



BYLAWS OF TEMPLE EMUNAH, INC.

ARTICLE I. NAME

Section 1. The name of this corporation shall be *Temple Emunah Inc.*, doing business as Temple Emunah, hereinafter referred to as: the Temple.

ARTICLE II. PURPOSES

Section 1. The purposes of the Temple shall be:

- to promote the general welfare of the members of the Temple;
- to preserve and foster the ideals of Conservative Judaism;
- to enrich and encourage the educational, cultural, religious, civic, and social life of the community;
- to promote better understanding of the foregoing, and;
- to acquire, purchase, erect, hold, improve, lease, and maintain real and personal property, and to take any further action, as may be necessary and appropriate for the purposes of the Temple.

ARTICLE III. PULPIT

Section 1. Candidates for rabbinical positions at Temple Emunah shall be initially approved by the Joint Placement Commission of the Conservative Movement.

Section 2. In the event the congregation employs more than one Rabbi, one such Rabbi (here known as principal rabbi) shall be designated by the Board of Directors as Rabbi or Senior Rabbi. Other Rabbis employed by the congregation shall be designated as Rabbi, Assistant Rabbi, Associate Rabbi, or such other title, as may be determined by the Board of Directors. In the event the congregation employs only one Rabbi, he or she shall be afforded all the rights and privileges of the principal Rabbi as provided herein.

Section 3. The principal Rabbi shall be the sole authority for interpreting the Halakhah and shall exercise a leadership role in implementing the religious aims and objectives of the congregation.

Section 4. The principal Rabbi shall have freedom of the pulpit. Other Rabbis or clergy shall exercise freedom of the pulpit subject to the direction and supervision of the principal Rabbi.

ARTICLE IV. MEMBERSHIP AND DUES

Section 1. Any person of the Jewish faith and of good moral character is eligible for membership in the Temple.

Section 2. Application for membership shall be made in writing, and if the application meets the criteria of Section 1 as determined by the Rabbi or his or her designee, the applicant(s) shall be accepted into membership. An application in writing shall consist of appropriate application and commitment forms.

Section 3. Membership in good standing, as defined hereafter, shall entitle participation in all Temple activities.

All member households in good standing shall receive, without charge, one or two tickets for High Holy Day services, depending on their applicable dues category. Payment of dues shall not be in lieu of charges for books, materials, special High Holy Day seating privileges, or special activities such as parties, dances, dinners, or lectures and shows, for which a separate charge may be made.

Section 4. Persons who are not members of the Temple shall be entitled to use such Temple facilities and participate in such Temple activities as may be authorized by the Board, upon payment of charges fixed by the Board.

Section 5. Members in good standing who are present at meetings shall have voting privileges. Each member household shall have the number of votes equal to the number of High Holy Day tickets to which they are entitled under these Bylaws.

Section 6. The fiscal year of the Temple shall be from July 1 to June 30. At the close of each fiscal year, a Certified Public Accountant shall review the Temple's books.

Section 7. A member may be suspended or expelled by a two-thirds vote of the Board of Directors present and voting at any regular or special meetings for any one of the following reasons:

1. Failure to pay dues, fees, levies, or pledges for a period of one year without the approval of the committee or committees specified in Section 8(5) of this Article.
2. Conduct which brings discredit upon or harm to the Temple.

Any member so suspended or expelled may appeal in writing within thirty days of receipt of notification of such suspension or expulsion to the Board of Directors for a hearing to consider reinstatement, and, upon affirmative hearing, the member shall be reinstated. Any member not so reinstated may appeal to the membership at a meeting called in accordance with Article V, Section 2 of these Bylaws.

Section 8. Dues, fees and levies are due and payable on July 1. Payment may be made in regular installments during the fiscal year in which such amounts are due at the option of the member household.

