

By-Laws of Congregation Beth HaTephila
(Revised and Adopted by the Membership on June 18, 2013)

ARTICLE I – GENERAL

These By-laws are being adopted by the Board of Trustees and Members of Congregation Beth HaTephila ("Temple") of Asheville, North Carolina, a North Carolina non-profit corporation organized and existing under chapter 55A of the North Carolina General Statutes.

ARTICLE II – AFFILIATION

Subject to action to the contrary by both the Board of Trustees and Members of the Temple, the Temple shall maintain membership in the Union for Reform Judaism ("URJ").

ARTICLE III – MEMBERSHIP

Section 1 – Eligibility and Classification. Membership of the Temple shall consist of those who are Members in good standing at the date of adoption of these Restated Bylaws and those individuals of Jewish faith (except for those not of the Jewish faith explicitly allowed as described below), who fall within one of the following eligibility classifications:

- (a) Married couples living in the same household, together with minor children (as that term is defined in Section 5 below) of one or both of the members of the married couple.
- (b) Two partners living in the same household (whether gay, lesbian, bisexual and/or transgender), together with minor children (as that term is defined in Section 5 below) of one or both of the members of such couple.
- (c) One or more adult members together with any older family member that is dependent upon one or more of such members.
- (d) An unmarried couple residing in the same household.
- (e) Such other individuals residing in a household as to which the President may reasonably, from time to time, deem appropriate for inclusion in Temple's Membership.

All such individuals falling within one of the aforesaid classifications as hereafter may be elected to Membership by the Board of Trustees ("Board") shall be deemed herein a "Member" or "Unit of Membership". Notwithstanding which Membership eligibility classification is applicable, at least one adult individual within any Unit of Membership must be of the Jewish faith. The total Units of Membership of Temple shall sometimes be hereinafter collectively called "Membership". Applications for inclusion within Membership shall be in writing on such form as shall be approved from time to time by the Board, together with payment of such portion of annual dues as may be reasonably required by the President giving consideration to all circumstances.

Section 2 - Honorary Membership. Honorary Membership may be bestowed by a two-thirds vote of the Board. Honorary Members shall enjoy the full privileges of the organization, without the payment of dues, but not the privileges of voting or holding office.

Section 3 – Lifetime Membership. Lifetime Membership may be secured by Members of the Temple making a contribution to the Temple’s Endowment Fund in an amount designated and approved by the Board. This contribution may be paid in installments, and any Members who are paying for their Lifetime Membership in installments, shall be required to pay their regular dues to the Temple until the first day of the first month of the dues quarter during which the designated amount is paid in full. Lifetime Members shall not be assessed any Membership dues for the rest of their lifetimes, and shall enjoy all rights and privileges of Membership in the Temple.

The status of Lifetime Membership attaches to a Unit of Membership so long as at least one of the individuals within said Unit of Membership is of the Jewish faith. In the event of a divorce or separation of partnership should the Unit of Membership be a couple, the Lifetime Membership status will remain separately with the individuals (as individuals) to whom it was originally issued. The only exceptions to this rule are as follows: (a) if the equitable distribution agreement or other order of the court specifies that the Lifetime Membership is distributed to only one of the divorcing or separating individuals, the Temple's Membership records shall be adjusted accordingly. (b) If the parties agree in writing, that the Lifetime Membership shall belong to only one of the divorcing or separating individuals, the Temple's Membership records shall be adjusted accordingly. (c) To give effect to the exception in (a) immediately above, the Board must receive either an original or certified copy of the signed court order. To give effect to the exception in (b) immediately above, a copy of the agreement, signed by both parties in the presence of a notary public, shall be delivered to the Board. The Board is then obliged to place the change in Lifetime Membership status into the official records. The Lifetime Membership of a Life Member, whose former spouse or partner has relinquished Lifetime Membership under these exceptions, shall be treated as if the Lifetime Membership was purchased as an unmarried or unpartnered individual.

In the event of marriage or partnership: If an individual purchases a Lifetime Membership at the time the individual is unmarried or unpartnered, said individual may, upon marriage or a partnership, request that the individual's spouse or partner be added as Lifetime Member. Upon written request of said Lifetime Member and his or her new spouse or partner, said request signed by both husband and wife, or both partners, as applicable, in the presence of a notary public, the Board is obliged to place this change in Lifetime Membership status into the official record.

