

TEMPLE HAR SHALOM

BY-LAWS

(As amended May 24, 2017)

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Article 1 Name and Incorporation

The name of the organization shall be Temple Har Shalom (“THS”) and the organization shall be incorporated under New Jersey Law. The organization is sometimes referred to in these By-Laws as the “Congregation”.

Article 2 Affiliation

This organization shall be affiliated with the Union for Reform Judaism (as the same is now or shall hereafter be called). Any change in such affiliation, or any dissolution or merger of the organization, or sale of all or substantially all of its property and assets, shall require the two-thirds (2/3) vote of the member households in good standing who are present and voting at any general membership meeting or special membership meeting of the organization convened for said purpose. Participation in other organizations or institutions shall be determined by the Board of Trustees.

Article 3 Purpose

The purpose of Temple Har Shalom is:

- To promote the beliefs and teachings of Reform Judaism by upholding, encouraging, studying and sharing the principles and moral, ethical and spiritual values thereof;
- To cultivate and nurture an appreciation of Jewish heritage and culture;
- To encourage respect among all people;
- To foster collective and personal commitment to the Covenants and acts of Tzedakah and goodness within our Congregation and extended communities, with particular sensitivity to those in need of care and assistance; and
- To enable its members to develop a relationship with God through communal worship, study of Torah, and related teaching and assembly.

Article 4 Membership

Section 1

Upon approval of the Board of Trustees, any household that consists of at least one Jewish adult, one adult committed to conversion to Judaism and recommended by the clergy of Temple Har Shalom, or a non-Jewish single parent raising one or more children in the Jewish faith, shall be considered eligible for membership in Temple Har Shalom. Each member household in good standing shall have one vote. For the purposes of this article, the member household shall mean one or two adults from the age of 18 or older and their dependent children, if any. The Board may establish different membership definitions and classifications.

Section 2

As defined by this Article, financial obligations shall include all dues, Religious School Tuition, assessments and other fees levied by this organization for the applicable membership classifications, as established by the Board of Trustees from time to time.

Each member household shall meet its financial obligations by making payments of all obligations including Religious School Tuition as follows: 100% by the later of August 15th or 30 days after the date that the invoices for the current year dues and tuition are mailed to members to ensure timely mailing of High Holiday tickets to all congregants in good standing and reduce collection efforts and bad debts, provided however, that if a congregant has delivered valid bank account information and ACH payment authorization, payments on dues and tuition and any other charges may be paid over time by way of an acceptable ACH payment schedule. If a congregant wishes to pay in a manner other than ACH, all dues, tuition and charges must be paid on or before the later of August 15th or 30 days after the mailing of the relevant invoice. Any moneys due on invoices mailed for services rendered after August 15th are due upon receipt.

A member household may request different payment schedule(s) from those set forth above, subject to the approval of the Dues Adjustment Committee, which must be requested and confirmed in writing prior to the applicable deadline date.

The Board of Trustees shall also have the right to accelerate, extend or otherwise modify the foregoing schedules (including the deadline dates and percentages set forth therein) and also to offer discounts, incentives and modified or alternative fee and Religious School Tuition arrangements to attract new members, to retain existing members, to encourage attendance at the Mountain Top facility operated by THS, and to insure timely collection of financial obligations owed to this organization.

Former member households which elect to rejoin THS shall be required to pay all unpaid financial obligations (including Religious School Tuition) remaining from prior periods of membership.

A member household whose financial obligations have not been met by the applicable deadline date, or who has not by such date received specific written approval from the Dues Adjustment Committee for payment of same by alternative deadline date(s), shall not be considered a member household in good standing, and shall not be entitled to receive High Holiday Tickets or admission to Religious School, to have their children become Bar/Bat Mitzvah or Confirmed, or to receive the other rights, privileges and benefits of membership.

The Dues Adjustment Committee shall consist of the President (or one co-President, if applicable), Treasurer and Congregation Manager (or such other similar position as may then be in place) and/or such other members as the Executive Board shall appoint.

