

**AMENDMENT TO THE BYLAWS OF
CONGREGATION BETH SHALOM, INC.**

Recitals

This Amendment to the Bylaws of Congregation Beth Shalom, Inc., a non-profit Indiana corporation (“Congregation Beth Shalom”, the “Congregation”) is hereby adopted by vote of the Membership, as hereinafter defined, on June 10, 2018, and is effective as of this date.

WHEREAS Congregation Beth Shalom, being duly formed, adopted Bylaws by vote of the Membership on April 14, 2013 (hereinafter “2013 Bylaws”); and

WHEREAS those Bylaws were amended by a vote of the Membership on June 1, 2014, June 7, 2015, June 14, 2016, and May 21, 2017.

WHEREAS Congregation Beth Shalom desires to amend the 2017 Bylaws by vote of the Membership;

THEREFORE, the Membership, in consideration of its communal undertakings and commitments set forth herein, the receipt and sufficiency of which are hereby acknowledged, agree as follows:

Amendment

The 2017 Bylaws are hereby amended as follows: The 2017 Bylaws are deleted in their entirety and made void and inoperative and replaced with the following:

**Article I
Name of Organization**

Congregation Beth Shalom, Inc. shall be known commonly as “Congregation Beth Shalom” or “CBS”.

**Article II
Statement of Purpose**

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

Article III
Guidance for Religious Practice

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

Article IV
Membership

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

Section 2. Jewish adults, or any adult choosing to worship in accordance with the faith of Reform Judaism, shall be eligible for membership in Congregation Beth Shalom. Any household with at least one Jewish person choosing to worship in accordance with the faith of Reform Judaism shall be eligible for membership in Congregation Beth Shalom. Congregation Beth Shalom shall not discriminate against any applicant for membership based on race, country of origin, marital status, disability, gender, religion of spouse, or sexual orientation, provided applicant chooses to worship in accordance with the faith of Reform Judaism reasonably in harmony with the common practice of Congregation Beth Shalom as determined by the Board from time to time.

Section 3. Those individuals who have applied for and been accepted for membership in Congregation Beth Shalom are considered "Members." Each adult in a Member household shall be considered an individual voting member of the Congregation so long as they are Members In Good Standing ("MIGS"). Each MIGS household shall be entitled to one vote per adult twenty-one (21) years of age or older with a maximum of two votes per household. Good standing shall mean that all financial obligations to Congregation Beth Shalom are current, based on a one-time, quarterly, semi-annual, or other payment schedule approved in advance by the CBS Treasurer. MIGS shall be eligible to vote, hold Committee Chairs, or Board of Director positions. Congregation Beth Shalom offers complimentary membership to its clergy households and unaffiliated clergy households in the community. Members of such complimentary membership households are Members but are not considered MIGS for purposes of voting at Annual Meetings or serving on the Board of Directors or as Committee Chairs, as this may create a conflict of interest.

Section 4. Membership entitles the Member and the Member's household the right to participate in the activities, religious or secular, that the Congregation shall sponsor, subject to the rules and regulations established by the Board of Directors.

Section 5. The death of a Member shall not terminate the membership status of the surviving household provided at least one member of the surviving household chooses to worship in accordance with the faith of Reform Judaism. Divorce shall not terminate the household membership of either party during the current fiscal year provided at least one member of a party's household chooses to worship in accordance with the faith of Reform Judaism.

Section 6. Each Member shall be responsible for financial support of Congregation Beth Shalom. Dues, assessments, and other fees ("Financial Obligation") shall be determined by the Board of Directors, and recommended by the Board for approval by the Members at the Annual Meeting. Upon receiving membership approval by the Members, each Member is obligated to fulfill his/her Financial Obligation within thirty (30) days of the first day of each fiscal year unless a Member notifies the Treasurer within this thirty (30) day period of the intent to fulfill his/her Financial Obligation in installments paid according to either a quarterly, semi-annual, or other schedule as approved in advance by the CBS Treasurer.