In the event of remarriage or repartnering: Upon remarriage or repartnering of a Lifetime Member, whose Lifetime Membership was previously split due to divorce, partner separation or death, the new spouse or partner of said Lifetime Member will not be entitled to Lifetime Membership status unless a separate Lifetime Membership is purchased for or by the new spouse or partner as hereinafter specified. In this situation, the new spouse or partner may gain the status of regular Member at one-half of the then current dues schedule; alternatively, upon payment of one-half of the then current Lifetime Membership Rate said new spouse or partner may gain Lifetime Membership.

Section 4 – Dues. Membership dues shall include all dues payable to URJ. The Board shall in good faith set the dues of each Member based on a “fair share” dues schedule, which shall be promulgated and updated from time to time, as the Board shall direct. The Board shall use its best efforts to ensure voluntary compliance with such schedule by the Members. The Board may, at its discretion, impose additional dues assessments on the Membership if circumstances warrant. Dues shall be payable in advance at such intervals for each Member as the Board shall from time to time determine (in no event more frequently than neither monthly nor less frequently than annually). Assessments shall be payable on such terms as the Board shall direct.

Section 5 – Privileges of Membership. Members in good standing and their minor children shall be entitled to participate in all Temple activities. For purposes of the preceding sentence, “minor children” shall mean all children 18 years of age or younger as well as any children between the ages of 19 and 22 (inclusive) years of age, so long as such children are either residing in the home of their parents who are also Members in good standing, or attending an institution of higher learning on a regular basis. Children of Members in good standing shall be entitled to enroll in the Religious School upon payment of fees as designated by the Board. Children of non-Member parents shall be eligible to enroll in the Religious School upon fulfillment of such conditions as may be determined by the Board.

Section 6 – Termination of Membership. A Member may resign from the Temple at any time by giving written notice to the President. Upon the failure of a Member to pay dues, fees, or assessments for a period of six (6) months after becoming due, such a Member shall not be considered a Member in good standing and his or her Membership may be terminated at the discretion of the Board. If at any point it comes to the Board’s attention that a Member’s actions are not consistent with the spirit of Temple goals, objectives and beliefs or compatible with the precepts of Reform Judaism, or his or her application has otherwise been made in bad faith, such a Member shall not be considered a Member in good standing and his or her Membership may be terminated.

Any Member not in good standing may be removed by a vote of two-thirds of the Board at a duly constituted Board meeting; provided that a) the Member in question be given at least 30 days notice of the meeting and opportunity to address the Board at the meeting, and b) if a Special Meeting is duly petitioned and attended per Article IV, Sections 2 and 4, for the purposes of voting on membership for the Member in question, a majority of Members present may overrule the Board’s decision to remove the Member.

ARTICLE IV – MEMBERSHIP MEETINGS

Section 1 – Annual Meeting. The Annual Meeting of the Temple shall be held on the fourth Thursday of June of each year, or such other time as the Board may approve. The order of business at such meeting shall be promulgated in the notice thereof, including the election of the Board, the adoption of the budget for the following year, and such other business as may come before the meeting.

Section 2 – Special Meetings. Special meetings of the Members of the Temple shall be called (a) by order of the President; (b) by order of the Board; or (c) upon receipt of a petition of not less than twenty (20) Members.

Section 3 – Notice. Notice of all meetings of the Members shall be given in writing not less than (a) ten (10) days prior to the date of the Annual Meeting, or (b) seven (7) days prior to the date of any Special Meeting, and shall be given by mail or personally delivering the notice to all Members of the Temple. If notice is given by mail, the notice shall be deemed given at the time it is deposited, postage prepaid, in an official depository of the United States Postal Service at Asheville, North Carolina. Special meetings shall be held at such times and places and only for such purposes as shall be designated in the notice of the meeting. Notice of the Annual Meeting shall contain the names of candidates approved by the Board for positions on the Board to become vacant as of the then current fiscal year, as well as the proposed budget for the upcoming fiscal year.

Section 4 – Quorum. The greater of twenty-five Memberships or 10% of the Memberships in good standing shall constitute a quorum at all meetings of the Temple. If a quorum is not present (in person or by proxy) at an Annual or Special Meeting, subsequent meetings shall be called until a quorum is present.

