

**THE BY-LAWS OF CONGREGATION TEMPLE EMANUEL
OF ANDOVER, MASSACHUSETTS
Adopted June 14, 2019**

ARTICLE I NAME, LOCATION AND SEAL

Section 1.1 NAME

The name of the congregation (the “Congregation”) shall be Congregation Temple Emanuel of Andover, Massachusetts.

Section 1.2 PRINCIPAL OFFICE

The principal office of the Congregation shall be located at 7 Haggetts Pond Road, Andover, Massachusetts.

Section 1.3 CORPORATE SEAL

The corporate seal of the Congregation shall be circular in form and shall have inscribed thereon the name of the Congregation, the year of its incorporation, the word “Massachusetts”, and the Hebrew symbol of the “Star of David”.

ARTICLE II PURPOSES AND RELIGIOUS PRACTICES

Section 2.1 GENERAL RELIGIOUS PURPOSE

The purpose of this Congregation is to promote the fundamental and enduring principles of Judaism and to ensure the continuity of the Jewish people; to enable its members to develop a relationship with God through communal worship, study of Torah, and assembly; and to apply the principles of Reform Judaism to the values and conduct of the individual, the family, and the society in which we live.

Section 2.2 RELIGIOUS PRACTICES

The general religious purpose of the Congregation shall be carried out by:

- a. The conducting of religious services of the Jewish faith following the forms, practices and usages of Reform Judaism;
- b. The promotion of education in the Hebrew language as well as Jewish studies, history, culture, tradition, ritual, and observances (past and present).

ARTICLE III POWERS AND GOVERNING LAW

Section 3.1 GENERAL POWERS

The Congregation shall have all of the powers necessary to carry out the purposes and to promote the religious practices set forth in Article II of these By-Laws.

Section 3.2 REAL AND PERSONAL PROPERTY

The Congregation shall have the power to acquire and hold real and personal property, by gift, purchase, or lease, and to improve, maintain, sell or otherwise dispose of such property, as is necessary or desirable for carrying out the purposes of the Congregation.

Section 3.3 GOVERNING LAW

The Congregation, its Officers and Board of Governors ("the Board"), shall have all the powers and privileges granted by the laws of The Commonwealth of Massachusetts to a domestic charitable corporation, and in addition, all the powers specifically conferred upon them in these By-Laws.

ARTICLE IV – ORGANIZATION

The employees of Temple Emanuel, with respect to all matters of religious and educational programming, finance, operations, and human resources, shall be organized as more particularly set forth on the chart attached hereto as Appendix 1.

ARTICLE V MEMBERSHIP

SECTION 5.1 MEMBERSHIP ELIGIBILITY

Subject to the provisions of Section 5.5 of these By-Laws, any person of the Jewish faith, or any person who wishes to associate with those upholding the Jewish faith, being of a minimum age of eighteen (18), may be accepted for membership in the Congregation.

Section 5.2 GOOD STANDING

A member shall be in good standing if all dues, charges, fees, assessments, and pledges have been paid in full, or if all payments are current in accordance with general or specific arrangements established by the Finance Committee. A member who fails to pay any financial obligation within the fiscal period in which it is due, may have all membership privileges suspended thirty (30) days after notification of their delinquency. Membership

privileges may be reinstated upon payment of any delinquent amounts due, or upon such other terms as the Financial Secretary or the Finance Committee may approve.

Section 5.3 MEMBERSHIP PERIOD

Membership shall be for the period of the fiscal year. Any person(s) applying for membership after the beginning of the fiscal year but before the High Holidays shall pay full dues. Any person applying after the High Holidays shall be allowed to become a member with a dues rate proportional to the percentage of time remaining in the fiscal year. At the start of the next fiscal year, membership dues shall be billed for a full year.

Section 5.4 MEMBERSHIP PRIVILEGES

Membership in the Congregation shall entitle members in good standing, subject to the rules and regulations established by the Board, to the following rights and privileges:

- a. Subject to the provisions of Section 5.5 of these By-Laws, to attend all meetings of the Congregation, and to vote on all matters presented at the meetings;
- b. To attend all religious services;
- c. Subject to the provisions of Section 15.1, to purchase lots at the Temple Emanuel Cemetery for interment;
- d. To have school-aged Jewish children receive religious education in the Religious School and receive preparation for Bar and Bat Mitzvah and for Confirmation;
- e. To participate in all religious services commonly referred to as “Life-Cycle Events”, such as Bar and Bat Mitzvah, Confirmation, Weddings and Funerals, in accordance with the precepts and principles of Judaism practiced by the Congregation;
- f. To otherwise participate in all activities which the Congregation provides;
- g. To serve on Standing Committees or on Special Committees; and
- h. To be elected or appointed to, and serve on, the Board, as an Officer, an Elected Member or the chairperson of a Standing or a Special Committee, except that election as an Officer or the chairperson of the Religious School and/or Ritual Committees shall be reserved to persons of the Jewish faith.

