

TEMPLE ISRAEL
Boston, Massachusetts

AMENDED AND RESTATED
BY-LAWS

As approved by the board of trustees and presented for
adoption by the Congregation at its Annual Meeting

on

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PREAMBLE

The purpose of this Congregation shall be to worship God in accordance with the faith of Judaism; to encourage Jewish knowledge and fellowship in the Jewish community; to promote the dignity and validity of the Jewish tradition; to work for the principles of righteousness and fellowship in society at large.

ARTICLE I

NAME

The name of this corporation is Congregation Adath Israel, Boston, Massachusetts. It shall also be known as Temple Israel, Boston, Massachusetts.

ARTICLE II

FORM OF WORSHIP

The form of worship shall be Reform Judaism.

ORGANIZATION

ARTICLE III

MEMBERS AND MEMBERSHIP

Section 1. In general

a. Any adult Jewish person (eighteen years of age or older) or the spouse or partner of a Jewish person, or the former spouse or partner of a Jewish person may be elected to membership upon approval of her or his application by a majority vote of the Board of Trustees.

b. The unit of membership shall be either the individual or the family. Except as otherwise herein provided, the family unit shall reside in the same household. The family unit shall consist of: (a) one or two adults with one or more dependent children or other dependents, or (b) two adults. Unmarried children up to the age of 25 shall be included in the family unit (but not for voting purposes), wherever they reside.

c. Voting.

An individual membership unit shall have one vote, and a family membership unit shall have one vote per eligible adult member, but in no event more than two votes. Voting at an Annual Meeting or Special Meeting of the Congregation may be by absentee written ballot on such questions and upon such terms and conditions as the Board of Trustees shall determine from time to time in each instance; provided, however, that no question submitted to an absentee written ballot may be altered or amended but rather shall be voted upon as submitted.

d. Special Membership.

The Board of Trustees may establish categories of special membership and establish the eligibility, rights, privileges and duties of members in such special categories.

Section 2. Application

a. Application for membership shall be in writing.

b. Applications for membership shall be received by the Membership Committee and shall then be presented to the Board of Trustees for acceptance. An applicant, upon acceptance as a regular member and as long as he or she remains in good standing, shall have all of the rights, privileges and duties provided by these By-Laws.

Section 3. Rights, Privileges and Duties

The rights, privileges and duties of a member in good standing, subject to applicable rules, conditions and regulations adopted from time to time by the Board of Trustees, shall include the following:

- a. To attend all meetings of the Congregation and to vote upon all matters which may legally come before any such meeting in accordance with provisions of section 1b. above.
- b. To worship with the Congregation; which privilege shall also be extended to the unmarried children of a member who have not attained the age of twenty-five at the commencement of the Congregation's fiscal year.
- c. To have a Rabbi officiate at marriage services for a member, and the parents and children of a member subject to the rules established by the Board of Trustees and relevant provisions under Article X. Upon request of a member, the Cantor, if available, shall co-officiate at such marriages with one of the Rabbis. A member and said parents and children of a member shall have the right to use the facilities of the Temple (if available) at such marriage services.
- d. To have a Rabbi/Cantor officiate at funeral services for a member, his or her spouse or partner, and the parents and children of a member subject to the rules established by the Board of Trustees and relevant provisions under Article X.
- e. To purchase cemetery lots or graves or to receive a free grave in one of the Congregation's cemeteries, subject to Article XIV, Section 2 and other provisions hereinafter contained.
- f. To have the children of a member instructed in the Religious School and the Hebrew School, subject to any conditions or fees established by the Board of Trustees.
- g. To have the member and the children of a member celebrate a Bar Mitzvah or Bat Mitzvah ceremony and to be Confirmed, in each case at the completion of established academic requirements, subject to any conditions or fees established by the Board of Trustees.

Section 4. Dues and Assessments: Good Standing of a Member

- a. Each member of the Congregation shall pay annual dues and assessments in such amounts as shall be determined from time to time by the Board of Trustees. Special assessments may be made from time to time upon the members of the Congregation by vote of the Board of Trustees. All dues and assessments shall be due and payable annually in advance, but, the Board of Trustees may authorize the collection of either dues or assessments in installments. The Trustees may establish dues categories from time to time.
- b. Any two of the Executive Director, the President and the Treasurer, acting together, and in the exercise of discretion, may, in cases of hardship or need, reduce the amount of the dues or assessments due from any member.
- c. Good standing of a member is hereby defined as being current in satisfying the member's financial obligations to the Temple. The Trustees may from time to time provide additional requirements for a member's good standing. The Trustees may from time to time approve conditions for the automatic partial or temporary suspension of a member or of his or her membership privileges. Absent a vote of the Trustees to the contrary, a member who fails to pay dues or assessments within two months after the close of a fiscal year shall be deemed to have resigned as a member, unless the Executive Director shall determine otherwise. The Treasurer shall report the deemed resignation to the Trustees at their next meeting.

Section 5. Resignation

Except as provided in Section 4 above, any resignation of a member shall be directed to the Membership

Committee in writing. It shall become effective upon acceptance by the Board of Trustees.

Section 6. Suspension or Termination

Any membership may be suspended or terminated for cause by the Board of Trustees after a hearing.

Section 7. Meetings and Notice

The Annual Meeting of the members of the Congregation shall be held in the Commonwealth of Massachusetts at such time and place in the month of May or June in each year as shall be designated by the Board of Trustees.

At least thirty (30) days before the date set for the Annual Meeting, the Clerk shall notify each member of the Congregation, by mail or through the Temple Bulletin, of the time, date and place of the Annual Meeting, of the report of the Nominating Committee and of the provisions of these By-Laws with regard to additional nominations. Such notice shall also contain a statement of any other matters of business to be presented at the Annual Meeting.

Special meetings of the members of the Congregation may be called at any time. A notice of such meeting shall be given by the Clerk at the direction of the President, or upon vote of the Board of Trustees, or upon vote of a majority of the Council at a meeting at which a quorum is present, or within thirty (30) days of receipt of a written request signed by one hundred (100) members entitled to vote and filed with the Clerk stating the purpose of said meeting. Such notice shall set for the time, date and place, within the Commonwealth of Massachusetts, of the meeting and the purposes for which it is called. It shall be given by mail or by publication in the Temple Bulletin at least seven (7) days before the date set for such meeting.

Section 8. Quorum

For the purposes of the election of officers, trustees and other persons to fill positions as nominated by the Nominating Committee, a quorum at any Annual or Special Meeting of the Congregation shall consist of seventy-five (75) members entitled to vote. In all other matters (subject, however, to the requirements of Article XVII), the affirmative majority vote of at least seventy-six (76) persons entitled to vote shall be required to transact business at such meeting. A lesser number of voters, being a majority of those members present and entitled to vote at the meeting, though less than sufficient for a quorum, shall be sufficient to adjourn the Annual or Special Meeting to another time without further notice to the members.

ARTICLE IV

BOARD OF TRUSTEES

Section 1. Powers and Duties

a. Except as otherwise expressly provided in these By-Laws, the Board of Trustees shall have control of all the affairs and activities of the Congregation and of all the property of the Congregation, except such property as shall be in the custody, control and management of the Board of Managers.

b. The Board of Trustees shall oversee the conduct of the affairs and activities of the Congregation, including the activities of its employees, through the appointment of Standing Committees, which shall report to and be responsible to the Board of Trustees.

c. The Board of Trustees may from time to time appoint employees of the Congregation not otherwise specifically provided for in these By-Laws and determine the tenure, duties and Compensation of such employees.

d. The Board of Trustees may remove, for cause, after a hearing, any Officer, Trustee or member of the Board of Managers.

