

**BYLAWS OF
CONGREGATION BETH SHALOM, INC.**

**Article I
Name of Organization**

Congregation Beth Shalom, Inc. shall be known commonly and referred to herein as “Congregation Beth Shalom,” the “Congregation,” or “CBS.”

**Article II
Statement of Purpose**

Congregation Beth Shalom has as its founding principle, the enhancement, furtherance, and perpetuation of Jewish practices, rituals, community and ideals, through serving the spiritual, educational and social needs of the Congregation and Jewish Community. Congregation Beth Shalom is an egalitarian congregation and welcomes all Jews to share in the warmth of our community.

**Article III
Guidance for Religious Practice**

Congregation Beth Shalom shall follow those practices of Reform Judaism based upon recommendations of the Central Conference of American Rabbis and as proposed by the Board of Directors and approved by the Congregation’s Members in Good Standing (MIGS).

**Article IV
Membership**

Section 1. The Board of Directors shall, from time to time, promulgate rules and procedures governing the application and acceptance and classifications of new members. Said rules and procedures shall be effective immediately upon adoption by the Board of Directors pending presentation to the Membership at the Annual Meeting Membership for approval or revision.

Section 2. The individuals living in a household with at least one person choosing to worship in accordance with the faith of Reform Judaism shall be eligible for membership in Congregation Beth Shalom. Congregation Beth Shalom shall not discriminate against any individual for this or any other purpose based on race, country of origin, marital status, disability, sex (including gender identity, sexual orientation, and pregnancy), or religion of spouse or partner.

Section 3. Each individual named on an accepted and processed membership application (a Processed Application) is considered a “Member,” and all of the

individuals named on a Processed Application shall collectively be referred to herein as a “Member Household.” Membership entitles the Member Household the right to participate in the activities, religious or secular, that the Congregation shall sponsor, subject to the rules and regulations established by the Board of Directors. All Members of the Congregation shall collectively be referred to herein as the “Membership.”

Section 4. The death of a Member shall not terminate the membership status of the surviving Member Household provided at least one member of the Member Household chooses to worship in accordance with the faith of Reform Judaism. Divorce shall not terminate the household Membership status of either party to the divorce during the current fiscal year provided at least one member of a party’s household chooses to worship in accordance with the faith of Reform Judaism.

Section 5. Each Member Household shall determine the amount of the Member Household’s annual financial obligation to the Congregation (Gift from the Heart). Each Member Household shall fulfill its Gift from the Heart obligations within the Congregation’s fiscal year via a lump sum payment or a payment schedule approved in advance by the Treasurer (an Approved Payment Schedule).

Section 6. Gift from the Heart obligations may be paid online, in cash, or by check, unless otherwise approved by the Treasurer. The Board of Directors confers upon the Treasurer or the Treasurer's designee the ability to waive, extend or modify any Gift from the Heart obligations. If a Member Household seeks to reduce the total amount of its Gift from the Heart or modify an Approved Payment Schedule, the Member Household shall apply, in writing, to the Treasurer, stating the reason for the request. Upon receiving such a request, the Treasurer shall respond, in writing, either allowing or disallowing the request, within 30 days. The Treasurer shall establish procedures for granting such requests and shall inform the Board President of such grants. All reasonable efforts to preserve the privacy of a Member Household that makes any such request shall be taken by the Treasurer, Finance Committee and the Board.

Section 7. The Membership status of any Member Household that has not fulfilled its Gift from the Heart obligations within the Congregation’s fiscal year via a lump sum or is in arrears on an Approved Payment Schedule may be suspended or removed upon vote of the Board of Directors. Written notice of the intention to suspend or remove Member status shall be given to the defaulting Member Household at least 21 days before such action is taken, and the defaulting Member Household shall be offered the opportunity to become current or arrange to do so.

Section 8. A Member Household shall be considered a Member in Good Standing (MIGS) Household if its Gift from the Heart obligations have been paid in full or are being timely paid in accord with an Approved Payment Schedule. Each adult

eighteen (18) years of age or older living in a MIGS Household shall qualify as a MIGS. Each MIGS shall be eligible to chair Committees, serve on the Board of Directors, and vote, with a maximum of two votes per MIGS Household.