Section 5 – Vote. At all meetings of the Temple, each Membership Unit (single, couple or family, as applicable) shall be entitled to one vote. As allowed by North Carolina law, proxies may be used. The majority vote of those present in person or by proxy shall be sufficient for the adoption of any resolution or the transaction of any business.

Section 6 – Rules of Order. At all meetings of the Members, Robert’s Rules of Order shall govern as far as applicable. A request by a Member in good standing for a closed ballot vote will make such a vote mandatory.

ARTICLE V - BOARD OF TRUSTEES

Section 1 – General Powers. The affairs of the Temple shall be managed by the Board, which shall have full control and authority over the management of all affairs of the Temple; provided, however, that the following actions shall not occur without a vote of at least two-thirds of the votes entitled to be cast by Members of the Temple present or represented by proxy at a duly called meeting: (a) dissolution of the Temple; (b) amending the Charter of the Temple; (c) merger or consolidation with another corporation as may be allowed by the North Carolina General Statutes; or (d) sale, lease, exchange, mortgage or other disposition of all, or substantially all, of the property and assets of the Temple; provided, further, any action involving any of the foregoing shall only be made upon strict compliance of the provisions of Chapter 55A of the North Carolina General Statutes, the provisions of which are incorporated herein by reference.

Section 2 – Qualification and Composition. The Board shall be composed as follows: (a) nine at large Members (“At Large Trustees”); (b) each of the six Officers enumerated in Article VII, Section 1, items (a) through (f) below, or fewer than six if certain offices are combined as allowed by said Article VII, Section 1, who shall serve as voting Trustees during their tenure in such offices (“Officer Trustees”); (c) the Presidents of the Temple’s Brotherhood and Temple’s Sisterhood; and (d) the Temple’s immediate Past President, Rabbi and Cantor, who shall each serve as ex-officio (non-voting) Trustees. In addition, such other individuals as the Members may elect as Honorary Trustees shall serve during the

balance of their lifetimes, having the same privileges as members of the Board, but Honorary Trustees shall neither have the right to vote nor be counted to determine the existence of a quorum at any Board Meeting.

Section 3 – Election and Tenure. At the Annual Meeting of the Members, the Members shall elect from the Membership (a) At Large Trustees to succeed those At Large Trustees either whose terms are ending during that fiscal year or who have resigned effective as of the end of that fiscal year, for terms commencing on the first day of the fiscal year next following such election and continuing for three years, and until their respective successors shall have been elected and qualified, and (b) Officer Trustees, for terms commencing on the first day of the fiscal year next following such election and continuing during said fiscal year, and until their respective successors shall have been elected and qualified. An At Large Trustee elected as such may serve no more than six (6) consecutive years, except (a) the immediate Past President shall serve on the Board so long as he or she is the immediate Past President of the Temple; and (b) any Member elected by the Members to the office of President, Vice President, Secretary, Treasurer or Assistant Treasurer at the commencement of the seventh or later consecutive year of service on the Board shall continue service on the Board so long as he or she holds one of these offices. Nominees for election to the Board and Officers shall be as indicated in the notice of the applicable Annual Meeting of the Members, or, as to At Large Trustees and Officer Trustees, as shall be accepted from the floor at said Annual Meeting.

Section 4 – Staggered Terms. At all times the At Large Trustees of the Board shall be divided into three groups of three (or, if the Board composition is altered, substantially equal in number) with terms expiring at intervals of one year.

Section 5 – Manner of Action. (a) Formal action by Board: The act of a majority of Trustees present in person at any meeting of the Board at which a quorum is present shall be and constitute the act of the Board. Proxies shall not be permitted for any purpose at any Board meeting. (b) Action by Trustees without a meeting: Any action which may be taken at a meeting of the Board may be taken without a meeting if consent in writing shall be signed by each Trustee entitled to vote. (c) At any regular or special meeting, the Board may permit any or all Trustees to participate in such meeting by, or conduct the meeting through the use of, any means of communication by which all Trustees participating may simultaneously hear each other during the meeting. A Trustee participating in a meeting by this means is deemed to be present in person at such meeting.