A one-time 5% late fee may be assessed for any past due balances beyond the By-Laws mandated due dates. This does not apply to those families that are current and in

compliance with their dues adjustment arrangements. Dues adjustments must be renewed annually if applicable.

Section 3

Individuals within the member household shall have rights and privileges as defined herein. The Board of Trustees shall have the right to make certain activities available to non-members, on such terms as it deems appropriate, to encourage membership in THS and the best interests of this organization.

Article 5 Government and Administration

Section 1

There shall be established a Board of Trustees. All policies of the organization shall be determined and administered by the Board of Trustees which shall consist of its officers: the President (or Co-Presidents), three Vice Presidents, Secretary, Treasurer, Immediate Past President, and not less than ten and not more than eighteen Trustees. In addition the Presidents of the Sisterhood and Men's Club also sit on the Board. Furthermore, at the discretion of the Executive Board, two members may be permitted to share one officer or trusteeship position as "co-officers" or "co-trustees" provided such co-officers or co-trustees are only permitted one vote on the Board of Trustees.

The Board of Trustees (sometimes referred to as the "Board") shall manage the affairs of the Congregation and take such actions as shall, in its judgment, best promote the welfare of the Congregation. The Board shall act with all the power and authority of the Congregation, except that which is expressly reserved to members by the Congregation's Articles of Incorporation and these By-Laws.

Section 2

There shall be established an Executive Board whose members shall be the President, not less than three and no more than four Vice Presidents, Secretary, Treasurer, and Immediate Past President. If two members share one Executive Board position, they shall only be permitted to have one vote on the Executive Board and one vote on the Board of Trustees. The Executive Board shall be responsible for the day-to-day running of the organization and for implementing the policies of the organization adopted by the Board of Trustees of Trustees. Each matter voted upon by the Executive Board shall be by a majority vote of the Executive Board members.

The Executive Board shall report to the Board of Trustees at the regularly scheduled meetings of the Board and at any special meetings called for special purposes.

The Executive Board shall be responsible for making recommendations to the Board of Trustees regarding the hiring, contract renewal or non-renewal, or termination of the persons employed in the permanent or interim positions of clergy and senior professional staff in the roles of Congregation Manager and Director of Congregational Learning or their functional equivalent. The recommendation by the Executive Board must be approved by a majority of its members. Such recommendation shall be deemed ratified and adopted by the Board of Trustees only if such recommendation is approved by a majority of the members of the Board of Trustees who are present and eligible to vote at a regularly scheduled meeting of the Board of Trustees or at a special meeting of the Board of Trustees convened for said purpose.

The Executive Board shall engage all other employees of the organization for such term and compensation as it may deem appropriate, except as otherwise provided herein.

The Executive Board may discharge any other employee, except as otherwise provided herein.

Section 3

The standing committees of THS shall include, but not be limited to, the following committees:

1. Jewish Living
2. Congregational Learning
3. Budget & Finance
4. Membership
5. Mountain Top
6. House
7. Communications

The standing committees of THS shall report to the Board of Trustees and shall make recommendations to the Board of Trustees for its consideration and approval.

Section 3.1

There shall be established a Jewish Living Committee. The purpose of this committee shall be to work with the clergy to discuss ritual policies consistent with our Jewish tradition, to arrange the schedule for all services, and to recommend policies that pertain to *B'nai Mitzvah* and other life cycle events.

Section 3.2

There shall be established Congregational Learning Committee. The purpose of this committee will be to discuss and recommend programs, curriculum, and policy, establish procedures, and provide support services regarding all education at Temple Har Shalom from birth through adulthood, in conjunction with and upon the advice of the Director of Congregational Learning.

Section 3.3

There shall be a Budget and Finance Committee, which shall consist of the President, Treasurer, the Fundraising Chairperson, the Executive Director, the Financial Secretary, and at least two members at large appointed by the President and approved by the Board of Trustees.