Section 9. Regardless of their age, the Youth Group President or other individual designated by the Youth Group in accord with Articles VII.4 and XII.4 of these Bylaws (Designee) shall also be considered a MIGS, meaning the Youth Group President or Designee shall be eligible to chair Committees, serve on the Board of Directors, and vote. The Youth Group President's or Designee's vote shall not be considered against the two-vote maximum per MIGS Household.

Section 10. Congregation Beth Shalom offers complimentary membership to its employee households, as well as non-pulpit clergy households in the community. Individuals living in such households (a) may participate in the activities, religious or secular, that the Congregation shall sponsor, subject to the rules and regulations established by the Board of Directors, and (b) shall not be considered MIGS, as this may create a conflict of interest when it comes to voting, serving on the Board of Directors, or serving as a Committee Chair.

Article V Meetings and Procedures

Section 1. No less than two weeks prior to the start of each fiscal year, an annual meeting of the Membership shall be held at which Members shall elect Congregation Beth Shalom's Board of Directors, including Officers, by signed ballot and take care of such other business as may be presented (the Annual Meeting). The Board of Directors shall set the Annual Meeting agenda, date and time. The Annual Meeting agenda must include, but not be limited to, the election of Board Members, including Officers, a detailed report to Members of the financial condition of Congregation Beth Shalom, the adoption of a budget for the upcoming fiscal year, and such other business as brought to the floor by any Member; provided, however, that any other business a Member brings to the floor regarding which a vote of the Membership is sought may only be brought to the floor following at least two weeks' prior written notification to the President of the Board. The Board of Directors may request that the President, Treasurer, Clergy, or any other Members submit reports to the Membership at the Annual Meeting. The Finance Committee shall make a detailed report of the income and operating expenses and shall submit a proposed budget for the upcoming fiscal year. The Members may approve the proposed budget, reject the proposed budget or approve a revised budget by majority vote. The Nominating Committee shall prepare a printed list of nominees to be considered for election to the Board of Directors, including Officers. Not less than two weeks prior to the Annual Meeting, this list and the Annual Meeting Agenda shall be distributed to the Members by email and/or U.S. Mail with ballots such that Members can vote by U.S. Mail before the Annual Meeting or in person at the

Annual Meeting. Members may write in candidates to their ballots. All ballots must be signed. Mailed in ballots must be postmarked not less than seven days prior to the Annual Meeting. Signed ballots may be presented in person at the Annual Meeting by a person so designated by a Member. Proxy voting shall be permitted on written and signed request of a Member that clearly designates the Member to whom the proxy has been granted.

Section 2. Upon written application of at least 10 MIGS or 15% of the MIGS, whichever is greater, requesting a special meeting of the Membership (Special Meeting) for the purpose of discussing, considering, or voting on, any specific issue(s), the President shall call a Special Meeting of Membership solely for the purpose of discussing, considering or voting on said issue(s) and no other business shall be discussed, considered or voted on at the Special Meeting. The announcement to the Membership of a Special Meeting shall clearly state the purpose of the Special Meeting and shall clearly state that no other business shall be conducted at the Special Meeting. The Special Meeting shall be held no more than 30 days following the qualified submission of request for Special Meeting to the President.

Section 3. The President and the Board of Directors may call a meeting of the Membership (a Membership Meeting) at any time for Members to discuss, consider or vote on matters that concern Congregation Beth Shalom.

Section 4. The quorum for a Membership Meeting, Annual Meeting or Special Meeting shall be at least one voting member from each of 10 MIGS families or at least one voting member from 15% of the total number of MIGS families, whichever is greater. If Congregation Beth Shalom has fewer than 10 total MIGS families among its congregants, at least one voting member from each MIGS family must be present to constitute a quorum. Absent a quorum, no business shall be conducted and the meeting shall not be called to order.

Section 5. At least two weeks' notice must be given of the time and place of all Membership Meetings, Annual Meetings and Special Meetings. The notice may be given in an official Congregation Beth Shalom publication or other communication via email or US Mail.

