



BYLAWS OF TEMPLE EMANUEL OF NEWTON

(Amended and Restated as of June 11, 2020)

385 Ward Street
Newton, MA 02459-1263

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Article 1.
NAME AND ARTICLES OF ORGANIZATION

Section 1.1 Name

The name of this organization (the “Congregation”) shall be Temple Emanuel of Newton.

Section 1.2 Articles of Organization

These Bylaws, the powers of the Congregation and of its members, Trustees and Directors, and regulation of the affairs of the Congregation, shall be subject to the Congregation’s Articles of Organization, as in effect from time to time. Purposes and Form of Worship

Section 1.3 Purposes and Objectives

The purposes and objectives of the Congregation shall be as follows:

- (a) To maintain in the City of Newton, Massachusetts a place of worship conforming generally to the tenets of Conservative Judaism and affiliated with the United Synagogue of Conservative Judaism (as named from time to time);
- (b) To provide educational and religious instruction in all aspects of Conservative Judaism, including the maintenance of Jewish educational and religious instruction for children and adults;
- (c) To engage in Jewish social action activities (*Tikkun Olam*);
- (d) To form and nurture a community of Jews fostering the ideals of Conservative Judaism and offering support, assistance and guidance to its members;
- (e) To provide education about and support for the State of Israel;
- (f) To engage in such other charitable, civic, cultural and social activities as the Board of Directors may from time to time determine; and,
- (g) To do everything necessary or appropriate to accomplish any of the foregoing purposes to the extent permissible under Chapter 180 of the General Laws of the Commonwealth of Massachusetts and other applicable laws of the Commonwealth of Massachusetts, as in effect from time to time, and to the extent consistent with (i) the requirements of Section 501(c)(3) of the U.S. Internal Revenue Code of 1986, as amended from time to time; and, (ii) the provisions of the Congregation’s Articles of Organization and other provisions of these Bylaws.

Section 1.4 Changes in Form of Worship

No substantial change shall be made in the form of worship from time to time established and utilized by the Congregation unless such change shall have (i) first been approved at a duly held meeting of the Board of Directors, notice of which meeting shall include notice of the proposed change and, (ii) thereafter been approved at a regular or special meeting of the members of the Congregation (“Members”), notice of which meeting shall include notice of the proposed change, by affirmative vote of two-thirds (2/3) of the Members present and entitled to vote at such meeting of the Members. The Board of Directors shall have exclusive authority to determine whether a proposed change in the form of worship is “substantial” for purposes of this Section 2.2. If more than twelve (12) members of the Board of Directors shall affirmatively determine (by either vote or petition) that any such proposed change is “substantial,” such change shall not be made except in accordance with the procedures required in this Section 2.2.

Article 2. MEMBERS

Section 2.1 Classes of Membership

The Board of Directors may establish classes of membership in the Congregation for Jewish people, as it deems appropriate, including but not limited to family and associate memberships, and shall establish dues for each such class in accordance with Article 10 of these Bylaws. The rights (including voting rights), privileges, and duties of each class of membership shall be as the Board of Directors shall from time to time determine, provided that the Board of Directors may not deprive any class of membership of its right to vote unless said action is ratified by affirmative vote of at least two-thirds (2/3) of the Members present and entitled to vote at a duly held meeting of the Members. Each Jewish spouse included in a family membership shall be a Member of the Congregation.

Section 2.2 Attendance and Voting

Each Member shall be entitled to attend all meetings of Members of the Congregation, and shall have one vote upon all matters lawfully before such meeting. No other individuals shall be entitled to vote at meetings of Members of the Congregation. At all meetings of Members of the Congregation, Members shall vote in person and not by proxy.

Section 2.3 Rental of High Holy Days Seats

Each Member shall be entitled to rent a seat or seats for the Congregation's *Rosh Hashanah* and *Yom Kippur* services in accordance with such rules as the Board of Directors shall from time to time adopt.

Section 2.4 Other Rights

In addition to other rights, privileges and duties of a Member provided by law or set forth in the Congregation's Articles of Organization or these Bylaws, each Member shall be entitled:

- (a) To worship with the Congregation;
- (b) To become an Officer, Director, Trustee or Chair or member of a committee of the Congregation (a "Committee") in accordance with the provisions of these Bylaws;
- (c) To have their children attend the Rabbi Albert I. Gordon Religious School and to celebrate, and to have their children celebrate, Bar or Bat Mitzvah, be confirmed or graduate from a Congregation school, in a manner consistent with usual and customary Conservative Jewish practice and in accordance with such rules as the Board of Directors shall from time to time adopt; and,
- (d) To have a member of the Congregation's clergy (as determined by the Senior Rabbi) officiate in a manner consistent with usual and customary Conservative Jewish practice at a marriage or funeral for the Member, or their children or parents.

Section 2.5 Financial Obligations

Each Member shall be required to meet their financial obligations to the Congregation as described in Article 10 of these Bylaws. In the event of any failure to meet such obligations, the rights and privileges of the Member in question may be suspended or terminated in accordance with Article 10 of these Bylaws and such policies and procedures as may be adopted by the Board of Directors from time to time

Section 2.6 Resignation

A Member may resign from the Congregation by giving written notice of such resignation to the President of the Congregation. Such resignation shall be effective upon receipt of such notice by the President but shall not affect the resigning Member's liability for the all amounts payable by such Member with respect to the then-current and any prior fiscal years pursuant to Article 8 of these Bylaws

Section 2.7 Annual Meetings

An annual meeting of Members shall be held in the month of May in each year at 385 Ward Street, Newton, Massachusetts, or such other location as may be designated by the Board of Directors, on a date and at a time designated by the Board of Directors

Section 2.8 Special Meetings

Special meetings of Members may be called by the President or the Board of Directors as deemed appropriate. A special meeting of Members shall be called by the Secretary, or in the case of the absence or refusal of such person, by an Elected Officer (as defined in Paragraph 3.1.1) upon written application of at least fifty (50) Members specifying the purpose of the applied for meeting.

Section 2.9 Quorum

Except as otherwise required by law, by the Congregation's Articles of Organization, or by these Bylaws, a quorum for the transaction of business at any meeting of Members shall consist of not less than fifty (50) Members, and except as so otherwise required, the act of a majority of the Members present and entitled to vote at a meeting at which a quorum shall be present shall be the act of the Congregation

Section 2.10 Notices

Notice of all meetings of Members shall be given in writing by the Secretary, or in the absence or refusal of such person, by any Elected Officer (as defined in Paragraph 3.1.1), to each Member entitled to vote, at the Member's last address as shown on the records of the Congregation. In the case of a family membership, such notice shall be sent to the email address and/or street address of such family as shown on the records of the Congregation and the notice so given shall be deemed to have been properly given to each Member included within such family membership. Each notice of a meeting of Members shall state the time, place and purpose of the meeting and shall be given by U.S. Mail or written electronic communication at least fifteen (15) days prior to each annual meeting of Members and at least three (3) days prior to each special meeting of Members. No business may be voted at a special meeting of Members other than that which is stated in the notice thereof

Section 2.11 Waiver of Notice

Any failure to provide proper notice of a meeting of Members shall be deemed waived by any Member who (i) attends such meeting without protesting the notice failure at commencement of the meeting; or, (ii) signs a written waiver of notice before or after the meeting

Section 2.12 Minutes

The Secretary or their designee shall keep contemporaneous minutes of each meeting of the Members. Such minutes shall be made available for inspection by any Member upon request in accordance with such procedures as may be established by the Board of Directors from time to time

Section 2.13 Electronic Mail

Any written notice required pursuant to these bylaws may be made by hand delivery, United States Mail, electronic mail, overnight delivery, or such other reliable mode of delivery. References in these Bylaws to "mail" include United States Mail and electronic mail

Article 3. OFFICERS

Section 3.1 Elected, Appointed and Honorary Officers

Paragraph 3.1.1 Elected Officers

The officers of the Congregation shall be a President, an Executive Vice President, a Treasurer, and a Secretary (collectively, the “Elected Officers”).

Paragraph 3.1.2 Appointed Officers

The President shall appoint up to six additional officers who shall serve as Vice Presidents (one of whom shall be a Vice President for Legal Affairs), subject to the approval of two-thirds of the Board of Directors (the “Appointed Officers”).

Paragraph 3.1.3 Honorary Officers

The Members may, upon recommendation of the Board of Directors, also create such honorary offices as deemed appropriate from time to time (“Honorary Officers”)

Section 3.2 Term of Office and Term Limit

Paragraph 3.2.1 The President

The President shall hold office for one three-year term. Following the President’s term of office, the President shall take a hiatus of at least one year before serving in any other elected or appointed office.

Paragraph 3.2.2 Elected, Appointed and Honorary Officers

- (a) Elected, Appointed and Honorary Officers other than the President shall hold office for a term of one year, commencing on July 1 or on another date specifically designated for the Officer’s election or appointment.
- (b) Elected, Appointed and Honorary Officers other than the President may serve up to six consecutive one-year terms after which the individual shall take a hiatus of at least one year before the individual is eligible to serve as an Elected or Appointed Officer.
- (c) Officers shall serve until the election of their successor or, if earlier, until such Officer’s death, resignation, removal or disqualification.
- (d) Any Elected or Appointed Officer who serves in any position or a combination of positions, for nine consecutive years shall take a one year hiatus before they are eligible to serve in any elected or appointed office or position other than President.
- (e) If, at the end of the final term of the Vice President of Legal Affairs, the President determines that it would be in Temple Emanuel’s best interests for that person to remain in the position while completing ongoing legal work, the President may appoint such person to serve, as one of up to ten officers, for one additional term (or part thereof), with Board approval.

Section 3.3 Nomination and Election of Elected Officers

Paragraph 3.3.1 Nomination

Nominations for Elected Officers shall be made by the Nominating and Governance Committee. Such nominations shall not include any person ineligible to serve as an Elected Officer.