Section 6 – Resignations and Removal. Any Trustee may resign from the Board at any time by giving written notice to the President. A Trustee absent for three or more consecutive meetings of the Board may be removed at the discretion of the Board, and the vacancy created shall be filled in accordance with the By-Laws. A Trustee may be removed from office by a two-thirds vote of the Members of the Temple at a duly called meeting at any time. A Trustee may be removed from office by a vote of two-thirds of the other Trustees present at a duly constituted Board meeting; provided, however, that such removed Trustee may be reinstated by a majority of the Members of the Temple at a special meeting duly called for this purpose within thirty (30) days of such removal.

Section 7 – Vacancies. Any vacancy occurring in the Board for any reason shall be filled for the balance of the then current fiscal year by the vote of a majority of the Trustees present at any regular or special meeting; provided, however, that the Members may fill such vacancy with another individual at a special meeting called for this purpose within thirty (30) days from the filling of such vacancy by the Board. The provisions of Article V, Section 3 notwithstanding, any person elected to fill a vacancy on the Board shall, upon completion of the unexpired term, be deemed to have completed a full three year term even if the individual filling the vacancy served less than three years.

Section 8 – Compensation. The Trustees shall not receive any compensation for their services as Trustees. This shall not be construed (a) to preclude any Trustee from being reimbursed for reasonable expenses incurred in carrying out his or her duties as a Trustee; nor (b) to preclude a Trustee from serving the Temple in any other capacity in furtherance of the Temple's purposes and objectives and receiving reasonable compensation therefore.

Section 9 – Quorum. A majority of the voting Trustees shall constitute a quorum.

ARTICLE VI – MEETINGS OF THE BOARD OF TRUSTEES

Section 1 – Annual Meetings. The Annual Meetings of the Board shall be held immediately after the Annual Meetings of the Members of the Temple, at which such business as may properly come before the meeting shall be transacted.

Section 2 – Regular Meetings. Regular meetings of the Board shall be held periodically (not less than one meeting every two months) at the Temple at such time as the Board determines.

Section 3 – Special Meetings. Special meetings of the Board may be called by order of the President, or at the request of five (5) members of the Board.

Section 4 – Notice. Notice of all meetings of the Board shall be given to all members of the Board in writing at least five (5) days prior to the date of the meeting, and shall be given by mail or by personally delivering the notice to the respective Trustees. If notice is given by mail, notice shall be deemed given at the time it is deposited, postage prepaid, in an official depository of the United States Postal Service at Asheville, North Carolina. Without service of a notice, a meeting may be held at any time, provided that all voting Trustees (whether or not attending the meeting) shall consent in writing to such meeting and waive notice of the same. Special meetings shall be held at such time and place and only for such purposes, as shall be designated in the notice of the meeting.

Section 5 – Vote. At all meetings of the Board, each voting Trustee shall have one vote. Proxies shall not be used.

Section 6 – Quorum. A majority of the voting members of the Board shall constitute a quorum at all meetings; provided, that any number less than a quorum shall have the power to adjourn a meeting to a later date, time and place.

Section 7 – Rules of Order. At all meetings of the Board, Robert’s Rules of Order shall govern as far as applicable. Any request by a voting Trustee for a closed ballot vote shall make such a vote mandatory.

ARTICLE VII – OFFICERS, RABBI AND CANTOR

Section 1 – Eligibility, Titles, Number and Combination of Offices. The Officers of the Temple, each of whom shall be required to be an adult Member of the Temple, and the election to which shall constitute membership on the Board as an Officer Trustee during tenure in such office, shall be as follows: (a) President; (b) First Vice President; (c) Second Vice President; (d) Secretary; (3) Treasurer; and (f) Assistant Treasurer. Members elected to the offices of President, First Vice President and Second Vice President must be Jewish. The offices of Secretary, Treasurer and Assistant Treasurer may be combined in whole or part. From time to time the Board may elect such additional Officers as it deems advisable; provided, however, that such additional Officers shall not be members of the Board but must be Members in good standing of the Temple.

Section 2 - Election and Tenure. The Officers shall be elected at the Annual Meeting of the Membership and shall hold their positions until the next Annual Meeting or until their successors are duly elected and qualified.

Section 3 - Vacancies. If an Officer’s position shall become vacant, a successor shall be nominated by the Nominating Committee with the approval of a majority of the Board then present at a general or special meeting of the Board. The term of office for the successor so approved shall be deemed to be a full term in that office even if the successor that filled the vacancy served for less than a year.