Article VI Officers

Section 1. The Officers of the Congregation shall be members of the Board of Directors and shall include the President, Vice President, Treasurer, Recording Secretary and Corresponding Secretary (collectively, Officers). The following terms apply generally to all Officers:

- A. Each Officer shall be an individual who worships in accordance with the faith of Reform Judaism
- B. Each Officer shall be elected at the Annual Meeting for a term of one year.
- C. Each Officer shall assume their office at the latest, on the first day of the fiscal year.
- D. No MIGS shall serve as an Officer for more than three consecutive terms in the same position.
- E. No MIGS who annually performs more than 480 hours of work for the Congregation for remuneration may serve as an Officer.

Section 2. President. Among other things, the expectations, duties, and responsibilities of this office include that the President shall:

- A. Preside as chair at all Membership and Board meetings.
- B. Act as an ex-officio member of all committees except the Nominating and Executive Staff and Clergy Evaluation and Communication Committees.
- C. Call Annual Meetings, Membership Meetings, Special Meetings, and perform such other duties as are related to the office.
- D. Assign tasks as they arise.
- E. Track progress in fulfilling assigned tasks to verify that they meet the objectives of schedule, completeness, and budget.
- F. Coordinate activities between Committee Chairs and other assignments.
- G. Enforce reasonable observance of Roberts Rules of Order.
- H. Not vote on any matter before the Board of Directors except in the case of a deadlocked vote.

Section 3. Vice President. Among other things, the expectations, duties, and responsibilities of this office include that the Vice President shall:

- A. Support the President in the fulfillment of his/her duties.

- B. Succeed automatically to the office of the President in case of vacancy, absence, or disability.
- C. Perform such duties as may be assigned by the President or the Board of Directors.

Section 4. Treasurer. Among other things, the expectations, duties, and responsibilities of this office include that the Treasurer shall:

- A. Act as custodian and disbursing agent of all funds of Congregation Beth Shalom as authorized by the Board of Directors.
- B. Maintain correct and complete records of accounts showing accurately at all times the financial condition of the Congregation.
- C. Maintain custody of all monies, notes, securities and other valuables that may from time to time come into the possession of the Congregation.
- D. Assure that all disbursements are consistent with the budget and activities approved by the Board.
- E. Prepare and present at each monthly Board Meeting and Membership Meeting a summary of the Congregation's financial condition.
- F. Chair the Finance Committee.
- G. Upon request of the Board of Directors, participate in an annual financial review conducted by an independent professional.
- H. Perform other duties as may be required by these Bylaws or by the Board of Directors.
- I. Ensure the review of all mail to the Congregation and forwarding of items including, but not limited to, donations, Membership Applications, requests for Membership information and other communication to the appropriate Clergy, Officer, Board Member or Committee Chairman.

Any of the above duties may, with the approval of the Board of Directors, be delegated to other persons as the Board may deem appropriate.

Section 5. Recording Secretary. Among other things, the expectations, duties, and responsibilities of this office include that the Recording Secretary shall:

- A. Be responsible for taking and maintaining minutes of the monthly Board of Directors, Annual, Membership, and Special Meetings.
- B. Perform other duties as are related to the office.

Any of the above duties may, with the approval of the Board of Directors, be delegated to other persons as the Board may deem appropriate.

Section 6. Corresponding Secretary. Among other things, the expectations, duties, and responsibilities of this office include that the Corresponding Secretary shall:

- A. Be responsible for written communication with individual Members and others at the Board's direction.
- B. As authorized by the Board of Directors, responsible for ensuring communication of Congregation Beth Shalom activities with entities within the Central Indiana Jewish community.

Any of the above duties may, with the approval of the Board of Directors, be delegated to other persons as the Board may deem appropriate.

Article VII Board of Directors

Section 1. Except as expressly provided in these Bylaws, the governance of the Congregation shall be vested in the Board of Directors. The Board of Directors and Officers serve at the pleasure of the MIGS.

Section 2. The Board shall meet a minimum of nine times a year at the call of the President. The President shall serve as Chairman of the Board of Directors and shall chair meetings of the Board.

Section 3. The Board shall have the authority to commit funds on behalf of the Congregation in accordance with the budget adopted by the Congregation, and up to a cumulative of 10% more than the annual expense budget. The budget shall include a category for discretionary spending to be used as the President or Board see fit to cover expenses or projects not otherwise funded.