Section 5.5 MEMBERSHIP CLASSIFICATIONS

The Board may create various classifications of membership. Dues payable for each classification may vary. The Board may create and fix the terms and conditions of honorary memberships.

The memberships of the Congregation are as follows:

- a. Individual Membership: Subject to the provisions of Article 5.1 of these By-Laws, a person may acquire membership in this category upon such terms and conditions as may be determined by the Board, from time to time.

- b. Family Membership: Subject to the provisions of Article 5.1 of these By-laws, a person or persons may acquire membership in this category upon such terms and conditions as may be determined by the Board, from time to time. Within this category, family members shall consist of the following:
 - (i) Not more than two (2) adults (“Heads of the Household”), otherwise qualified for membership as Individual Members; and
 - (ii) Any number of other unmarried dependent children under the age of 30 of the Heads of the Household (collectively “Dependents”); and
 - (iii) Such other permanent dependents of the Heads of the Household as may be determined on a case by case basis by the Executive Committee, taking into consideration financial need and other factors as the Executive Committee may deem proper.

Dependents shall not have the right to vote as otherwise provided in Section 5.4(a) of these By-Laws.

ARTICLE VI FISCAL YEAR; FEES AND DUES

Section 6.1 FISCAL YEAR

The Fiscal Year shall begin on the first day of July or as otherwise set by the Board.

Section 6.2 SETTING OF FEES AND DUES

The Finance Committee shall recommend annual dues for membership, fees, assessments and other charges subject to approval by the Board.

Section 6.3 DEFERRAL OR WAIVER OF FINANCIAL OBLIGATIONS

The Finance Committee or its designee may, in the case of financial hardship, defer or waive, in whole or in part, the obligations of a member with respect to dues, assessments and other charges. Such relief may be granted to persons otherwise qualified for membership, upon application and subject to annual review by the Finance Committee or its designee.

ARTICLE VII MEETINGS

Section 7.1 ANNUAL MEETING OF THE CONGREGATION

The Annual Meeting of the Congregation shall take place in either May or June, as set by the Board, for the purpose of conducting elections and considering matters requiring action by the Congregation and any other matters deemed necessary by the Board. An agenda of matters to be presented at the meeting shall be published to members of the Congregation with reasonable advance notice prior to the meeting. The President shall establish the order of business at the Annual Meeting.

Section 7.2 SPECIAL MEETINGS

In addition to the Annual Meeting, there may be one or more Special Meetings of the Congregation during the year, at the call of the President, or upon the written request to the Secretary of twenty (20) members in good standing of the Congregation, provided that the written request specifies a purpose for which a Special Meeting may be properly held. Written notice containing an agenda with information specifying the purpose of the Special Meeting shall be published to members of the Congregation with reasonable advance notice prior to the meeting. At any Special Meetings, the order of business shall be established by the President.

ARTICLE VIII OFFICERS, BOARD OF GOVERNORS AND EXECUTIVE COMMITTEE

Section 8.1 OFFICERS

The Officers of the Congregation shall be a President, a First Vice President, a Second Vice President, a Third Vice President, a Fourth Vice President, a Treasurer, an Assistant Treasurer, a Financial Secretary, an Assistant Financial Secretary, and a Recording Secretary (the "Officers"), all of whom shall be elected at the Annual Meeting of the Congregation in compliance with the provisions of Sections 5.4 and 5.5 of these By-laws.

Section 8.2 BOARD OF GOVERNORS

The Congregation shall have a governing Board of Governors (“the Board”) consisting of the following:

- a. Officers of the Congregation;
- b. Presidents of the Brotherhood and Sisterhood;
- c. Chairpersons of each of the committees established pursuant to Article XIII hereof;
- d. Each of the past Presidents of the Congregation; and
- e. Thirty (30) elected members of the congregation (“Elected Members”), which may include individuals otherwise qualified to serve on the Board pursuant to sub-paragraphs b, c, and d of this section 8.2.

Section 8.3 EXECUTIVE COMMITTEE

The Officers of the Congregation shall comprise its Executive Committee.