1. The dues, fees and levies of the Temple shall be in such amounts as shall be determined by the Board of Directors and shall be presented within the annual budget which is subject to the approval of the membership at a membership meeting. The notice of said meeting shall include a copy of any proposed change in dues or fees or any proposed levy.
2. Every member household shall, as a condition of membership, pledge an amount to the Temple Emunah Building Fund; said amount to be at least as much as the amount determined by a two-thirds vote of the membership present and voting at a membership meeting.
3. Any member household which does not pay any installment of dues, fees or levies within thirty days after its due date may be sent a notice of delinquency at the direction of the Finance Committee, and, unless payment of the delinquent installment is made in full within thirty days after mailing such a notice, such member household may lose status in good standing until such time as all arrearages have been paid in full.
4. Good standing is defined as payment of all dues, fees, levies and pledges in accordance with these Bylaws. For purposes of these Bylaws, member means a member in good standing except where the context indicates otherwise.
5. No person shall be denied membership in the Temple as the result of financial inability to pay dues, fees, levies or pledges, if such person applies to, or whose circumstances are brought to the attention of, the Finance Committee for special consideration.
6. This section, Article IV, sections 8(1) through 8(6), shall be included with, or imprinted on, all dues and commitment forms.

Section 9. Honorary Members

1. Honorary membership may be conferred on persons who have served Temple Emunah diligently in past years as members, but because of age, health, or other reasons, can no longer participate in Temple Emunah affairs on a regular basis.
2. Honorary member status is conferred by a two-thirds vote of the Board of Directors present and voting.
3. Honorary members are not required to pay dues and will have all privileges of members in good standing.

ARTICLE V. MEETINGS

Membership

Section 1. There shall be an annual meeting of the Membership to be held no later than June 1st each year for elections and approval of the annual budget for the upcoming fiscal year.

Section 2. The President may call special meetings of the Membership. The President must call a special meeting within thirty days after receipt of a petition requesting a special meeting and setting forth the purpose of such a meeting, signed by five percent of all eligible voting members.

Section 3. Written notice of all Membership meetings shall be sent by regular and/or electronic mail to members at least fourteen days in advance. The notice for any special Membership meeting called upon petition of members in accordance with Section 2 of this Article shall state the reason for such meeting, and upon request of the petitioners, shall include a copy of the petition. No business unrelated to the reason for calling the meeting may be taken up at a special meeting called upon petition of members.

Section 4. Four percent of all eligible voting members shall constitute a quorum at membership meetings.

Section 5. Remote Participation: All Membership meetings, including Community Forum meetings shall, and all other meetings of the Board of Directors or Committees under these Bylaws may at the discretion of the presiding officer or chair, provide for multi-access (e.g., Zoom) to permit members to participate remotely. Members participating remotely shall be counted towards a quorum provided that remote participation is confirmed and recorded either by roll call or other electronic means. Remote voting on all matters requiring a vote shall be permitted provided that such votes shall be taken and recorded by roll call or electronic polling. For purposes of meeting quorum requirements or for remote voting, confirmation of attendance or polling of votes shall be obtained and recorded in a manner determined to be reliable by the presiding officer, chair or member conducting such meeting.

Board of Directors

Section 6. The Board of Directors shall meet monthly except during July and August, at such times and places as it determines.

Section 7. The President may call additional meetings of the Board of Directors and must be called within fourteen days after receipt of a petition signed by six members of the Board.

Section 8. Notice of meetings shall be sent by regular or electronic mail to the Board members at least seven days in advance.

Section 9. A majority of Board members shall constitute a quorum.

Section 10. If the President fails to issue a call for a membership or Board meeting after having been petitioned to do so in accordance with these Bylaws, any other officer may issue the call.

ARTICLE VI. OFFICERS

Section 1. The Temple shall have the following officers, to be elected by the membership to hold office for one year or until their successors are duly elected and inducted: President, Executive

Vice President, Vice Presidents, Secretary, Treasurer, Revenue Development Officer and Associate Revenue Development Officer.