Paragraph 3.3.2 Nomination by Petition

Nominations for Elected Officers also may be made by written petition signed by at least fifty (50) Members submitted to the Secretary on or before the April 15 immediately preceding the election in question. Each such nominating petition shall be accompanied by the nominee's written confirmation of willingness to serve and comply with the Directors *Brit* if elected.

Paragraph 3.3.3 Election of Elected Officers

Elected Officers shall be elected by the Members at their Annual Meeting each May. Balloting for Elected Officers shall be by secret ballot for any office for which there is more than one nominee, such balloting to be conducted in accordance with such rules as the President may establish for such purpose.

Paragraph 3.3.4 Election of Honorary Officers

Honorary Officers shall be elected at any duly held annual or special meeting of Members, notice of which meeting shall include notice of the proposed election and related recommendation of the Board of Directors.

Section 3.4 Removal

Paragraph 3.4.1 General

- (a) The Board of Directors may remove any Appointed Officer with or without cause by the affirmative vote of at least two-thirds (2/3) of the Directors present and voting at a duly held meeting of the Board of Directors, notice of which meeting shall include notice of the proposed removal.
- (b) The Members may remove any Elected Officer with or without cause by the affirmative vote of at least two-thirds (2/3) of the Members present and voting at a duly held meeting of the Members, notice of which meeting shall include notice of the proposed removal. Any such removal shall be made only after giving the Officer in question reasonable prior written notice of the proposed removal and an opportunity to be heard before the entity proposing to act on such removal.

Paragraph 3.4.2 Financial Arrearage

Any Officer who is suspended from membership in the Congregation pursuant Section 9.4, or who is in arrears in the payment of any pledge to the Congregation more than one (1) year from the date of the pledge without the approval of the President or Board of Directors, shall cease to serve as an Officer on the fifteenth (15th) day after (i) notice of such suspension is provided to him or her as provided in Section 9.4(unless the Officer's membership is reinstated within such fifteen (15) day period); or, (ii) the expiration of the one (1) year of pledge arrearage (unless within said fifteen (15) day period the pledge is paid or such payment is excused by the President or Board of Directors). In the event of any such cessation, the Treasurer and the Secretary (or in the event the Treasurer or Secretary is the subject of the cessation, another appropriate Officer) shall promptly furnish an appropriate certification of same to the Board of Directors and at its first meeting after receipt of such certificate, the Board of Directors shall declare a vacancy created by such cessation.

Section 3.5 Resignation

Any Officer may resign at any time by giving written notice of such resignation to the Congregation's President. Such resignation shall effective upon receipt of such notice by the President or, if later, such effective data as may be specified in the notice of resignation.

Section 3.6 Vacancies

Any vacancy created by the removal, resignation, death or disqualification of an Appointed Officer may be filled by the President. Any vacancy created by the removal, resignation, death or disqualification of an Elected Officer (including, but not limited to, a vacancy declared by the Board of Directors pursuant to Section 3.4 or Section 3.5) shall be filled by the Board of Directors promptly after the creation of such vacancy for the remainder of the vacating Elected Officer's term of office, by election at a duly held meeting of the Board of Directors, notice of which meeting shall include notice of the proposed election of the Elected Officer.

Section 3.7 Powers and Duties

The Officers shall have the powers and perform the duties customarily belonging to their respective offices, including, but not limited to the following powers and duties and such other powers and duties as may be vested in their respective offices by law, these Bylaws or the Board of Directors.

- (a) **President**. The President, when present, shall preside at all meetings of the Members; shall be the chief executive officer of the Congregation, and shall take appropriate and necessary action to carry into effect all orders and resolutions of the Board of Directors. The President shall submit a written report on the status of the affairs of the Congregation at each Annual Meeting of Members and shall from time to time report to the Board of Directors on matters within the President's knowledge which the interests of the Congregation may require to be brought to its notice. The President also shall have the following specific powers and duties:
- (i) To superintend, with the advice of the Board of Directors, all religious matters and ceremonies of the Congregation; to officiate at religious services as Gabbai Rishon; and to designate, from time to time as required, alternates to serve as Gabbai Rishon and Gabbai Shainee;
 - (ii) To serve as a member of the Board of Managers of the 1987 Temple Emanuel Endowment Fund (the "Endowment Fund") and as a Trustee of the Rabbi Marshall R. Lifson Library Fund (the "Library Fund");
 - (iii) To appoint one or more persons to act as an official representative of the Congregation for the purpose set forth in such appointment, including, but not limited to, the appointment, with the advice of the Executive Vice-President, of members of the Board of Managers of the Endowment Fund in accordance with the Endowment Fund's governing instrument;
 - (iv) To cast votes at Members meetings on questions as to which the Members are otherwise equally divided;
 - (v) From time to time, as necessary, to invite any former member of the Board of Directors to participate in meetings of the Executive Committee or the Board of Directors in a non-voting capacity; and,
 - (vi) To abate or extend the time for payment of pledges and other financial obligations of Members in cases of financial hardship, in consultation with the Treasurer and the Vice President responsible for financial matters.
- (b) **Executive Vice President**. The Executive Vice-President shall perform the duties of the President in the event of the death, disability, resignation, removal or absence of the President. The Executive Vice President shall have the following powers and duties:
- (i) To officiate at religious services as Gabbai Shainee;
 - (ii) To furnish advice to the President as provided in these Bylaws; and,
 - (iii) To serve as a member of the Board of Managers of the Endowment Fund and as a Trustee of the Library Fund.

- (c) **Treasurer.** The Treasurer shall be the chief fiscal officer of the Congregation and shall be custodian of all moneys and securities of the Congregation. The Treasurer shall deposit all such moneys in the name of the Congregation in such banks or trust companies as the Board of Directors may from time to time designate. All disbursements of Congregation funds shall be made in accordance with such rules and regulations as may be prescribed by the Treasurer and the Board of Directors. The Treasurer shall keep or cause to be kept in suitable form detailed accounts of the assets, liabilities, receipts and disbursements of funds of the Congregation. Such accounts and their supporting vouchers or checks shall be at all times open for inspection, examination or audit by the Board of Directors and such Committees as shall be relevant to the duties and functions of the Treasurer. The Treasurer shall report on the condition of the finances of the Congregation at such times as the Board of Directors may direct. The Treasurer shall serve as a member of the Board of Managers of the Endowment Fund and as a Trustee of the Library Fund.
- (d) **Secretary.** The Secretary shall keep and maintain a true record of all proceedings of the Members and the Board of Directors in a book or series of books to be kept for that purpose. Such books shall be kept within the Commonwealth of Massachusetts at the principal office of the Congregation. The Secretary shall generally have the duties and responsibilities imposed upon a Clerk of a corporation organized under the laws of the Commonwealth of Massachusetts. The Secretary shall be a resident of the Commonwealth of Massachusetts unless and until the Congregation shall appoint a resident agent for service of process in the manner prescribed by law.
- (e) **Vice President for Legal Affairs.** The Vice President for Legal Affairs shall serve as the legal advisor and counsellor to the President and the Board of Directors, shall serve as parliamentarian at meetings of the Congregation and the Board of Directors, and shall ensure that these Bylaws are followed, including proper notifications, timely elections and fulfillment of duties and responsibilities.
- (f) **Appointed Officers/Vice Presidents.** Each Vice President shall perform such duties as pertain to the particular Vice Presidency to which the Vice President is elected or appointed. In the event of the death, disability, resignation, disqualification, removal or absence of the President and Executive Vice President, the duties of the President and Executive Vice President shall be performed by such Vice Presidents as may be designated by the Board of Directors by secret ballot. The Vice President responsible for financial development also shall serve as a member of the Board of Managers of the Endowment Fund.

Section 3.8 Bonds

The Treasurer and such other Officers or agents of the Congregation as the Board of Directors may from time to time determine, shall each give bond in such amount and with such surety or sureties as the Board of Directors may from time to time determine. The expense of any such bonds shall be paid by the Congregation.

Article 4. BOARD OF DIRECTORS

Section 4.1 Powers

The Board of Directors shall have control and management of the affairs of the Congregation, except as otherwise expressly provided by law, by the Congregation's Articles of Organization, or by these Bylaws.

Section 4.2 Composition

The Board of Directors shall consist of thirty-six members as follows:

- (a) Twenty-six (26) Directors elected by the Members ("Elected Directors");
- (b) All Elected and Appointed Officers; and,
- (c) In the event there are fewer than ten (10) Elected and Appointed Officers, the number of Elected Directors shall be increased so that the total number of members of the Board of Directors shall be thirty-six (36).

Section 4.3 Eligibility, Term of Office and Term Limits

Paragraph 4.3.1 Eligibility

All Directors shall be Members in good standing. No Member shall serve as an Elected Director who has been a Member for less than one (1) year prior to serving as an Elected Director.

Paragraph 4.3.2 Term of Office and Term Limits

- (a) Except as otherwise provided in these Bylaws, Elected Directors shall serve for staggered terms, with approximately one-third (1/3) of the Elected Directors elected each year.
- (b) Each Elected Director shall hold office for a term of three (3) years, commencing on July 1 of the year in which elected, and in any event until the election of their successor or, if earlier, until such Director's death, resignation, removal or disqualification.
- (c) Elected Directors are eligible to serve for up to three (3) consecutive (3) three-year terms. After serving for three consecutive terms, the Elected Director shall take a one year hiatus before they are eligible to serve in any elected or appointed office or position other than President.
- (d) Any Elected Director or Elected or Appointed Officer who serves in any position, or a combination of positions, for nine consecutive years shall take a one year hiatus before they are eligible to serve in any elected or appointed office or position other than President.