ARTICLE IX NOMINATIONS, ELECTIONS AND TERMS OF OFFICERS AND THE ELECTED BOARD MEMBERS

Section 9.1 NOMINATING COMMITTEE

The President shall appoint a Chairperson of a Nominating Committee and that Chairperson shall appoint, subject to approval by the President, six (6) additional members, one-half ($\frac{1}{2}$) of whom shall be Elected Members and other half shall be members in good standing of the Congregation who are not members of the Board. The President, the First Vice President and the Rabbi shall be entitled to participate in general discussions at meetings of the Nominating Committee, but shall not participate in the selection of nominees. Members of the Nominating Committee may not be selected as nominees for the Presidency or any Vice Presidency.

Section 9.2 NOMINATIONS

Nominations of Officers and Elected Members shall be made pursuant to the following procedure:

- a. Not later than sixty (60) days prior to the Annual Meeting, the Nominating Committee shall present a report to the Board consisting of a slate of nominees

for all Officers, for one-third ($\frac{1}{3}$) of Elected Members of the Board, and for any vacancy in the office of Elected Members of the Board;

- b. Upon approval of the Nominating Committee report, notice of nominations made pursuant to Section 8.2(a) shall be published by the Board to members of the Congregation at least thirty (30) days prior to the Annual Meeting;
- c. Other nominations, if any, for any elected office for which the Nominating Committee has proposed a candidate may be made only by the written petition of twenty-five (25) members in good standing of the Congregation by submission to the Secretary at least fifteen (15) days before the Annual Meeting; and
- d. Notice of any nominations made pursuant to Section 8.2(c) shall be published to all members of the Congregation at least seven (7) days before the Annual Meeting.

Section 9.3 ABSENCES AND REMOVAL

If an Officer or an Elected Member of the Board is absent from three (3) successive meetings of the Board, and/or is absent from more than 50% of the regular Board meetings during a fiscal year, without sufficient reason, the office held by such person may be declared vacant by a vote of three-quarters ($\frac{3}{4}$) of the Board, after which vote the Recording Secretary shall so notify that person. Additionally, the Board may remove any Officer or Elected Member from their position by a three-quarters ($\frac{3}{4}$) vote for "good cause."

Section 9.4 QUORUM

The quorum for meetings of the Congregation, the Board, and the Executive Committee shall be as follows:

- a. The Congregation - forty (40) members in good standing;
- b. The Board - twenty (20) members;
- c. The Executive Committee - six (6) members.

Unless otherwise specified herein, all decisions of the Executive Committee, Board, or Congregation must be made with a quorum present.

Section 9.5 VOTING FOR OFFICERS AND ELECTED BOARD MEMBERS AT THE ANNUAL CONGREGATIONAL MEETING

The Congregation's Officers and Board shall be elected at the annual congregational meeting by a majority vote. Voting for the election of Officers and Elected Members shall be by closed ballot, except that where an office is uncontested, the President may call for a voice vote. If there is more than one nominee for an office and no nominee receives a majority of the votes cast in person or by proxy, then the nominee receiving the largest number of votes shall be elected to such office. Voting for matters other than the election of Officers and Elected Members shall be by voice vote unless a majority of the members of the Congregation present at the meeting requests a closed ballot.

All Officers of the Congregation shall be elected for a two (2) year term and shall hold office until the election of successors. The President, the First Vice President, the Second Vice President, the Third Vice President, and the Fourth Vice President shall not serve more than two terms in the same office unless otherwise approved by the Board. All other Officers shall serve for not more than three (3) terms in the same office unless otherwise approved by the Board.

Ten of the thirty Elected Members shall be elected each year. The term of an Elected Member shall be for one (1), two (2) or three (3) years. Members may also be elected to fill an unexpired term.

A person may serve no more than six (6) consecutive years as a chairperson of a Standing or Special Committee unless otherwise approved by the Board.

Procedures for the utilization of proxies for voting may be adopted and set forth by the Recording Secretary on a case-by-case basis.

Section 9.6 UNEXPIRED TERMS

Any vacancy in the position of an Elected Member of the Board may be filled by a majority vote of the remaining members of the Board, until the next Annual Meeting. In the event of a vacancy in the office of an Officer, the respective Vice Presidents shall succeed the President and each other, the Assistant Treasurer shall succeed the Treasurer, and the Assistant Financial Secretary shall succeed the Financial Secretary. The Executive Committee shall fill any vacancy resulting from the succession of the Vice Presidents, the Assistant Treasurer or the Assistant Financial Secretary. Nominations for any such vacancy shall be made by the Executive Committee and presented at a meeting of the Board. Additional nominations may be made from the floor.