Section 4 – Compensation. Officers shall not receive any compensation for their services as Officers of the Temple. This shall not be construed (a) to preclude an Officer from being reimbursed for reasonable expenses incurred in carrying out his or her duties as an Officers; or (b) to preclude an Officer from serving the Temple as an employee or in any other capacity in furtherance of the Temple’s purposes and objectives in receiving reasonable compensation therefore; provided, however, that no Officer shall be a full time employee of the Temple.

Section 5 – Duties of the President. The President shall: (a) preside at all meetings of the Board and of the Membership; (b) cause to be called special meetings of the members of the Board in accordance with these By-Laws; (c) appoint the members of the standing and special committees of the Board subject to the approval and ratification of the Board, with the appointments of the standing committees to be made during or as soon as possible after such annual meeting of the Board; (d) perform such other functions as ordinarily pertain to the position of President; and (e) perform such other functions as may be prescribed by these By-Laws or the Board. The President shall cast the deciding vote on all questions before any meeting of the members of the Board in which there may be an equal division of votes, except in the election of Officers and in votes taken on an appeals from his or her decision; (f) be responsible for communications as to delinquent dues collections, and decisions as to the good standing of various Members from time to time.

Section 6 – Duties of the First Vice President. The First Vice President shall perform the duties of the President during the absence or inability of the President to act, and when so acting, shall have all of the powers and be subject to all responsibilities herein given or imposed upon the President. The First Vice President shall in addition perform such other functions as may be prescribed by these By-Laws or the Board.

Section 7 – Duties of the Second Vice President. The Second Vice President shall perform the duties of the President and the First Vice President during their absence or inability to act, and when so acting, shall have all of the powers and be subject to all of the responsibilities herein given or imposed upon the President and First Vice President. In addition, the Second Vice President shall have such other duties as may be prescribed by these By-Laws or the Board.

Section 8 – Duties of the Secretary. The Secretary shall be responsible for the minutebook and records of the Temple and shall perform such other functions as ordinarily pertain to the position of Secretary, including but not necessarily limited to the attesting of deeds of conveyance and the affixing of the seal of the Temple thereto.

Section 9 – Duties of the Treasurer. The Treasurer shall be responsible for all financial records of the Temple, and shall, either personally or through his or her delegates and hirees, cause an accounting system to be maintained in such a manner as to give an accounting of the financial transactions of the Temple. The Treasurer shall cause reports of all such transactions to be presented to the Board. The Treasurer shall be responsible for the preparation and submission of a budget for each fiscal year of the Temple to the Board and then to the Members, for approval of each body. The Treasurer shall also perform such other functions as ordinarily pertain to the position of Treasurer, or as may be prescribed by these By-Laws or the Board.

Section 10 – Duties of the Assistant Treasurer. The Assistant Treasurer shall perform the duties of the Treasurer during the absence or inability of the Treasurer to act, and in so acting shall have all of the powers and be subject to all responsibilities herein given or imposed upon the Treasurer. In addition, the Assistant Treasurer shall have such other duties as may be prescribed by these By-Laws or the Board.

Section 11 – Election and Duties of Rabbi.

- (a) The Rabbi is the spiritual leader of the Congregation. As such the Rabbi shall at all times enjoy full freedom of the pulpit.
- (b) Any incoming Rabbi shall be, upon approval by the Board, elected at either a regular Annual Meeting of the Membership of the Temple, or at a special meeting of the Membership called for such purpose, at which meeting the tenure of his or her position, and terms and conditions of his or her employment, shall be approved. The terms and conditions of the Rabbi's employment shall be in a written agreement, signed by the Rabbi and the President of the congregation, containing such terms and conditions as have been approved by the Board and Members.

- (c) The Board shall have the non-delegable duty to negotiate with the Rabbi (or his or her successor) from time to time, either upon the lapse of the existing contractual arrangement or upon termination of the Rabbi's employment, whichever is applicable.