Dues may be paid in cash or by check only, unless otherwise approved by the Treasurer. The Board of Directors confers upon the Treasurer or the Treasurer's designee the ability to waive, extend or modify any Financial Obligations due from a Member. Any Member requesting the Financial Obligation be waived, extended or modified shall apply, in writing, to the Treasurer, stating the reason for the request. Upon such a request, the Treasurer shall respond, in writing, either allowing or disallowing the request, within thirty (30) days of the request. The Treasurer shall establish procedures for granting waivers, extensions or modifications and shall inform the Board of such grants. All reasonable efforts to preserve the privacy of the Member who may request waiver or modification of financial obligations shall be taken by the Treasurer, Finance Committee and the Board.

Section 7. The Membership status of any Members who have not met their Financial Obligation to Congregation Beth Shalom may be suspended upon vote of the Board of Directors. Written notice of the intention to suspend Membership status shall be given to the defaulting Member at least twenty-one (21) days before such action is taken, and the defaulting Member shall be offered the opportunity to become current or arrange to do so.

Article V
Meetings and Procedures

Section 1. No less than two (2) weeks prior to the start of each fiscal year, an Annual Meeting of the Membership shall be held at which Members shall elect Congregation Beth Shalom's Board of Directors and Officers by signed ballot and take care of such other business as may be presented. The Board of Directors shall set the meeting agenda, date and time. The meeting agenda must include, but not be limited to, the election of Board Members and Officers, a detailed report to Members of the financial condition of Congregation Beth Shalom, the adoption of a budget for the upcoming fiscal year, and such other business as brought to the floor by any Member; provided, however, that any other business a Member brings to the floor regarding which a vote of the Membership is sought may only be brought to the floor following at least two weeks' prior written notification to the President of the Board. The Board of Directors may request that the President, Treasurer, Clergy, or any other Members submit reports to the Membership at the Annual Meeting. The Finance Committee shall make a detailed report of the income and operating expenses and shall submit a proposed budget for the upcoming fiscal year. The Members may approve the proposed budget, reject the proposed budget or approve a revised budget by majority vote. The Nominating Committee shall prepare a printed list of nominees to be considered for election as Officers and to the Board of Directors. Not less than two (2) weeks prior to the Annual Meeting, this list and the Annual Meeting Agenda shall be distributed to the Members by email and/or U.S. Mail with ballots such that Members can vote by U.S. Mail before the Annual Meeting or in person at the Annual Meeting. Members may write in candidates to their ballots. All ballots must be signed. Mailed in ballots must be postmarked not less than seven (7) days prior to the Annual Meeting. Signed ballots may be presented in person at the Annual Meeting by a person so designated by a Member. Proxy voting shall be permitted on written and signed request of a Member that clearly designates the Member to whom the proxy has been granted. All Board of Director and Officer positions shall be held by members who are MIGS, and, therefore, are current in their Financial Obligations.

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

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

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

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

**Article VI
Officers**

POSITION	DUTIES AND RESPONSIBILITIES
<p><u>Section 1.</u> The Officers of the Congregation shall be President, Vice President, Treasurer, Recording Secretary and Corresponding Secretary (the “Officers”).</p>	<ul style="list-style-type: none"> • Officers are elected at the Annual Meeting of the Membership for a term of one year. • No person shall serve in any Office for more than three consecutive terms in the same position. • Officers shall assume their respective office at the latest, on the first day of the fiscal year. • Any Member who does not individually perform annually more than 480 hours of work for the Congregation for remuneration may serve as an Officer. • Officers must be MIGS.
<p><u>Section 2.</u> <u>PRESIDENT</u></p>	<ul style="list-style-type: none"> • Preside as chair at all Membership and Board meetings. • Act as an ex-officio member of all committees except the Nominating and Executive Staff and Clergy Evaluation Committees. • Call Annual Meetings, Membership Meetings, Special Meetings and perform such other duties as are related to the office. • Assign tasks as they arise. • Track progress in fulfilling assigned tasks to verify that they meet the objectives of schedule, completeness, and budget.