This Committee shall have the responsibility for reviewing the financial operations of the Congregation, including income and expenses. It shall prepare and submit an annual budget and recommend the dues, tuition and fees to be charged to the Board of Trustees in accordance with these By-laws.

Section 3.4

There shall be established one or more Membership Committees. These committees shall have the responsibility for attracting and enrolling non-affiliated individuals and families in the community who are interested in supporting and furthering the goals of THS. These committees shall also work for the retention and integration of existing members and the enhancement of benefits for existing members.

Section 3.5

There shall be established a Mountain Top Committee. The purpose of this committee will be to recommend policy, establish procedures, and provide support services to Mountain Top in conjunction with and upon the advice of the Director of Mountain Top, the oversight of the parent activities and involvement at the school (such as fundraising activities), and certain extracurricular programs for the children. The chairperson of the committee shall report at each meeting of the Board of Trustees as to the condition of the school and recommend any changes in its policies, administration or administrative procedures that s/he and the Mountain Top Committee may deem advisable.

Section 3.6

There shall be established a House Committee which shall be responsible for issues regarding the maintenance, operation, repair and replacement of the THS real estate, building and facilities.

Section 3.7

There shall be established one or more Communications Committees which will be responsible for creating and distributing the THS newsletter, *The Shofar*, on a monthly basis to disseminate information to the membership. These committees will also oversee obtaining advertising for the *The Shofar*, creating and distributing all press releases and publicity material relating to THS, maintaining and updating the THS website, and determining and making recommendations concerning the other technology needs of THS, including telephone, fax, computer, sound, audio-visual and internet.

Section 3.8

The Executive Board may from time to time disband or modify, rename or otherwise recognize any of the foregoing committees and/or establish other standing, special or ad hoc committees, as it deems appropriate.

Section 4

A: Serving as a co-chair (if applicable) of a standing committee is reserved for members of the congregation in good standing so long as the other co-chair is Jewish. In the event the Jewish co-chair cannot fulfill the position, the executive board liaison to the committee will serve as interim co-chair until such time as a new co-chair can be appointed by the President.

B: Chairing a standing committee, serving on the Board of Trustees, or becoming an Officer of the Congregation are reserved for those who are Jewish. This evolves out of a sense that a personal commitment as a Jew is necessary for making decisions on establishing certain policies of the Congregation or to serve as a leader or representative of the THS Community.

Article 6 Duties and Powers of Officers

Section 1: President

The President shall preside at all meetings of the Board of Trustees and meetings of the organization, and shall enforce the By-Laws of the organization. In the absence of the President, another member of the Executive Board may preside at such meetings.

He or she shall report at the meetings of the organization and shall submit at the Annual Meeting of the organization, held in May, an annual report.

He or she shall be an ex-officio member of all committees.

The President shall determine what special committees may be necessary for the fulfillment of the purpose of the organization and shall have the right to prescribe the powers and duties of such committees.

With the sanction of the Executive Board, the President shall appoint all delegations or committees as may be necessary to represent the organization at any convention, conference, assembly or committees.

The President shall have such usual powers of supervision and management as may pertain to the office of President and perform such other duties as may be designated by the Board of Trustees.

The Treasurer and/or President may sign checks drawn on accounts of the THS. All checks exceeding an amount established by the Board of Trustees will require two

signatures, that of the Treasurer and the President. No signatory shall issue a check to themselves.

Section 2: Vice President

The Vice Presidents shall perform such duties as the President or Board of Trustees shall designate.

Section 3: Secretary

The Secretary shall keep an accurate record of the proceedings of the Board of Trustees and the organization. Before the start of each regularly scheduled Board of Trustees' meeting, the Secretary shall distribute to each member of the Board of Trustees minutes of the previous meeting.

The Secretary shall call the roll when necessary and shall assist the President in the preparation of each agenda, if so requested. In the event the President as well as the Vice Presidents are not present at a meeting, the Secretary shall call the meeting to order and ask for a nomination of a person to act as chair *pro tem*.