- (e) **Example 1:** If an individual serves as an Elected Director for two consecutive three-year terms followed by a three-year term as an Elected or Appointed Officer other than President, then that individual must take a one year hiatus before that individual is eligible to serve as an Elected Director or as an Elected or Appointed Officer other than President.
- (f) **Example 2:** If an individual serves as an Elected or Appointed Officer other than the President for six consecutive years, then that individual may serve one additional three-year term as an Elected Director before that individual must take a one year hiatus from serving as an Elected Director or as any other Elected or Appointed Officer other than President.
- (g) Subject to the foregoing, any Member may serve on the Board of Directors and as an Elected or Appointed Officer for an unlimited number of terms.

Paragraph 4.3.3 Covenant of Responsibilities (Brit)

Each candidate for the Board of Directors (both Elected Directors and Elected and Appointed Officers) must agree, in such manner as may be determined by the Board of Directors, to accept and comply with the *Brit* described in Section 4.9 (the “Directors *Brit*”) during their service as a Director.

Section 4.4 Nomination and Election

Paragraph 4.4.1 Nomination

Nominations for Elected Directors shall be made by the Nominating and Governance Committee. Such nominations shall not include any person ineligible to serve as an Elected Director.

Paragraph 4.4.2 Nomination by Petition

Nominations for Elected Directors also may be made by written petition of at least fifty (50) Members submitted to the Secretary on or before the April 15 immediately preceding the election in question. Each such nominating petition shall be accompanied by the nominee’s written confirmation of willingness to serve and to comply with the Directors *Brit* if elected.

Paragraph 4.4.3 Elections

Elected Directors shall be elected by the Members at the Annual Meeting of Members each May by at least a plurality of votes cast. In the event the number of nominees exceeds the number of positions to be filled, such election shall be by secret ballot in accordance with policies and procedures established by the President for such purpose.

Section 4.5 Removal of Directors

Paragraph 4.5.1 General

The Members may remove any Director, with or without cause by the affirmative vote of at least two-thirds (2/3) of the Members present and voting at a duly held meeting of the Members, notice of which meeting shall include notice of the proposed removal. Any such removal shall be made only after giving the Director reasonable written notice and an opportunity to be heard before the Members.

Paragraph 4.5.2 Financial Arrearage

Any Director who is suspended from membership in the Congregation pursuant to Section 9.4 or who is in arrears in the payment of any pledge to the Congregation for more than one (1) year from the date of the pledge without approval of the President or Board of Directors, shall cease to serve as a Director on the fifteenth (15th) day after (i) notice of such suspension is mailed to him or her as provided in Section 9.4 (unless the Director's membership is reinstated within such fifteen (15) day period); or, (ii) the expiration of the one (1) year of pledge arrearage (unless, within such fifteen (15) day period, the pledge is paid or such payment is excused by the President or Board of Directors). In the event of any such cessation, the Treasurer and Secretary shall promptly furnish an appropriate certification of such cessation to the Board of Directors and, at its first meeting after receipt of such certificate, the Board of Directors shall declare a vacancy created by such cessation.

Section 4.6 Resignation

Any Director may resign at any time by giving written notice of such resignation to the Congregation's President. Such resignation shall be effective upon receipt of such notice by the President or, if later, such effective date as may be specified in the notice of resignation.

Section 4.7 Vacancies

Any vacancy created by the removal, resignation, death or disqualification of an Elected Director (including, but not limited to, a vacancy declared by the Board of Directors pursuant to Section 4.5 or Section 4.6) shall be filled by the Board of Directors promptly after the creation of such vacancy, by election at a duly held meeting of the Board of Directors notice of which meeting shall include notice of the proposed election of the Elected Director.

Section 4.8 Chair and Vice-Chair

- (a) A Chair and Vice-Chair of the Board of Directors shall be elected by the Directors at the first regular meeting of the Board of Directors after the Annual Congregational meeting each year.

- (b) The term of office for Chair and Vice-Chair shall be one year. Any Director shall be eligible to serve as Chair or Vice-Chair. The term of office of each Chair and Vice-Chair of the Board of Directors shall commence upon election and shall continue until a successor has been duly chosen and qualified or, if earlier, until the Chair's or Vice-Chair's death, resignation, removal or disqualification.
- (c) In the event of any vacancy in the Chair or Vice-Chair of the Board of Directors, such vacancy shall be filled by the Board of Directors by election at a duly held meeting of the Board of Directors, notice of which meeting shall include notice of the proposed election of the Chair or Vice-Chair, as applicable.
- (d) The Chair shall preside at all meetings of the Board of Directors. In the Chair's absence, or in the event of any vacancy in the position of Chair, the Vice-Chair shall preside at all such meetings.

Section 4.9 Covenant of Responsibilities (Brit)

All Directors shall accept and comply with the following Covenant of Responsibilities (*Brit*) throughout their respective service on the Board of Directors:

- (a) Be a member in good standing of the Congregation;
- (b) Attend meetings of the Board of Directors;
- (c) Serve as an Officer or Committee Chair or be actively involved in at least one (1) Committee;
- (d) Participate in and be supportive of Congregation activities;
- (e) Participate in the religious life of the Congregation;
- (f) Donate funds to the Congregation annually in an amount that is personally meaningful;
- (g) Meet the fiduciary and other responsibilities of a Director, including, without limitation, acting in the best interest of the Congregation, exercising reasonable care in all financial and other decisions, avoiding conflicts of interest and being informed about matters to be considered by the Board of Directors;
- (h) Serve as an ambassador for the Congregation to existing and potential Members and the broader community;
- (i) Participate in Board of Directors leadership development programs; and,
- (j) Serve as a mentor to newer members of the Board of Directors and other Members to help identify and nurture emerging Congregation leaders.

Each Director's compliance with such *Brit* shall be considered by the Nominating and Governance Committee in connection with any nomination of such Director for reelection as a Director. Directors' compliance with the Directors *Brit* also shall be assessed at such other time(s) and in such manner as the Board of Directors may determine from time to time.

Section 4.10 Powers and Duties

Without limiting the generality of the powers and duties conferred upon the Board of Directors, except as otherwise set forth in these Bylaws, there shall be included within the powers and duties of the Board of Directors each of the following:

- (a) The right to allocate and rent seats at the Congregation's High Holy Days services to Members and to allocate and rent such seats to others upon such terms and conditions as the Board of Directors may determine;
- (b) All matters relating to the finances of the Congregation, including the preparation of an annual budget for each fiscal year (the "Budget"), each such Budget to be submitted to the Members of the Congregation for approval at their Annual Meeting immediately preceding the start of the fiscal year covered by the Budget, and not to be amended without approval of the Members of the Congregation; provided, however, that the Board of Directors may authorize additional expenditures in any one fiscal year, without approval of the Members, not exceeding for any one item, two percent (2%) of such fiscal year's Budget, and for all items in the aggregate, five percent (5%) of such fiscal year's Budget;
- (c) The adoption of rules governing the collection and rebate of amounts assessed, provided that such rules are not inconsistent with the provisions of these Bylaws and that such rules provide for their application in a nondiscriminatory fashion;
- (d) Except as provided in Section 3.7(a)(v), the abatement, adjustment, or settlement of the financial obligations due from any Member or person to the Congregation;
- (e) The engagement of an Executive Director or Synagogue Administrator to oversee the Congregation's day-to-day operations and perform such other duties as may be prescribed by the Board of Directors, and the engagement of all other employees of the Congregation;
- (f) General oversight of the Congregation's operations to ensure that it meets its religious, educational, programmatic and administrative functions, including, but not limited to, communication with and oversight of, all Committees and Congregation employees; and the adoption from time to time of rules, regulations and orders of business for the conduct of its affairs which are not inconsistent with these Bylaws;
- (g) The authority to approve any special procedures in case of emergency where, in the judgment and discretion of the President and two-thirds of the Board of Directors, following the strict requirements of these bylaws would be impossible or impractical and where such emergency procedures are necessary to conduct the business of the Board of Directors or the Congregation during an emergency. Any decisions made under such special emergency procedures shall be subject to ratification by a vote of the Board of Directors at the first meeting following the emergency.

Section 4.11 Annual and Regular Meetings

An annual meeting of the Board of Directors shall be held in the month of May in each year at 385 Ward Street, Newton, Massachusetts, or such other location as may be designated by the Board of Directors, on a date and at a time designated by the Board of Directors. Regular meetings of the Board of Directors shall be held at 385 Ward Street, Newton, Massachusetts, or such other location as may be designated by the Board of Directors, no fewer than seven (7) times each year, on such date and at such time as may be specified by the Board of Directors. At least one meeting of the Board of Directors shall be held jointly with the Board of Trustees.

Section 4.12 Special Meetings

Special meetings of the Board of Directors may be called by the Chair, Vice-Chair or President as deemed appropriate. A special meeting of the Board of Directors shall be called by the Chair or upon written application of at least nine (9) Directors specifying the purpose of the applied for meeting.

Section 4.13 Notice of Meetings

Notice of all meetings of the Board of Directors shall be given by the Secretary, or in the absence or refusal of the Secretary, by the Chair or Vice-Chair, to each Director at the Director's last address shown on the records of the Congregation. Each such notice shall state the time, place and purpose of the meeting and shall be given (i) by U.S. Mail or written electronic communication at least seven (7) days prior to each annual or regular meeting of the Board of Directors; and, (ii) by U.S. Mail or written electronic communication at least two (2) days prior to any special meeting of the Board of Directors. No business may be voted at a special meeting of the Board of Directors other than that which is stated in the notice of such meeting.

Section 4.14 Waiver of Notice

Any failure to provide proper notice of a meeting of the Board of Directors shall be deemed waived by any Director who (i) attends such meeting without protesting the notice failure at commencement of the meeting; or, (ii) signs a written waiver of notice before or after the meeting.

Section 4.15 Quorum

Except as otherwise required by law, by the Congregation's Articles of Organization, or by these Bylaws, twenty (20) Directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors.