ARTICLE X DUTIES AND POWERS OF OFFICERS

Section 10.1 PRESIDENT

The President shall be the Chief Executive Officer of the Congregation and shall have the following duties and powers:

- a. Preside at all meetings of the Congregation, the Board and the Executive Committee;
- b. Appoint and/or remove a Parliamentarian and the chairperson(s) of all Standing and Special Committees, except the Cemetery Board;
- c. Oversee the functioning of Standing and Special Committees and the proper fulfillment of the duties of all other Officers;
- d. Perform other duties or assume privileges which shall apply to the office of President, including the execution of all legal documents as may be generally authorized by these By-Laws or specially authorized by the Congregation or the Board;
- e. Authorize emergency expenditures or other emergency action pursuant to Section 11.2; and
- f. To be a non-voting member of the Cemetery Board (in accordance with Section 15.1) all Standing Committees and Special Committees. Notwithstanding the provisions of this subparagraph, the President is not a member of the Nominating Committee. The President's role with respect to the Nominating Committee is defined in Section 9.1

Section 10.2 FIRST VICE PRESIDENT

The First Vice President, in the event of the temporary absence or incapacity of the President, shall perform the duties of the President, shall have such other powers and duties as may be granted by the Board and such other executive duties as may be delegated by the President, and shall be a non-voting member of all Standing and Special Committees. Notwithstanding the provisions of this paragraph, the First Vice President is not a member of the Nominating Committee or the Cemetery Board.

Section 10.3 SECOND VICE PRESIDENT

The Second Vice President, in the event of the temporary absence or incapacity of the President and the First Vice President, shall perform the duties of the President, shall have

such other powers and duties as may be granted by the Board and such other executive duties as may be delegated by the President, and shall be a non-voting member of all Standing and Special Committees. Notwithstanding the provisions of this paragraph, the Second-Vice President is not a member of the Nominating Committee or the Cemetery Board.

Section 10.4 THIRD VICE PRESIDENT

The Third Vice President, in the event of the temporary absence or incapacity of the President, the First Vice President and the Second Vice President, shall perform the duties of the President, shall have other powers and duties as may be granted by the Board and such other executive duties as may be delegated by the President, and shall be a non-voting member of all Standing and Special Committees. Notwithstanding the provisions of this paragraph, the Third Vice President is not a member of the Nominating Committee or the Cemetery Board.

Section 10.5 FOURTH VICE PRESIDENT

The Fourth Vice President, in the event of the temporary absence or incapacity of the President, the First Vice President, the Second Vice President and the Third Vice President shall perform the duties of the President, shall have such other powers and duties as may be granted by the Board and such other executive duties as may be delegated by the President, and shall be a non-voting member of all Standing and Special Committees. Notwithstanding the provisions of this paragraph, the Fourth Vice President is not a member of the Nominating Committee or the Cemetery Board. In the event of the temporary absence or incapacity of the Recording Secretary, The Fourth Vice President shall perform the duties of the Secretary.

Section 10.6 TREASURER

The Treasurer shall have charge of the financial affairs and the monies and securities of the Congregation. The Treasurer shall:

- a. Perform all other duties pertaining to the office of Treasurer and which may be otherwise assigned by the Board;
- b. Authorize the disbursement of funds of the Congregation (i) as allotted by the annual budget or as approved by special resolution or action of the Board or the Executive Committee, (ii) by the due direction of the President, or (iii) as otherwise authorized by the By-Laws;
- c. Keep, or cause to be kept, the accounts of the Congregation in suitable books of account; and

- d. Establish and oversee procedures for the receipt, endorsement and deposit of all money payable to the Congregation, including all checks, drafts, notes, warrants and orders and give full discharge for them.

Section 10.7 ASSISTANT TREASURER

The Assistant Treasurer shall assist the Treasurer with all the duties and responsibilities of that office, and, in the event of the temporary absence, unavailability or incapacity of the Treasurer, shall perform the duties of the Treasurer.

Section 10.8 FINANCIAL SECRETARY

The Financial Secretary shall oversee the recording of amounts pledged or owed to the Congregation and the manner and amounts of payments as credited to individual accounts upon receipt by the Treasurer, and the billing of accounts to members. The Financial Secretary shall report to meetings of the Board and of the Congregation regarding the financial affairs of the Congregation, and shall open the books of account containing such records to the Finance Committee and the President upon request. The Financial Secretary shall be responsible for preparing and presenting the annual budget to the Board of Governors, presiding over Finance Committee meetings, and overseeing responsibility for investments of the Congregation.