	<ul style="list-style-type: none"> • Coordinate activities between Committee Chairs and other assignments • Enforce reasonable observance of Roberts Rules of Order. • The President shall not vote on any matter before the Board of Directors except in the case of a deadlocked vote.
<p><u>Section 3.</u> <u>VICE PRESIDENT</u></p>	<ul style="list-style-type: none"> • Support the President in the fulfillment of his/her duties. • Succeed automatically to the office of the President in case of vacancy, absence, or disability. • Perform such duties as may be assigned by the President or the Board of Directors.
<p><u>Section 4.</u> <u>TREASURER</u></p>	<ul style="list-style-type: none"> • Act as custodian and disbursing agent of all funds of Congregation Beth Shalom as authorized by the Board of Directors. • Maintain correct and complete records of accounts showing accurately at all times the financial condition of the Congregation. • Maintain custody of all monies, notes, securities and other valuables that may from time to time come into the possession of the Congregation. • Assure that all disbursements are consistent with the budget and activities approved by the Board. • Assure that member statements of dues owed are sent out no less than on a quarterly basis. • Prepare and present at each monthly Board Meeting and Membership Meeting a summary of the Temple's financial condition. • Upon request of the Board of Directors, participate in an annual financial review conducted by an independent professional. • Perform other duties as may be required by these Bylaws or by the Board of Directors. • Any of the above duties may, with the approval of the Board of Directors, be delegated to other persons as the Board may deem appropriate.
<p><u>Section 5.</u> <u>RECORDING SECRETARY</u></p>	<ul style="list-style-type: none"> • Be responsible for taking and maintaining minutes of the monthly Board of Directors, Annual, Membership, and Special Meetings. • Perform other duties as are related to the office.

<p><u>Section 6.</u></p> <p><u>CORRESPONDING SECRETARY</u></p>	<ul style="list-style-type: none"> • Be responsible for written communication with individual Members and others at the Board's direction. • Ensure the review of all mail to the Congregation and forwarding of items including, but not limited to, donations, Membership Applications, requests for Membership information and other communication to the appropriate Officer, Board Member or Committee Chairman. • As authorized by the Board of Directors, responsible for ensuring communication of Congregation Beth Shalom activities with entities within the Central Indiana Jewish community. • Any of the above duties may, with the approval of the Board of Directors, be delegated to other persons as the Board may deem appropriate.
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Article VII
Board of Directors

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

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

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

Section 4. Effective July 1, 2015, the Board of Directors shall consist of five (5) Members who do not perform annually more than 480 hours of work for the Congregation for remuneration ("Directors At Large"); the Brotherhood President or other Brotherhood member that Brotherhood designates with such responsibility; the Sisterhood President or other Sisterhood member that Sisterhood designates with such responsibility; the five (5) officers identified in Article VI, Section 1; and the Immediate Past President, who shall be a member without vote, for a total of 13 members of the Board of Directors. Effective

July 1, 2016, the Board of Directors shall consist of the Brotherhood President or other Brotherhood member that Brotherhood designates with such responsibility; the Sisterhood President or other Sisterhood member that Sisterhood designates with such responsibility; four (4) Members who do not perform annually more than 480 hours of work for the Congregation for remuneration (“Directors At Large”); the five (5) officers identified in Article VI, Section 1; and the Immediate Past President, who shall be a member without vote, for a total of 12 members of the Board of Directors. Effective July 1, 2017, the Board of Directors shall consist of the Brotherhood President or other Brotherhood member that Brotherhood designates with such responsibility, who shall have all rights and responsibilities as Directors at Large; the Sisterhood President or other Sisterhood member that Sisterhood designates with such responsibility, who shall have all rights and responsibilities as Directors at Large; three (3) Members who do not perform annually more than 480 hours of work for the Congregation for remuneration (“Directors At Large”); the five (5) officers identified in Article VI, Section 1; and the Immediate Past President, who shall be a member without vote, for a total of 11 members of the Board of Directors. Whenever the congregation institutes a Youth Group, the President of the Youth Group will hold an additional position on the Board of Directors. At the discretion of the Board, any member of the Board of Directors who shall have been absent for more than half of the regular meetings of the Board within a period of six months or who has missed three (3) consecutive meetings shall be deemed to have resigned from the Board. No person who has served two consecutive full two-year terms as a non-Officer Director shall be eligible for re-election as a non-Officer Director until one full year has elapsed since the expiration of the Director’s last term. No person who has served seven (7) consecutive years as a non-Officer or Officer Director shall be eligible for re-election to the Board until one full year has elapsed since the expiration of his or her last term.

Section 5. Except for Directors elected to fill an unexpired term, each Director shall serve a term of two years or until a successor is duly elected and qualified.