Section 4.16 Voting

Each Director shall have one vote with respect to all matters submitted to the Board of Directors. Voting at any meeting of the Board of Directors at which a quorum is present shall be by majority vote of those present, except as otherwise required by these Bylaws or applicable law.

Section 4.17 Closure of Meetings

Any Member may attend any meeting of the Board of Directors provided that in the event the Board of Directors determines that closure of any Board of Directors meeting is appropriate and desirable, such meeting shall be so closed. Non-Members may attend meetings of the Board of Directors or the Members with the approval of the Board of Directors and may attend meetings of any Committee with the approval of such Committee.

Section 4.18 Participation in Meetings

With the prior approval of the Chair or Vice Chair of the Board of Directors, Directors may participate in a meeting of the Board of Directors by means of teleconference, video conference or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time. Participation by such means shall constitute presence in person at the meeting.

Section 4.19 Minutes

A written agenda for each regular meeting of the Board of Directors shall be prepared and provided to all Directors at least three days before the meeting. The Secretary or their designee shall keep contemporaneous minutes of each meeting of the Board of Directors and shall provide a copy of such minutes to all Directors and Trustees promptly after the meeting. Such minutes also shall be made available for inspection by any Director, Trustee or Member upon request in accordance with such procedures as may be established by the Board of Directors from time to time.

Article 5. COMMITTEES OF THE BOARD OF DIRECTORS

Section 5.1 Standing Committees

The Board of Directors shall have the following standing Committees (“Standing Committees”): Adult Education, Audit, Bar and Bat Mitzvah, Bereavement, Budget, *B’Tselem*, Bylaws, Cemetery, Executive, Funds and Endowment, *Havurot*, House, Israel Action, *Interfaith Family Connections*, Library, Membership, Nominating and Governance, Ritual, School, Social Action, Ushers, Youth Activities, and such other standing committees as the Board of Directors may establish from time to time by amendment of this Article in accordance with these Bylaws. Each Standing Committee shall be subject to the direction of the Board of Directors and shall, in addition to the powers and duties specified in these Bylaws, have such powers and duties as may from time to time be delegated to it by the Board of Directors. Except as otherwise provided in these Bylaws, the membership and the size of each Standing Committee shall be fixed by the President.

Section 5.2 Ad Hoc Committees

Subject to the approval of the Board of Directors, the President may from time to time establish such *Ad Hoc* Committees as the President may deem necessary or appropriate from time to time. Any such Committee shall be subject to the direction of the Board of Directors and, except as otherwise provided in these Bylaws, shall have such composition, powers and duties and term of existence as may be determined by the President, with the advice of the Executive Vice President.

Section 5.3 Adult Education Committee.

Paragraph 5.3.1 Composition

The Adult Education Committee shall be composed of such members (at least one of whom shall be a Director) as may be appointed by the President, with the advice of the Executive Vice-President; and, (ii) the President, Senior Rabbi and Cantor (each acting in an *ex officio* voting capacity).

Paragraph 5.3.2 Powers and Duties

The Adult Education Committee shall undertake and promote educational and cultural programs for adult Members of the Congregation. Such programs may be carried out in conjunction with other Congregation, educational or communal institutions.

Section 5.4 Audit Committee

Paragraph 5.4.1 Composition

The Audit Committee shall be composed of such members (at least one of whom shall be a Director) as may be appointed by the President, with the advice of the Executive Vice-President, provided that no Elected Officer shall serve on the Audit Committee in any appointed or *ex officio* capacity.

Paragraph 5.4.2 Powers and Duties

The Audit Committee shall review the financial statements, books and records and accounting systems of the Congregation and shall report its findings and recommendations to the Board of Directors. It shall have the power, subject to approval by the Board of Directors, to employ a certified public accountant for the purpose of assisting it in the performance of its duties and for the purpose of performing such duties (including an audit, review or compilation of the Congregation's financial condition) as may be prescribed by the Audit Committee. Upon the request of the Audit Committee, the Board of Directors may consider including in the Congregation's Budget a reasonable amount to be expended by the Audit Committee, if it so elects, in connection with the services of such certified public accountant.

Section 5.5 Bar and Bat Mitzvah Committee

Paragraph 5.5.1 Composition

The Bar and Bat Mitzvah Committee shall be composed of (i) such members (at least one of whom shall be a Director) as may be appointed by the President, with the advice of the Executive Vice-President; and, (ii) the President (acting in an *ex officio* voting capacity).

Paragraph 5.5.2 Powers and Duties

The Bar and Bat Mitzvah Committee shall help to coordinate activities relating to preparation for Bar and Bat Mitzvahs.

Section 5.6 Bereavement Committee

Paragraph 5.6.1 Composition

The Bereavement Committee shall be composed of (i) such members (at least one of whom shall be a Director) as may be appointed by the President, with the advice of the Executive Vice-President; and, (ii) the President (acting in an *ex officio* voting capacity).

Paragraph 5.6.2 Powers and Duties

The Bereavement Committee shall work with the Clergy and the Congregation's professional staff to provide practical assistance and emotional support to Members and their families upon the death of a family member.

Section 5.7 B'Tselem Committee

Paragraph 5.7.1 Composition

The *B'Tselem* Committee shall be composed of (i) such members (at least one of whom shall be a Director) as may be appointed by the President, with the advice of the Executive Vice-President; and, (ii) the President (acting in an *ex officio* voting capacity).

Paragraph 5.7.2 Powers and Duties

The *B'Tselem* Committee shall investigate and recommend to the Board of Directors ways and means for the Congregation to maintain its facilities and programs so as to be open and available to all who wish to participate, without regard to any physical, emotional or mental disabilities or limitations.

Section 5.8 Budget Committee

Paragraph 5.8.1 Composition

The Budget Committee shall be composed of such Directors as may be appointed by the President, with the advice of the Executive Vice-President (at least fifty percent (50%) of whom shall be members of the Executive Committee).

Paragraph 5.8.2 Powers and Duties

The Budget Committee shall prepare a detailed proposed budget for the Congregation for each fiscal year, such budget to include a detailed estimate of annual expenses and income of the Congregation based upon input from the Congregation's Committees and departments (which input shall be provided to the Budget Committee within fourteen (14) day's after its request therefor). The Budget Committee shall present each such proposed budget to the Board of Directors for its review and approval at least thirty (30) days prior to the start of the fiscal year to which it relates (as so approved, the "Budget").

Section 5.9 Bylaws Committee

Paragraph 5.9.1 Composition

The Bylaws Committee shall be composed of (i) such members (at least one of whom shall be a Director) as may be appointed by the President, with the advice of the Executive Vice-President; and (b) the President (acting in an *ex officio* voting capacity).

Paragraph 5.9.2 Power and Duties

The Bylaws Committee shall from time to time recommend to the Board of Directors such amendments, modifications or corrections as may be necessary or appropriate to update or otherwise change these Bylaws.

Section 5.10 Cemetery Committee

Paragraph 5.10.1 Composition

The Cemetery Committee shall be composed of (i) such members (at least one of whom shall be a Director) as may be appointed by the President, with the advice of the Executive Vice-President; and, (ii) the President (acting in an *ex officio* voting capacity).

Paragraph 5.10.2 Power and Duties

The Cemetery Committee shall, subject to the approval of the Board of Directors, manage and operate the Temple Emanuel Cemetery, make rules and regulations relating thereto, establish rates and, in general, perform such duties as may devolve upon it pursuant to the cemetery laws of the Commonwealth of Massachusetts and the customs and practices of Conservative Judaism.

Section 5.11 Executive Committee

Paragraph 5.11.1 Composition

The Executive Committee shall be composed of (i) all Elected and Appointed Officers; (ii) the Chair and Vice-Chair of the Board of Directors; and, (c) the Senior Rabbi and Executive Director (each acting in an *ex officio*, nonvoting capacity). The President shall serve as the Chair of the Executive Committee.

Paragraph 5.11.2 Powers and Duties

The Executive Committee shall be responsible for oversight and direction of day-to-day Congregation operations, including, but not limited to, policy implementation, personnel and financial matters, and the expenditure of funds in accordance with the Budget. The Executive Committee also shall be empowered to act on behalf of the Board of Directors between meetings of the Board of Directors with respect to matters that require immediate attention. All actions taken by the Executive Committee shall comply with policies and directions of the Board of Directors.

Paragraph 5.11.3 Meetings

A written agenda for each meeting of the Executive Committee shall be prepared and provided to all Directors simultaneously with distribution to members of the Executive Committee. The Secretary or their designee shall keep contemporaneous minutes of each meeting of the Executive Committee and shall provide a copy of such minutes (excluding any items relating to personnel matters requiring confidential treatment) to all Directors promptly after the meeting.

Section 5.12 Funds and Endowment Committee

Paragraph 5.12.1 Composition

The Funds and Endowment Committee shall be composed of (i) such members (at least one of whom shall be a Director) as may be appointed by the President, with the advice of the Executive Vice-President; and, (ii) the President and Senior Rabbi (each acting in an *ex officio* voting capacity).

Paragraph 5.12.2 Powers and Duties

The Funds and Endowment Committee shall undertake and promote ways and means for raising and administering funds and endowments for the welfare of the Congregation in a manner consistent with any and all trust instruments or other independent governing documents relating to such funds and endowments.

Section 5.13 Havurot Committee

Paragraph 5.13.1 Composition

The *Havurot* Committee shall be composed of (i) such members (at least one of who shall be a Director) as may be appointed by the President with the advice of the Executive Vice-President; and, (ii) the President (acting in an *ex officio* voting capacity).

Paragraph 5.13.2 Powers and Duties

The *Havurot* Committee shall assist and support the organization and maintenance of *Havurot*, i.e., groups of families, couples or individuals who get together periodically to celebrate Jewish holidays, life cycle events and ordinary social activities.

