

SINAI TEMPLE, INC.

S p r i n g f i e l d , M A

AMENDED AND RESTATED CONSTITUTION AND BYLAWS

(As voted on and approved by the Congregation, and effective as of June 4, 2020)

PREAMBLE

Sinai Temple, Inc. has been incorporated to maintain a place of Jewish worship in accordance with Reform ritual, beliefs, and practices; to promote progressive Judaism; to maintain and conduct schools for moral and religious instruction; to further social justice and to promote community and social interaction. These bylaws provide a framework and structure for our life as a synagogue. Our community and these bylaws are also governed by the spirit of Torah and by our Jewish faith and values.

MISSION

Sinai Temple is a welcoming and inclusive Reform Congregation where our members pursue a continuing journey of Jewish growth. We are guided by the history and traditions of the Jewish people as we encounter the challenges of the modern world. We encourage participation in prayer, lifelong Jewish learning and social justice with a joyful, creative and compassionate community.

DIVERSITY

We are a congregation that appreciates the diverse backgrounds and traditions of our members. We are committed to welcoming a diversity of family structures and are dedicated to worship, study and acts of loving-kindness, as well as to fostering a strong sense of community. As a congregation we take pride in never turning away members due to their financial circumstances.

ARTICLE I. Name

We were incorporated on October 15, 1937 under the laws of the Commonwealth of Massachusetts with the corporate name of Sinai Temple, Incorporated. The corporation is sometimes referred to in these Bylaws as the "Congregation."

ARTICLE II. Form of Worship

Religious practice within the Congregation shall be determined by the Rabbi in consultation with the Ritual Committee. Changes from the customary form of worship may be made only with the prior approval of the Board of Directors.

ARTICLE III. Membership Rights and Obligations

Section 1. Membership and Membership Categories

Membership in the Congregation is available to any adult of the Jewish faith age eighteen (18) or older whether by birth or conversion, or any adult age eighteen (18) or older who supports the mission and purposes of the Congregation.

An Individual membership is available to an adult age 18 or older and their dependent children, if any. Each person within an Individual membership shall be an independent member of the congregation.

A Household membership is available to adults, age 18 or older, married or in a committed relationship and their dependent children, if any. Each person within a Household membership shall be an independent member of the congregation.

Those with a primary membership at another synagogue or those who live outside of the geographic region are eligible for an Associate Individual or Household membership.

Anyone outside of these definitions (e.g., a person under the age of 18 who is not a dependent of a current dues-paying adult) is welcome to discuss membership options on a case by case basis.

All members may participate in any committee of the Congregation. Any member may be appointed by the President to chair any committee with the exceptions of the Chair of the Ritual Committee and the Chair of the Religious School Committee who must be members of the Jewish faith. In addition, the President, all Vice Presidents and the majority of the Board of Directors must be members of the Jewish faith.

Section 2. Voting Rights

All members, age 18 or older, have the right to vote on all matters coming before meetings of the entire Congregation.

Section 3. Special Memberships

Notwithstanding any other provision of these Bylaws, the Board of Directors by a two-thirds vote may establish such special membership categories as it may deem appropriate. Each member elected to special membership shall have such privileges as the Board of Directors may establish for such special memberships.

Section 4. Financial Obligations

Each member shall be responsible for the financial support of the Congregation through payment of dues, assessments and other fees or levies determined from time to time by the Board of Directors. The Board of Directors may determine that any amount so payable is payable by a member category as the Board of Directors may deem appropriate.

Membership dues, religious school fees and all other amounts due to the Congregation (collectively, "financial obligations") are payable upon receipt of the statement unless other payment arrangements have been made with the Fair Share Dues Committee.

Section 5. Resignation

Any member may resign at any time by delivering written notice thereof to the President of the Congregation. Resignation shall not relieve a member from any financial obligations due the Congregation at the time of resignation.

Section 6. Removal from the Congregation for Failure to Meet Financial Obligations

The membership of any Member may be revoked in the event that: (i) any financial obligation due and payable is not paid in full within eighteen (18) months of the due date thereof; or (ii) such Member has failed to make and fulfill agreed-upon arrangements for the satisfaction of such financial obligations.

Any Member whose membership has been revoked in accordance with the preceding paragraph shall be informed and notified as such in writing by regular U.S. Mail and by certified mail return receipt requested, and shall be formally removed thirty (30) days following the date of such notice.