Section 4. The Board of Directors shall consist of the five Officers described above, the Brotherhood President or other Brotherhood member the Brotherhood designates with such responsibility; the Sisterhood President or other Sisterhood member the Sisterhood designates with such responsibility; the Youth Group President or other Youth Group member the Youth Group designates with such

responsibility; three other MIGS (Directors at Large); and the Immediate Past President, who shall be a member without vote, for a total of 12 members of the Board of Directors. Each member of the Board of Directors (each a "Director") shall be an individual who worships in accordance with the faith of Reform Judaism. No Director shall perform more than 480 hours of work for the Congregation for remuneration annually.

Section 5. No person who has served two consecutive full two-year terms as a non-Officer Director shall be eligible for re-election as a non-Officer Director until one full year has elapsed since the expiration of the Director's last term. No person who has served seven consecutive years as a non-Officer or Officer Director shall be eligible for re-election to the Board until one full year has elapsed since the expiration of his or her last term.

Section 6. At the discretion of the Board, any Director who shall have been absent for more than half of the regular meetings of the Board within a period of six months or who has missed three consecutive meetings shall be deemed to have resigned from the Board. In the event one of the Director positions described above is vacated by way of the death or resignation of a Director or otherwise, the remaining members of the Board of Directors may, by majority vote, elect another MIGS to fill the vacant position regardless of whether the person so elected would otherwise be ineligible for a position on the Board of Directors pursuant to Article VII.5 of these Bylaws. Each person so elected to fill a vacancy shall hold their position as a member of the Board of Directors until the next Annual Meeting of the Congregation, and until a successor is duly elected and qualified, and no such service on the Board of Directors shall be considered for purposes of determining such person's eligibility for a position on the Board of Directors under to Article VII.5 of these Bylaws. At the Annual Meeting, the Director who filled the vacancy or another person approved by the Board shall be elected as Director for the remaining unexpired portion of the term of the absent Director.

Section 7. A majority of the actual number of Board members elected and qualified shall be necessary to constitute a quorum for the transaction of business.

Section 8. The Board of Directors shall be responsible for maintaining adequate fiduciary oversight of the Treasury of the Congregation.

Article VIII Removing Officers or Directors

An Officer or Director may be removed from office with or without cause by two-thirds vote of the MIGS of the Congregation present at any Membership Meeting called by the Board of Directors for the purpose of acting upon such removal. Twenty-one days' advance written notice shall be given to the Officer or

Director proceeded against, and such Officer or Director must be given an opportunity to be heard at the meeting of the Membership called for this purpose.

Article IX Clergy

The Rabbi(s), Cantor(s), Cantorial Soloist and other individuals employed by the Congregation as clergy (collectively, Clergy) shall perform all duties incumbent upon them in accordance with their positions and shall report to the Board of Directors. The Clergy are all honorary Members of the Congregation and honorary non-voting members of the Board of Directors.

Article X Professional Staff

To fulfill the educational, religious, cultural, and administrative needs of the Congregation, the Board of Directors, in cooperation with the Clergy and with the approval of the Membership, may create paid positions. The Board of Directors shall establish terms of employment.

Article XI Committees

Section 1. Standing committees to be identified by the President include, but are not limited to, Nominating Committee, Membership Committee, Religious School Committee, Adult Education Committee, Worship Committee, Social Action Committee, Facilities Committee, Finance Committee, Caring Community Circle and the Fundraising Committee. The purpose of each committee, along with the committees' duties and responsibilities, are indicated in the following sections.

Section 2. The Nominating Committee's objective is to establish the slate for the Officers and Board of Directors. Committee members are appointed by the Immediate Past President, and shall consist of the Immediate Past President, one Director, three MIGS, and one Past President. The members of the Nominating Committee shall be approved by the Board. The Director appointed to the Nominating Committee shall be a Director whose term of office does not expire at the next election. The slate of nominees developed by the Nominating Committee will include nominee(s) for each available position and be approved by the Board of Directors before being presented to the Membership. Additional nominees may be added to the slate by Member write-ins on signed MIGS ballots received by the Immediate Past President prior to or at the Congregational election at the Annual Meeting. As with other committees, in the event of a vacant Congregation Member position on the Nominating Committee, the Immediate Past President shall

announce the vacancy to the Congregation to ensure all interested parties may be considered.

