youth Activities Committee: Oversees all youth activities (non-educational) of TBE and recommends policies and procedures relating to youth groups and activities to the Board.

D. Social Action Committee: Oversees TBE's social action activities, such as coordinating volunteers for programs for homeless and underprivileged people, donations for meal programs, hygiene supplies, household goods and clothing for the needy. Coordinates and monitors grant applications, including Jessie Ball DuPont Foundation and other grants for which TBE may be eligible.

10.5. Committees Supervised by Fourth Vice President.

A. House and Grounds Committee: Oversees all activities related to the physical facilities of TBE and recommends policies and procedures relating to house and grounds to the Board.

10.6. Ad Hoc Committees. The President has the authority from time to time to create additional committees deemed necessary to conduct the business of TBE. The charge to an *ad hoc* committee shall expire upon completion of its assigned task or with the expiration of the term of the President(s) who created it, unless renewed by the new President. Each *ad hoc* committee reports to the Board, unless otherwise specified at the time of its creation by virtue of its mission.

10.7. Rabbi Ex-Officio Committee Member. The Rabbi(s) will be non-voting ex-officio member(s) of all committees.

**ARTICLE XI
DUES, ASSESSMENTS AND FEES**

11.1. Fixing Dues, Assessments and Fees. Dues, assessments, and fees will be determined by the Board to fulfill the annual budget and such additional obligations as have been approved by the congregation.

11.2. Capital Expenditures. Assessments for expenditures not included in an approved budget or properly payable from any of the various funds established and maintained by TBE must be recommended by a majority vote of the Board and approved by a majority of TBE members eligible to vote that are present and voting at a congregation meeting.

11.3. Fiscal Year. The fiscal year of TBE shall be September 1st through August 31st.

**ARTICLE XII
RABBI(S)**

12.1. Selection. A Rabbi will initially be selected by the congregation by majority affirmative vote of the members entitled to vote who are present and vote at a congregation meeting from among the candidates recommended by a Rabbi Search Committee and endorsed by the Board. All regular members in good standing shall be entitled to vote on the selection of a Rabbi. The Rabbi Search Committee will consist of no more than 12 people. The chairperson of the Rabbi Search Committee will be appointed by the President and ratified by the Board, and the chairperson shall select the other members, in consultation with the President. The President and First and Second Vice Presidents will be members of the Search Committee.

12.2. Terms of Rabbi's Initial Contract. Prior to or at the time of the vote described in Section 12.1, the Board will recommend to the congregation, for approval, the duration of the proposed contract with the new Rabbi (including any automatic renewal terms or extensions) and the maximum total value for the new Rabbi's compensation package.

12.3. Renewal of the Rabbi's Contract. Prior to the expiration of a Rabbi's contract (in accordance with the requirements of such contract), the Board shall determine whether to recommend to the congregation that the Rabbi be offered a new or renewal contract. In the event that the Board recommends to the congregation that TBE offer the Rabbi a new or renewal contract, the Board shall disclose to the congregation for approval at a regular or special congregation meeting the proposed contract duration and the maximum total value of the proposed compensation package. A majority vote of the members entitled to vote who are present and vote at such congregation meeting must approve the renewal contract, with all regular members in good standing who are in attendance entitled to vote. In the event that the Board determines not to offer a new or renewal contract to take effect upon the expiration of the Rabbi's contract, notice of such decision will be provided to the congregation and a Rabbi Search Committee will be appointed pursuant to Section 12.1.