Section 2. PRESIDENT. The President shall preside at all meetings of the membership and the Board. The President or the President's designate shall represent the Temple in all its relations with the public. The President shall make such appointments and perform such executive duties as these Bylaws, the membership, or the Board of Directors may require. Appointments shall not exceed the term of the President. The President shall be an ex-officio member of all committees except the Nominating Committee. A person must have served on the Board of Directors for at least one year prior to assuming the office of President. The President may convene meetings of the Emergency Executive Committee at such intervals as he or she in his or her discretion may determine, as necessary to carry out the function of the Emergency Executive Committee. The President may also appoint ad-hoc committees to advise him or her on matters of concern to the Temple. Such committees may be comprised of members of the Emergency Executive Committee, the Board of Directors, or other members of the Temple, who, in the President's discretion, are appropriate for the matters under consideration. Such ad-hoc committees shall not have the power to take specific action unless the Board of Directors so authorize them.

Section 3. EXECUTIVE VICE PRESIDENT. The Executive Vice President is the President-Elect. The Executive Vice President shall preside in the absence of the President, shall have the powers and shall perform the duties of the President during the President's temporary incapacity, and shall fill the remainder of the President's term if the President dies, resigns, or becomes permanently incapacitated. The Executive Vice President shall perform such additional duties as the President may prescribe.

Section 4. VICE PRESIDENTS. The Vice Presidents shall perform the duties as described below, in addition to such other duties as the President may prescribe. Vice Presidents may, but need not be, chairs of the committee(s) they oversee,

1. Religious Affairs Vice President. The Religious Affairs Vice President shall have general oversight over the activities of the Religious Committee and shall coordinate with the Board of Directors, committees and the clergy to help assure that the religious and spiritual values embraced by Temple Emunah and Conservative Judaism are represented in programs and activities sponsored by the Temple. This Vice President shall have general oversight over the activities of the following committees and groups: Keruv, Mak'haylah, Bereavement.
2. Community Affairs Vice President. The Community Affairs Vice President shall have general oversight over the activities of the following committees and groups: Membership, Social Justice, Publicity, Israel, Library and Inclusion. The Community Affairs Vice President shall coordinate the Temple Calendar for all activities in collaboration with the Programming Chair and the Director of Programming staff member of Temple Emunah.
3. Education and Youth Vice President. The Education and Youth Vice President shall have

general oversight over the educational staff and activities of Temple Emunah and shall coordinate the activities of committees offering education and youth programming including Adult Education, Family Education, Religious School, and Youth.

4. Administration Vice President. The Administration Vice President shall have general oversight over the Kitchen Committee, Human Resources Committee, and the Executive Director of Temple Emunah. The Administration Vice President shall also have general oversight over office/administrative staff but not have a direct supervisory role, as these individuals report to the Executive Director of Temple Emunah.
5. Finance Vice President. The Finance Vice President shall have general oversight over the short- and long-term financial affairs of Temple Emunah and shall coordinate the activities of all financial officers, including the Treasurer, Revenue Development Officer, Associate Revenue Development Officer and Budget Chair.
6. Security Vice President. The Security Vice President shall work with the President, Education and Youth Vice President, Administration Vice President and Facilities Vice President to manage the security of Temple facilities, technology and activities, and shall have general oversight over the Security Committee. The Security Vice President must have training and/or appropriate experience in security.
7. Facilities Vice President. The Facilities Vice President shall work with the Executive Director to maintain the physical plant and grounds of the Temple and parsonages. and shall have general oversight over the Facilities, Landscape and Beautification Committees.

Section 5. SECRETARY. The Secretary shall keep records of the meetings of Members, of the Board of Directors, and of the Community Forum. The Secretary shall also issue all notices of meetings, including meetings of the Community Forum, and keep records of official Temple correspondence. The Secretary will chair the Community Forum Committee.