Section 5.14 House Committee

Paragraph 5.14.1 Composition

The House Committee shall be composed of (i) such members (at least one of whom shall be a Director) as may be appointed by the President, with the advice of the Executive Vice-President; and, (ii) the President (acting in an *ex officio* voting capacity).

Paragraph 5.14.2 Powers and Duties

The House Committee shall be responsible for the real estate, buildings and other property of the Congregation, except for the Cemetery, and shall supervise the maintenance thereof in proper repair and condition. Subject to the approval of the Board of Directors, the House Committee shall review applications for use of the Congregation's real estate and other property, supervise and direct the repair and maintenance of such property and approve all furniture and fixtures donated to the Congregation.

Section 5.15 Israel Action Committee

Paragraph 5.15.1 Composition

The Israel Action Committee shall be composed of (i) such members (at least one of whom shall be a Director) as may be appointed by the President, with the advice of the Executive Vice-President; and, (ii) the President (acting in an *ex officio* voting capacity).

Paragraph 5.15.2 Powers and Duties

The Israel Action Committee shall investigate and recommend to the Board of Directors ways and means for the Congregation and its Members to learn about and support Israel and shall conduct activities relating to the support of Israel.

Section 5.16 Interfaith Family Connections Committee.

Paragraph 5.16.1 Composition

The *Interfaith Family Connections* Committee shall be composed of (i) such members (at least one of whom shall be a Director) as may be appointed by the President, with the advice of the Executive Vice-President; and, (ii) the President (acting in an *ex officio* voting capacity).

Paragraph 5.16.2 Powers and Duties

The *Interfaith Family Connections* Committee shall investigate and recommend to the Board of Directors ways and means for the Congregation to assist and reach out to families including members who have intermarried or are contemplating intermarriage.

Section 5.17 Membership Committee

Paragraph 5.17.1 Composition

The Membership Committee shall be composed of (i) such members (at least one of whom shall be a Director) as may be appointed by the President, with the advice of the Executive Vice-President; and, (ii) the President (acting in an *ex officio* voting capacity).

Paragraph 5.17.2 Powers and Duties

The Membership Committee shall encourage and promote membership in the Congregation and shall provide information about the Congregation and its activities to prospective Members. The Membership Committee may from time to time recommend to the Board of Directors classes of membership.

Section 5.18 Library Committee.

Paragraph 5.18.1 Composition

The Library Committee shall be composed of (i) such members (at least one of whom shall be a Director) as may be appointed by the President with the advice of the Executive Vice-President; and, (ii) the President (acting in an *ex officio* voting capacity).

Paragraph 5.18.2 Powers and Duties

The Library Committee shall operate the Rabbi Marshall R. Lifson Library and conduct activities relating thereto.

Section 5.19 Nominating and Governance Committee.

Paragraph 5.19.1 Composition

The Nominating and Governance Committee shall be composed of the President, the immediate past-President of the Congregation, the Executive Vice-President, the Chair and Vice-Chair of the Board of Directors, and two Elected Directors in their first term who are designated by the President and approved by the Board of Directors.

Paragraph 5.19.2 Conflicts

No member of the Nominating and Governance Committee may vote with respect to any nomination by the Committee of such member to serve as a Director, Trustee, Officer or in any other position.

Paragraph 5.19.3 Powers and Duties

The Nominating and Governance Committee shall

- (a) Nominate candidates for (i) all Elected Officers, Elected Directors and Elected Trustees; and, (ii) such other positions, if any, as the Board of Directors may request from time to time as provided in these Bylaws; (iii) Consult with key stakeholders of the Congregation when considering nominations within the scope of the committee's authority; (iv) Ensure the existence of an ongoing program for leadership training and development within the Congregation and authorized by the Board of Directors;
- (b) Identify any Congregation governance issues which may arise from time to time (through regular periodic surveys of Directors, Trustees and Members and through such other means as it may deem appropriate) and recommend to the Board of Directors such actions as may be necessary or appropriate to address such governance issues;
- (c) Track, record and notify the Board of Directors of the status of the terms of office of all Elected and Appointed Officers, Elected Directors, and Elected Trustees;

- (d) No later than 90 days before the Annual Congregational Meeting, the Nominating and Governance Committee shall submit its slate of nominations for Elected Directors and Elected Officers and Elected Trustees to the Board of Directors for approval; and,
- (e) No later than 60 days before the Annual Congregational Meeting, the Secretary shall distribute the slate of elected Directors to all Members together with notice of the provisions for nominations by petition as provided in these Bylaws.

Paragraph 5.19.4 Quorum and Voting

Two-thirds (2/3) of the members of the Nominating and Governance Committee shall constitute a quorum at all meetings of the Nominating and Governance Committee. Voting at any duly held meeting of the Nominating and Governance Committee shall be by majority vote of the members present.

Section 5.20 Religious Life Committee

Paragraph 5.20.1 Composition

The Religious Life Committee shall be composed of (i) such members (at least one of whom shall be a Director) as may be appointed by the President, with the advice of the Executive Vice-President; and, (ii) the President, Senior Rabbi, Cantor, and Ritual Director (each acting in an *ex officio* voting capacity).

Paragraph 5.20.2 Powers and Duties

The Religious Life Committee shall, in conjunction and cooperation with the Senior Rabbi and the Cantor, have charge and direction of religious services and other religious activities of the Congregation, subject, in each case, to the approval of the Board of Directors. Such duties shall include selection of the prayer books and sacramental accessories, supervision of the music arranged for religious services, the engaging or discharge of a choir, and implementation of the forms of worship adopted from time to time by the Congregation.

Section 5.21 School Committee

Paragraph 5.21.1 Composition

The School Committee shall be composed of (i) such members (at least one of whom shall be a Director) as may be appointed by the President with the advice of the Executive Vice-President; and, (ii) the President of the Parents-Teachers Association of the Congregation's religious school, the Rabbi Albert I. Gordon Religious School (the "Religious School"), the President of the Parent-Teachers Association of the Congregation's nursery school, the Selma and Julian Rickles Early Education Center (the "Nursery School"), and the Senior Rabbi and the Cantor (each acting in an *ex officio* voting capacity).

Paragraph 5.21.2 Powers and Duties

The School Committee shall make all rules and regulations for the operation of the Religious School and the Nursery School, which rules and regulations shall remain in effect unless and until disapproved by the Board of Directors. The School Committee shall, together with the Senior Rabbi, have general supervision of the Religious School and the Nursery School, including supervision of the selection of teachers and assistants.

Section 5.22 Social Action Committee

Paragraph 5.22.1 Composition

The Social Action Committee shall be composed of (i) such members (at least one of whom shall be a Director) as may be appointed by the President, with the advice of the Executive Vice-President; and, (ii) the President and the Senior Rabbi (each acting in an *ex officio* voting capacity).

Paragraph 5.22.2 Powers and Duties

The Social Action Committee shall undertake and implement projects which support, promote or contribute to the enhancement of Judaism and to the development of a richer, more relevant and meaningful community life and, with the prior approval of the Board of Directors by affirmative vote of at least two-thirds (2/3) of the Directors present and voting at a duly held meeting of the Board of Directors, join with other organizations in undertaking projects relating to the foregoing.

Section 5.23 Ushers Committee.

Paragraph 5.23.1 Composition

The Ushers Committee shall be composed of (i) such members (at least one of whom shall be a Director) as may be appointed by the President, with the advice of the Executive Vice-President; and, (ii) the President (acting in an *ex officio* voting capacity).

Paragraph 5.23.2 Powers and Duties

The Ushers Committee shall recruit, train, supervise and coordinate the service of Members as ushers during the Congregation's religious services and other designated activities.

Section 5.24 Youth Committee

Paragraph 5.24.1 Composition

The Youth Committee shall be composed of (i) such members (at least one of whom shall be a Director) as may be appointed by the President, with the advice of the Executive Vice-President, provided that such appointees shall include representatives of teenagers and scouting organizations; and, (ii) the President, the Senior Rabbi and the Cantor (each acting in an *ex officio* voting capacity).

Paragraph 5.24.2 Powers and Duties

The Youth Committee shall coordinate and supervise the Congregation's youth programs and social, cultural and recreational activities for the Congregation's youth.

Section 5.25 Vacancies

Any vacancy created by the removal, resignation, death or disqualification of a member of any Committee shall be filled by the President, with the advice of the Executive Vice-President, promptly after the creation of such vacancy for the remainder of the vacating Committee member's unexpired term.

Section 5.26 Resignation

Any member of a Committee may resign at any time by giving written notice of such resignation to the Congregation's President. Such resignation shall be effective upon receipt of such notice by the President or, if later, such effective date as may be specified in the notice of resignation.

Section 5.27 Removal

Any member of a Committee may be removed, with or without cause, by the President, with the advice of the Executive Vice-President.

Section 5.28 Committee Chairs

Each Standing Committee and Ad Hoc Committee shall have a Chair or not more than two (2) Co-Chairs appointed by the President, with the approval of the Board of Directors, for a one (1) year term provided that the President shall serve as the Chair of the Executive Committee and as Chair of the Nominating and Governance Committee. Each Committee Chair and Co-Chair shall be a Member. Each Committee Chair or Co-Chair shall have such duties, responsibilities and powers as may be delegated to such Chair or Co-Chair by the President, subject in all cases, to the direction and control of the Board of Directors. Any Chair or Co-Chair of a Committee may be removed, with or without cause, by the President subject to approval of the Board of Directors. Any vacancy created by the removal, resignation, death or disqualification of any Committee Chair or Co-Chair shall be filled by the President, with the advice of the Executive Vice-President, promptly after the creation of such vacancy, for the remainder of the vacating Chair's or Co-Chair's unexpired term provided that any vacancy in the Chair or Co-Chair of the Nominating and Governance Committee shall be filled by election by its members promptly after the creation of such vacancy.