Section 4: Treasurer

The Treasurer shall be the custodian of all Congregation funds and shall be the disbursing agent of the Congregation, as authorized by the Board of Trustees. S/he shall supervise the deposit of all monies and other valuables in such depositories as the Board of Trustees may designate or in the absence of such designation in such depositories as s/he shall deem proper. S/he shall supervise the collection of dues and assessments and the paying of bills, salaries, and other expenses. The Treasurer shall keep, or cause to be kept, in books belonging to the Congregation full and correct accounts of the Congregation's assets and business transactions. The Treasurer shall present a financial report at each regular meeting of the Board of Trustees and of the membership. S/he shall serve on the Budget Committee and perform such other duties incident to the office.

The Treasurer shall keep the records of professional staff contracts at THS.

The Treasurer shall not be required to make any payment to any member of the organization as a reimbursement for the expenses disbursed by said member unless a voucher for same is received. The Treasurer shall also perform such other duties as pertain to the office and as the Board of Trustees may require.

There shall be a Financial Secretary for internal control purposes which may or may not be a position of the Board of Trustees.

The Treasurer and/or President may sign checks drawn on accounts of the THS. All checks exceeding an amount established by the Board of Directors will require two

signatures, that of the Treasurer and the President. No signatory shall issue a check to her/himself.

Section 5: Immediate Past President

The Immediate Past President shall perform such duties as the President or Board of Trustees shall designate.

In the event that the Immediate Past President is unavailable or unwilling to serve, the position will not be counted toward the quorum or voting requirements of either the Executive Board or the Board of Trustees and the “majority vote” shall be and is defined as the majority of members present and eligible to vote not including the Immediate Past President.

Section 6: Trustee

Each Trustee shall perform all tasks assigned by the President and/or the Board of Trustees. The Trustee shall act as or appoint a chairperson of the committee(s) under her/his area of responsibility. The Trustee shall also be an *ex officio* member of all such committees.

Section 7

The Presidents of the Sisterhood and Men’s Club shall serve on the Board of Trustees and shall act as liaisons between the Board of Trustees and their respective organizations. Co-Presidents of these auxiliary organizations are allowable. Each organization has one (1) board vote.

Section 8

Members of the Board of Trustees are required to attend a majority of regularly scheduled meetings during any 6-month period. Failure to do so could lead to removal from the Board by a majority vote of the Executive Board.

Article 7 Vacancies in Office

Section 1

When, by reason of death, resignation or incapacity of any member of the Board of Trustees (except the Presidents of the Sisterhood and Men’s Club), a vacancy occurs in office, the President, with the approval of the Board of Trustees, shall appoint a successor for the unexpired term and must appoint a successor if the number of Trustees falls below ten (10).

In the event of the President’s death, resignation or incapacity, the Immediate Past President shall become President *Protempore*, with all the duties and powers of the Presidency, until an election for President is held by the Executive Board. In the absence of the Immediate Past President, the Treasurer of THS shall become President *Protempore*.

Within ten days, the Secretary of THS shall call and convene an Executive Board Meeting. At this meeting, the Secretary, acting as chairperson of the Executive Board, shall call for a vote to elect a President to fill the unexpired term of the Presidency. Only current Vice Presidents may be candidates for this election. Each Executive Board member shall have one vote. The candidate receiving a plurality shall be declared the winner. President *Protempore* shall not vote except to break ties.

The unexpired term of the Sisterhood and Men's Club presidency shall be filled by one of their members in accordance with the rules of their organizations.

Section 2

Upon the recommendation of the Executive Board, the President may temporarily suspend any member of the Senior Staff (as defined in Article 5), Officer or Trustee who has committed any serious misconduct. At the next meeting of the Board of Trustees, the charged member of the Senior Staff (as defined in Article 5), Officer or Trustee shall be removed from office unless such recommendation is disapproved by two-thirds (2/3) vote of the members of the Board of Trustees who are present and eligible to vote at a regularly scheduled meeting of the Board of Trustees or at a special meeting convened for said purpose.