Section 6. Any vacancy occurring in the Board of Directors caused by death, resignation or otherwise may be filled by a majority vote of the remaining members of the Board. Each person so elected to fill a vacancy shall remain a Director until the next Annual Meeting of the Congregation, and until a successor is duly elected and qualified. At the Annual Meeting, the Director who filled the vacancy or another person selected by the Board shall be elected as Director for the remaining unexpired portion of the term of the absent Director.

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

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

Article VIII
Removing Officers or Directors, or Members

Section 1. An Officer or Director may be removed from office with or without cause by two-thirds vote of the Members of the Congregation present at any Membership Meeting called by the Board of Directors for the purpose of acting upon such removal. Twenty-One (21) days advance written notice shall be given to the Officer or Director proceeded against, and an opportunity to be heard must be given by both the Board of Directors and the Congregation.

Section 2. A Member may be removed from Membership for non-payment of Financial Obligations as per Article IV Section 6.

Article IX
Clergy

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

Article X
Professional Staff

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

Article XI
Committees

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

Section 2. The Nominating Committee’s objective is to establish the slate for the Officers and Board of Directors. Committee members are appointed by the Immediate Past President, and shall consist of the Immediate

Past President, one Officer or member of the Board of Directors, three Congregation Members, and one Past President from the prior five years, if possible. The member from the Board of Directors appointed to the Nominating Committee shall be a Director whose term of office does not expire at the next election. The slate of nominees developed by the Nominating Committee will post nominee(s) for each available position. Additional nominees may be added to the slate by Member write-ins received by the Corresponding Secretary prior to the Congregational election at the Annual Meeting. As with other committees, in the event of a vacant Congregation Member position on the Nominating Committee, the Immediate Past President shall announce the vacancy to the Congregation to ensure all interested parties may be considered. All members of the Nominating Committee must be MIGS.

Section 3. The Membership Committee's objective is to build the Congregation's membership by identifying opportunities to reach out to the greater Indianapolis Jewish community. The Committee shall obtain, track, and follow up with potential new members as identified from sign-in sheets at Congregation and community functions, contacts initiated by potential new members, or through other outreach activities.

Section 4. The Religious School Committee's responsibility is to develop a religious education program that prepares the congregation's children for a life of Jewish learning by deepening their Jewish identity and which supports the Congregation's religious ideology as defined and approved by the Board of Directors and the congregation. Religious education includes Bar and Bat Mitzvah training and Confirmation classes.

Section 5. The Adult Education Committee's purpose is to expand adult congregants' knowledge of Judaism, including offering programs about Jewish culture, worship and Hebrew texts.

Section 6. The Worship Committee is responsible for coordinating with the Clergy all worship-related events and activities, including Friday night and High Holiday services, as well as other religious events, such as sending Yahrzeit notices to members and facilitating development of the Book of Remembrance. The Worship Committee is also responsible for assuring that all items necessary for worship services are in place, including but not limited to, prayer books, the podium, the ark, and any other service-related materials.

Section 7. The Social Action Committee is responsible for planning and coordinating all social action activities of the Congregation. This committee is also responsible for identifying and communicating to the Board concerning current social issues regarding which the Congregation may consider adopting a position.

Section 8. The Facilities Committee's purpose is to oversee the safety, security and functionality of the building and grounds used by the congregation.

Section 9. The Finance Committee is responsible for supporting the Treasurer.

Section 10. The Caring Community Circle is designed to provide warm and caring support for congregants experiencing life-cycle events.

Section 11. In the event of a vacant committee chair, the vacancy shall be announced to the Congregation to ensure all interested parties may be considered. The Board of Directors shall nominate the most suited Congregation Member who is not an Officer or Director for each available position based on the position's job description. Once determined, the Member will be asked to accept the nomination. In the event of a declination, the process will be repeated. All committee chairs must be MIGS.