Section 5.29 Rules and Procedures

Each Committee may adopt its own rules and procedures for the conduct of its business, provided such rules and procedures comply with these Bylaws, resolutions of the Board of Directors and the powers delegated to the Committee by the President or the Board of Directors.

Section 5.30 Committee Meetings

Except as otherwise provided in these Bylaws, meetings of each Standing Committee and *Ad Hoc* committee shall be held at such times and places as may be determined by the members of the Committee. Any Director may attend any Committee meeting provided that in the event the Committee determines that closure of any Committee meeting (in whole or in part) to persons other than Committee members is desirable and appropriate, such meeting shall be so closed.

Section 5.31 Reports

A report of all material actions taken by each Committee shall be made to the Board of Directors at least annually upon such schedule as may be determined by the President and the Chair of the Board of Directors.

Section 5.32 Liaison Officers

For each Standing Committee and *Ad Hoc* Committee, the President shall assign at least one member of the Board of Directors to act as the Board of Directors' liaison (the "Liaison Officer") with such Committee provided that the Liaison Officer for the Audit Committee shall not be the Treasurer. Each Liaison Officer (other than the Liaison Officer for the Audit Committee) shall serve as a member on the Committee for which the Liaison Officer is responsible. Any member of the Board of Directors may simultaneously serve as Liaison Officer for more than one Committee.

Article 6. BOARD OF TRUSTEES

Section 6.1 Powers

The Board of Trustees shall act as an advisor to the Board of Directors and as a source of leadership and guidance to the Congregation.

Section 6.2 Composition

The Board of Trustees shall consist of all of the following:

- (a) Not more than seventy-five (75) or less than fifty (50) Trustees elected by the Members (“Elected Trustees”). The number of Elected Trustees for each fiscal year shall be established by the Board of Directors on or before the January 15 immediately preceding the fiscal year in question.
- (b) The Chair of each Standing Committee (as defined in Section 5.1) and the duly elected President of each Affiliated Organization (as defined in Section 10.1), acting in an Ex Officio voting capacity (“Representative Trustees”). In the event any Standing Committee shall have Co-Chairs or any Affiliated Organization shall have Co-Presidents, the Standing Committee or Affiliated Organization in question shall designate one Co-Chair or Co- President to serve as its Representative Trustee. In the event the Chair (or both Co-chairs) of any Standing Committee or the President (or both Co-Presidents) of any Affiliated organization is a Director, such Chair (or Co-chairs) or President (or Co-Presidents) shall not serve as a Representative Trustee and the Standing Committee or Affiliated Organization in question shall designate another member to serve as its Representative Trustee.
- (c) Each person who shall have been designated an honorary Trustee prior to July 1, 2007 and any person who, upon recommendation of the Board of Directors from time to time is designated an Honorary Trustee (“Honorary Trustees”).

Section 6.3 Eligibility

Paragraph 6.3.1 General Requirements

All members of the Board of Trustees (“Trustees”) other than the President of the Temple Emanuel United Synagogue Youth (“USY”) serving *ex officio*, shall be Members in good standing. No Member shall serve as an Elected Trustee who has been a Member for less than one year prior to serving as an Elected Trustee.

Paragraph 6.3.2 Term Limits

After serving three (3) consecutive three (3) year terms as an Elected Trustee, no Member shall serve as an Elected Trustee during the one (1) year immediately following the expiration of the second such consecutive term. Subject to the foregoing, any Member may serve for an unlimited number of terms.

Paragraph 6.3.3 Covenant of Responsibilities (Brit)

Prior to serving as a Trustee, each Elected Trustee and Representative Trustee must agree, in such manner as may be determined by the Board of Trustees, to accept the *Brit* described in Section 6.10(the “Trustees *Brit*”) during their service as a Trustee.

Section 6.4 Election

Paragraph 6.4.1 Nominating and Governance Committee Nominations

Nominations for Elected Trustees shall be made by the Nominating and Governance Committee. Such nominations shall not include any person ineligible to serve as an Elected Trustee.

Paragraph 6.4.2 Nomination by Petition

Nominations for Elected Trustees also may be made by written petition of at least fifty (50) Members submitted to the Secretary on or before the April 15 immediately preceding the election in question. Each such nominating petition shall be accompanied by the nominee’s written confirmation of willingness to serve and to comply with the Trustees *Brit* if elected.

Paragraph 6.4.3 Elections

Elected Trustees shall be elected by the Members at the Annual Meeting of Members each May by a plurality of votes cast. In the event the number of nominees exceeds the number of positions to be filled, such election shall be by secret ballot in accordance with policies and procedures established by the President for such purpose.

Section 6.5 Term of Office

Paragraph 6.5.1 Elected Trustees.

- (a) Except as otherwise provided in these Bylaws, Elected Trustees shall serve for staggered terms, with approximately one-third (1/3) of the Elected Trustees elected each year. In the event of the occurrence for any reason of an imbalance in such staggering of the terms of Elected Trustees, such imbalance shall be corrected by staggering the terms of the next regularly elected Trustees so that, after such election, the terms of approximately one-third (1/3) of all Elected Trustees shall expire each year.
- (b) Except as otherwise provided in this Section 6.5, each Elected Trustee shall hold office for a term of three (3) years, commencing on July 1 of the year in which elected, and in any event until the election of their successor or, if earlier, until such Trustee’s death, resignation, removal or disqualification.

Paragraph 6.5.2 Representative Trustees

Each Representative Trustee shall serve as a Trustee for so long as the Trustee serves as Chair or Co-chair of the Standing Committee or President or Co-President of the Affiliated Organization in question or, if earlier, until the Trustee's death, resignation, removal or disqualification. Any Representative Trustee designated as such by the members of a Standing Committee or an Affiliated Organization pursuant to the last sentence in Section 6.2b) shall serve as a Trustee for a term of one year, or, if earlier until the Trustee's death, resignation, removal or disqualification.

Paragraph 6.5.3 Honorary Trustees

All Honorary Trustees shall serve until such Trustee's death, resignation, removal or disqualification.

Section 6.6 Removal of Trustees

Paragraph 6.6.1 General

The Members may remove any Trustee, with or without cause by the affirmative vote of at least two-thirds (2/3) of the Members present and voting at a duly held meeting of the Members, notice of which meeting shall include notice of the proposed removal. Any such removal shall be made only after giving the Trustee reasonable notice and an opportunity to be heard before the Members.

Paragraph 6.6.2 Financial Arrearage

Any Trustee who is suspended from membership in the Congregation pursuant to Section 9.4 or who is in arrears in the payment of any pledge to the Congregation for more than one (1) year from the date of the pledge without approval of the President or Board of Trustees, shall cease to serve as a Trustee on the fifteenth (15th) day after (i) notice of such suspension is mailed to him or her as provided in Section 9.4(unless the Trustee's membership is reinstated within such fifteen (15) day period); or, (ii) the expiration of the one (1) year of pledge arrearage (unless, within such fifteen (15) day period, the pledge is paid or such payment is excused by the President or Board of Directors). In the event of any such cessation, the Treasurer and Secretary shall promptly furnish an appropriate certification of such cessation to the Board of Trustees and, at its first meeting after receipt of such certificate, the Board of Trustees shall declare a vacancy created by such cessation.

Section 6.7 Resignation

Any Trustee may resign at any time by giving written notice of such resignation to the Congregation's President. Such resignation shall be effective upon receipt of such notice by the President or, if later, such effective date as may be specified in the notice of resignation.

Section 6.8 Vacancies

Any vacancy created by the removal, resignation, death or disqualification of an Elected Trustee (including, but not limited to a vacancy declared by the Board of Trustees pursuant to Paragraph 6.6.2) shall be filled by the Board of Directors promptly after the creation of such vacancy for the remainder of the vacating Trustee's term of office, by election at a duly held meeting of the Board of Trustees notice of which meeting shall include notice of the proposed election of the Elected Trustee.

Section 6.9 Chair

A member of the Executive Committee designated by the President shall serve as the Chair of the Board of Trustees. The Chair shall preside at all meetings of the Board of Trustees. In the Chair's absence, or in the event of any vacancy in the position of Chair, the Chair of the Board of Directors shall preside at all such meetings.

Section 6.10 Covenant of Responsibilities (*Brit*)

All Elected Trustees and Representative Trustees shall (and all Honorary Trustees shall be encouraged to) accept and comply with the following Covenant of Responsibilities throughout their respective service on the Board of Trustees:

- (a) Be a Member of the Congregation in good standing;
- (b) Attend meetings of the Board of Trustees;
- (c) Participate in and be supportive of Congregation events;
- (d) Participate in the religious life of the Congregation;
- (e) Donate funds to the Congregation annually in a personally meaningful amount;
- (f) Serve as an ambassador for the Congregation to existing and potential Members and the broader community;
- (g) Serve as a mentor to newer members of the Board of Trustees and other Members to help identify and nurture emerging congregation leaders; and,
- (h) Each Trustee's compliance with the Trustees Brit shall be considered by the Nominating and Governance Committee in connection with any nomination of such Trustee for reelection as a Trustee. Trustees' compliance with the Trustees Brit also shall be assessed at such other time(s) and in such manner as the Board of Trustees and/or the Board of Directors may determine from time to time.

Section 6.11 Powers and Duties

Without limiting the generality of the powers and duties conferred upon the Board of Trustees, except as otherwise set forth in these Bylaws, there shall be included within the powers and duties of the Board of Trustees the responsibility to provide each of the following:

- (a) A source of knowledge and experience relating to Congregational matters and concerns;

- (b) An access point for involvement in Congregation governance;
- (c) Mentoring and leadership development;
- (d) Opportunities for the exchange of ideas and information, coordination of activities and mutual support among Committees and Affiliated Organizations;
- (e) A source of ambassadors for the Congregation to existing and potential Members and the broader community; and,
- (f) A forum for exploring, debating and offering guidance on significant and/or difficult issues which require particularly broad and deep consideration, as requested by the President, the Senior Rabbi, or the Board of Directors and/or as determined the Board of Trustees.