Section 3. The Membership Committee's objective is to build and maintain the Congregation's membership. The President of Beth Shalom shall appoint a Chair of the Membership Committee who shall serve at the discretion of the President and the Board. The Membership Committee shall consist of such Members as may be appointed by the Chair and shall agree to serve.

Section 4. The Religious School Committee's objective is to develop a religious education program that prepares the Congregation's children for a life of Jewish learning by deepening their Jewish identity and by supporting the Congregation's religious ideology as defined and approved by the Board of Directors and the Congregation. Religious education includes Bar and Bat Mitzvah training and Confirmation classes. The President of Beth Shalom shall appoint a Chair of the Religious School Committee who shall serve at the discretion of the President and the Board. The Religious School Committee shall consist of such Members as may be appointed by the Chair and shall agree to serve.

Section 5. The Adult Education Committee's objective is to expand adult Members' knowledge of Judaism, including offering programs about Jewish culture, worship and Hebrew texts. The President of Beth Shalom shall appoint a Chair of the Adult Education Committee who shall serve at the discretion of the President and the Board. The Adult Education Committee shall consist of such Members as may be appointed by the Chair and shall agree to serve.

Section 6. The Worship Committee's objectives are to (a) coordinate with the Clergy for all worship-related events and activities, including Shabbat and High Holiday services, as well as other religious events, such as sending Yahrzeit notices to members and facilitating development of the Book of Remembrance, and (b) assure that all items necessary for worship services are in place, including prayer books, the podium, the ark, and any other service-related materials. The President of Beth Shalom shall appoint a Chair of the Worship Committee who shall serve at the discretion of the President and the Board. The Worship Committee shall consist of such Members as may be appointed by the Chair and shall agree to serve.

Section 7. The Social Action Committee's objective is to plan and coordinate social action activities of the Congregation. This Committee is also responsible for identifying and communicating to the Board concerning current social issues regarding which the Congregation may consider adopting a position. The President of Beth Shalom shall appoint a Chair of the Social Action Committee who shall serve at the discretion of the President and the Board. The Social Action Committee shall consist of such Members as may be appointed by the Chair and shall agree to serve.

Section 8. The Facilities Committee's objective is to oversee the safety, security and functionality of the buildings and grounds used by the congregation. The President of Beth Shalom shall appoint a Chair of the Facilities Committee who shall serve at the discretion of the President and the Board. The Facilities Committee shall consist of such Members as may be appointed by the Chair and shall agree to serve.

Section 9. The Finance Committee's objective is to support the Treasurer with financial activities, including creating the annual budget. The Finance Committee shall consist of such Members as may be appointed by the Treasurer and shall agree to serve.

Section 10. The Caring Community Circle's objective is to provide warm and caring support for congregants experiencing lifecycle and life-impacting events. The President of Beth Shalom shall appoint a Chair of the Caring Community Circle Committee who shall serve at the discretion of the President and the Board. The Caring Community Circle Committee shall consist of such Members as may be appointed by the Chair and shall agree to serve.

Section 11. The objective of the Fundraising Committee is to raise money to meet the ongoing financial needs of Congregation Beth Shalom. The committee will devise and implement fundraising events and projects deemed advantageous to CBS. The President of Beth Shalom shall appoint a Chair of the Fundraising Committee who shall serve at the discretion of the President and the Board. The Fundraising Committee shall consist of such Members as may be appointed by the Chair and shall agree to serve.

Section 12. In the event of a vacant committee chair, the vacancy shall be announced to the Congregation to ensure all interested parties may be considered. The Board of Directors shall nominate the most suited Congregation Member who, whenever possible, is not an Officer or Director for each available position based on the position's job description. Once determined, the Member will be asked to accept the nomination. In the event of a declination, the process will be repeated. All committee chairs must be MIGS.