Section 7. Expulsion of Membership

For conduct which brings discredit upon the member, upon the Congregation, upon the Jewish Community, or for egregious mistreatment of staff or other members of the Congregation, any member may be expelled by the Board of Directors. The member shall have an opportunity to meet with the President for informal resolution of the conflict matter in question. If the matter remains unresolved, the Board of Directors may remove the Member from the Congregation with cause by a two-thirds vote of those Directors in attendance at any regular or special meeting in

Executive Session thereof. Prior to any vote of Removal, the member shall have an opportunity for a hearing before the Board. Written notice of the opportunity for such a hearing must be given to the Member affected at least fourteen (14) days prior to any vote on the removal of the Member from the Congregation. Such notice will be deemed to have been given upon delivery in hand or by regular U.S. Mail, and by certified mail return receipt requested.

ARTICLE IV. Meetings of the Members

Section 1. Annual Meeting

An annual meeting of the members of the Congregation shall be held annually at such place, day, and time as may be designated by the Board of Directors. Notice of this meeting with agenda and nominees for election at such meeting shall be mailed to the members or printed in the Temple Bulletin at least 30 days before such meeting. Such notice shall also contain the provisions of these Bylaws pertaining to additional nominations. Only business specified in the call for the meeting or in these Bylaws may be voted upon at such meeting.

Section 2. Special Meetings

Special meetings of the members of the Congregation may be called at the discretion of the President, by a majority vote of the Board of Directors, or on petition of ten percent or more of all persons entitled to vote at meetings of the Congregation. A call for a special meeting shall set forth the purpose of the meeting, and notice of such meeting shall be mailed to the members at least 14 days prior to such meeting. Only business specified in the call for such meeting may be voted upon at such meeting.

Section 3. Quorums

Representatives from ten percent of all membership units shall constitute a quorum for any meeting of the members. The presence of one voter from a membership unit shall constitute representation of that unit. Should a quorum not be present at any meeting, the meeting is adjourned without further notice.

ARTICLE V. Board of Directors

Section 1. Membership

The voting members of the Board shall be comprised of the seven (7) elected Officers of the Congregation, twelve (12) Directors elected from among the members, the immediate past President of the Congregation, the President of Men and Women of Sinai, and the Chair of the Religious School Committee. The non-voting members of the Board shall be comprised of all other past Presidents of the Congregation and the Rabbi.

Section 2. Terms of Office

The term of an elected Director shall be two years. Elections for Directors shall be held so that each year, one-half of the elected Directors are elected to the Board. If a Director is unable or unwilling to complete his/her term or ceases to serve to the completion of his/her term, the President may appoint a member to serve in such Director's place to fill the remainder of that Board member's term. No elected Director may serve for more than three consecutive two-year terms as an elected Director. However, a Director initially appointed to fill an unexpired term may be elected to the Board for three additional two-year terms upon expiration of such unexpired term. A Director shall assume office upon election or upon approval of the Board of Directors following an appointment by the President.

Section 3. Election to the Board

Only one spouse or household member at a time may serve as an elected Director or as an officer. Directors, other than Directors appointed by the President as provided in Section 2, shall be elected by the members at their annual meeting. At least 30 days prior to the annual meeting, the Board of Directors shall cause the Recording

Secretary to publish a list of nominees for officers and Directors. Additional nominations may be made in writing at least 14 days prior to such meeting by petition of at least 20 persons entitled to vote at meetings of the Congregation who are in good standing. These additional nominations along with the nominations recommended by the Board shall be published not less than 7 days prior to the annual meeting.

In case of a contest, election shall be by written ballots cast by a majority of those persons entitled to vote who are present and voting. No member may hold proxy for another.

Section 4. Powers of the Board of Directors

The Board of Directors, sometimes referred to in these Bylaws as, "the Board," shall have and may exercise all of the powers of the Congregation except such as are conferred upon the members by law or these Bylaws.

Section 5. Meetings of the Board

Regular meetings of the Board shall be held monthly or as determined by the President and scheduled on the Congregation's Temple Calendar. Board meetings shall be scheduled to occur at least every 60 days. A majority of the voting members of the Board shall constitute a quorum. Unless otherwise provided in these Bylaws, the Board may act by vote of a majority of its voting members in attendance at any meeting.