Section 12 – Election and Duties of Cantor. Should Temple elect to engage a Cantor, the procedure for election and retention shall be as follows:

- (a) The Cantor is one of the spiritual leaders of the Congregation. As such the Cantor shall at all times enjoy freedom of the pulpit, subject only to the supervision of the Rabbi.
- (b) Any incoming Cantor shall be, upon approval of the Board, elected at either a regular Annual Meeting of the Membership of the Temple, or at a special meeting of the Membership called for such purpose, at which meeting the tenure of his or her position, and terms and conditions of his or her employment, shall be approved. The terms and conditions of the Cantor's employment shall be in a written agreement, signed by the Cantor, the President of the Congregation, containing such terms and conditions as have been approved by the Board and Membership. The Rabbi shall also sign this contract signifying that he approves of provisions regarding the role of the Cantor within the religious life of the Congregation.
- (c) The procedure for terms beyond the initial term of an incumbent Cantor shall be the same as is contained in Section 11(c) above with respect to an incumbent Rabbi, but subject to the additional requirements as are set out elsewhere in this Section 12.

Section 13 – Election and Duties of Additional Clergy. Should Temple elect to engage additional Clergy, the procedures for election and retention shall mirror those as for the Cantor in Section 12 immediately preceding.

ARTICLE VIII – COMMITTEES

Section 1 – Standing and Special Committees. The Committees of the Board shall be "Standing" or "Special". The Standing Committees of the Board shall be:

- (a) Executive Committee;
- (b) Finance Committee;
- (c) House Committee;
- (d) Ritual Committee;
- (e) Nominating Committee;
- (f) Cemetery Committee;
- (g) Governance Committee;
- (h) Tikkun Olam Committee; and
- (i) Congregational Engagement Committee.

The Board may authorize other Standing Committees from time to time. Any Standing Committee of the Board must have at least one member of the Board serving thereon except the Executive Committee, which shall be composed of only certain members of the Board as described below. Further specificity as to the identity of membership of any particular Standing Committee is set out below in this Article VIII. The other members of any Standing Committee of the Board shall not be required to be but may be members of the Board; provided, however, that all members of the Standing Committees of the Board shall be Members of the Temple. Special Committees may be established by the President, with the concurrence of the Board for special tasks as circumstances warrant. A Special Committee shall limit its activities to the accomplishment of the tasks for which it has been established, and it shall have only those powers which are expressly conferred upon it by the Board. When the task is completed, a Special Committee shall be automatically dissolved and its members discharged; provided that the Board may dissolve a Special Committee at any time. Members of a Standing Committee shall serve until the end of the then current fiscal year.

Section 2 – Minutes and Reports. Committees shall keep minutes of their meetings and shall furnish reports of their activities to the Board as requested by the Board.

Section 3 – Executive Committee. The Executive Committee shall consist of the President, First Vice President, Second Vice President, Secretary, Treasurer, Assistant Treasurer and Rabbi (ex officio). This Committee shall be responsible for overseeing all activities of the Temple, including all matters not specifically considered by other Committees. Meetings of the Executive Committee shall be held at the discretion of the President provided that notice of the time, place and purpose of such meetings shall be given at least three hours previous thereto by notice delivered personally or by telephone. Without service of a notice, an Executive Committee meeting may be held at any time, provided that each Executive Committee member shall consent in writing to such a meeting and waive notice of the same. The minutes of the Executive Committee shall be kept and recorded in the Temple minutebook. This Committee shall have the authority to act on behalf of the Board subject to the subsequent ratification of such act by the Board. Any member of the Executive Committee may be removed at any time by a majority of the Board.

Section 4 – Finance Committee. The Finance Committee shall consist of the Treasurer, who shall serve as its Chairman, the Assistant Treasurer, the First Vice President, and such other members as the President may appoint from time to time. The Finance Committee shall prepare a budget of probable receipts and expenditures for the ensuing fiscal year, to be submitted to the Board not later than the regular meeting of the Board next preceding the Annual Meeting of the Members, at which time such budget shall be submitted for action, together with modifications made by the Board. The Finance Committee shall make recommendations to the Board as to dues or assessments to be paid by the Membership.

Section 5 – House Committee. The House Committee, which will include a Vice President, shall be in charge of the physical plant and properties of the Temple, as well as the maintenance and operation thereof. It shall cause to be prepared and shall maintain an inventory of all physical assets of the Temple. It shall direct its efforts toward an energy efficient Temple. Further, the House Committee shall address implementation and maintenance of a security plan, which shall include: ensuring that congregants, staff and leadership understand and buy into security needs and ensuring that they are appropriately

trained; disseminating emergency procedures; and periodically reassessing, reviewing and revising the plan in view of events.

