

TEMPLE ISRAEL

Boston, Massachusetts

**AMENDED AND RESTATED
BYLAWS**

As approved by the Board of Trustees,
as approved by the Council,
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.

ARTICLE II

FORM OF WORSHIP

The form of worship shall be Reform Judaism.

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 admitted to membership upon approval of her or his application by the Clerk.

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 and legally dependent children, regardless of age, 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 and applications submitted on-line shall be considered as a written application for the purposes hereof.

b. Applications for membership shall be received and acted on by the Clerk, who shall then report to the Board of Trustees on at least a quarterly basis the new memberships since the last report. 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 Bylaws.

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 and legally dependent children, regardless of age. For the avoidance of doubt, this privilege extends to worship with the Congregation at such times when access is otherwise limited to only members.

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, and at the discretion of the Senior Rabbi, may officiate or 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, subject to any conditions or fees established by the Board of Trustees.

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 set forth in Article X.

e. To purchase cemetery lots or graves in one of the Congregation's cemeteries, subject to Article XIV, Section 3 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 a 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. The Executive Director, in consultation with one of the Officers, 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.

Section 5. Resignation.

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

the Clerk who shall then report on at least a quarterly basis to the Board of Trustees the resignations from membership since the last report.

Section 6. Suspension or Termination.

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

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 twenty-one (21) days before the date set for the Annual Meeting, the Clerk shall notify each member of the Congregation, by mail or electronic mail ("email"), of the time, date and place of the Annual Meeting, of the report of the Nominating Committee and of the provisions of these Bylaws 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 twenty-one (21) 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 email 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 with notice thereof promptly given to the members.

ARTICLE IV

BOARD OF TRUSTEES

Section 1. Powers and Duties.

a. Except as otherwise expressly provided in these Bylaws, the Board of Trustees shall have control of all the affairs and activities of the Congregation and of all the property of the Congregation.

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 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 and/or hire consultants not otherwise specifically provided for in these Bylaws, and determine the tenure, duties and compensation of such employees/consultants.

d. The Board of Trustees may remove, for cause, any Trustee, Officer, or Council member by the affirmative vote of two-thirds of the members of the Board at a special meeting called for that purpose, provided that such individual is given at least thirty calendar days' notice of the proposed removal, the reasons for removal, and an opportunity to be heard at the meeting. The notice of the proposed removal shall be included in the notice of the meeting.

Section 2. Number, Composition and Term.

The Board of Trustees shall consist of no less than fifteen (15) elected trustees ("Elected Trustees"). At each annual meeting, the Members shall elect not less than five (5) Trustees to succeed the Trustees whose terms are expiring, and each 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 additional three (3) year terms 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 may appoint a legal advisor to the Congregation and invite said advisor to attend meetings of the Board of Trustees.

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. They 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 twenty-one (21) 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 7 days notice). The Trustees may either approve such recommendation or appoint another person to fill the vacancy. Once the Trustees have approved a candidate, the Council shall receive, review, and vote upon the nomination. Once the Board and Council have approved 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 email 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 its 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 of Trustee's vote regarding the matters described in Article VI, Section 2 of these Bylaws, said report to include the substantive information underlying the Board of Trustee'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 twenty-one (21) 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. Once the Trustees have approved a candidate, the Council shall receive, review and vote upon the nomination. Once the Board of Trustees and Council have approved such appointment, the person 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 Bylaws of the Congregation, and shall, except as otherwise expressly provided in these Bylaws, have the duty of carrying out and coordinating the policies established by the Board of Trustees.

The Board of Trustees shall annually review and approve the set of Committees, as defined in Article XII, and the President shall appoint the Chairs of all Committees as provided in Article XII, Section 2. The President shall be entitled to be present at each Committee meeting, and may designate the Vice-President or a Trustee to attend such meeting in his or her stead. The Clerk shall receive notice of every meeting of the Committees.

The Vice-President shall have responsibilities as may be assigned from time to time by the President.

The President, with the approval of the Board of Trustees, may, from time to time, assign a Trustee a portfolio of responsibilities for one or more 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.

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 Bylaws.

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

The Clerk shall be responsible for the recording of the minutes of meetings of the Board of Trustees, Council, and Annual Meeting.

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:

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

- To recommend the election of a Senior Rabbi or the renewal of a Senior Rabbi's contract;
- To propose amendments to these Bylaws.

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 twenty-one (21) days of a vote of the Board of Trustees:

- Approval of the annual operating and capital budgets;
- Approval of contracts with a Rabbi, Cantor, Temple Educator, or Executive Director;
- Approval of any contract of more than one year's duration and over \$75,000.00 per year.