Section 2. Number, Composition and Term

The Board of Trustees shall consist of no less than fifteen (15) elected trustees ("Elected Trustees"). During the Initial Term (June 2005-June 2007) the Trustees shall be divided into three (3) classes: the first such class shall consist of five (5) Trustees elected by the Members at the 2005 annual meeting for a term of three (3) years or until his/her successor is duly elected and qualified; the second such class shall consist of those current Trustees whose terms expire in June, 2006, and the third such class shall consist of those current Trustees whose terms expire in June, 2007. At each annual meeting after June 2005, the Members shall elect not less than five (5) Trustees to succeed the Trustees whose terms are expiring, and each successor Trustee shall be elected for a term of three (3) years or until his/her successor is duly elected and qualified. No Elected Trustee may serve more than two (2) consecutive three (3) year terms. He or she shall again be eligible to serve after the expiration of one (1) year. Each Trustee shall at all times be a member of the Congregation in good standing and of the Jewish faith.

In addition to the Elected Trustees, the President, the Vice President and the Treasurer shall be additional members of the Board of Trustees with vote. The President in consultation with the Senior Rabbi and Executive Director may invite Clergy and selected members of the senior staff to attend meetings of the Board. The President shall appoint a legal advisor to the Congregation and invite said advisor to attend meetings of the Board.

Section 3. Attendance

Any Elected Trustee or Officer who shall not have been present at more than fifty (50) percent of the regular meetings of the Board of Trustees held during each year of his or her current term of office shall not be eligible for re-nomination as an Elected Trustee or Officer. He or she shall again be eligible after the expiration of one (1) year. This limitation may be waived by vote of the Board of Trustees in individual cases.

Section 4. Vacancies

In the event of a vacancy on the Board of Trustees by an Elected Trustee, the President shall call upon the Nominating Committee to recommend a candidate within thirty days to fill such vacancy. The Nominating Committee shall send its report to the President to submit to the Trustees for approval (giving the Trustees the required 7 days notice). The Trustees may either approve such recommendation or appoint another person to fill the vacancy. Once the Council approves such appointment, the person shall serve until the next Annual Meeting of the Congregation at which time his or her successor shall be chosen to fill the unexpired portion of the term. Notwithstanding the foregoing, the person filling the vacancy between annual meetings shall be eligible for election by the Congregation at its annual meeting to fill the unexpired portion of the term. Each successor shall hold office for the unexpired term or until he or she sooner dies, resigns, is removed, or becomes disqualified. The Board of Trustees shall have and may exercise all their powers notwithstanding the existence of one or more vacancies in their number.

Section 5. Meetings and Notice

There shall be at least six (6) regular meetings of the Board of Trustees each year, held at such time as the President shall designate. An agenda of the business to be brought before the meeting shall be mailed to every Trustee at least seven (7) days before the date of the meeting. A particular matter shall be placed upon the agenda of such a meeting upon the written request of at least four (4) Elected Trustees filed with the Clerk at least fourteen (14) days prior to the scheduled date of the meeting.

Special meetings of the Board of Trustees may be held at any time on the call of the President. The President shall also call a special meeting within twenty-four (24) hours of the receipt by the President of a written request for such a meeting (specifying the purpose thereof) signed by at least four (4) Elected Trustees. Such call

shall be issued by the Clerk by mail or telegraph to all members of the Board of Trustees at least three (3) days before the date of the meeting setting forth the place, date and time of such meeting (which date, in the case of such request, shall be no more than seven (7) days after the receipt thereof as aforesaid) and shall state the purpose of the meeting.

The Board of Trustees may from time to time establish such rules and regulations for the conduct of the meetings of members of the Congregation and of the Board of Trustees as in their judgment shall best expedite the transaction of business.

The records of meetings of the Board of Trustees shall be open to inspection by any member of the Congregation during usual office hours of the Temple office. The Clerk shall, within ten (10) days, report to members of the Council any Board vote regarding the matters described in Article VI, Section 2 of these By-laws, said report to include the substantive information underlying the Board's action.

Section 6. Quorum

A majority of the total number of Elected Trustees and Officers shall constitute a quorum at any Regular or Special meeting of the Board of Trustees. The affirmative vote of a majority of those present shall be required to transact business at such meeting, except that an affirmative vote of at least seven (7) trustees present shall be required to transact business at such meeting.

Section 7. Voting

When a quorum is present at any meeting, a majority of the Trustees present and entitled to vote, unless otherwise provided by law, by the Articles of Organization, or these Bylaws, shall be sufficient to take any action.

ARTICLE V

OFFICERS

Section 1.

The officers of the Congregation shall be a President, a Vice-President, and a Treasurer, all of whom shall be elected by the Congregation, and a Clerk who shall be the Executive Director of the Congregation.

Section 2. Eligibility, Term, Vacancies

Any member of the Congregation, in good standing and of the Jewish faith, shall be eligible for election as an Officer.

The term of office of all Officers, other than the Clerk, shall begin immediately following the Annual Meeting at which they are elected. The President and the Vice-President shall be elected at the annual meeting of the Congregation in odd-numbered years for a term of two years or until their respective successors are duly elected and qualified, and shall be eligible for re-election to such office after the expiration of one year. The Treasurer shall be elected at the annual meeting of the Congregation in odd-numbered years for a term of two years or until his or her successor is duly elected and qualified, for a maximum of two consecutive two year terms, and following such two consecutive terms shall be eligible for re-election to such office after the expiration of one year.

In the event of a vacancy in the office of President, the Vice-President shall become the Acting President until the next Annual Meeting and until a successor to the President is duly elected and qualified, at which time the term of the President shall be deemed to have expired. In case vacancies exist from time to time in the offices of Vice President or Treasurer, the President shall call on the Nominating Committee to recommend names within thirty days to fill such vacancies. The Nominating Committee shall send its report to the President to submit to the Trustees for approval (giving the Trustees the required 7 days' written notice). The Trustees may either approve such recommendations or appoint other persons to fill the vacancies, who shall serve until their successors are

chosen at the next annual meeting of the Congregation.

Section 3. Powers and Duties of Officers

a. The President shall preside at all meetings of the Congregation, the Board of Trustees, and the Council. The President shall enforce the By-Laws of the Congregation, and shall, except as otherwise expressly provided in these By-Laws, have the duty of carrying out and coordinating the policies established by the Board of Trustees.

The President shall appoint the members of all Standing Committees and the Chairpersons thereof as provided in Article XII, Section 3, and may also appoint Special Committees for purposes approved by the Board of Trustees. Such Special Committees shall continue in existence for the period designated at the time each is established, or for one (1) year, whichever is shorter. The President shall receive notice of every meeting of every Standing and Special Committee and shall be entitled to be present at each such meeting and may designate the Vice-President or a Trustee to receive such notice and attend such meeting in his or her stead.