Meetings of the Board shall be open to the Congregation, except as otherwise provided herein; provided, that the Board may elect to go into executive session by a simple majority vote. Executive sessions of the Board may be attended only by voting members of the Board and by persons invited by the President. Executive sessions shall be restricted to discussions of: (1) the appointment, employment, performance, evaluation, health, or dismissal of any employee or prospective employee of the Congregation; (2) negotiations with respect to pending claims, litigation, or legal contracts; and (3) such other matters as reasonably may be expected to breach the privacy of any member or employee of the Congregation.

The President may call special meetings of the Board. The President or Recording Secretary shall call a special meeting of the Board at the request of any five voting members of the Board, provided such request states the subject matter of the meeting. Written notice of a special meeting shall be mailed and *notification made by email* at least 7 days prior to the date of such meeting. Meetings held at the request of voting members of the Board shall be held no later than 21 days following such request. The notice of a special meeting shall state the subject matter to be discussed at the meeting and no other business may be conducted.

Section 6. Removal from the Board

The President may remove from office any elected Director for four (4) unexcused absences from Board meetings in a fiscal year. In addition, the Board may remove a Director from membership on the Board with cause by a two-thirds vote of those Directors in attendance at any regular or special meeting thereof, following an opportunity for a hearing before the Board. Written notice of the opportunity for such a hearing must be given to the Director affected at least 14 days prior to any vote on the removal of such Director. Such notice will be deemed to have been given upon delivery in hand or upon deposit in the regular U.S. Mail, and certified mail return receipt requested.

Section 7. Executive Committee of the Board

The officers and the Rabbi (ex officio and without the right to vote) shall serve as the Executive Committee. The Executive Committee shall have and may exercise all of the powers of the Board between meetings of the Board and shall have such other powers, duties and responsibilities as may be conferred upon it by these Bylaws or by the Board. The Executive Committee shall prepare agendas for regular meetings of the Board. The President shall call meetings of the Executive Committee as required. Non-members of the Executive Committee may attend meetings of the Executive Committee only on invitation of the President.

ARTICLE VI. Officers

Section 1. Titles and Terms of Office

The Congregation at its annual meeting shall elect seven officers as needed -- a President, a First Vice-President, two Vice Presidents, a Treasurer, a Financial Secretary, and a Recording Secretary. Instead of nominating a First Vice President and two Vice Presidents, the Nominating Committee may nominate three Vice Presidents for election at the Annual meeting. Their terms of office shall be two years. An officer may be elected to no more than three consecutive terms in an office. Each officer shall serve until the expiration of such officer's term or until a successor is duly elected and qualified. If the Nominating Committee nominates and the Congregation elects three Vice Presidents, then the President shall select one of the three Vice Presidents to fill the office of First Vice President with a 2/3 vote of the members present of the Board of Directors.

Section 2. President

The President shall be the chief executive officer (CEO) of the Congregation. The President shall be responsible only to the Board for the proper performance of his or her duties. The President must be a member of the Jewish faith. Without limiting the generality of the foregoing, the President shall:

- a. preside at all meetings of the Board of Directors, Executive Committee, and the Congregation;
- b. appoint the chair of each committee of the Board or responsible to the Board, including ad hoc committees, subject to approval of the Board, as provided in Article VIII, Section 2, and serve as an ex officio member of all such committees; provided, the President may vote at any meeting of the members, the Board of Directors or a committee only to cast the deciding vote on any matter as to which there may be an even division of votes;
- c. decide all questions of parliamentary procedure at all Congregational, Board of Directors, and Executive Committee meetings, abiding by Robert's Rules of Order - Newly Revised;
- d. act as, or designate, the official lay representative of the Congregation to community functions requiring such a representative; and
- e. negotiate the terms of contractual agreements with employees of the Congregation as well as contracts affecting the business of the Congregation. The President may appoint an agent to fulfill this role, with the approval of the Executive Committee.

Section 3. First Vice-President

The First Vice-President shall perform such duties as may be assigned by the President and shall act for the President in case of the President's absence or disability. The First Vice-President shall succeed to the office of President in case of vacancy in such office. For this reason, the First Vice-President must be a member of the Jewish faith.

Section 4. Vice-Presidents

There shall be two Vice-Presidents who shall perform such duties as may be assigned by the President. Such duties may include, but not be limited to, overseeing the Religious School Committee, House Committee, Youth Programs, Ritual Committee, Social Action Committee, and Adult Education Committee, and providing liaison between those committees and the Board of Directors.