Section 6. REVENUE DEVELOPMENT OFFICER. The Revenue Development Officer shall report to the Finance Vice President and oversee all efforts to maintain and increase Temple revenues, including fundraising, dues and non-dues revenue streams such as rentals, High Holy Day appeals, High Holy Day seats and parking, endowment and legacy gifts, and Ways and Means. The Revenue Development Officer shall ensure that Temple members make their dues, fees, levies and Building Fund commitments and honor these commitments.

Section 7. TREASURER. The Treasurer shall be the custodian of the Temple's valuable papers and all funds of the Temple including operating funds and of all monies of the Building Fund and all other special funds not used for the regular operating budget of the Temple. The Treasurer shall be responsible for the proper financial record-keeping of the Temple.

Section 8. ASSOCIATE REVENUE DEVELOPMENT OFFICER. The Associate Revenue Development Officer shall help with or manage needed revenue-collections activities in

partnership with the Revenue Development Officer.

Section 9. CHECK SIGNING AUTHORITY.

1. Except as provided in Section 9.2, checks written on the various accounts of the Temple shall require the signatures of the President or the Executive Vice President and either the Finance Vice President or the Treasurer. If only one of the foregoing four officers is available, then checks may be co-signed by the Revenue Development Officer.

2. The Youth Department may operate a checking account for purposes of collecting fees for approved youth activities and for payment of expenses of the Youth Department. The Youth Director may be the signatory on the Youth Department checking account; provided, however, that the Youth Director shall provide the Temple bookkeeper and Treasurer with such reports of transactions in the account as the bookkeeper and Treasurer may require. Checks written on the Youth Department checking account shall not require two signatures; however, the President, Executive Vice President and the Treasurer shall be approved signatories on such account.

ARTICLE VII. BOARD OF DIRECTORS

Section 1. The management and administration of the affairs of the Temple shall be vested in the Board of Directors. The Board of Directors shall consider perspectives and input from the Temple Emunah Community Forum as part of its regular meetings and shall communicate responses to issues raised by the Community Forum via its approved minutes or other appropriate means.

Section 2. The Board of Directors shall be comprised of: President; Executive Vice President; Vice Presidents; Secretary; Treasurer; and Revenue Development Officer; the Presidents of the Brotherhood and Sisterhood, the President of the Pre-School Board of Directors; five Directors at Large elected from the membership; and the Immediate past-President of the Temple. It shall be the governing body of the Temple exercising such powers as have not been specifically reserved to the Temple membership, provided that it shall not in any case make any commitment or expenditure from the operating or Building Funds in excess of \$40,000.00 without the approval of the Temple membership. Long range, strategic planning for the needs and requirements of the Temple shall be a primary function of the Board of Directors. In carrying out its planning activities, the Board may, from time to time, appoint special committees, whose members may, but need not be, officers or members of the Board of Directors, to facilitate specific planning activities.

Section 3. The Rabbi(s) and the Executive Director shall be ex-officio members of the Board without voting rights.

Section 4. The Board of Directors shall be charged with and shall assume control of all the property of the Temple; shall designate the bank or banks wherein the funds of the Temple shall be deposited; and shall be responsible for all expenditures and disposal of Temple funds and property. The Board shall be permitted to invest funds of the Temple according to a Board-approved Investment Policy Statement.

Section 5. The Board of Directors shall make such rules and regulations, consistent with these Bylaws, as it may deem advisable for the proper conduct of its meetings and for the furtherance of the general purposes of the Temple.

Section 6. In the event of the death, resignation or incapacity of the President, and if there is no Executive Vice President, the Board of Directors at either a regular or special meeting, shall nominate and elect one of the Vice Presidents to fill the unexpired term of said office. In the event of death, resignation or incapacity of any other member of the Board who had been elected at a congregational meeting, including any of the officers, and the Directors at Large, successors may be nominated by members of the Board of Directors and shall be elected by the Board of Directors, at either a regular or special meeting, to fill the vacancy for the unexpired term.