The President with the approval of the Board of Trustees may, from time to time, assign to a Trustee a portfolio of responsibilities for one or more related areas of governance, and charge that Trustee with oversight of related committees and staff. Said Trustee shall also be responsible for reporting back to the Board of Trustees on a schedule set forth by the President.

b. The Treasurer shall supervise the keeping of the accounts of all the financial affairs of the Congregation and the financial books and records of the Congregation. Such books and records shall be available for examination, upon request, by any member of the Board of Trustees or of the Budget and Finance Committee or of the Audit Committee, and by any of their respective representatives. The Treasurer shall chair the Budget and Finance Committee and shall be assigned the Finance portfolio by the President and the Board of Trustees.

The Treasurer shall have responsibility for the custody of all securities and other financial documents of the Congregation other than those assigned to the custody of the Board of Managers.

The Treasurer shall have responsibility for the deposit in the name of the Congregation, in such depositories as may be designated by the Board of Trustees from time to time, of all Congregational funds which come into his or her possession.

The Treasurer and all other persons responsible for or entrusted with the funds or other assets of the Congregation shall be bonded with good and sufficient surety bonds, in such sum as the Board of Trustees shall determine.

c. The Clerk shall have custody of the Corporate seal, the minute books, the correspondence files and all other records of the Congregation, except as otherwise described in these By-Laws.

The Clerk shall keep a roll of the members and a record of all data concerning them which he deems pertinent.

The Clerk shall record the minutes of meetings of the Congregation and of the Board of Trustees.

The Clerk shall perform such other duties as the Board of Trustees may from time to time designate.

ARTICLE VI

COUNCIL

Section 1. Purpose and Objectives

The Council shall serve as the guardians of the Congregation's mission by overseeing the functions of the Board of Trustees with respect to the following:

- o To assure that the Board is attentive to its responsibilities and the diversity of the Congregation;
- o To serve as a forum in which the plans and priorities of the Congregation are considered and measured against its mission;
- o To facilitate communications between the Board and the Congregation and among all elements of Congregation governance.

Section 2. Powers and Duties

a) The Council shall meet, discuss and make recommendations to the Board of Trustees concerning any issue material to the mission and well-being of the Congregation.

b) The following actions of the Board of Trustees shall not be effective unless and until reviewed and approved by the Council before submission of the action to the Congregation for its approval:

- o To recommend the election of a senior Rabbi or the renewal of a senior Rabbi's contract;
- o To propose amendments to these By-laws.

c) The following actions of the Board of Trustees shall not be effective unless and until reviewed by the Council and the Council refers such actions back to the Board of Trustees for further consideration, or the Council declines such review, or the Council concurs in such action, all within thirty (30) days of a vote of the Board of Trustees:

- o Approval of the annual operating and capital budgets;
- o Approval of contracts with a Rabbi, Cantor, Temple Educator, or Executive Director;
- o Approval of any contract of more than one year's duration.

If the Council declines to review, or elects not to refer the matter back to the Board of Trustees, the original actions of the Board of Trustees shall become final and binding. When the Council meets to review and approve the matters set forth in this Section 2(c), the Congregation's Officers and Trustees shall not be counted in determining a quorum. They may participate in discussions but have no vote with respect to these matters.

d) The Council shall receive, review and vote to confirm the nominations of individuals submitted by the Nominating Committee for the positions of Officer, Trustee and Council Member.

e) The Council, upon vote of a majority of its members at a meeting at which a quorum is present, may call a special meeting of the Congregation.

f) The Board of Trustees may delegate to the Council such other duties and powers to the extent permitted by law.

Section 3. Composition

The Council shall be comprised of former Presidents of the Congregation, Honorary Trustees elected prior to June 7, 2005, and Elected Council Members. The Congregation's Officers and Trustees, Chairs of all Standing and Special Committees, and the Presidents of Auxiliaries shall all serve as Council Members ex officio. All Council Members shall be entitled to vote on matters before the Council unless otherwise provided in these By-laws. Notwithstanding any language in the Bylaws to the contrary, all members of the Board of Trustees, all officers, all chairs of Standing Committees, all officers of auxiliaries, all elected members of the Council, all Honorary Trustees and former presidents on the Council, shall be of the Jewish faith and members in good standing of the Congregation.

Section 4. Election and Term

a) Former Presidents shall serve as Council Members for their lifetime, with such service commencing upon the end of their term as President of the Congregation, unless they sooner resign.

b) Those individuals elected as Honorary Trustees prior to June 7, 2005, shall serve as Council Members for their lifetime, unless they sooner resign.

c) There shall be two groups of Elected Council Members: i) one group shall serve for their lifetime unless they sooner resign ("Lifetime Elected Council Members"), and ii) a second group shall serve for three year terms or until their successors are duly elected and qualified, not to exceed three consecutive three year terms ("Elected Council Members"). Lifetime Elected Council Members shall be nominated by the President or by two-thirds of the Council Members voting at a Council meeting called for this purpose, and are elected by the Congregation at its annual meeting. Lifetime Elected Council Members must have served at least nine (9) years as a Trustee whether as an Elected Trustee or an ex officio Trustee, or both, and shall have rendered faithful and exceptional service to the Congregation or the Community and, in the opinion of the Board of Trustees, shall merit such honor. No more than five (5) Elected Council Members are nominated by the Nominating Committee annually and elected by the Congregation at its annual meeting.

Section 5. Meetings

The President of the Congregation shall preside over all meetings of the Council, except when the Council is deliberating as provided in these Bylaws under Article VI, Section 2, Subsections (b), (c), (d), and (e), in which case the President will appoint a temporary Chair who is a member of the Council but who is neither an officer nor an elected trustee. The Council shall meet at the call of the President on a regular basis at such times and places as it may determine, but in no event, less than three times per year. Any ten members of the Council may call a special meeting of the Council. Notice of such meetings may be given by the person(s) calling the meeting by any means reasonably calculated to reach a Council Member. The Council shall keep minutes of its meetings which shall be available for review by the Board of Trustees. One-third of the Council's active members who reside in the Boston area at the time of the meeting shall constitute a quorum for the transaction of business. For purposes hereof, "active member" shall mean a Council member who has attended at least one of the prior three Council meetings. The presence of a quorum at any meeting of the Council, unless otherwise provided by law, by the Articles of Organization, or these By-laws, shall be sufficient to take any action by the Council. Council Members may vote on any matter, subject to the limitations set forth in the notice of meeting, in person at a meeting, or by written proxy, by e-mail or by letter, and such writings shall be addressed to the President of the Congregation or to such other addressee as specified in the notice of meeting.

ARTICLE VII

BOARD OF MANAGERS

Section 1. General

There shall be a Board of Managers of Trust Property to be known as "Board of Managers" consisting of six (6) elected members and three (3) Ex-Officio members. The Ex-Officio members shall be the President and the Treasurer. The Chair of such Board shall be reserved for members of the Jewish faith.