Section 5. Treasurer

The Treasurer shall have general charge of the finances of the Congregation and the care and custody of the funds of the Congregation and shall review all financial documents and contracts to determine their financial impact on the Congregation. Additionally, the Treasurer shall have the power to endorse for collection all notes, checks, drafts and other obligations for the payment of money to the Congregation and to make checks or accept drafts on behalf of the Congregation. The Treasurer shall make such reports to the Board of Directors and to the Congregation as the Board of Directors or Executive Committee may determine.

Section 6. Financial Secretary

The Financial Secretary shall be responsible for overseeing the billing and collection of dues, assessments, and other fees or levies and shall be a member of the Fundraising Committee. The Financial Secretary shall be responsible for recommending to the Executive Committee of the Board, those considered for action under Article III, Section 6 of these Bylaws, the names of Congregants in arrears and eligible for removal from the Congregation due to their delinquency.

Section 7. Recording Secretary

The Recording Secretary shall keep the agenda of each Board meeting, accurate records of the meetings of the Board of Directors, Executive Committee, and the Congregation and maintain attendance records for Board meetings and notify the President if an elected Director has four or more unexcused absences from regular Board meetings during a fiscal year.

Section 8. Removal of an Officer

Any officer may be removed from office with cause by a two-thirds vote of those Directors in attendance at any regular or special meeting thereof, following an opportunity for a hearing before the Board. Written notice of the opportunity for such a hearing must be given to the affected Officer at least 14 days prior to any vote on such removal. Such notice will be deemed to have been given upon delivery in hand, or upon deposit in the regular U.S. Mail, and certified mail return receipt requested.

Section 9. Vacancies in Office

If an office becomes vacant and succession is not otherwise provided in these Bylaws, the President may appoint a member of the Congregation to fill the vacancy, with 2/3 approval of the Board of Directors in attendance. The successor shall continue in office for the remainder of that term.

ARTICLE VII. Professional & Non-Professional Staff

Section 1. Rabbi

The Rabbi shall perform all duties incumbent upon and in accordance with the position. The Rabbi shall be the head of the professional staff and as such, the Cantor, if any, and the Religious School Director are responsible to the Rabbi. The Rabbi shall be a non-voting ex officio member of the Board of Directors, Executive Committee, and all committees of the Board or that report to the Board of Directors.

The Board, by a three-fifths vote of those Directors in attendance at any regular or special meeting thereof may cause the Congregation to employ or to extend or renew the employment of a Rabbi on such terms as the Board may determine. The President shall notify all Directors in writing at least 7 days in advance of any meeting of the Board at which the terms of a Rabbi's employment are to be considered. No employment agreement with a Rabbi may be for a term longer than five years.

Section 2. Cantor

A Cantor may be employed by the Congregation on such terms as the Board of Directors may determine with the advice of the Rabbi. The Cantor shall perform all duties incumbent upon and in accordance with the position.

Section 3. Religious School Director

A Religious School Director may be employed by the Congregation from among candidates recommended by the Religious School Committee, on such terms as the Board of Directors may determine with the advice of the Rabbi. The Religious School Director shall perform all duties incumbent upon and in accordance with the position under the direction of the Rabbi. The Religious School Director shall be a non-voting ex officio member of the Religious School Committee.

Section 4. Non-Professional Staff

Supervisory roles for non-professional staff are outlined in the Employee Handbook of Sinai Temple.

ARTICLE VIII. Committees

Section I. Committees

As a minimum, the Congregation shall have the following committees which are responsible to the Board of Directors:

a. Adult Education Committee

The Adult Education Committee shall assist the Rabbi in planning and providing programs of education for the members of the Congregation.

b. Caring Community Committee

The Caring Community Committee of Sinai Temple was established to make all congregants feel connected to and cared for as part of the entire temple community. The committee works closely with the Rabbi to support congregants during times of illness and by offering comfort and assistance to those experiencing the death of a loved one. Support can include meals for congregants who are ill as well as visits to hospitals, nursing homes and homes where congregants are housebound.

c. Cemetery Committee

The Cemetery is supervised and controlled by a Cemetery Committee pursuant to its own Bylaws, as adopted by the Board of Directors on March 12, 2012.

d. Fair Share Dues Committee

The Fair Share Dues Committee manages the dues abatement process in confidence. The Committee shall include the Treasurer, the Financial Secretary and one other member of the Congregation, appointed by the President. It shall be responsible for reviewing requests for dues adjustments from those members unable to support the Congregation at the assigned level.

e. Finance Committee

The Finance Committee shall consist of the Treasurer who shall serve as Chairman, and at least four other persons, each serving no more than six consecutive years. The committee shall be responsible for annually preparing a projected budget of anticipated income and expenses of the Congregation for review by the Board of Directors at its March meeting; recommending Congregational membership

dues; auditing Temple accounts and books; and preparing such financial reports as may be requested by the President or the Board. The Finance Committee oversees the Sinai Temple Endowment Trust which was established on September 6, 1978.

f. Fund Raising Committee.