Section 6.12 Regular Meetings

Regular meetings of the Board of Trustees shall be held at 385 Ward Street, Newton, Massachusetts, or such other location as may be designated by the Board of Trustees, no fewer than three (3) times each year, on such date and at such time as may be specified by the Board of Trustees. At least one such meeting shall be held jointly with the Board of Directors.

Section 6.13 Special Meetings

Special meetings of the Board of Trustees may be called by the Executive Vice-President or President as deemed appropriate. A special meeting of the Board of Trustees shall be called by the Executive Vice-President upon written application of at least fifteen (15) Trustees specifying the purpose of the applied for meeting.

Section 6.14 Notice of Meetings

Notice of all meetings of the Board of Trustees shall be given by the Secretary, or in the absence or refusal of the Secretary, by the Executive Vice-President, to each Trustee at the Trustee's last address shown on the records of the Congregation. Each such notice shall state the time, place and purpose of the meeting and shall be given (i) by U.S. Mail or written electronic communication at least seven (7) days prior to each regular meeting of the Board of Trustees; and, (b) by U.S. Mail or written electronic communication at least two (2) days prior to any special meeting of the Board of Trustees. No business may be transacted at a special meeting of the Board of Trustees other than that which is

Section 6.15 Waiver of Notice

Any failure to provide proper notice of a meeting of the Board of Trustees shall be deemed waived by any Trustee who (i) attends such meeting without protesting the notice failure at commencement of the meeting; or, (ii) signs a written waiver of notice before or after the meeting.

Section 6.16 Closure of Meetings

Any Member may attend any meeting of the Board of Trustees provided that in the event the Board of Trustees determines that closure of any Board of Trustees meeting is appropriate and desirable, such meeting shall be so closed. Non-Members may attend meetings of the Board of Trustees with the approval of the Board of Trustees.

Section 6.17 Participation in Meetings

With the prior approval of the President or the Executive Vice President, Trustees may participate in a meeting of the Board of Trustees by means of a teleconference, video conference or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time. Participation by such means shall constitute presence in person at the meeting.

Section 6.18 Minutes

A written agenda for each meeting of the Board of Trustees shall be prepared and provided to all Trustees and Directors simultaneously with notice of the meeting. The Secretary or their designee shall keep contemporaneous minutes of each meeting of the Board of Trustees and shall provide a copy of such minutes to all Trustees and Directors promptly after the meeting. Such minutes also shall be made available for inspection by any Trustee, Director or Member upon request in accordance with such procedures as may be established by the Board of Trustees from time to time.

Article 7. PRESIDENTS ASSEMBLY

Section 7.1 Powers

The Presidents Assembly shall serve as an advisor to and resource for the Board of Directors, the Board of Trustees, Officers and Clergy by meeting with the President, Chair of the Board of Directors, Senior Rabbi and others as reasonably requested by such entities or persons to offer advice, insight, historical perspective and expertise.

Section 7.2 Composition and Term

The Presidents Assembly shall consist of the current President and all past Presidents of the Congregation who are Members in good standing. Each member of the Presidents Assembly shall serve until his or her death or resignation.

Section 7.3 Meetings

The Presidents Assembly shall meet at least two (2) times each year at 385 Ward Street, Newton, Massachusetts, or such other location as may be designated by the Presidents Assembly, on such date(s) at such time(s) as may be deemed appropriate. Meetings shall be chaired by the current President and may be called by the Chair of the Board of Directors or the current President or any four (4) members of the Presidents Assembly by written notice to each member of the Presidents Assembly at the member's last address shown on the records of the Congregation at least five (5) days prior to such meeting. The Presidents Assembly may from time to time adopt such rules and policies concerning the conduct of its activities (including, but not limited to, the closure of its meetings and the keeping and availability of minutes of its meetings) as the Presidents Assembly may deem appropriate.

Article 8. CLERGY

Section 8.1 Appointment

In accordance with Section 8.2, the Board of Directors shall appoint a Senior Rabbi, a Cantor, and such Assistant or Associate Rabbis, if any, as may be deemed appropriate (collectively, the “Clergy”), upon such conditions and for such terms as it shall determine by the affirmative vote of at least two-thirds (2/3) of those Directors present and voting at a duly held regular or special meeting of the Board of Directors, provided that such action of the Board of Directors relating to the Senior Rabbi or Cantor is approved by vote of a majority of the Members of the Congregation present and entitled to vote at a duly held regular or special meeting of the Members of the Congregation. Notice of the meetings of the Board of Directors and of the Members of the Congregation at which such votes are to be taken shall specify that the matter of the appointment of the Clergy in question shall be before the Directors or the Members of the Congregation, as the case may be, at such meeting. Any such vote shall be conducted by secret ballot, in accordance with such rules as the Chair of the Board of Directors or the President, as the case may be, may establish for such purpose.

Section 8.2 Committee Recommendations

If a vacancy shall arise or is contemplated in the position of the Senior Rabbi or the Cantor, and in any event, at least six (6) months prior to the expiration of the term of either, the President, with the approval of the Board of Directors, shall appoint an *Ad Hoc* Committee (the “Clergy Committee”) to furnish to the Board of Directors, as soon as practicable, recommendations concerning the appointment or reappointment of the Senior Rabbi or Cantor, as the case may be. The Clergy Committee shall include at least five (5) members of the Religious Life Committee.

Section 8.3 Leaves of Absence; Temporary Appointment

The Board of Directors may grant leaves of absence for the Senior Rabbi, the Cantor or any Associate or Assistant Rabbi, upon such conditions as it may establish. The Board may, by affirmative vote of at least two-thirds (2/3) of those Directors present and voting at a duly held regular or special meeting of the Board of Directors, fill any Clergy position on a temporary basis without approval of the Members of the Congregation, provided that no person may serve as Clergy on a temporary basis for more than twelve (12) months in any consecutive twenty-four (24) month period without approval of the Members of the Congregation.

Section 8.4 Senior Rabbi

The Senior Rabbi of the Congregation shall be duly ordained and shall profess and observe the tenets of Conservative Judaism. The Senior Rabbi shall have complete charge of the pulpit, shall labor for the spiritual welfare of the Congregation, and shall perform such rabbinical duties as are usual and customary and as may be required from time to time by the Board of Directors or the Congregation. The Senior Rabbi shall have general supervision of the educational activities of the Congregation, including, together with the School Committee, the Religious School and Nursery School. The Senior Rabbi also shall supervise and coordinate the activities of each Associate and Assistant Rabbi, if any.

Section 8.5 Cantor

The Cantor of the Congregation shall profess and observe the tenets of Conservative Judaism. The Cantor shall perform such cantorial duties as are usual and customary and as may be required from time to time by the Board of Directors or the Members of the Congregation. The Cantor shall arrange the musical program for the Congregation's religious services in cooperation and conjunction with the Senior Rabbi and the Ritual Committee.

Section 8.6 Other Clergy

Any Assistant or Associate Rabbi shall profess and observe the tenets of Conservative Judaism. Each Assistant and Associate Rabbi shall assist and support the Senior Rabbi in such manner as the Senior Rabbi may request and shall perform such other rabbinic duties as may be required from time to time by the Board of Directors or the Members of the Congregation.

Article 9. DUES AND OTHER ASSESSMENTS

Section 9.1 Establishment

The Board of Directors shall establish for each fiscal year assessments to be payable by Members of the Congregation in the form of dues, rental charges for High Holy Day seats, tuition fees, charges for the Religious School and Nursery School, charges for use of facilities and any other charges that are to be made for services. Dues may vary by class of membership as provided in Section 2.1. The Board of Directors may classify seats for the Congregation's High Holy Day services and establish different rental rates for each class.

Section 9.2 Additional Dues

In the event that the Board of Directors determines that urgent necessity exists, the Board of Directors may, by the affirmative vote of at least two-thirds (2/3) of those Directors present and voting at a duly held meeting of the Board of Directors, notice of which meeting shall include notice of a proposed assessment of additional dues, assess additional dues payable by each Member, provided that such additional dues shall not increase the dues payable by any Member in any fiscal year by more than fifty percent (50%).

Section 9.3 Payment

All assessments shall be due and payable annually as of the first day of each fiscal year, except that any additional dues assessed under Section 9.2 shall be due and payable within (30) days after receipt of notice of such assessment.

Section 9.4 Arrearages

Any Member failing to pay all amounts assessed under this **Article 9** when due, in general or under an approved payment plan (or such later date as may be specified by the President pursuant to Section 3.7(a)(v)) shall be declared in arrears except to the extent such assessment has been abated by the President pursuant to Section 3.7(a)(v). Members so declared in arrears shall not be entitled to rent seats for the Congregation's *Rosh Hashanah* or *Yom Kippur* services or to celebrate a Bar or Bat Mitzvah or wedding at the Congregation's facilities unless and until such arrearage is remedied in full. If any such arrearage is not remedied or excused within thirty (30) days after the Member's receipt of final written notice of such failure (such notice to be prominently marked "FINAL NOTICE"), the Treasurer shall promptly report such failure to the Board of Directors, which may suspend the Member in question from all rights and privileges of membership in the Congregation (including the holding of any elected or honorary office for which membership in the Congregation is a prerequisite but excluding the right to worship with the Congregation, which right shall not be suspended.. In the event of any such suspension, the Secretary shall promptly send to the suspended Member by certified or registered U.S. mail written notice of the suspension and all overdue amounts payable by the Member to the Congregation. Upon a suspended Member's payment in full of all such overdue amounts and any other assessments then due and payable (except to the extent abated by the President pursuant to Section 3.7(a)(v)), the Member's rights and privileges of membership in the Congregation shall be reinstated and the Treasurer shall promptly notify the Member in writing of such reinstatement.