Section 2. Powers and Duties

The powers and duties of the Board of Managers shall be:

a. Subject to the general control of the Board of Trustees, the Board of Managers shall adopt policy with regard to the investment and reinvestment of all funds subject to its custody, control and management.

b. All funds, securities and property now owned or hereafter acquired by the Congregation as the result of testamentary or inter vivos gifts made in such manner as to restrict the use of said funds, securities or property or the purposes for which they may be used; all funds, securities and property now owned or hereafter

acquired as the result of any testamentary or inter vivos gift having at the time it was made a value of \$1,000.00 or more; all funds, securities and property constituting part of the Permanent Trust Fund and any funds in excess of \$1,000.00 earmarked for special purposes shall be in the custody of the Board of Managers; whenever received by the Congregation, shall be immediately delivered to the Board of Managers. All such funds, securities and property shall stand in the name of the Congregation or in an account in the name of the Congregation but shall, until properly disposed of, remain the responsibility of the Board of Managers and subject to its control and management, with full power to invest and reinvest the same and to change investments as it shall direct. Subject to such responsibility, the Board of Managers shall have authority to employ (and to pay proper compensation to) one or more brokers, banks, trust companies, custodians, investment advisors, attorneys and other agents and servants (who as to each such category may be natural or corporate persons), and in writing delegate to them or any of them, or to any other natural or corporate person or persons, such of the duties, rights and powers of the Board of Managers as such Board of Managers may, in its reasonable discretion, deem proper, and as shall be specified in such writing; and any member of the Board of Managers may from time to time in writing delegate any or all of his or her duties, rights and powers to any other member or members of the Board of Managers for such periods as shall be specified in such writing. Any discretionary authority granted by the Board of Managers shall be terminable at will. The Board of Managers shall have the right to insure against loss on any investment of the Congregation. In addition, the Board of Managers shall have authority to represent and vote any stock or security in any corporation, joint stock company or other similar organization whatsoever, at any time held by the Congregation, to attend any and all corporate meetings, to act upon any and all questions that may come before such meetings, and, in its discretion to grant proxies to authorize others to vote any such stock or security at any and all meetings, and to participate in any merger, consolidation or reorganization. Funds in the control of the Board of Managers may be deposited in one or more special accounts in the name of the Congregation in such banking institutions as the Board of Trustees may designate, subject to withdrawal by check signed by either the President or Treasurer together with any elected member of the Board of Managers. Securities in the custody of the Board of Managers may be kept in one or more safe deposit boxes in the name of the Congregation. The Board of Managers may designate one or more of its elected members to sign checks and to have access to the safe deposit boxes and each of the members so designated shall have the power to join with the President or Treasurer in signing such checks or in having access to said safe deposit boxes. The Board of Trustees may in any case authorize some other person to act in place of the President or Treasurer.

c. No member of the Board of Managers shall be liable by reason of any error of judgment or mistake of fact or law or other mistake, or any act or omission of any agent, proxy, attorney, other member of the Board of Managers, any person to whom he may delegate his powers as provided hereunder or any other person, or by reason of any action taken, suffered or omitted in good faith or in the belief that he or she is acting in accordance with the provisions and intent hereof, or be so liable for more money or other property that he or she actually receives, or be so liable by reason of anything except his or her own individual willful misconduct or willful neglect.

Section 3.

If at any time there shall be less than three (3) elected members of the Board of Managers in office, the Board of Trustees shall elect as many members as may be necessary to bring the number of elected members (whether elected by the Congregation or by the Board of Trustees) up to three (3), and the members so elected by the Board of Trustees shall serve until the next Annual Meeting of the Congregation.

Section 4.

Except as otherwise herein provided, the action of a majority of the members of the Board of Managers, including no less than three (3) elected members, shall be deemed to be the action of the Board. The members may, from time to time, adopt rules and regulations for their own conduct and amendments thereto which to them seem best calculated to be helpful in bringing about an efficient discharge of their duties. They may provide for the election, from their own number, of a Chairperson and Secretary and of such other officers and committees as they deem necessary or convenient, prescribing their terms of office and duties. Until such time as they shall elect a Chairperson and Secretary, the President and Clerk of the Congregation shall act as Chairperson and Secretary respectively of the Board of Managers. No person shall serve as Chairperson for more than six (6) years.

Section 5.

The members of the Board of Managers shall meet at least once each quarter and shall report to the Board of Trustees at the latter's next regular meeting. They shall render detailed reports in writing at each Annual Meeting of the Congregation of the income received and disbursements made by them or under their direction during the preceding fiscal year of the Congregation, and also of the property in their custody. An opinion shall be obtained on such report from a Certified Public Accountant selected by the Auditing Committee. The Board of Managers shall, whenever requested by the Board of Trustees, give information as to funds or property in its possession, custody, control or under its responsibility.

Section 6.

The Board of Managers shall, from time to time, when and as received, and in accordance with the terms of the respective trusts or conditions upon which property is given to the Congregation, pay to the Treasurer of the Congregation, upon request, the income from such property, and shall also pay to the Treasurer all or such portion of the unrestricted principal of the property in its custody together with the income therefrom, as the Board of Trustees shall from time to time request, taking the Treasurer's receipt therefor. Said moneys shall be disbursed in the regular course of administration and in accordance with the terms of any restrictions upon the use thereof, which shall be specifically set forth by the Board of Managers at the time of such payment. The Board of Managers shall also pay to the Treasurer of the Congregation the whole or any part of the principal amount of any restricted gift when required by the Board of Trustees, in which event the Treasurer's receipt therefor shall include a statement that the Congregation has expended or incurred a liability in that or a greater amount in discharging the condition or carrying out of the purpose of the gift.

Section 7.

The term of office of a member of the Board of Managers elected by the Congregation shall be six (6) years and until his or her successor shall have been duly elected and qualified. The terms of these elected members shall be so arranged that the term of one member expires at each Annual Meeting. No person elected by the Congregation as a member of the Board of Managers shall serve for more than two (2) consecutive six (6) year terms.

Any elected member of the Board of Managers who shall not have been present at two (2) or more of the quarterly meetings of the Board of Managers held during each year of his or her current term of office shall not be eligible for re-nomination as an elected member of the Board of Managers.

In the event of a vacancy in the Board of Managers except as required by Article VII, Section 3, such vacancy shall not be filled until the next Annual Meeting of the Congregation.

Section 8.

The Board of Managers of Trust Property shall receive notice of all meetings of the Board of Trustees and shall be entitled to be present at all such meetings and participate in their deliberations without any right to vote.

ARTICLE VIII

NOMINATIONS AND ELECTIONS

Section I. - Nominations

A member of the Congregation, who is otherwise eligible, may be nominated as Trustee, Officer or member of the Board of Managers by one of the following methods.

a. Nomination by the Nominating Committee as set forth in Article XII, Section 7(i) hereunder, except that the Nominating Committee shall not make a nomination for the office of President when a nomination has been automatically made for such office pursuant to paragraph d. of this Section 1.

b. By written nomination signed by at least one hundred (100) members of the Congregation other than Special Members, and filed with the Clerk not less than twenty (20) days before the date of the Annual Meeting.

c. If required by law, by nomination from the floor at the Annual Meeting, provided that not later than ten (10) days before the date of the Annual Meeting, the name of the person so to be nominated is filed with the Clerk in writing together with the endorsement in writing of seven (7) members other than Special Members.

d. The Vice-President shall be automatically nominated to succeed to the office of President upon the expiration of the term of the President.

Section 2. Elections

a. The election of Officers (except the Clerk), Trustees and members of the Board of Managers shall take place at the Annual Meeting of the Congregation.

b. Those nominees for the respective offices who receive the largest number of votes cast for each office at such Annual Meeting shall be declared elected. No ballot for persons other than those nominated in accordance with the provisions of Article VIII, Section 1 of the By-Laws shall be received or counted at the election.