Section 12. When needed, the Executive Staff and Clergy Evaluation Committee shall consist of one Officer and one member of the Board of Directors, and three Congregation Members, with such committee members to be recommended by the President and approved by the Board of Directors. The Executive Staff and Clergy Evaluation Committee shall meet at least once each fiscal year between March 1 and May 30 to address the performance of existing Executive staff and/or Clergy with contracts in force for the following fiscal year and shall meet between October 1 and November 30 to address the performance of existing Executive Staff and/or Clergy with contracts which term ends prior to the following fiscal year to evaluate the performance of current staff and clergy and shall report to the Board of Directors the findings of their evaluations and their recommendations for action by the Board of Directors regarding compensation and benefits. Contract renewal, termination and/or hiring of the clergy will be recommended by the Board and voted upon by the Membership. The Executive Staff and Clergy Evaluation Committee will send an annual questionnaire related to the performance of the staff and clergy to Members in Good Standing to ensure it receives input from all Members prior to their evaluation discussions.

Section 13. The Clergy Negotiating Committee members shall be recommended by the President, with the approval of the Board of Directors, prior to the Annual Meeting in a fiscal year during which any Clergy contracts are expiring or there is a wage reopener.

Section 14. The Clergy Search Committee shall consist of at least the President, an additional officer, one member of the Board of Directors, one member of the Worship Committee who is not a member of the Board of Directors, one member of the Religious School or Adult Education Committee

who is not a member of the Board of Directors, and one Congregation Member who is not a member of the Board of Directors to be appointed by the President, with the approval of the Board of Directors. Existing clergy members may be ex officio members of the committee at the committee's discretion.

Article XII Subordinate Organizations

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

Section 2. The Brotherhood shall be open to men who are eligible for membership in Congregation Beth Shalom. With the exception of the President, Treasurer and the Brotherhood member responsible for representing Brotherhood on the Board of Directors, such individuals are not required to be Congregation Beth Shalom Members In Good Standing. The Brotherhood is a subordinate organization to Congregation Beth Shalom and shall not take any action that is contrary to the best interests of Congregation Beth Shalom. The Brotherhood's objective is to build camaraderie among Reform Jewish men in Central Indiana and to engage in activities that support Congregation Beth Shalom's social, social action, membership, life cycle, facilities, worship, and/or educational functions and financial needs.

Section 3. The Sisterhood shall be open to women who are eligible for membership in Congregation Beth Shalom. With the exception of the President, Treasurer and the Sisterhood member responsible for representing Sisterhood on the Board of Directors, such individuals are not required to be Congregation Beth Shalom Members In Good Standing. The Sisterhood is a subordinate organization to Congregation Beth Shalom and shall not take any action that is contrary to the best interests of Congregation Beth Shalom. The Sisterhood's objective is to build camaraderie among Reform Jewish women in Central Indiana and to engage in activities that support Congregation Beth Shalom's social, social action, membership, life cycle, facilities, worship, and/or educational functions and financial needs.

Section 4. The Youth Group shall be open to youth ages 13 through 19 in a Member household or, except for the President and Treasurer, such individuals who are not in a Member In Good Standing household, provided the youth's household is eligible for membership in Congregation Beth Shalom. The Youth Group is a subordinate organization to Congregation Beth Shalom and shall not take any action that is contrary to the best interests of

Congregation Beth Shalom. The Youth Group's objective is to build camaraderie among Reform Jewish youth in Central Indiana and to engage in social, social action, membership, life cycle, facilities, worship, and/or educational activities consistent with the tenets of Reform Judaism. The Youth Group President is a member of the Board of Directors and may vote on any matter coming before the Board of Directors but is not eligible to vote at any congregational meetings.

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

Article XIII Contracts and Legal Documents in General

Contracts, deeds, and other legal documents obligating the Congregation shall require the approval of the Board of Directors and, if approved, must be signed by the President of the Congregation or a designated representative. All such legal documents shall be approved as to form, completion, and tax-exempt status impact, if any, by legal counsel to the Congregation. The aforesaid notwithstanding, no contract, deed, or other legal document, which obligates the Congregation in excess of ten percent (10%) of the total Annual Budget shall be entered into by the Board of Directors without approval of the Members at the Annual Meeting or such other Membership Meeting called for this purpose.

Article XIV Fiscal Year

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

Article XV Amendments

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

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

Article XVI Parliamentary Authority

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

Article XVII Prohibited Activities

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

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

such code and regulations promulgated thereunder, as they now exist or as they may hereafter be amended.

Article XVIII Indemnification

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

Article XIX Dissolution or Merger

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