Section 10.9 ASSISTANT FINANCIAL SECRETARY

The Assistant Financial Secretary shall assist the Financial Secretary with all the duties and responsibilities of that office, and, in the event of the temporary absence, unavailability or incapacity of the Financial Secretary, shall perform the duties of the Financial Secretary.

Section 10.10 RECORDING SECRETARY

The Recording Secretary shall attend all meetings of the Board and of the Congregation and shall keep full true and accurate recordings in the record book of the Congregation of all business transacted at such meetings and shall discharge all other duties properly pertaining to the office of Secretary. The Recording Secretary shall be deemed to be the Clerk of the Congregation for all purposes applicable to charitable corporations organized and existing in Massachusetts.

**ARTICLE XI DUTIES AND POWERS OF THE CONGREGATION,
EXECUTIVE COMMITTEE AND BOARD OF GOVERNORS**

Section 11.1 CONGREGATION

The following actions shall require the approval of a two-thirds (2/3) vote of the Congregation:

- a. A change of affiliation;
- b. The relocation of the Temple;
- c. The dissolution of the Congregation;
- d. The purchase or sale of real estate;
- e. Any other action(s)/decisions which the Board deems to require such approval.

Unless otherwise specified in these By-Laws, approval by the Congregation of any matter shall be by a majority vote.

Section 11.2 EXECUTIVE COMMITTEE

The Executive Committee shall serve as an advisory committee to the Board. It shall establish the agenda for Board meetings, and make recommendations to the Board regarding policies, protocols and operations. It shall be responsible for Temple contract obligations and carrying out the directives of the Board.

In the event of an emergency requiring immediate action, the Executive Committee shall attempt to convene. In such circumstances, whether or not a quorum is present, the Executive Committee shall take whatever action is appropriate, which may include the authorization to expend Temple funds, except with respect to an invasion of the principal of the Temple Emanuel investible funds, which shall be governed by the provisions of Section 14. Alternatively, if due to circumstances, it is impracticable for the Executive Committee to convene, the President shall be authorized to take all necessary actions, including the authorization to expend Temple funds. All emergency decisions of the Executive Committee made in lieu of a meeting of the Board shall be reported, for informational purposes only, at the next meeting of the Board.

Unless otherwise specified in these By-Laws, approval by the Executive Committee of any matter shall be by a majority vote. In the event of a tie, the President's vote shall decide the issue.

Section 11.3 BOARD OF GOVERNORS

The Board of Governors shall be the governing body of the Congregation, shall have the custody and control of all real and personal property, and all funds belonging to the Congregation, except as otherwise provided in these By-Laws, and shall have, in addition to its general powers, the following duties:

- a. To approve changes in major operational and organizational policies and procedures of the Congregation;
- b. To approve the annual operating budget of the Congregation and other expenditures submitted by the Finance Committee;
- c. To adopt rules and regulations to implement the By-Laws;
- d. To approve the dues, charges, fees and assessments payable by members or by others using the facilities of the Congregation; and
- e. To adopt the terms and conditions pursuant to which the facilities of the Congregation may be used.

Unless otherwise specified in these By-Laws, approval by the Board of any matter shall be by a majority vote.

Section 11.4 MEETINGS OF THE BOARD OF GOVERNORS

Meetings of the Board shall be held at least once every two months from September to June, at the call of the President, or upon the written request of ten (10) members of the Board.

Section 11.5 MEETINGS OF THE EXECUTIVE COMMITTEE

Meetings of the Executive Committee shall be held at the call of the President, or upon the request of three (3) members of the Executive Committee. In addition, a meeting of the Executive Committee may be convened by telephone or other electronic communication if the matter to be presented is of an emergency nature when delay may threaten the integrity of the physical facilities of the Congregation, or when the President determines that the matter requires immediate consideration.

Section 11.6 REPORTS

Reports by the Officers, the chairpersons of Standing and Special Committees, the Rabbi, the Cantor, and the Executive Director, may be made at meetings of the Board and at meetings of

the Congregation concerning those matters which the President determines to be of general interest or concerning those matters which require a vote.

Section 11.7 PARLIAMENTARY PROCEDURES

All meetings of the Congregation, the Board, the Executive Committee and all Standing and Special Committees of the Congregation shall be conducted in accordance with the latest edition of Robert's Rules of Order, as interpreted by the Parliamentarian, if any, the President or any other officer chairing such a proceeding, provided however, that these Bylaws shall be controlling whenever there is a conflict between them and Robert's Rules of Order.