Section 6 – Ritual Committee. The Ritual Committee, which shall include the Rabbi and any other clergy then engaged by Temple, shall guide all ritual activities, including the guidance of the musical program.

Section 7 – Nominating Committee. Two (2) members of the Nominating Committee, who are not Officers or Trustees, shall be elected by the Membership at each Annual Meeting. Following the Annual Meeting, two (2) additional members of the Nominating Committee shall be chosen by the Board from among its members. The four (4) members of the Committee so elected shall then elect a fifth member from among the Temple Membership in good standing, to serve as Chair. It shall be the function of this Committee to present the following proposed slate to the Board at its meeting immediately preceding the Annual Meeting of the Members of the Temple; which slate shall be distributed by the Board to the Members with the Notice of the Annual Meeting of the Members.

- (a) A list of Members of the Temple in good standing as candidates for positions as At Large Trustees on the Board to become vacant at the end of the applicable fiscal year;
- (b) A list of proposed eligible nominees for the Officers of the Temple for the next fiscal year, to be elected, and serve as Officer Trustees, by the Membership; and
- (c) Two (2) proposed members of the Nominating Committee, who are not Officers or Trustees, are to be elected by the Membership for the next fiscal year.

The Nominating Committee shall discharge its obligations as described above subject to such procedures and guidelines as shall be approved from time to time by the Board.

Section 8 – Cemetery Committee. The Cemetery Committee shall administer the Temple's cemetery in accordance with laws and in accordance with such policies and procedures as shall be approved by the Board.

Section 9 – Governance Committee. This committee shall be chaired by the 1st Vice President and composed of two voting members of the Board of Trustees and two non-Board members, and shall address the following: develop strategies for Board recruitment, develop and implement Board member training and development, assess Board functioning, and review By-Laws and guidelines annually and recommend changes to the Board. Further, this Committee shall make such investigations and prepare such reports to the Board as may be requested from time to time by the Board, with respect to fundraising, programming and other matters as the Board may from time to time delegate to this Committee.

Section 10 – Tikkun Olam Committee. The Tikkun Olam Committee shall address major social justice and social action concerns identified by the Committee. The Committee shall educate our Temple community to advocate and encourage congregants to become involved in issues of Tikkun Education, Environment, Economics and Equality; and shall serve the

social welfare needs of the community at large, providing opportunities for Temple members to perform mitzvot.

Section 11 – Congregational Engagement Committee. This Committee shall deal with membership, Religious School and education. This Committee shall be responsible for the planning and implementation of all Membership solicitation, drives and campaigns, and such publicity with respect thereto as is deemed advisable. This Committee shall oversee the Religious School of the Temple. This Committee shall develop, implement and evaluate educational and supportive programs to serve the needs of the Temple including all age groups.

Section 12 – Special Members of Committees. The President may from time to time appoint one or more additional persons, who may or may not be Members of the Temple, to serve as special members of Committees. Special members of Committees shall serve at the pleasure of the Board and shall not have the right to vote or be counted in determining the existence of a quorum on a Committee.

Section 13 – Quorum. A majority of the members of a Committee shall constitute a quorum for each Committee unless otherwise stated by the Board.

Section 14 – Manner of Action.

- (a) Formal Recommendation by Committee: The act of a majority of a Committee present at any meeting at which a quorum is present shall be the act of a Committee.
- (b) Formal Recommendation by Committee without a Meeting: Any action which may be taken at a meeting of a Committee may be taken without a meeting if consent in writing shall be signed by each member of the Committee.

Section 15 – Resignations and Removal. Any Committee member may resign at any time by giving written notice to the President. Any member of any Committee except the Executive Committee may be removed from such Committee by the President whenever in his or her judgment the best interests of the Temple shall be served by such removal.

Section 16 – Vacancies. Vacancies in the membership of any Committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

Section 17 – Procedure. Each Committee may adopt its own rules of procedure which shall not be inconsistent with the terms of its creation or these By-Laws.