Section 13. The Clergy Evaluation and Communication Committee (CECC) is established to allow for periodic discussion and feedback between the Congregation and Clergy. The CECC will consist of two Officers or Directors at Large and two MIGS appointed by the President with the approval of the Board. The CECC will meet with Clergy (including the Rabbi in accordance with the Sacred Partnership) at least annually or more frequently as determined necessary by such Clergy or the

CECC. The CECC will use appropriate means to ensure all MIGS have the opportunity to provide individualized input to the CECC.

Section 14. The Clergy Negotiating Committee members shall be recommended by the President and include at a minimum the President, the Treasurer, and legal counsel, with the approval of the Board of Directors, prior to the Annual Meeting in a fiscal year during which any Clergy contracts are expiring or there is a wage reopener. The Clergy Negotiating Committee members shall negotiate the terms of Clergy contracts on the Congregation's behalf within the parameters set by the Board.

Section 15. The Clergy Search Committee shall consist of at least the President, an additional officer, one member of the Board of Directors, one member of the Worship Committee who is not a member of the Board of Directors, one member of the Religious School or Adult Education Committee who is not a member of the Board of Directors, and one Congregation Member who is not a member of the Board of Directors to be appointed by the President, with the approval of the Board of Directors. Existing clergy members may be ex officio members of the committee at the committee's discretion.

Article XII Subordinate Organizations

Section 1. The congregation may establish subordinate organizations that are founded as 501(c)(4) organizations, including but not limited to a Brotherhood, Sisterhood and Youth Group. These subordinate organizations must establish term limits for officers and members of their respective Boards of Directors that do not exceed the term limits provided for herein for comparable positions on the Congregation Beth Shalom Board of Directors.

Section 2. The Brotherhood shall be open to men who live in a household with at least one person choosing to worship in accordance with the faith of Reform Judaism. The Brotherhood President, Treasurer, and member responsible for representing the Brotherhood on the Board of Directors shall live in MIGS Households. The Brotherhood is a subordinate organization to Congregation Beth Shalom and shall not take any action that is contrary to the best interests of Congregation Beth Shalom. The Brotherhood's objective is to build camaraderie among men who live in households with at least one person choosing to worship in accordance with the faith of Reform Judaism in Central Indiana and to engage in activities that are consistent with the tenets of Reform Judaism as adopted by Congregation Beth Shalom.

Section 3. The Sisterhood shall be open to women who live in a household with at least one person choosing to worship in accordance with the faith of Reform Judaism. The Sisterhood President, Treasurer, and member responsible for

representing the Sisterhood on the Board of Directors shall live in MIGS Households. The Sisterhood is a subordinate organization to Congregation Beth Shalom and shall not take any action that is contrary to the best interests of Congregation Beth Shalom. The Sisterhood's objective is to build camaraderie among women who live in households with at least one person choosing to worship in accordance with the faith of Reform Judaism in Central Indiana and to engage in activities that are consistent with the tenets of Reform Judaism as adopted by Congregation Beth Shalom.

Section 4. The Youth Group shall be open to "Youths" (as that term is defined via criteria established by the Youth Group Board) who live in a household with at least one person choosing to worship in accordance with the faith of Reform Judaism. The Youth Group President, Treasurer, and member responsible for representing the Youth Group on the Board of Directors shall live in MIGS Households. The Youth Group is a subordinate organization to Congregation Beth Shalom and shall not take any action that is contrary to the best interests of Congregation Beth Shalom. The Youth Group's objective is to build camaraderie among Youths in Central Indiana and to engage in activities that are consistent with the tenets of Reform Judaism as adopted by Congregation Beth Shalom.

Section 5. In the event of the dissolution or merger of an organization that is subordinate to Congregation Beth Shalom, no officer, director, employee, Member, or representative of the subordinate organization or Congregation Beth Shalom shall be entitled to any distribution or division of its remaining property, assets, or proceeds. The balance of all money and other assets or property owned, held, or received by the subordinate organizations from any source, after the payment of all debts and obligations of the subordinate organization, shall be distributed to Congregation Beth Shalom and used exclusively for exempt purposes within the intention and purpose of the IRS code as it now exists or may be amended from time to time, or it shall be distributed to an organization or organizations exempt under said section of the code. Moreover, any such use or distribution of the money or property of the subordinate organization shall be in accord with the subordinate organization and/or Congregation Beth Shalom's purpose as set forth above, and, to the extent possible, shall promote similar or related purposes.