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 upon 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, and Elected Council Members. The Congregation's Officers and Trustees, and the Chairs of all Committees as defined in Article XII, 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 Bylaws and must be members in good standing of the Congregation. The Senior Rabbi and Executive Director may invite other Clergy and members of the senior staff to attend meetings of the Council.

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) 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 Bylaws, 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 email 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 - INTENTIONALLY DELETED

ARTICLE VIII

NOMINATIONS AND ELECTIONS

Section 1. Nominations.

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

a. Nomination by the Nominating Committee as set forth in Sections 2 and Section 3 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, and filed with the Clerk not less than twenty-one (21) days before the date of the Annual Meeting.

c. 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.

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. Nominating Committee Composition.

The committee 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, with the qualification of any committee member based on the date of appointment of each member.

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.

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

Section 3. Nominating Process.

At least seven (7) days before a scheduled meeting of the Council, the President shall submit the names of the proposed Nominating Committee for confirmation, after which 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.

At least seven (7) days before a scheduled meeting of the Council, the Chairperson of the Nominating Committee shall submit to the President a written report of the Committee containing the nominations of candidates for Officers, Elected Council members, and Elected Trustees. 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 Bylaws.

Upon receipt of the report, the President shall submit the list of persons nominated in the report to the Council for their review and confirmation. With that confirmation, the President shall submit the list of persons nominated in the report to the Board of Trustees for their approval. The Clerk shall make this information available to the Congregation in accordance with Article III, Section 7.

Section 4. Elections.

a. The election of Officers (except the Clerk), Board of Trustees and members of the Council shall take place at the Annual Meeting of the Congregation in accordance with the terms of Article III, Section 8 above.

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 Bylaws 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 exempt organization 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 Council, Committee Chairs and Committee Members, 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 Council, Committee Chair, Committee Member, 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 Council, Committee Chair, Committee Member, 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 Council, Committee Chair, Committee Member, 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, 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 Council, Committee Chairs, Committee Members and 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 Council ", "Committee Chairs and Committee Members," "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 Senior Rabbi shall be the head, shall consist of the Clergy (the Senior 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 review 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 by the Congregation upon recommendation of the Board of Trustees, subject to the approval of the Council.

At least twelve (12) 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, consider the terms and compensation of his or her contract, and shall recommend his or her election 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 his or her discretion, at marriage services for a member and the parents and children of a member, 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 oversight of the President and 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(s).

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(c).

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

Section 4. Clergy Emeritus.

a. The Board of Trustees may create the office of Clergy Emeritus, may designate the privileges of such office, and may recommend the election of the Senior Rabbi or Cantor 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 Senior Rabbi or Cantor shall be elected Rabbi or Cantor Emeritus by the Congregation unless recommended by the Board of Trustees.

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

Section 5. Cantor.

a. The Senior Rabbi, with the approval of 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(c).

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 or she shall also serve as the Congregation's music director, as a resource to the Congregation 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.

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 of Trustees, 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, and the 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 transmitting of all communications to members; shall supervise the insurance program of the Congregation; 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 Bylaws, and shall 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 semi-annually, as to his or her activities.

ARTICLE XII

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 committees, working groups, task forces, and other special groups (individually and collectively defined here as "Committees") as the Trustees shall from time to time establish, together with their charge, and at the Trustees' discretion, their duration. Subject to the general control of the Board of Trustees, each Committee shall articulate its duties and establish policies for their discharge. Committees with responsibility in areas being administered by members of the Religious and Educational Staff and the Administrative Staff shall work in partnership with the relevant staff. All Committees shall automatically continue from year to year until and unless the President with the approval of the Board of Trustees otherwise determines. Each Committee shall render to the Board of Trustees annually, on a schedule to be set by the Board of Trustees, a report on its activities. The Clerk shall maintain and update, as necessary, a list of all Committees.

Section 2.

At the first regular meeting of the Board of Trustees following the Annual Meeting of the Congregation, or in the case of a vacancy at another meeting of the Board of Trustees, the President shall appoint or reappoint Committee Chairs. Such appointments shall be subject to the approval of the Board of Trustees.

All Committee Chairs shall automatically continue from year to year for a maximum of three (3) years until and unless either they resign, or the President otherwise determines. Committee Chairs may be reappointed for a second term of up to three (3) years. In no event, shall a Committee Chair serve for more than six (6) consecutive years. Notwithstanding the preceding, no Committee Chair will be required to step down as Chair as a result of the six-year term limit until July 1, 2022.