Article 8 Election of the Board of Trustees

Section 1

Not less than ninety days prior to the Annual Meeting of the organization, the President shall appoint, with the approval of the Board of Trustees, a Nominating Committee of at least five members, at least one of whom shall be a member of the Board of Trustees.

Not less than seventy-five days prior to the Annual Meeting of the organization, the Secretary shall send to all members in good standing an announcement of the upcoming election that shall contain the following information:

1. The name and phone number of the Chairperson of the Nominating Committee.
2. The names and phone numbers of all other members of the Nominating Committee.
3. The last date that the Nominating Committee will accept names to be considered for a position on the slate to be presented to the General Membership at the Annual General Membership Meeting.
4. A list of the Officer and Trustee positions on the Board of Trustees that will be filled at the election to be held at the Annual General Membership Meeting.
5. The date set for election of Officers and Trustees.

Section 2

Nominees for the office of the President shall be limited to current Executive Board members or current congregants who have served on the Executive Board within the past five years. Nominees for other offices which also include membership on the Executive Board shall be limited to current congregants who either have served on the Board of Trustees within the past five years or have served on the Executive Board prior thereto.

Section 3

The Nominating Committee shall select one nominee for each expiring office, subject to Section 2. All nominees must be Jewish in order to be eligible for election to the Board of Trustees. Said slate shall be presented to the Board of Trustees for approval. If rejected, the Nominating Committee shall reconvene and present a new slate to the Board of Trustees within ten days for approval. The approved slate of nominees shall be given to the Secretary for inclusion in the notice of the Annual Meeting of the organization.

Any eligible congregant who wishes to be considered for any open office shall notify the Secretary in writing no later than 14 days prior to the Annual meeting of the organization. The Secretary shall immediately notify the congregation in writing of any/all additional candidates.

Section 4

At the Annual Meeting of the organization, the Nominating Committee shall present to the organization its slate of nominees. Any additional candidates shall be presented at the same time by the Secretary.

Section 5

All elections shall be by closed ballot, except in the case of a single nominee for a particular office, in which event the Secretary shall cast the ballot for the sole nominee. The candidates receiving the highest number of votes shall be declared elected.

In the event of a closed ballot, two inspectors shall be appointed by the President who shall canvas the ballots cast.

Section 6

All members of the Board of Trustees shall take office June 1st. All members of the Board of Trustees shall serve for a term of two years.

Section 7

Members of the Executive Board may not hold the same office for more than three full successive terms.

No person shall hold more than one elected office in the organization at one time.

Article 9 Meetings of the Board of Trustees and Executive Board

Section 1

The Board of Trustees shall meet at least monthly. However, at the discretion of the President, meetings may be waived three (3) times per year.

Section 1a

The Executive Board shall meet at least monthly. However, at the discretion of the President, meetings may be waived three (3) times per year.

Section 2

At all meetings of the Board of Trustees, sixty percent (60%) of voting members of the Board shall constitute a quorum. A “majority vote” shall be and is hereby defined as a majority of the members of the Board present and eligible to vote.

Section 2a

At all meetings of the Executive Board sixty percent (60%) of voting members of the Executive Board shall constitute a quorum. A “majority vote” shall be and is hereby defined as a majority of the members of the Executive Board present and eligible to vote. The President must be in attendance.

Section 2b:

At the discretion of the President, an Executive Board or Board of Trustees meeting (including special meetings) may be held by teleconference. At such a meeting, roll call will be taken by the Secretary (or Acting Secretary if the Secretary is not in attendance). At such meetings sixty percent (60%) of voting members of the Board shall constitute a quorum. A “majority vote” shall be and is hereby defined as a majority of the members of the Board present and eligible to vote. Whenever possible, a written agenda along with an explanation of any item to be voted on must be delivered to the Board of Trustees at least 24 hours prior to the scheduled conference call.