ARTICLE IX – GENERAL PROVISIONS

Section 1 – Indemnification. Any person who at any time serves or has served as a Trustee shall have the right to be indemnified by the Temple to the fullest extent permitted by North Carolina law against (a) reasonable expenses, including but not limited to attorneys' fees, actually and necessarily incurred in connection with the defense of any threatened, pending completed action, suit or proceeding, in which the Trustee or former Trustee is made a party

by reason of being or having been a Trustee, or (b) reasonable payments made in satisfaction of any Judgment, money decree, fine, penalty or settlement for which he may have become liable in any such action, suit or proceeding; provided that this right to be indemnified by the Temple shall in no event exceed that portion of reasonable expenses and reasonable payments required by law and in excess of any and all available insurance proceeds. The Board shall take all such action as may be necessary and appropriate to authorize the Temple to pay the indemnification required by this Article IX, Section 1, including without limitation, to the extent needed, making a good faith evaluation of the manner in which the claimant for indemnity acted and of the reasonable amount of indemnity due him. In the event insurance defense is available, any such person seeking indemnification under this Article IX, Section 1 shall utilize such insurance defense unless the Board and insurance carrier allow such person to obtain separate counsel and retain the benefit of the indemnification provided herein. Any persons who at any time after the adoption of these By-Laws serves or has served as a Trustee shall be deemed to be doing or have done so in reliance upon, and as consideration for, the right of indemnification provided herein. Such rights shall inure to the benefit of the legal representative of any such person and shall not be exclusive of any other rights to which such person may be entitled apart from the provisions of this Article IX, Section 1, including the provisions of North Carolina General Statutes Sections 55A-17.1 through 55A-17.3, the provisions of which hereby incorporate by reference as if fully set out, it being intended that the rights of such statutory provisions and the rights in the within Article IX, Section 1 are to be cumulative.

Section 2 – Conflict of Interest. Each Trustee and each Member of any Committee of the Board shall, within thirty (30) days of his or her election or appointment to such post, execute an acknowledgement to adhere to the conflict of interest policy and practices as promulgated by the Temple from time to time.

Section 3 – Minutes and Records. The Temple shall keep a correct and complete minutebook and records of accounts and shall also keep minutes of the proceedings of the Members of the Temple and the Board. Copies of the minutes and financial statements shall be made available to the Board.

Section 4 – Corporate Books and Fiscal Year. For accounting purposes, the corporate books shall be kept on a fiscal year basis, to run from the first day of July to the last day of June of the following year.

Section 5 – Waiver of Notice. Whenever any notice is required to be given under the provisions of Chapter 55 A, the Non-Profit Corporation Act of the State of North Carolina, or under the provisions of the Charter or these By-Laws, a waiver thereof in writing signed by the persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

Section 6 – Gender. The masculine gender shall include the feminine and the singular shall include the plural, to the extent applicable.

Section 7 – Headings. The headings used herein are only for convenience and shall not affect the substance or interpretation of these By-Laws.

ARTICLE X – AMENDMENT

Section 1 – Amendment. The By-Laws of the Temple may be amended under either of the following methods:

- (a) The Board may adopt a resolution setting forth the proposed amendment(s); direct that it be submitted to a vote of the Members at the next Annual Meeting of the Members, or at a special meeting of the Members to be called for that purpose. Written notice setting forth the proposal amendment shall be given to each Member entitled to vote at such meeting no later than the (10) days prior to such meeting. The proposed amendment shall be adopted upon receiving a majority of the votes entitled to be cast by the Members present in person or by proxy at such meeting.
- (b) A resolution setting forth a proposed amendment and requesting its submission to a meeting of the Members may be submitted in writing by at least ten (10) percent of the Members. Written notice setting forth the proposed amendment shall be given to each member entitled to vote at such meeting no later than ten (10) days prior to such meeting. The proposed amendment shall be adopted upon receiving a majority of the votes entitled to be cast by the Members present in person or by proxy at such meeting.
- (c) A resolution setting forth a proposed amendment and requesting its submission first to the Board and then to the Members may be submitted in writing to the Board by at least five (5) Members, on or before the Board meeting next preceding the Annual Meeting. If the Board approves such proposed amendment, the provisions of sub-section (a) above shall control. If the Board fails to approve such proposal, then the proposal shall be set out as part of the written notice to be given to each Member for the next Annual Meeting, as provided in Article IV, Section 3 above. The proposed non-Board recommended amendment shall be adopted upon two-thirds of the votes entitled to be cast by the Members present in person or by proxy at such Annual Meeting.