All Chairs of Committees shall be members in good standing of the Congregation.

Section 3.

The Committee Chair, in consultation with the President, Trustees, Clergy and/or Administrative Staff shall assemble the members of the Committee. Each member shall continue to serve until resignation unless otherwise determined by the President.

Section 4.

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

Section 5.

Committees, serving at the pleasure of the President and the Board of Trustees, provide leadership, oversight and governance in many areas. All matters which come within the scope of the duties of a particular Committee shall, unless immediate action is required, be referred to such Committee before final action is taken by the Board of Trustees. In carrying out its duties, each Committee shall work in conjunction with other Committees that have overlapping duties or interests and, where appropriate, shall act jointly in dealing with such matters. Each Committee shall work with appropriate staff to formulate an annual budget request and to provide oversight of its implementation.

Section 6.

The Committees listed below shall address but not be limited to the following areas of governance, with other Committees being formed pursuant to Section 1 of this Article:

a. Audit.

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. Cemetery.

The Committee(s) responsible for the cemetery shall be charged with carrying out the responsibilities defined in Article XIV.

c. Education.

The Committee(s) responsible for education shall work cooperatively with the Senior

Rabbi and the Educational Director to provide advice and input regarding the education programs and policies at Temple Israel.

d. Facilities.

The Committee(s) responsible for facilities shall be charged with working with the Administrative staff to ensure the maintenance of 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 Committee.

e. Finance.

The Committee(s) responsible for finance shall be charged with carrying out the responsibilities defined in Article XIII.

f. Membership and/or Engagement.

The Committee(s) responsible for membership and/or engagement shall coordinate the membership and engagement activities of the Congregation.

g. Nominating and Leadership Development

The Committee(s) responsible for nominating shall be charged with carrying out the responsibilities and processes defined in Article VIII.

h. Social Justice.

The Committee(s) responsible for social justice shall be responsible for coordinating the social justice activities of the Congregation.

ARTICLE XIII

FINANCIAL MATTERS

Section 1. Finance Committee.

The Finance Committee shall prepare the annual budget for the Temple. The Treasurer

shall chair the Finance Committee.

Before the beginning of each fiscal year, the Finance Committee shall receive requests from the Officers, Religious and Educational Staff, Administrative Staff and the 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."

Section 2. Execution of Checks and Instruments.

Checks or drafts for the payment of funds of the Congregation, shall be valid when signed by any two of the following: the President, Vice-President, Treasurer, Executive Director, or when signed as otherwise authorized by vote of the Board of Trustees; provided, however, that payroll checks and electronic payroll disbursements 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, Executive Director, or when signed as otherwise authorized by the Board of Trustees.

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 3. Endowments, Contributions and Donations.

a. The Board of Trustees shall take such action as required 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. The Investment Committee shall oversee the Congregation's investments in order to support the Congregation's investment goals and to help protect the financial integrity of the Congregation by instituting and executing an investment policy including ongoing review of investment manager(s) performance. The Investment Committee shall report informally on a quarterly basis and formally on an annual basis, or as requested, to the Finance Committee and the Board of Trustees on all relevant matters related to the Congregation's investments including investment performance.

Section 4.

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.

The Cemetery Committee shall be entrusted with the enforcement of the provisions of these Bylaws 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.

Section 3.

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. Others 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 4.

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 5.

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 6.

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 an additional charge for Perpetual Care. The Perpetual Care portion shall be handled in accordance with Section 8 of this Article XIV. (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 7.

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 8.

The Cemetery Trust Fund shall be held 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 \$5,000,000.00, adjusted for inflation from the date of June 30, 2019, 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 9.

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 3 of this Article XIV. 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 10.

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 11.

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 Bylaw to the extent they are not inconsistent with these Bylaws.

ARTICLE XV

INTENTIONALLY DELETED

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 Bylaws provided such Guidelines do not conflict with the provisions or intent of these Bylaws. 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 Bylaws 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 Bylaws, notice is required to be given to the membership, it shall be sufficient if such notice is delivered within the permitted time by mail or email.

Section 4.

Whenever, by the terms of these Bylaws, 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 Bylaws shall be decided by the Legal Advisor, or President should the Legal Advisor not be present, 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 Bylaws 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 Bylaws.

ARTICLE XVII

AMENDMENTS

Any petition or request to amend these Bylaws 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 Bylaws shall require the affirmative vote of the greater of one hundred (100) votes or two-thirds of the votes cast at such meeting.