Section 3

Special meetings of the Board of Trustees may be called by the President. The Secretary, at the written request of sixty percent (60%) of the Board of Trustees eligible to vote,

may also call a special meeting. In such event, notice of said meeting shall be in written form, and such writing shall set forth the business to be conducted at said meeting, and no business shall be transacted except as that stated in the notice. The President need not be present at a special meeting.

Section 4

Robert's Rules of Order (Revised) shall govern the proceedings of all meetings of the Board of Trustees and Executive Board, except insofar as those rules may conflict with the By-Laws of the organization.

Section 5

The meetings of the Board of Trustees shall be open to the general membership, subject to the following limitations:

- a. Only members of the Board of Trustees shall vote. The President shall only vote to break a tie.
- b. No voice may be had by anyone not a member of the Board of Trustees, except as set forth in section c below.
- c. Anyone may speak on any subject and/or during "Remarks for the Good of the Order" at the President's discretion.
- d. A portion of the meeting shall be permitted to be closed to non-members of the Board of Trustees to permit the discussion of sensitive or confidential issues.

Section 5a

The meetings of the Executive Board shall be closed to all but members of the Executive Board or guests invited by the President.

All Past Presidents who are members in good standing, other than the Immediate Past President, shall have the privilege of addressing the Board of Trustees.

Article 10 Meetings of the Organization

Section 1

The Annual Meeting of the entire organization shall be held in May of each year. The Secretary shall send thirty (30) days written notice of the annual meeting to the member households at their addresses as recorded in the books of the organization. Said notice shall contain an agenda of the meeting, the report of the Nominating Committee, and the proposed budget. (See Article 8, Section 3).

Section 2

The following shall be the order of business at the Annual Meeting. However, the order of business may be changed by a majority vote of the members present and voting.

- a. Roll call of the Board of Trustees;
- b. Reading of the minutes of the previous Annual Meeting;
- c. Report of the President and action thereon;
- d. Report of the Senior Rabbi;
- e. Report of the Treasurer and action thereon;
- f. Presentation of the budget and approval thereof;
- g. Other reports and communication and any action necessary thereon;
- h. Report of the Nominating Committee and election of Officers and Trustees;
- i. Old business;
- j. New business;
- k. Remarks for the Good of the Order.

Section 3

Special meetings of the organization shall be called by the President whenever requested to do so by the Board of Trustees or upon written request of forty percent (40%) of the member households of the organization in good standing, stating the objects thereof. In case of the refusal or neglect of the President to call a special meeting of the organization within five (5) days after the request, one of the Vice Presidents shall do so, and in case of their refusal or neglect, forty percent (40%) or more of the member households in good standing may call such a meeting. The Secretary shall give at least seven (7) days written notice prior to all special meetings, and the notice thereof shall be effective upon sending. No business shall be transacted except as stated in the notice.

Section 4

Fifteen (15) member households of the organization in good standing shall constitute a quorum at all meetings of the organization, without which no meeting may commence. "Majority vote" shall be defined as a majority of the member households of the organization present and eligible to vote, and not a majority of those present and voting.

Section 5

Each member household in good standing, as determined by the Treasurer, shall be entitled to one vote at all elections and motions and other proposals arising at the meetings of

the organization. Only member households in good standing who are present at a meeting will be entitled to vote or be counted for a quorum; proxy votes will not be accepted.

Section 6

Robert's Rules of Order (Revised) shall govern the proceedings of all meetings of the organization and its constituent committees and parts, except insofar as those rules may conflict with the By-Laws of the organization.

Article 11 Financial Administration

Section 1

The financial administration of the organization shall be vested in the Board of Trustees.

Section 2

Fiscal Year: The fiscal year of this organization shall commence on the first day of July each year, and shall end on the last day of June.

Section 3

The budget for the organization for each Fiscal Year shall be prepared by the Budget and Finance Committee as appointed in accordance with these By-Laws. The Budget and Finance Committee, as set forth hereinabove, shall meet promptly after being appointed and as often as necessary prior to the Annual Meeting to prepare a budget for the ensuing Fiscal Year. The proposed budget shall be presented to the Board of Trustees not later than its April meeting for approval so that same may be approved prior to the beginning of the new Fiscal Year.