Article 10. AFFILIATED ORGANIZATIONS

Section 10.1 Enumeration

The term “Affiliated Organizations” as used in these Bylaws shall mean the Temple Emanuel Brotherhood, *L’Chaim* Group, Nursery School Parent-Teacher Association, Religious School Parents-Teachers Association, Temple Emanuel Sisterhood, Stars of David, Temple Emanuel United Synagogue Youth, and such other organizations as the Board of Directors may from time to time designate as Affiliated Organizations for purposes of these Bylaws.

Section 10.2 Jurisdiction

All Affiliated Organizations shall be subject to (i) the jurisdiction and general financial oversight of the Board of Directors; (ii) these Bylaws; and, (iii) such additional rules as the Board of Directors may establish from time to time.

Section 10.3 Charter Documents

Any constitution, By-law or other charter document (including any amendment thereto) of an Affiliated Organization shall be subject to approval by the Board of Directors prior to adoption by the Affiliated Organization.

Section 10.4 Officers

All officers of Affiliated Organizations shall be Members of the Congregation (other than officers of Temple Emanuel United Synagogue Youth, who shall be children of Members). No Affiliated Organization shall have more than two (2) Co-Presidents.

Article 11. INDEMNIFICATION AND LIABILITY

Section 11.1 Indemnification of Directors, Trustees and Officers

To the extent legally permissible, the Congregation shall indemnify each person who serves or has served as a Director, Trustee or Officer of the Congregation, and each person who serves or has served at the request of the Congregation as an officer, director or trustee of another organization, against all liabilities, costs and expenses (including, but not limited to, amounts paid in satisfaction of judgments, in settlement or as fines and penalties, and counsel fees and disbursements) reasonably incurred by or imposed upon such person in connection with the defense or disposition of, or otherwise in connection with, or resulting from any action, suit or other proceeding, whether civil, criminal, administrative or investigative, before any court or administrative, legislative or investigative body, in which such person may be or may have been involved as a party or otherwise or with which such person may be or may have been threatened, while in office or thereafter, by reason of their being or having been such an officer or trustee, or by reason of any action taken or not taken in any such capacity; except that no indemnification shall be provided with respect to any matter as to which such person shall have been finally adjudicated by a court of competent jurisdiction not to have acted in good faith in the reasonable belief that their action was in the best interests of the Congregation or, if applicable, of the other organization of which such person is or was serving as an officer or trustee at the Congregation's request. Expenses, including but not limited to counsel fees and disbursements, so incurred by any such person in defending any such action, suit or proceeding, may be paid from time to time by the Congregation in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of the person indemnified to repay the amounts so paid if it shall ultimately be adjudicated that indemnification of such expenses is not authorized hereunder, which undertaking shall be accepted without reference to the financial ability of such person to make repayment. Promptly after becoming aware of any claim, demand or other action giving rise to a claim for indemnification under this Article 12, each party indemnified hereunder shall advise the Congregation's President or Chair of the Board of Directors of the existence of such claim, demand or action.

Section 11.2 Settlements

As to any matter disposed of by settlement by any such person, pursuant to a consent decree or otherwise, no such indemnification either for the amount of such settlement or for any other expenses shall be provided unless such settlement shall be approved as in the best interests of the Congregation, after notice that it involves such indemnification, (i) by vote of a disinterested majority of the whole Board of Directors then in office; or, (b) by vote of a majority of the Board of Directors then in office but only if the Board of Directors shall have been furnished with an opinion of independent legal counsel to the effect that such settlement is in the best interests of the Congregation and that such person appears to have acted in good faith in the reasonable belief that their action was in the best interests of the Congregation. No such approval shall prevent the recovery from any such officer, director or trustee of any amounts paid to such person or on their behalf as indemnification in accordance with the preceding sentence if such person is subsequently adjudicated by a court of competent jurisdiction not to have acted in good faith in the reasonable belief that their action was in best interests of the Congregation.

Section 11.3 Employees and Agents

By the same procedures set forth in Section 11.1 and Section 11.2, the Board of Directors may vote to extend indemnification provisions substantially similar to those rights and subject to those limitations described in Paragraphs 12.1 and 12.2 to employees or agents of the Congregation who are not officers, Directors or Trustees or to persons serving at the Congregation's request as either employees or agents of another organization or in a capacity with respect to any employee benefit plan.

Section 11.4 Non-waiver of Other Rights

The right or grant of indemnification hereby provided shall not be exclusive of or affect any other rights to which any officer, director, Trustee, employee or agent may be entitled or which may lawfully be granted to such person.

Section 11.5 Insurance

By action of the Board of Directors, notwithstanding any interest of the Directors in such action, the Congregation may purchase and maintain insurance, in such amounts as the Board of Directors may from time to time deem appropriate, on behalf of any person who is or was an officer, Director, Trustee, employee or other agent of the Congregation or who is or was serving at the request of the Congregation as an officer, director, trustee, employee or other agent of another organization, against any liability incurred by such person in any such capacity, or arising out of their status as such, whether or not the Congregation would have the power to indemnify such person against such liability.

Section 11.6 Definitions

As used in this Article 12, the terms “officer,” “Director,” “Trustee,” “employee” and “agent” include their respective executors, administrators and other legal representatives; an “interested” person is one against whom an action, suit or other proceeding on the same or similar grounds is then or had been pending or threatened; and a “disinterested” person is a person against whom no such action, suit or other proceeding is then or had been pending or threatened.

Section 11.7 Personal Liability

The Directors, 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 or decree, or of any money that may otherwise become due or payable to them from the Congregation.

Article 12. GENERAL AND MISCELLANEOUS

Section 12.1 Fiscal Year

The fiscal year of the Congregation shall be from each July 1 to the next June 30.

Section 12.2 Gender

The use of the masculine form in these Bylaws shall be deemed to include the feminine and vice versa.

Section 12.3 Robert's Rules of Order

Except as otherwise provided in these Bylaws, meetings of the Board of Directors, Board of Trustees and of Members of the Congregation shall be conducted in accordance with *Robert's Rules of Order*, as in effect from time to time.

Section 12.4 Execution of Instruments; Receipt and Disbursement of Funds

Except as otherwise provided in these Bylaws or as the Board of Directors may generally or in particular cases authorize, all instruments, documents, deeds, leases, transfers, contracts, bonds, notes, checks, drafts and other obligations made, accepted or endorsed by the Congregation shall be signed by the President or Treasurer. Facsimile signatures may be used in the manner and to the extent authorized generally or in particular cases by the Board of Directors. The Board of Directors may designate an Officer or Trustee who, in addition to or instead of the Treasurer, shall be authorized to receive and receipt for all monies due and payable to the Congregation from any source whatever, to endorse for deposit checks, drafts, notes, or other negotiable instruments, and to give full discharges and receipts therefor. Funds of the Congregation may be deposited in such bank or banks or with such other entities as the Board of Directors may from time to time designate.

Section 12.5 Custodian and Other Agents

The Board of Directors shall have power in its discretion, from time to time, (i) to employ a bank or trust company or brokerage firm as custodian of any funds or securities of the Congregation and to delegate to such custodian such powers as it may deem appropriate, including the power to make payments from and execute checks drawn on the funds of the Congregation; (ii) to employ clerks, accountants, legal counsel, investment counsel and any special services and to delegate the power to make investment changes on a discretionary basis; and, (iii) to pay compensation for any expenses of all such services. Each such custodian, employee or agent shall retain their authority at the pleasure of the Board of Directors.

Section 12.6 Voting of Securities

Except as the Board of Directors may otherwise designate or require, the President may appoint any person or persons, with or without power of substitution, to act as proxy or attorney-in-fact for the Congregation at any meeting of stockholders of any other entity, the securities of which may be held by this Congregation.

Section 12.7 Conflict of Interest

Except as otherwise provided by law, in the Congregation 's Articles of Organization or in such policies as may be adopted by the Board of Directors, no contract or other transaction of the Congregation shall, in the absence of fraud, be affected or invalidated by the fact that any Director, Trustee or Officer of the Congregation (or any entity of which the Director, Trustee or Officer may be a director, trustee, officer, stockholder, member, employee or agent) may be a party to or may have an interest (pecuniary or otherwise) in, any such contract or other transaction.

Section 12.8 Compensation

No Director, Trustee, Officer or Member shall receive compensation for serving as such. Directors, Trustees, Officers and Members may be reimbursed for reasonable expenses properly incurred in connection with the affairs of the Congregation. The Board of Directors shall determine the salary or other compensation of each employee or agent of the Congregation.

Section 12.9 Amendments.

Bylaws may be amended, in whole or in part, only in accordance with the following procedure:

Paragraph 12.9.1 Directors Approval

The proposed amendment shall be approved by the Board of Directors at a duly held regular or special meeting, notice of which meeting shall include notice of the proposed amendment and a reasonably detailed description of the substance of the proposed amendment.

Paragraph 12.9.2 Members Approval

Upon approval of the proposed amendment by the Board of Directors pursuant to Paragraph 12.9.1, the proposed amendment shall be approved by affirmative vote of at least two-thirds (2/3) of the Members present and voting at the next annual meeting of Members of the Congregation (or, if the Board of Directors deems it desirable, at a special meeting of Members of the Congregation called for such purpose), notice of which meeting shall include notice of and a copy of the proposed amendment, provided that no approval of the Members shall be required hereunder with respect to any amendment relating solely to the revision of Article 6 to add or delete one or more Standing Committees.

Paragraph 12.9.3 Scope of Amendment

Each amendment approved by the Board of Directors and Members pursuant to this Section 12.9 shall be within the scope of the description included in the notice of the meetings at which such approval is given.