Section 11.8 SUPPLEMENTAL EXPENDITURES

Except in emergency situations as outlined in sections 10.1(e) and 11.2, all proposals to expend Building, Endowment or non-budgeted operating funds shall initially be presented to the Finance Committee for its recommendation to the Board. After receiving such recommendation, the Board shall be authorized to expend such funds. If the Finance Committee fails to make a recommendation, or makes a negative recommendation on a timely submitted request, the Board may then authorize such expenditure only after specifying the source of funds for the expenditure.

ARTICLE XII RABBIS AND CANTORS

Section 12.1 SELECTION OF RABBIS

A selection of a new Rabbi (or Rabbis) shall be made by a special Rabbinic Search Committee appointed by the President, at such salary and upon such terms and conditions as the Committee may determine with the approval of the Board. The selection shall then be referred to a meeting of the Congregation where a majority vote of those present shall be required for the selection of the Rabbi.

Section 12.2 SELECTION OF CANTORS

A selection of a new Cantor shall be made by a special Cantorial Search Committee appointed by the President, at such salary and upon such terms and conditions as the Committee may determine with the approval of the Board.

Section 12.3 ENGAGEMENT AGREEMENTS FOR RABBIS AND CANTOR

All persons engaged by the Congregation to serve as a Rabbi or as a Cantor shall sign a written agreement (an "Engagement Agreement") that specifies the terms, duties, responsibilities and conditions of their respective engagements. Engagement Agreements

shall be negotiated on behalf of the Congregation by a special Contract Committee appointed by the President. The Contract Committee shall consult with the Executive Committee prior to the commencement of any negotiations. The Contract Committee shall present the essential business terms of any Engagement Agreement to the Board. The Finance Committee also shall present its recommendation to the Board. The agreement may be executed only after Board approval.

Section 12.4 RETIREMENT

A. RABBI

The Engagement Agreement between the Congregation and the Rabbi may provide that, upon retirement, the Rabbi shall become Rabbi Emeritus. Any rights or privileges associated with such status shall be determined by the Board. The Rabbi Emeritus shall exercise further rabbinical functions within the Congregation and for members of the Congregation and their families only at the invitation or request of the incumbent Rabbi.

B. CANTOR

The Engagement Agreement between the Congregation and the Cantor may provide that, upon retirement, the Cantor shall become Cantor Emeritus. Any rights or privileges associated with such status shall be determined by the Board. The Cantor Emeritus shall exercise further cantorial functions within the Congregation and for members of the Congregation and their families only at the invitation or request of the incumbent Cantor.

Section 12.5 ATTENDANCE AT MEETINGS

A. RABBI

The Rabbi shall be a non-voting member of the Board and all Standing Committees, with the right to attend meetings and to participate in all deliberations, except when such deliberations relate to matters, which, in the opinion of the chairperson of the meeting, should be discussed without the Rabbi present.

B. CANTOR

The Cantor shall be a non-voting member of the Board, the Ritual Committee and the Religious School Committee, with the right to attend those meetings and to participate in all deliberations, except when such deliberations relate to matters, which, in the opinion of the chairperson of the meeting, should be discussed without the Cantor present.

Section 12.6 MEMBERSHIP IN THE CONGREGATION

The Rabbi and all members of the Rabbi's immediate family and the Cantor and all members of the Cantor's immediate family shall be deemed to be members in good standing of the Congregation during the terms of their respective engagements. They shall be entitled to all of the benefits and privileges of membership in the Congregation, except that none of the members of their immediate families shall be voting members of the Board.

ARTICLE XIII COMMITTEES

Section 13.1 STANDING COMMITTEES

The following committees shall be Standing Committees to perform the functions specified. The President may delegate additional duties and responsibilities to any Standing Committees. With the approval of a majority of the Executive Committee, the President (i) may combine the duties and responsibilities of any one or more of the Standing Committees, (ii) may temporarily dissolve any one or more of the Standing Committees, and (iii) may create additional Standing Committees each to have the duties and responsibilities as the President and the Executive Committee may determine. Each committee shall report on a regular basis to the Board of Governors and shall seek approval as may be required by Section 11.3 (a) and shall further report to the Executive Committee when requested.

A. FINANCE COMMITTEE

This Committee shall make a detailed estimate of the income and operating expenses for the next Fiscal Year, shall submit an annual budget to the Board for approval and shall generally supervise and oversee all accounts of the Congregation, including the collection of dues and other charges due from members of the Congregation. It shall also be the responsibility of this Committee to make recommendations to the Board regarding any expenditure not included in the annual budget. In addition, the investment of monies in the Operating Fund, the Temple Emanuel Building Fund, Congregational Discretionary Funds and the Temple Emanuel Endowment Fund shall be administered by the Finance Committee, or by the Investment Committee if established as a subcommittee of the Finance Committee.

