

By-Laws Proposed Revisions as of May 30 2019

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 and to foster respect among all people;
- ~~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 foster an inclusive Congregational community that provides varied opportunities for religious, educational, cultural, social and recreational experiences for both Congregation members and the greater Jewish community; 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 and the Financial Obligations of Members in Good Standing Policy, 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.

To be considered a member in good standing, eEach member household shall meet its financial obligations by making payments of all obligations, including Religious School Tuition, in accordance with the Financial Obligations of Members in Good Standing Policy. Only member households who are in good standing may be entitled to receive High Holiday Tickets, admission to Religious School, have their children become Bar/Bat Mitzvah or Confirmed, to engage in lifecycle events at Temple with Temple Clergy, or receive the other rights, privileges and benefits of membership [as set forth herein]., 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 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 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), the Treasurer and Congregation Manager (or such other similar position as may then be in place) and 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 the 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 and in accordance with Article 5, Section 1 herein, including as documented in the Auxiliary Access Policy, 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 consisting of the Executive Board plus not less than ten and not more than eighteen Trustees. In addition, a representative of the Youth Group (in an honorary and non-voting capacity), and the Presidents of the Sisterhood and Mens 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 shall consist only of members in good standing. Any member of the Board whose membership is suspended or terminated in accordance with the Financial Obligations of Members in Good Standing Policy shall be deemed to have resigned his or her Board membership and the vacancy created by such deemed resignation shall be filled in accordance with Article 7 herein.

Commented [SH1]: From Article 12

The Board of Trustees (sometimes referred to as the “Board”) shall manage the affairs of the Congregation, adopt the policies of the organization, 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.

~~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 Mens 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 ~~two~~^{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, including recommendations to the Board of Trustees, shall be by a majority vote of the ~~Executive Board members~~ in accordance with section 2a of Article 9.

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 any senior professional staff, as determined by the Executive Board, ~~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 vote of its ~~members~~ members in accordance with section 2a of Article 9. Such recommendation shall be deemed ratified and adopted by the Board of Trustees only if such recommendation is approved by a majority vote of the members of the Board of Trustees ~~in accordance with section 2 of Article 9, 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. ~~Education~~Congregational Learning
3. Budget & Finance
4. Membership
5. ~~Early Childhood Education~~Mountain Top
6. House
7. ~~Communications~~Security

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. Each standing committee shall have a Board of Trustee member serve as a liaison to the committee, unless the committee chair (or co-chair) is a Board of Trustees member.

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 ~~an Education~~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 religious education at Temple Har Shalom, ~~from birth through~~

~~adulthood,~~ in conjunction with and upon the advice of those individuals charged with leading religious education. ~~e-Director of Congregational Learning.~~

Section 3.3

There shall be established a Budget and Finance Committee, which shall ~~include the Treasurer, 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 overseeing and reviewing the financial operations of the Congregation, including income and expenses. It shall prepare and submit an annual budget, ~~and shall recommend to the Executive Board and Board of Trustees membership and other the dues, tuition and fees, and in conjunction with the Education Committee-, to be charged-recommend# tuition charges as well.~~ o the Board of Trustees in accordance with these Bylaws.

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, as well as to disseminate information to the membership, in conjunction with the Executive Board and clergy.

Section 3.5

There shall be established an Mountain Top Early Childhood Education Committee. The purpose of this Committee will be to ~~recommend policy, establish procedures, and~~ provide support and assistance in running services to Mountain the THS preschool ~~Top~~ in conjunction with and upon the advice of the Director of ~~Mountain Top~~ the preschool, as well as to provide ~~the~~ oversight of the parent activities and involvement at the school (such as fundraising activities). ~~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, and determining and making recommendations concerning the technology needs of THS, including telephone, fax, computer, sound, audio-visual and internet.

Section 3.7

There shall be established a Security Committee which shall be responsible for evaluating existing conditions of THS's operations, as well as the building and facilities, from a security perspective, and for recommending to the Board of Trustees appropriate improvements.~~one or more Communication Committees which shall 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 Shofar*, creating and distributing all press releases and publicity material 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 3.9

In addition to Standing Committees, there shall be the Sisterhood Auxiliary and Men's Club Auxiliary groups. The Board shall have the right to establish additional auxiliary groups as it deems necessary and appropriate.