12.4. Role of the Rabbi. The Rabbi shall report to the Board, for which the President of the Board or the President's designee will act as spokesperson. The Rabbi shall be the spiritual leader of TBE and will support the religious, spiritual, pastoral, and educational needs of the congregation and will actively promote and foster the advancement of TBE and the achievement of its vision and goals. The Rabbi will provide guidance to the Board, officers, committees, TBE Administrator, Director of Education (as to the religious school) and secretary/administrative assistant, in each case, on appropriate matters. The Rabbi will enjoy freedom of the pulpit within the bounds of TBE's certificate of incorporation, these By-laws and the policies and procedures adopted by the Board. The Rabbi shall implement ritual policies and procedures with the guidance and consent of the President, Board, Ritual Committee and Education Committee, as appropriate. As the spiritual leader of the congregation, the Rabbi has primary responsibility for the organization of, and leading, religious services including Shabbat, festivals, shiva and special services and shall be responsible for preparing members for and officiating at life cycle events, as requested and practicable. The Rabbi, with the advice and consent of the Education Committee, (a) shall cooperate with the Education Director in (i) coordinating educational activities, (ii) assessing the educational needs and demands of the community, (iii) setting goals, and (iv) initiating programs to help achieve those goals, (b) will support and assist with confirmation class instruction in conjunction with the confirmation class teachers and TBE's Education Director, and (c) will assist in the development of a suitable and appropriate curriculum. The Rabbi, with the advice and consent of the Education Committee and the Ritual Committee, shall prepare members of the congregation for bar and bat mitzvahs and confirmation.

12.5. Honorary Membership. Each Rabbi, his or her spouse or partner, and any unmarried dependent children will be extended the privileges of honorary membership pursuant to Section 4.4 of these By-laws.

ARTICLE XIII AUXILIARY ORGANIZATIONS

13.1. Oversight and Authority of the Board. TBE may have such auxiliary organizations as authorized by the Board. The Board will be charged with the responsibility for determining that the auxiliary organizations are advancing the best interests of TBE.

13.2. Membership. Membership in TBE is required for membership in auxiliary organizations, except for membership in youth organizations.

13.3. Governance Matters. The governing documents and policies and procedures of all auxiliary organizations will be consistent with those of TBE and each auxiliary shall conduct itself in a manner that does not violate TBE's certificate of incorporation, these By-laws, policies and procedures and does not jeopardize TBE's tax exempt status. The financial records of auxiliaries will be maintained in conformance with policies and requirements established by the Board of TBE. In the event of a conflict or inconsistency between the governing documents, policies and procedures, practices or scheduled events of an auxiliary with those of TBE or another auxiliary, the Board will resolve the conflict. Nominating committees of the auxiliary organizations may not meet until completion of the slate by the Temple Nominating Committee or February 14th, whichever comes first.

ARTICLE XIV GOVERNANCE AND PARLIMENTARY PROCEDURE

14.1. Governing Documents. TBE will be governed by its certificate of incorporation of record with the Delaware Secretary of State, these By-laws, and the Policies and Procedures approved by the Board, all as in effect from time to time.

14.2. Voting. Unless otherwise required by Delaware law or expressly stated in TBE's certificate of incorporation or these By-laws, all votes, whether pluralities, majorities, $\frac{3}{4}$, or $\frac{2}{3}$ votes, are of regular members (or Board members) present and voting; provided that a quorum has been achieved, and the departure of one or more members (or Board member) during the course of a meeting shall not operate to destroy a quorum previously achieved.

14.3. Parliamentary Authority. The Board shall have the authority to select rules of order to serve as the parliamentary authority for all official proceedings of TBE, and shall specify such selection in the Policies and Procedures. In the absence of a written provision of the certificate of incorporation, these By-laws or the Policies and Procedures that specifies an applicable process or procedure, if the Board has not selected another parliamentary authority, the latest edition of Roberts Rules of Order will be the applicable parliamentary authority.

14.4. Parliamentarian. The President will appoint a Parliamentarian to advise him/her on parliamentary matters at all meetings of the members and of the Board.

**ARTICLE XV
INDEMNIFICATION AND INSURANCE**

15.1. Right to Indemnification. TBE shall indemnify and hold harmless, to the fullest extent permitted by applicable law as it presently exists or may hereafter be amended, any person who was or is made or is threatened to be made a party or is otherwise involved in any action, suit or proceeding, whether civil, criminal, administrative or investigative (a "proceeding") by reason of the fact that he or she, or a person for whom he or she is the legal representative, is or was a director, officer, employee or agent of TBE or is or was serving at the request of TBE as a director, officer, employee or agent of another corporation or of a partnership, joint venture, trust, enterprise or non-profit entity, including service with respect to employee benefit plans, against all liability and loss suffered and expenses reasonably incurred by such person in connection with or resulting from such proceeding, unless such liability or loss is caused by an act or omission performed or omitted by such indemnified party that constitutes fraud or willful misconduct. TBE shall be required to indemnify a person in connection with a proceeding initiated by such person only if the proceeding was authorized by the Board.