B. HOUSE COMMITTEE

This Committee shall be responsible for the maintenance of all physical facilities of the Congregation other than the cemetery.

C. MEMBERSHIP COMMITTEE

This Committee shall be responsible for the development of programs that will enable the Congregation to seek and retain members; and the development of programs, which will promote the orientation of new members with the facilities and programs offered by the Congregation.

D. PRESCHOOL COMMITTEE

This Committee shall oversee the operation of the Preschool, the establishment of a curriculum, and the hiring of necessary faculty and support staff, in consultation with the Director of Education and the Finance Committee.

E. PERSONNEL COMMITTEE

This Committee shall be responsible for establishing guidelines and personnel policies for Temple employees. All such guidelines, policies and recommendations shall be presented to the Executive Committee for review and approval.

F. RELIGIOUS SCHOOL COMMITTEE

This Committee shall oversee the operation of the Religious School, will establish a curriculum in consultation with the Rabbi, hiring of necessary faculty and support staff, in consultation with the Director of Education and the Finance Committee.

G. RITUAL COMMITTEE

This Committee shall, in consultation with, and under the guidance of, the Rabbi, establish policies to promote the form of worship desired by the Congregation and shall recommend to the Board, for its approval, significant changes in ritual practice, which the Committee deems to be advisable and desirable for the Congregation.

H. WAYS AND MEANS COMMITTEE

This Committee shall organize and conduct such fund-raising programs on behalf of the Congregation as are consistent with the purposes of the Congregation.

I. YOUTH COMMISSION

This Committee shall promote spiritual, educational and social activities for the eligible children of members of the Congregation. The Committee may engage staff as needed to effectuate such activities.

Section 13.2 SPECIAL COMMITTEES

The President may establish, and appoint members to, Special Committees to perform functions, which do not require the establishment of a Standing Committee.

Section 13.3 COMMITTEE BUDGETS AND EXPENSES

Annual budgets for expenses anticipated by the Standing Committees and Special Committees, except the Cemetery Board, shall be timely submitted to the Finance Committee for its review and incorporation into the annual operating budget of the Congregation. Any unbudgeted expenditures desired by any such Committee shall be first submitted in a timely manner to the Finance Committee for its recommendation prior to submission to the Board for its approval.

ARTICLE XIV ESTABLISHMENT OF GENERAL, CONGREGATIONAL, ENDOWMENT AND OTHER FUNDS

Section 14.1 ACCEPTANCE AND DESIGNATION OF FUNDS

The Board shall take whatever action it deems necessary and appropriate to establish funds, such as those listed below, and accounts for the management of all monies paid or contributed to the Congregation, and to accept, designate and acknowledge gifts, contributions and endowment funds, offered to the Congregation.

Section 14.2 THE TEMPLE EMANUEL OPERATING FUND

The Temple Emanuel Operating Fund is that fund, consisting of one or more depository accounts, for the day-to-day operation of the business of the Congregation. All payments of dues, fees, charges and general assessments by members and others who use the facilities of the Congregation, and all other contributions and payments from members and others designated for the general support and operation of the Congregation are part of this Fund.

Section 14.3 THE TEMPLE EMANUEL BUILDING FUND

The Temple Emanuel Building Fund is that fund to which payments of special assessments and contributions are made to provide for capital needs with respect to major maintenance, renovation, expansion and replacement of, and additions to, the buildings and other facilities of the Congregation. The determination of whether a proposed expenditure qualifies as an authorized expenditure shall be made by the Finance Committee.

Section 14.4 CONGREGATIONAL DISCRETIONARY FUNDS

The Temple Emanuel Congregational Discretionary Funds are those individual funds that are established to provide for or augment a particular aspect of Congregational or Educational life. The Board may set guidelines for the acceptance, receipt and expenditure of contributions made to a congregational discretionary fund.

Section 14.5 THE TEMPLE EMANUEL ENDOWMENT FUND

The Temple Emanuel Endowment Fund is that fund established to provide for or augment programming and events or special purposes determined by the Board.