Section 4

~~—A: Because the Congregation believes it necessary to promulgating Congregational policies and serving as a leader of the Temple Har Shalom Community, serving on the Board of Trustees or chairing a standing committee 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.~~

~~Serving as a co chair (if applicable) of a standing committee is reserved for the 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: Only members of the Congregation in good standing may serve as chairs of standing committees. Notwithstanding Section 4A above, should a standing committee have co-chairs, only one of the co-chairs must be Jewish (“Jewish Standing Committee Co-Chair”). ~~Serving as a co chair (if applicable) of a standing committee is reserved for the members of the congregation in good standing so long as the other co chair is Jewish. In the event the a Jewish Standing Committee Co-Chair can no longer not fulfill the position, due to death, resignation or incapacity, the Executive Board liaison to the committee will serve as interim co chair until such time as a new Jewish Standing Committee Co-Chair can be appointed by the President.~~

~~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 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 Mens Club), a vacancy occurs in office, the President, with the approval of the Board of Trustees, ~~shall~~ may appoint a successor for the unexpired term and must appoint a successor if the number of Trustees fall below ten (10) or if the vacancy created is the Secretary or Treasurer.

In the event of the President's death, resignation or incapacity, the Immediate Past President shall become President *Protempore*, or if the Immediate Past President declines to accept the appointment or is otherwise not available, then the Treasurer ~~of Treasurer of~~ THS shall become President *Protempore*. The President Protempore shall assume ~~with~~ all the duties and exercise all the powers of the Presidency, until an election 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 Executive Board Members ~~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, t~~The President may temporarily suspend any Board member or member of the senior professional staff, as determined by the Board pursuant to section 2 of Article 5, of the Senior

~~Staff (as defined in Article 5), Officer or Trustee~~ who has committed any serious misconduct; ~~permanent removal from the Board will be considered.~~ ~~At~~ the next meeting of the Board of Trustees, Upon consideration by the Board of Trustees, the ~~charged Board~~ member charged with committing serious misconduct ~~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 constituting a quorum in accordance with section 2 of Article 9 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 Congregation~~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

All nominees must be members in good standing and otherwise eligible for the nomination in accordance with these bylaws. Nominees for the office of the President shall be limited to current Executive Board members or current congregants who have previously 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 or as an officer of an Auxiliary within the past five years or have served on the Executive Board prior thereto; provided however, that individuals not meeting the aforementioned requirement may be considered upon recommendation of the Executive Board and Rabbi if they determine that it would be in the best interests of the congregation.

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 accordance with the procedures set forth in the announcement described in Section 1 hereof ~~writing no later than 14 days prior to the Annual meeting of the organization~~. The Secretary shall include in the notice of the Annual meeting of the organization ~~immediately notify the congregation in writing of~~ any/all additional candidates who wish to be considered notwithstanding that they do not appear on the approved slate of nominees.

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

In accordance with Article 10, aAll elections shall be by closed ballot, and the candidates receiving the highest number of votes shall be declared elected; provided however, that, except in the case of the vote for the slate proposed by the Nominating Committee, a single nominee for a particular office, in which event the Secretary shall ask for all votes for and against such slate and cast the aggregate ballot for such slate accordingly.~~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. Unless otherwise stated in the ballot, aAll Officers and 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 those members of the Board constituting a quorum 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 those members of the Executive Board constituting a quorum 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 se 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 subsection c below.
- c. At the President's discretion, 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; and
- 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 by forty percent (40%) of the member households 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 (as determined by the Treasurer) 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 households of the organization constituting a quorum present and eligible to vote, and not a majority of those present and voting. Each member household in good standing and present at a meeting shall be entitled to one vote at all elections and motions and other proposals arising at any such meeting. Proxy votes will not be accepted.

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 will be entitled to vote or be counted for a quorum; proxy votes will not be accepted.~~

Section 65

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 12 ~~[RESERVED]~~ 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.~~

Commented [SH2]: New Financial Obligations Policy and Article 10

Section 2

~~Any members 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.~~

Commented [SH3]: New Financial Obligations Policy

Section 3

~~Any Officer or 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 Bylaws.~~

Commented [SH4]: Moved to Article 5, Section 1

Article 13 Indemnification

Section 1

To the fullest extent legally permissible, 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 is or was director, officer, employee, professional staff, rabbi, cantor, or agent of the Congregation (collectively, the "Indemnities"), against costs and 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 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. Promptly after becoming aware of any claim, demand or other action giving rise to a claim for indemnification under this Article 13, each party Indemnitee hereunder shall advise the Congregation's President of the existence of such claim, demand or action.

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.

Section 5

The Trustees and Officers of the Congregation shall not be personally liable for any debt, liability or obligation of the Congregation. All persons or entities extending credit to, contracting with, or having any claim against the Congregation may look only to the funds and property of the Congregation for the payment of any such contract or claim, or for the payment of any debt, damages, judgment, decree, or of any money that may otherwise become due or payable to them from the Congregation.