Article XIII

Contracts and Legal Documents in General

Contracts, deeds, and other legal documents obligating the Congregation shall require the review and approval of the Board of Directors and, if approved, must be signed by the President of the Congregation or a designated representative. All such legal documents shall be approved as to form, completion, and tax-exempt status impact, if any, by legal counsel to the Congregation. The aforesaid notwithstanding, all MIGS shall have the opportunity to review any contract, deed, or other legal

document which obligates the Congregation in excess of 10% of the total Annual Budget and shall be entered into by the Board of Directors with approval of the MIGS at the Annual Meeting or such other Membership Meeting called for this purpose.

Article XIV Fiscal Year

The Board of Directors shall determine the fiscal year of the Congregation.

Article XV Amendments

Section 1. Amendments to the Bylaws shall be presented, in writing, to the Board of Directors for consideration. Such amendments shall be presented to the Congregation at the Annual Meeting or at a Membership Meeting called for that purpose. Copies of the proposed amendment shall be provided to each Member along with the notice of the meeting at least 10 days prior to the meeting. The amendment, including any modifications thereto made before calling the vote, shall be ratified on the affirmative vote of two-thirds of the voting Members.

Section 2. If the Board of Directors decides not to bring a proposed amendment to the Congregation for ratification, the proposed amendment may be taken directly to the Membership at a Special Meeting according to the procedure described in Article V.2 of these Bylaws. Such amendments then shall be presented to the Congregation at a Special Meeting called for that purpose. Copies of the proposed amendment shall be provided to each Member along with the notice of the meeting at least 10 days prior to the meeting. The amendment shall be ratified on the affirmative vote of two-thirds of the voting Members.

Article XVI Parliamentary Authority

Robert's Rules of Order, newly revised, shall be the standard for parliamentary procedure in this Congregation, in the absence of any other rule or law governing the procedure in a particular situation.

Article XVII Prohibited Activities

Section 1. No Member of the Congregation shall receive any earnings or pecuniary profit from the operations of the Congregation. This shall not prevent the payment to any such person of reasonable compensation for services rendered to or for the Congregation in carrying out any of its tax-exempt purposes.

Section 2. Notwithstanding any other provision of these Bylaws, no Officer, employee, Member, Director, or representative of the Congregation shall take any action or carry on any activity by or on behalf of the Congregation not permitted to be taken or carried on by an organization exempt under section 501c(3) of the IRS and regulations promulgated thereunder, as they now exist or as they may hereafter be amended, or by an organization to which contributions are deductible under section 170c(2) of such code and regulations promulgated thereunder, as they now exist or as they may hereafter be amended.

Article XVIII Indemnification

The Congregation shall indemnify each of its Officers and Directors, whether or not then in office, against all reasonable expenses actually and necessarily incurred by such person, including such expenses incurred in any civil, criminal or administrative suit or proceeding to which any Officer or Director may have been made a party due to their role as an Officer or Director. No Officer or Director shall have a right to reimbursement in relation to matters as to which such person was derelict in the performance of his or her duty by reason of willful misconduct, bad faith, gross negligence or reckless disregard of the duties attendant to his or her position as an Officer or Director. The right to indemnification for expenses shall also apply to, but not be limited to, expenses of suits which are compromised or settled if the court having jurisdiction of the action shall approve such settlement. The foregoing right of indemnification shall be in addition to, and not exclusive of, all other rights to which such Officer may be entitled.

Article XIX Dissolution or Merger

In the event of the dissolution or merger of the Congregation, no officer, director, employee, Member, or representative of the Congregation shall be entitled to any distribution or division of its remaining property, assets, or proceeds. The balance of all money and other assets or property owned, held, or received by the Congregation from any source, after the payment of all debts and obligations of the Congregation, shall be used exclusively for exempt purposes within the intention and purpose of the IRS code as it now exists or may be amended from time to time, or it shall be distributed to an organization or organizations exempt under said section of the code. Moreover, any such use or distribution of the money or property of the Congregation shall be in accord with the Congregation's purpose as set forth above, and, to the extent possible, shall promote similar or related purposes.