Section 14.6 RABBI'S DISCRETIONARY FUND

The Congregation may establish a Rabbi's Discretionary Fund for purposes directly related to the Rabbi's work, to which members of the Congregation, friends and others may contribute. If established, the Rabbi's Discretionary Fund shall be a separate bank account under the control of the Rabbi, during the term of the Rabbi's engagement by the Congregation, for such charitable, philanthropic and professional development purposes as the Rabbi deems to be appropriate. Notwithstanding the Rabbi's control over this fund, all monies therein remain Temple assets. The Rabbi shall provide the Finance Committee with details of receipts on a calendar year basis so that the Temple can comply with its tax reporting requirements. The Rabbi shall also produce an accounting of expenditures from time to time, as requested by the President of the congregation.

Section 14.7 CANTOR'S MUSIC FUND

The Congregation may establish a Cantor's Music Fund for purposes directly related to the Cantor's work to which members of the Congregation, friends and others may contribute. If established, the Cantor's Music Fund shall be treated as one of the Congregational Discretionary Funds and subject to the provisions of section 14.4. The fund shall be administered under the direction of the Cantor subject to the approval of his requests for the use of such funds.

Section 14.8 ADMINISTRATION OF FUNDS

A. COMMINGLING OF BANK ACCOUNTS

Assets held in the Temple Emanuel Building Fund, in Congregational Discretionary Funds and in the Temple Emanuel Endowment Fund need not be segregated, but may be commingled with each other and with assets held in the Operating Fund of the Congregation, so long as separate bookkeeping accounts are kept by the Treasurer, if established.

B. CONTRIBUTION TO ANNUAL OPERATING BUDGET

The Congregation holds investible short term and long term assets received from various sources, including but not limited to those funds specified above in Sections 14.3 – 14.5 inclusive (the “Assets”). On an annual basis, the Finance Committee and Investment Committee shall meet jointly for the purpose of calculating and agreeing on the amount which represents the average annual balance of the Assets over the immediately preceding four (4) calendar year period ending Dec 31 (the “4-year Average”). The Finance Committee shall then decide on the total budgetary support to be paid from the Assets toward the annual operating budget of the Temple, which total shall be no greater than 4% of the 4-year Average.

ARTICLE XV CEMETERIES

Section 15.1 CEMETERY BOARD

The cemetery of the Congregation shall be under the control of an independent Cemetery Board, consisting of fifteen members. One member of the Cemetery Board of Trustees shall be elected each year by the Cemetery Board of Trustees, for a fifteen year term, subject to confirmation by the President of the Temple. Members of the Congregation and their families by blood or marriage may be buried in the Temple Cemetery, subject to all requirements set forth in the By-Laws of the Cemetery Board.

ARTICLE XVI INDEMNIFICATION

Section 16.1 PERSONS INDEMNIFIED AND SCOPE OF INDEMNIFICATION

The Congregation shall provide for the defense and indemnify of any current or former member who has served or is serving as Officer or member of the Board, the Rabbi and the Cantor against any and all civil liabilities, including attorney’s fees and costs arising from any wrongful act or omission committed within the scope of, and in furtherance of their duties as an officer or Board member, or members of the clergy so long as the wrongful act or omission did not rise to the level of being willful, wanton or malicious. The Temple shall maintain liability insurance policies as to the indemnification provision of this paragraph. Review of insurance policy costs and coverage shall be provided to the Board on an annual basis for its consideration and approval.

Section 16.2 CONTINUATION OF INDEMNIFICATION

The defense and indemnification provided in Section 16.1 shall continue regardless of whether the Officer, Board member, Rabbi or Cantor remains an active member of the congregation. It shall also continue for the benefit of the heirs, executors and administrators of an indemnified person entitled to the indemnification under this section.

Section 16.3 NONEXCLUSIVE PROVISIONS

The right of defense and indemnification under this Article shall be in addition to, and not exclusive of, any other similar rights of defense and indemnity which an Officer, Board Member, Rabbi or Cantor may otherwise be entitled.

Section 16.4 AMENDMENT OR REPEAL OF INDEMNIFICATION

No amendment or repeal of the provisions of this Article which limits the right of defense and/or indemnity of an Officer, Board Member, Rabbi or Cantor shall apply when such individual makes a claim for defense or indemnity and the cause of action in issue arose from incidents before the amendment or repeal was enacted.

ARTICLE XVII MISCELLANEOUS

Section 17.1 AMENDMENTS, REVISIONS AND REPEAL

These By-Laws may be amended, revised or repealed by a $\frac{2}{3}$ vote of the Board.

Section 17.2 EFFECTIVE DATE

These By-Laws shall take effect upon adoption by the Congregation at an Annual Meeting or at a Special Meeting duly called for that purpose. The provisions of these By Laws shall supersede the provisions of any and all former versions, and the provisions of all such former versions shall be repealed as of the effective date of these By Laws.