ARTICLE IX

INDEMNIFICATION

Section 1.

The corporation shall, to the extent legally permissible and only to the extent that the status of the corporation as an organization exempt under Section 501(c) of the Internal Revenue Code or any amendments thereto is not affected thereby, indemnify each of its Trustees, Officers, members of the Board of Managers, employees and other agents (including persons who serve at its request as trustees, officers, employees or other agents of another organization in which it has an interest) against all liabilities and expenses, including amounts paid in satisfaction of judgments, in compromise or as fines and penalties, and counsel fees, reasonably incurred by him or her in connection with the defense of disposition of any action, suit or other proceeding, whether civil or criminal, in which he or she may be involved or with which he or she may be threatened, while in office or thereafter, by reason of being or having been such a Trustee, Officer, member of the Board of Managers, employee, or agent, except with respect to any matter as to which he or she shall have been adjudicated in any proceeding not to have acted in good faith in the reasonable belief that his or her action was in the best interests of the Congregation; provided, however, that as to any matter disposed of by a compromise payment by such Trustee, Officer, member of the Board of Managers, employee or agent, pursuant to a consent decree or otherwise, no indemnification either for said payment or for any other expenses shall be provided unless such compromise shall be approved as in the best interests of the Congregation, after notice that it involves such indemnification, by a disinterested majority of a quorum of the Board of Trustees acting at a Regular or Special meeting provided that there has been obtained an opinion in writing of independent legal counsel to the effect that such Trustee, Officer, member of the Board of Managers, employee or agent appears to have acted in good faith in the reasonable belief that his or her action was in the best interests of the Congregation. Expenses, including counsel fees, reasonably incurred by any such Trustee, officer, member of the Board of Managers, employee or agent in connection with the defense or disposition of any such action, suit or other proceeding may be paid from time to time by the corporation in advance of the final disposition thereof upon receipt of an undertaking by such individual to repay the amounts so paid to the corporation if he or she shall be adjudicated to be not entitled to indemnification under Massachusetts General Laws, Chapter 180, Section 6, or any amendments thereto. The right of indemnification hereby provided shall not be exclusive of or affect any other rights to which any Trustee, officer, member of the Board of Managers, employee or agent may be entitled. Nothing contained herein shall affect any rights to indemnification to which corporate personnel may be entitled by contract or otherwise under law. As used in this Article, the terms "Trustee", "officer", "member of the Board of Managers", "employee" and "agent" include their respective heirs, executors and administrators, and an "interested" member of the Board of Trustees is one against whom in such capacity the proceedings in question or another proceeding on the same or similar grounds is then pending.

ARTICLE X

RELIGIOUS AND EDUCATIONAL STAFF

Section 1.

The Religious and Educational Staff, of which the Rabbi shall be the head, shall consist of the Clergy (the Rabbi, the Associate and Assistant Rabbis, and the Cantor), and the Education Director and additional full-time or part-time employees as may be designated from time to time by the Board of Trustees.

The Board of Trustees subject to the approval of the Council, from time to time, may elect and define the role, the terms of tenure and the compensation of emeritus members of the Religious and Educational Staff.

Section 2. Senior Rabbi

a. The Senior Rabbi shall be elected and the terms of his or her employment, including tenure and compensation, shall be fixed by the Congregation upon recommendation of the Board of Trustees subject to the approval of the Council.

At least six (6) months prior to the expiration of the term of office of the Senior Rabbi, the Board of Trustees, subject to the approval of the Council, shall consider the question of re-election, tenure and compensation and, if it decides to recommend such re-election, shall bring the matter before the Annual Meeting or a Special Meeting of the Congregation called to act on its recommendation.

In the case of a vacancy or prospective vacancy in the office of Senior Rabbi, the Board of Trustees, subject to the approval of the Council, shall seek a successor and shall recommend his or her election together with the terms of his or her contract to a Special Meeting of the Congregation called for that purpose.

No Senior Rabbi shall be elected by the Congregation unless recommended by the Board of Trustees subject to the approval of the Council.

b. The Senior Rabbi shall have freedom of expression in the pulpit.

c. The Senior Rabbi shall direct the religious services held by the Congregation. The Senior Rabbi shall select the prayers and rituals to be observed and shall determine the nature and form of all aspects of the liturgy, subject to the provisions in Article II.

d. The Senior Rabbi shall, when requested by a member, officiate at marriage services for a member, and the parents and children of a member where both parties to be married are Jewish, [is this an issue?] as provided in Article III, Section 3(c) and shall keep a record of such ceremonies performed.

e. The Senior Rabbi shall, when requested by a member, officiate at funeral services for a member, his or her spouse or partner, and the parents and children of a member, as provided in Article III, Section 3(d) and shall keep a record of such ceremonies performed. All such services shall be at the direction of the Senior Rabbi and subject to the terms and conditions of the Board of Trustees.

f. The Senior Rabbi shall direct the educational program and the course of religious instruction as established by the Board of Trustees.

g. Subject to the general control of the Board of Trustees, the Senior Rabbi shall define the duties and direct the activities of the Clergy. The Senior Rabbi may, in his or her discretion, designate a member of the Clergy to officiate in his or her place.

h. The Senior Rabbi shall perform such other and further Rabbinical duties as the Board of Trustees may determine, subject to the terms of his or her contract.

i. The Senior Rabbi shall receive notice of all meetings of the Board of Trustees (except for Executive sessions thereof) and of those committees appointed to deal with matters falling within the purview of the Religious and Educational Staff and shall be entitled to be present at such meetings in person or be represented by a member of such Staff.

Section 3. Associate or Assistant Rabbi

a. The Board of Trustees, may from time to time, upon the nomination of the Senior Rabbi, appoint one or more Associate Rabbis and Assistant Rabbis.

b. The tenure and compensation of such Associate Rabbis and Assistant Rabbis shall be determined by the Board of Trustees subject to review by the Council in accordance with Article VI, Section 2(b).

c. Any Associate Rabbi and Assistant Rabbi shall have freedom of expression in the pulpit.

Section 4. Rabbi Emeritus

a. The Board of Trustees may create the office of Rabbi Emeritus, may designate the privileges of such office, and may recommend the election of the Rabbi to that office and the compensation therefor. The Board of Trustees shall notify the Congregation of its recommendations and at the Annual Meeting, or at a Special Meeting called for the purpose, the Congregation shall vote upon said recommendations.

b. No Rabbi shall be elected Rabbi Emeritus by the Congregation unless recommended by the Board of Trustees.

c. The Rabbi Emeritus may exercise Rabbinical functions within the Congregation at the invitation of the Senior Rabbi.

Section 5. Cantor

a. The Board of Trustees, may from time to time appoint a Cantor and determine the terms of his or her employment including tenure and compensation, subject to review by the Council in accordance with Article VI, Section 2(b).

b. As a member of the Congregation's Clergy Staff, the Cantor shall officiate with the Rabbis at Religious Services, chanting or reading such portions of the liturgy as he or she and the Rabbi shall deem appropriate. He shall also serve as the Congregation's Music Director, as a resource to the Congregation and its auxiliaries in all matters pertaining to Jewish music, and as a supervisor of the music program in the Religious School.

c. The Cantor shall, if available, officiate with the Senior Rabbi or an Associate or Assistant Rabbi at weddings and funerals, at the request of a member of the Congregation, as provided in Article III, Section 3(c).