The Fund Raising Committee shall consider and recommend to the Board of Directors ways of raising funds to meet goals set in the budgeting process.

g. House Committee

The House Committee shall advise the Board on the maintenance and repair of buildings, grounds, and personal property of the Congregation, other than the Cemetery and policies for the use of Congregational facilities other than the cemetery.

h. Membership and Retention Committee

The Membership and Retention Committee shall be responsible for working to secure members and for introducing and integrating them into the Congregation. The Committee shall also determine reasons for resignations from the Congregation. All applications for and resignations from membership shall be reviewed by the Membership and Retention Committee and that committee shall make a recommendation with respect thereto to the Board of Directors.

i. Nominating Committee

The Nominating Committee, including the chair, shall be appointed by the President and shall consist of three Directors and two persons entitled to vote at meetings of the Congregation who are not Directors. The Nominating Committee shall recommend to the Board of Directors nominations for all Directorships or offices to be filled at the annual meeting of the members.

j. Personnel Committee

The Personnel Committee shall be responsible for overseeing all personnel matters of the Congregation not otherwise provided for in these Bylaws, including grievances involving Congregation employees and professional staff, other than the Rabbi. Such responsibilities shall include, without limitation, evaluation of performance, recommendation to the Board of levels of compensation, determination of working hours and holidays, recommendation to the Board of fringe benefits, determination of job descriptions, and setting of employment goals.

k. Religious School Committee

The Religious School Committee works collaboratively with the Rabbi and the Religious School Director to develop the Religious School curriculum and programming as well as the administration and finances of the Religious School. In addition, such committee shall recommend candidates for Religious School Director. The Religious School Director shall be a non-voting ex-officio member of the Religious School Committee.

l. Ritual Committee

The Ritual Committee in conjunction with the Rabbi or Cantor, as appropriate, shall be responsible for recommending to the Board general policies pertaining to the conduct of religious services, selecting those who will participate in religious services, coordinating ushering at all religious services, recommending and overseeing compliance with rules established by the Board regarding

qualifications for Bar/Bat Mitzvah or Confirmation service participation, and coordinating with the Music Committee the general policy regarding music at religious services.

m. Social Action Committee

The Social Action Committee shall analyze issues and problems of the community, nation or world as they relate to the principles of Reform Judaism and recommend to the Board of Directors any matter within its concern on which it believes the Congregation should take a public position. It shall inform the Congregation of social issues affecting the community or Congregation.

The Social Action Committee may not make any public statement or take any action outside of the Congregation except at the express direction of the Board of Directors.

Section 2. Appointment to Committees

Each year the President will recommend appointment or reappointment of the chair of each committee. Except as listed in these bylaws, the Committee Chairs will invite members to participate in the work of the committee. Unless otherwise stated in these bylaws, each committee shall consist of at least two members. The chair of each committee will continue to serve at the pleasure of the President.

Section 3. Additional Committees

The Board may create such additional committees as it may determine.

Section 4. Subcommittees

Any committee may create a subcommittee to deal with some aspect of that committee's charge. Such subcommittees shall report directly to the parent committee. The makeup of any subcommittee will be at the discretion of the committee appointing such subcommittee. A subcommittee may include persons who are not members of the parent committee.

ARTICLE IX. Amendment of the Constitution and Bylaws

These Bylaws may be amended by a two-thirds vote of those present, entitled to vote, and voting at any meeting of the members. Copies of any proposed amendment shall be included with notice of such meeting. Any proposed amendment must be in writing and prior to submission to the members must be approved by the Board of Directors or signed by at least 25 persons entitled to vote at meetings of the Congregation who are in good standing.

ARTICLE X. Implementation of these Bylaws

These Amended and Restated Bylaws are effective as of June 4, 2020.