The final budget presented by the Budget and Finance Committee to the congregation at the Congregational Meeting must be a balanced budget.

Section 4

The approved budget for the ensuing Fiscal Year shall be submitted by the Board of Trustees at the Annual Meeting for adoption.

Section 5

If the budget for the ensuing Fiscal Year is not approved by the Board of Trustees and/or by the Congregation by the beginning of such Fiscal Year, the recurring provisions of the budget for the prior Fiscal Year shall remain in effect until the new budget is approved.

Article 12 Suspension of Members

Section 1

Any member whose dues are in arrears as of April 1st may be suspended from membership at the discretion of the President and Treasurer. However, the right to vote at any regular meeting of the organization shall be limited to member households in good standing.

Section 2

Any member whose dues are in arrears as of June 30th shall cease to be a member. No cessation of membership, whether through suspension, resignation or otherwise, shall relieve a member from the payment of any obligation due at the time of cessation.

Section 3

Any Officer or other member of the Board of Trustees whose membership shall be suspended shall cease to hold such office or position and such office or position shall be considered vacant without further action of the Board of Trustees and the vacancy shall be filled in accordance with Article 7 of these By-Laws.

Article 13 Indemnification

Section 1

The Congregation shall indemnify any person who is, or who is threatened to be made, a party to a legal proceeding, because he or she was director, officer, employee, professional staff, rabbi, cantor, or agent of the Congregation (collectively, the "Indemnities"), against expenses (including reasonable attorney's fees), judgments, fines, and amounts paid in settlement (if approved by the Board of Trustees in advance) actually and reasonably incurred by her/him in connection with such action, suit, or proceeding, if s/he acted in a manner which s/he reasonably believed to be in or not opposed to the interests of the Congregation and with respect to any criminal action or proceeding, had no reasonable cause to believe her/his conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of *nolo contendere* or its equivalent shall not, of itself, create a presumption that (i) the person did not act in a manner which s/he reasonably believed to be in or

not opposed to the interests of the Congregation, or (ii) with respect to any criminal action or proceeding, the person had reasonable cause to believe that her/his conduct was unlawful.

Section 2

Any indemnification under Section 1 of this By-Law provision (unless ordered by a court) shall be made by the Congregation only as authorized in the specific case, upon the determination that indemnification of the person is proper in the circumstances because s/he has met the applicable standard of conduct set forth in Section 1. Such determination shall be made: (1) by the Board of Trustees by a majority vote of a quorum consisting of members of the Board of Trustees who were not parties to such action, suit or proceeding; or, if no quorum can be reached, (2) by the affirmative vote of a majority of the members in good standing of the Congregation, present and eligible to vote at a duly constituted meeting, excluding those who are parties to the action, suit or proceeding.

Section 3

Expenses incurred in defending a civil or criminal action, suit or proceeding shall be paid by the Congregation in advance of the final disposition of such action, suit, or proceeding upon receipt of an undertaking (with sufficient security, if required) by or on behalf of the indemnified person to repay such if it shall ultimately be determined that s/he is not entitled to be indemnified by the Congregation as authorized in this By-Law provision.

Section 4

The Congregation shall purchase and maintain insurance on behalf of and for the benefit of the Indemnitees, as defined in Section 1, sufficient to cover its indemnification obligations pursuant to Section 1.

Article 14 Amendment of By-Laws

Section 1

These By-Laws may be amended by two-thirds vote of the member households in good standing present and voting at any regular meeting or specifically called meeting, provided notice of the proposed amendment was submitted to the membership in writing at least thirty (30) days in advance.

Section 2

A By-Laws Committee shall be appointed by the President to review the By-Laws at least every five years.

Article 15 Notices

Whenever a notice is required to be made or sent pursuant to these By-Laws, such notice may be given by mail, fax or e-mail, or by such other technological methods as may be suitable.