ARTICLE XI

ADMINISTRATIVE STAFF

Section 1. Executive Director

The Executive Director shall be appointed by the Board of Trustees, with tenure and compensation to be determined by such Board subject to review by the Council in accordance with Article VI, Section 2(b). The

Executive Director shall be Clerk of the Congregation.

The Executive Director shall, under the direction of the President, act as Business Manager of the Congregation. He or she shall engage and supervise the operations of a clerical and bookkeeping staff to assist the Officers, Religious and Educational Staff, the Board of Trustees, the Board of Managers, the Temple Auxiliaries and all Standing and Special Committees in carrying out their duties and responsibilities.

The Executive Director shall maintain an office in the Temple building which will serve as a liaison between the Congregation and its members as well as with the outside community; shall act as comptroller in controlling budget expenditures; shall, under the direction of the Treasurer, place at interest the cash funds of the Congregation; shall be responsible for the mailing of all communications to members; shall supervise the insurance program of the Congregation; shall engage and supervise the activities of employees in carrying out the decisions of the Maintenance Committee; shall maintain a calendar of events taking place in the Temple; shall arrange for the opening of graves and for funeral services in keeping with rules and regulations established by the Cemetery Committee and the terms of these By-laws and assist the Clergy Staff in carrying out their responsibilities in connection with such activities, and shall have such other duties and responsibilities as may be assigned to him or her from time to time by the Board of Trustees.

Section 2. Reports

The Executive Director shall report to the Board of Trustees, when requested by the Board, and at least quarterly, as to his or her activities.

ARTICLE XII

STANDING COMMITTEES

Section 1.

The responsibility for controlling the affairs and activities of the Congregation imposed on the Board of Trustees shall be conducted in part through such Standing Committees as are required by these By-Laws and such other Standing Committees as the Trustees shall from time to time establish, together with the charge of the several committees. Subject to the general control of the Board of Trustees, each Standing Committee shall establish policies for the discharge of its duties. Standing Committees with responsibility in areas being administered by members of the Religious and Educational Staff and the Administrative Staff shall consult with the members of such Staffs and cooperate with them in carrying out their duties. All Standing Committees shall automatically continue from year to year until and unless the Trustees otherwise determine. All members and chairpersons of Standing Committees shall automatically continue from year to year until and unless the President otherwise determines.

No public statement of policy shall be made by any Temple committee without first having submitted the statement in writing to the President and having it approved by him or her after consultation with the Executive Committee.

Section 2.

Each Standing Committee shall consist of five (5) or more members.

Section 3.

At the first regular meeting of the Board of Trustees following the Annual Meeting of the Congregation, the President shall appoint the members of the Standing Committees and shall name the Chairperson of each such Standing Committee. Such appointments of Chairpersons shall be subject to the approval of the Board of Trustees. Each Chairperson shall serve until his or her successor is named by the President and approved by the Board of Trustees.

The Standing Committees shall include, but not be limited to:

- a. Audit Committee
- b. Budget and Finance Committee
- c. Cemetery Committee
- d. Building and Grounds Committee
- e. Membership Committee
- f. Religious School Committee
- g. Temple Committee
- h. Nominating Committee

All Chairs of Standing Committees shall be reserved for members of the Jewish faith and members in good standing of the Congregation.

Section 4.

The President may from time to time appoint additional or substitute members to serve on, or act as Chairperson of, a Standing Committee. Such appointments of Chairpersons shall be subject to the approval of the Board of Trustees. Each Chairperson shall serve until his or her successor is named by the President and approved by the Board of Trustees.

Section 5.

All members of Standing Committees shall serve until the election of the President at the next Annual Meeting and until their successors have been appointed as provided by these By-Laws. All matters which come within the scope of the duties of a particular Standing Committee shall, unless immediate action is required, be referred to such Committee before final action is taken by the Board of Trustees.

Section 6.

In carrying out its duties, each Standing Committee shall work in conjunction with other Standing Committees that have mutual duties or interests and, where appropriate, shall act jointly in dealing with such matters.

Each Standing Committee shall recommend appropriations to be included in the Annual Budget for the Temple and shall oversee the disbursement of those appropriations in such Annual Budget which fall within the jurisdiction of that Committee and have been approved by the Board of Trustees. No commitment or expenditure in excess of the amount appropriated shall be made unless it is first submitted to the Budget and Finance Committee for its consideration and is approved by the Board of Trustees after receiving the report of that Committee.

Section 7.

The powers and duties of the Standing Committees shall be as follows:

- a. Audit Committee

The Audit Committee shall approve the accounting policies and procedures employed in the business of the Congregation. It shall engage the services of a Certified Public Accountant, not a member of the Committee, who shall audit the financial report of the Congregation's fiscal affairs, and render its opinion thereon, provided that said audit may be waived, but not more than two years in succession, upon recommendation of the Audit Committee and approval of the Board of Trustees. In the year such audit is waived, the Certified Public Accountant shall nevertheless conduct a review and render a review report. The financial report shall be presented within three (3) months after the end of the Congregation's fiscal year, to the Board of Trustees for their approval.

b. Budget and Finance Committee

The Budget and Finance Committee shall prepare the annual budget for the Temple. Its membership shall include the Treasurer and the Assistant Treasurers, if any. The Chairperson of the Board of Managers shall be an ex-officio member. The Treasurer shall chair the Budget and Finance Committee.

Before the beginning of each fiscal year, the Budget and Finance Committee shall receive requests from the Officers, Religious and Educational Staff, Administrative Staff and the Standing Committees for appropriations to fund their activities for the coming year.

The Committee shall prepare for the approval of the Board of Trustees a report detailing its estimates of income and its recommendations for appropriations for the ensuing year. When accepted by the Board of Trustees, this report shall be known as the "Temple Budget."

c. Cemetery Committee

The Cemetery Committee shall be entrusted with the enforcement of the provisions of these By-Laws relating to the cemeteries of the Congregation. It may, subject to the approval of the Board of Trustees, designate a Cemetery Superintendent and delegate to such Superintendent the task of carrying out the operation of the cemeteries.

Subject to the approval of the Board of Trustees, the Cemetery Committee may from time to time establish charges for services and establish rules and regulations relating to interments and the use of the cemeteries as set forth in Article XIV hereof.

d. Building and Grounds Committee

The Building and Grounds Committee shall be responsible for maintaining the property of the Congregation, other than the cemeteries, in proper physical condition. It shall be charged with the maintenance, repair and replacement of buildings, grounds and personal property other than that herein assigned to the supervision of another Standing Committee.

It shall establish fees for the use of the property of the Congregation. It shall supervise the purchase of all necessary supplies and the employment and activities of all persons engaged in work under its jurisdiction, within the amount appropriated by the Board of Trustees.

e. Membership Committee

The Membership Committee shall be responsible for securing members and for introducing and integrating them into membership.

All applications for, and resignations from, membership shall be reviewed by the Membership Committee and shall thereafter be presented to the Board of Trustees with the recommendation of the Membership Committee.

f. Religious School Committee

The Religious School Committee shall, with the advice of the Rabbi and the Educational Director, establish and supervise the educational program of the Religious School.