15.2. Advancement of Expenses. TBE shall pay the expenses incurred in defending any proceeding in advance of its final disposition, provided, however, that the payment of expenses incurred by a director or officer in advance of the final disposition of the proceeding shall be made only upon receipt of an undertaking by or on behalf of such director or officer to repay all amounts advanced if it should be ultimately determined that such person is not entitled to be indemnified under this Article XV or otherwise.

15.3. Claims. If a claim for indemnification or payment of expenses under this Article is not paid in full within sixty days after a written claim therefor has been received by TBE, the claimant may file suit to recover the unpaid amount of such claim and, if successful in whole or in part, shall be entitled to be paid the expense of prosecuting such claim. In any such action, TBE shall have the burden of proving that the claimant was not entitled to the requested indemnification or payment of expenses under applicable law and these By-laws.

15.4. Non-Exclusivity of Rights. The rights conferred on any person by this Article XV shall not be exclusive of any other rights which such person may have or hereafter acquire under any statute, provision of the certificate of incorporation, as amended, these By-laws, agreement, vote of members or disinterested directors or otherwise.

15.5. Other Indemnification. TBE's obligation, if any, to indemnify any person who was or is serving at its request as a director, officer, employee or agent of another corporation, partnership, joint venture, trust, enterprise or non-profit entity shall be reduced by any amount such person may collect as indemnification from such other corporation, partnership, joint venture, trust, enterprise or non-profit enterprise.

15.6. Insurance. TBE shall maintain errors and omissions and directors' and officers' liability insurance covering its directors, officers, employees, agents and other persons as the corporation may determine, against any liability that may be asserted against, or any expense that may be incurred by, such person in connection with the activities of TBE or such person's acts or

omissions on behalf of TBE, regardless of whether TBE would have the power to indemnify such person against such liability hereunder or under the Delaware General Corporation Law.

15.7. Effect of Amendment or Repeal. Any amendment, repeal or modification of the foregoing provisions of this Article XV shall not adversely affect any right or protection hereunder of any person with respect to any act or omission occurring prior to the time of such amendment, repeal or modification.

ARTICLE XVI AMENDMENTS

16.1. Board Approval. Unless initiated by the Board or a committee appointed by the Board, a proposal to amend these By-laws must be submitted in writing to the Board and will be considered at the next meeting of the Board. The Board must approve any proposed amendment to these By-laws before it is submitted to the congregation.

16.2. Submission to Congregation. After approval by the Board, the proposal will be submitted to the congregation at a regular or special meeting. Written notice of the meeting will be sent to the congregation, at least ten (10) days prior to the meeting accompanied by a copy of the proposal to amend the By-laws.

16.3. Presentation at Congregation Meeting. At the meeting of the congregation, a representative of the Board will indicate that a majority of the Board has approved recommending the proposal to the congregation for consideration. Discussion of the proposal by the congregation will be permitted.

16.4. Congregational Vote. In order to be adopted, the proposal to amend these By-laws must receive a 2/3 affirmative vote of the eligible members of the congregation present at a congregation meeting at which a quorum has been established.

ARTICLE XVII DISSOLUTION CLAUSE

17.1. Dissolution. Dissolution of TBE must be approved by a ¾ vote of the Board and subsequently approved by a ¾ vote of the eligible voting members at two (2) separate special congregation meetings to be held no less than 30 days apart.

17.2. Winding Up. Upon the dissolution of TBE, effected in accordance with these By-laws and the laws of the State of Delaware, the Board will wind up TBE's affairs and will, after payment of or provision for (including reasonable reserve for all liabilities as required by Delaware law, authorize disbursement of the remaining assets of TBE to Jewish houses of worship and/or Jewish organizations qualifying under TBE's certificate of incorporation and Section 501(c) of the Internal Revenue Code (or any successor tax code then in effect) as an organization exempt from federal income tax or as otherwise permitted by the certificate of incorporation.

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