It shall make policy for the Religious School activities.

It shall recommend to the Board of Trustees the suspension of any child from, or the deprivation of the right of any child to attend, the Religious School for breach of discipline or infraction of any rules, conditions or regulations adopted for the operation of the Religious School.

It shall establish, in consultation with the Rabbi and the Educational Director, the academic requirements for Bar Mitzvah, Bat Mitzvah and Confirmation.

g. Temple Committee

The Temple Committee shall, with the advice of the Rabbi, establish general policy pertaining to the conduct of religious services.

It shall select those lay persons who will participate in religious services.

It shall supervise the ushering at all religious services.

It shall establish rules and regulations concerning the distribution of admission cards for the High Holy Days.

It shall have charge of the social activities of the Congregation.

h. Nominating Committee

The Nominating Committee (all of whom shall be Jewish) shall consist of its chair and eight (8) members of the Congregation, all of whom shall be appointed by the President and submitted to the Council for approval before submitting them to the Board of Trustees for election, at least two of whom are Elected Trustees, at least two of whom are members of the Council, and at least one of whom is neither a Trustee nor a member of the Council. The immediate past President of the Congregation shall serve on the Nominating Committee (but not as Chair). The eight members of the Nominating Committee shall serve staggered terms of two (2) consecutive years such that four members of the Committee shall be replaced each year.

The President may designate a first and a second alternate to the Nominating Committee. Such alternates may attend all meetings of the Nominating Committee but without power to vote. Upon a vacancy occurring among the membership of the Nominating Committee, the first alternate shall fill the first vacancy and the second alternate the second vacancy. Upon filling a vacancy, each alternate shall have the power to vote on actions of the Nominating Committee.

At least seven (7) days before the scheduled meeting of the Board of Trustees in January of each year, the President shall submit the names of the proposed Nominating Committee to the Board of Trustees after consultation with the Council. The Trustees shall consider the same at its first meeting thereafter. If a majority of the Board of Trustees present at the time of voting at such meeting shall fail to approve any of the persons so nominated, the meeting shall be adjourned to a date certain no more than thirty (30) days later. At such adjourned meeting the President shall submit the name or names of other nominees for the approval of the Board of Trustees until eight (8) members have been approved.

No person who serves on the Nominating Committee shall be eligible for nomination by it to the Board of Trustees, the Council, the Board of Managers, or to any office.

The Chairperson of the Nominating Committee shall submit to the President at least forty (40) days before the date of the Annual Meeting, a written report of the Committee containing the nominations of candidates for election as a member of the Board of Managers, as Officers, as Elected Council members, and as Elected Trustees at the Annual Meeting. Nominations shall also be made for any vacancies to be filled for the duration of unexpired terms at the Annual Meeting as required by these By-Laws.

Upon receipt of the report, the President shall submit the list of persons nominated in the report to the Council at their next meeting for their approval.

ARTICLE XIII

FINANCIAL MATTERS

Section 1. Execution of Checks and Instruments

Checks or drafts for the payment of funds of the Congregation, except those in the custody of the Board of Managers, shall be valid when signed by the Executive Director and countersigned by the Treasurer, or when signed jointly by any two (2) elected Officers, or when signed as otherwise authorized by vote of the Board of Trustees; provided, however, that checks drawn on the account designated "Payroll Account" shall be valid when signed by the Executive Director signing alone.

All deeds, contracts, notes and other obligations made, accepted or endorsed by, and all instruments transferring or assigning stocks, bonds and other securities and evidences of indebtedness belonging to the Congregation, shall be valid and binding on the Congregation only when signed by any two of the following: the President, Vice-President, Treasurer, or when signed as otherwise authorized by the Board of Trustees.

All bonds, stocks and other securities and evidences of indebtedness belonging to the Congregation, other than those subject to the custody, control and management of the Board of Managers, shall be kept in one or more safe deposit boxes in the name of the Congregation, with access thereto available to any elected Officer of the Congregation only when accompanied by one (1) or more other elected Officers of the Congregation.

All bonds, stocks and other securities and evidences of indebtedness belonging to the Congregation, including those subject to the custody, control and management of the Board of Managers, shall be sold on behalf of the Congregation only by any two of the following: the President, Vice-President, or Treasurer, provided, however, that none of the bonds, stocks or other securities or evidences of indebtedness of the Congregation subject to the custody, control and management of the Board of Managers shall be sold except upon direction of, and with the approval of, the Board of Managers.

The authority granted to the Officers in the preceding sections of this Section 1 of Article XIII shall not be deemed satisfied by one individual acting in two (2) capacities.

Any person dealing with the Congregation shall be entitled to rely on the certificate of the Clerk as to the authority of the officers or individuals who sign on behalf of the Corporation.

Section 2. Endowments, Contributions and Donations

a. The Board of Trustees shall take whatever action is necessary to accept, designate and acknowledge gifts, contributions, endowment funds and the like. Endowment funds need not be segregated, but shall be kept by the Treasurer as separate bookkeeping accounts. Additional contributions to existing funds may be made at any time.

b. There shall be established a separate fund to be known as the "Temple Endowment Fund" in which shall be deposited all monies received from bequests, contributions or memorials each of which exceeds \$1,000 in amount, the purpose, use or expenditure of which is unlimited or undesignated by the donor. After said Fund has reached \$250,000 the income therefrom may be used, in the discretion of the Board of Trustees, for regular Congregational purposes, and any principal in said Fund over and above \$250,000 may be used, in the discretion of the Board of Trustees, for capital expansion, major renovation or emergency requirements of the Congregation; provided, however, that before any principal of said Fund may be so used, the Board of Trustees, by resolution passed by the vote of the lesser of two-thirds of all of the members of the Board of Trustees entitled to vote or of eighty percent (80%) of the Trustees present and voting, at a meeting of the Board of Trustees, called for the specific

purpose of considering such expenditure, shall authorize the use of such principal funds, specifying the amount thereof, and the purpose of such expenditure. This provision shall not apply to any funds contributed for a specific or limited purpose, conflicting with the foregoing.

Section 3.

The fiscal year of the Congregation shall be determined from time to time by the Board of Trustees.

ARTICLE XIV

CEMETERIES

Section 1.

The Board of Trustees shall have complete control and supervision of the cemeteries of the Congregation, their use and operation and the exercise by the Cemetery Committee of all powers granted to it hereunder. Lots or graves in the cemeteries shall be sold upon such terms and conditions as the Board of Trustees may establish from time to time.

Section 2.

Only members of the Congregation who are not in arrears to the Congregation for dues or assessments may purchase a lot or grave except by permission of and upon such terms and conditions as the Board of Trustees may determine, except that the Cemetery Committee may grant such permission and impose the terms and conditions in cases of immediate burial. Members of the Congregation, or their partners, and their immediate families by blood, marriage or adoption may be buried in the cemeteries. Their kindred of any degree may be buried in the cemeteries by permission of the Cemetery Committee, subject to such terms and conditions as it may determine. No non-Jewish clergy may officiate in the Cemeteries.

Section 3.

Any person who shall purchase or acquire title to a grave or lot shall receive a deed signed by the President and attested by the Clerk of the Congregation, or a deed executed in such other manner as the Board of Trustees may from time to time determine and shall bear the seal of the Congregation. For purposes of this section, "deed" means the indefinite exclusive right and license to use the lot or grave for cemetery purposes. The deed shall include at a minimum a description of the location of said lot or grave upon a reference plan, and the terms, restrictions, limitations and conditions to which such lot or grave or the owner thereof may be subject, and shall recite that it is subject to the rules and conditions now or hereafter established by the Board of Trustees or by the Cemetery Committee. The Clerk of the Congregation shall keep a record of all graves and lots sold and shall keep a plan of the cemeteries showing such graves and lots. The Clerk shall enter and record all such deeds in the Records of Conveyances of Lots in the Cemeteries of the Congregation, and receipt for the delivery of such deed shall be signed by the purchaser or person acquiring title in the Deed Book of the Congregation.

Section 4.

In the event the owner of or the person entitled to said lot or grave shall fail to carry out and perform the terms of the deed thereto, or if there is any breach of the restrictions, limitations or conditions contained or referred to in said deed, or if the purchaser shall fail to make full payment for said lot or grave, the title to said lot or grave and all rights and interests therein shall forthwith revert to the Congregation.

Section 5.

The proceeds from the sale of lots or graves shall be paid into the Temple Endowment Fund. All lots or

graves shall be sold with Perpetual Care. The Perpetual Care portion shall be handled in accordance with section 7. (The term "Perpetual Care" means the regular mowing and trimming of the lots, during the growing season. In no case shall this mean the maintenance, repair or replacement of any gravestones, monumental structures or memorials of any kind or the reconstruction of any damaged gravestones, monuments, or memorials. It does not include the planting or maintenance of any plants, flowers, shrubs, or trees of any kind, although maintenance may be done from time to time at the discretion of the Cemetery Committee. The Cemetery Committee accepts no responsibility for the growth or survival of any plants, flowers, shrubs, or trees of any kind.)

Section 6.

Graves, lots or mausoleums shall be opened only with the consent of the Cemetery Committee or its authorized agent. The Clerk shall keep a register of all interments, including therein the name and age of the deceased.

Section 7.

The Permanent Trust Fund and the Cemetery Operating Fund are hereby combined and will henceforth be known as the Cemetery Trust Fund, such fund to be held in trust forever for the perpetual care of lots and graves and for the general care of the Cemeteries. If, at the end of any fiscal year of the Congregation, after payment of all expenses of the cemeteries, the market value of the principal and accumulated income of the Cemetery Trust Fund, averaged over the most recent three years, shall exceed \$1,500,000.00, adjusted for inflation from the date of August 31, 1992, then the excess may, in the discretion of the Board of Trustees, be used in the following fiscal year for the general purposes of the Congregation. Inflation shall be measured by the consumer price index chosen by the Board of Trustees. Gifts to the Cemetery Trust Fund and payments for Perpetual Care shall be added to the base figure and become part of the corpus, and be subject to inflation protection.

Section 8.

Transfers or assignments of any lot or grave, or any interest therein, shall be valid only with the consent of the Cemetery Committee. Any person claiming title to a lot or grave in some manner other than by his or her having purchased the same from the Congregation shall give the Cemetery Committee written notice of such claim and written evidence of his or her title. Plots may be bequeathed, devised, or passed by inheritance only to those persons permitted to be buried in the Cemeteries pursuant to the second and third sentences of Section 2. If such evidence shall be satisfactory to it, the Cemetery Committee may recognize the title of such person and in that event the evidence of title and a notation of such recognition shall be recorded by the Clerk. The Cemetery Committee may in any case withhold recognition unless and until all charges against said lot or grave and arrears to the Congregation for dues or assessments of the prior owner thereof or the person entitled thereto, shall have been paid.

Section 9.

Trees, shrubs, or other plantings, any monuments, statues, inscriptions, headstones, vaults, or any form of construction or any ornamentation of any kind may be placed or remain in any part of the cemeteries only with the written consent of the Cemetery Committee or its authorized agent, and may be removed at the expense of the lot or grave owner by the Cemetery Committee if no such permission has been given. If such permission has been given and is revoked, such removal shall be at the expense of the Congregation. Any such notice of revocation may be sent to the person appearing on the records of the Congregation as the owner of such lot or grave at his last known address as shown on said records.

Section 10.

The Cemetery Committee may provide a "Handbook" outlining procedures it will follow which when approved by the Board of Trustees will have the force of a By-law to the extent they are not inconsistent with these By-laws.

ARTICLE XV

AUXILIARIES

Section 1.

Subject to the approval of the Board of Trustees, Auxiliaries may be formed from time to time and maintained in the Congregation.

The following Auxiliaries are established as at the date hereof: the Brotherhood, Women of Reform Judaism, the Parent-Teachers Association, and the Reform Youth Federation of Temple Israel (RYFTI). The officers of such auxiliaries shall be reserved for members of the Jewish faith.

Each Auxiliary shall keep on file with the Clerk a copy of its By-Laws or rules of conduct and submit to the Board of Trustees for approval any proposed amendments to the same prior to adoption.

Section 2.

Auxiliaries shall render to the Board of Trustees, when requested by it, but at least annually, a report of their activities and their finances.

ARTICLE XVI

MISCELLANEOUS

Section 1.

The Board of Trustees may, from time to time, by the two-thirds vote of all of its members present and entitled to vote, establish and amend Guidelines to implement the operation of these By-Laws provided such Guidelines do not conflict with the provisions or intent of these By-Laws. Such Guidelines shall be of binding effect unless waived, in any particular instance, by the vote of two-thirds of the Board of Trustees present and voting at a meeting called for the purpose of considering such waiver.

Section 2.

All questions of interpretation of these By-Laws or of the Guidelines shall be determined by a majority vote of the Trustees present and entitled to vote at any meeting of the Board of Trustees.

Section 3.

Whenever, by the terms of these By-Laws, notice is required to be given to the membership, it shall be sufficient if such notice is published within the permitted time in the Temple Israel Bulletin.

Section 4.

Whenever, by the terms of these By-Laws, action is required by a specified number of members, then, subject to the provisions of Article III, Section 1, each spouse shall be counted as a member.

Section 5.

Questions of parliamentary procedure not expressly covered by these By-Laws shall be decided by the Legal Advisor in accordance with the then latest revision of Robert's Rules of Order (Newly Revised).

Section 6.

If any of the provisions contained in any Article of these By-Laws is not in conformity with the requirements of any statute or other applicable law, such fact shall not invalidate the remainder of said Article or these By-Laws.

ARTICLE XVII

AMENDMENTS

Any petition or request to amend these By-Laws shall be submitted in writing to the Board of Trustees over the signatures of at least one hundred (100) members of the Congregation entitled to vote and shall contain the text of the proposed amendment. Said amendment shall then be presented at the next Annual Meeting of the membership following the expiration of sixty (60) days from the date of its submission to the Board of Trustees, or it may be presented earlier at a Special Meeting of the membership called by the Board of Trustees for that purpose.

The Board of Trustees may itself propose such amendments subject to the review and approval of the Council. Notice of the Annual or Special Meeting at which any such amendment is to be presented shall include the text of the proposed amendment and the recommendation of the Board of Trustees as to its adoption. Any amendment of these By-Laws shall require the affirmative vote of the greater of one hundred (100) votes or two-thirds of the votes cast at such meeting.