Section 7. The Board of Directors must approve the employment by the Temple of any Temple member or immediate family of the Temple member.

Section 8. The Board of Directors shall have the authority to negotiate and execute employment contracts with the Rabbi(s). Except for the Director of the Billy Dalwin Pre-School of Temple Emunah, the Board of Directors shall also have the authority to hire such additional staff, including professional staff and/or department directors, as the Board of Directors may determine are necessary to the efficient operation of the Temple. The process of recruiting and negotiating employment contracts with such professional staff may be delegated by the Board of Directors to the President, or other officers or committees of the Board of Directors, subject to the final approval of the Board of Directors. All such contracts shall be reviewed prior to final execution by an attorney representing the Temple. Any action of the Board in this matter may be overridden by a two-thirds vote of the Temple members present and voting at a membership meeting called in accordance with these Bylaws. Recruitment, hiring and supervision of other staff, including teachers, support staff and custodians shall be the responsibility of the department directors, in accordance with personnel policies approved by the Board of Directors, and subject to the approval of the Board of Directors (which approval may be delegated by the Board of Directors as provided in this section). Hiring of the Director of the Billy Dalwin Pre-School of Temple Emunah shall be the responsibility of the Board of Directors of the Billy Dalwin Pre-School of Temple Emunah, subject to the concurrence of the President of the Temple.

Section 9. There shall be an Emergency Executive Committee of the Board of Directors, which shall consist of the President, the Executive Vice President, the Vice Presidents, the Secretary, Treasurer, and the Revenue Development Officer. The Emergency Executive Committee shall have the power to take such emergency action as it deems necessary to preserve the safety of any person, to preserve the property of the Temple or to prevent serious interruption of normal Temple activities, including, but not limited to, the expenditure of an amount over \$40,000.00. In the event the need for such emergency action arises, the President shall use good faith efforts to convene a meeting of, or to confer with, as many members of the Emergency Executive Committee as practical in the circumstances, and any such emergency action may be authorized by a majority vote of the members of the Emergency Executive Committee with whom the President has been able to meet or confer. Any such emergency action shall continue for as long as necessary, or until the next regularly scheduled meeting of the Board of Directors, whichever period is shorter. Any

such action shall be reported to the Board of Directors at its next regularly scheduled meeting. If the action is ongoing at the time of such meeting, then it shall continue only with approval of the Board by vote taken in accordance with these Bylaws.

ARTICLE VIII. STANDING COMMITTEES

Section 1. The President shall appoint Chairpersons of the Committees with the advice of and subject to the approval of the Board of Directors. All such appointments shall be published for the membership and are revocable by the President or Board of Directors. Chairpersons of the Committees shall have authority to choose committee members. Chairpersons of the Committees shall report to their governing Vice President.

Section 2. The Committees and their duties shall be as follows:**55+ CLUB COMMITTEE.** This committee shall oversee the social and educational programming for the senior constituency of the Temple community. 55+ Club is affiliated with *Hazak*, a USCJ group focused on programming for seniors in the synagogue community.

ADULT EDUCATION COMMITTEE. This committee shall plan and administer programs for adults devoted to the study of Jewish religion, culture and ethics.

BEAUTIFICATION COMMITTEE. This committee shall be responsible for overseeing and implementing all projects related to the overall aesthetic appearance of the Temple as approved by the Board of Directors.

BUDGET COMMITTEE. This committee shall prepare, in conjunction with the Treasurer, an annual budget for the following fiscal year. All committee activities shall be included therein. The Budget Committee shall oversee the budget development process, coordinate the partial budgets submitted by others, and prepare a combined budget for review and modification by the Finance Committee and approval by the Board of Directors.

COMMUNITY FORUM COMMITTEE. This committee shall administer the Temple Emunah Community Forum, as provided in Article IX.

FAMILY EDUCATION COMMITTEE. This committee shall oversee all Family Education activities.

FINANCE COMMITTEE. The Finance Committee shall consist of the President, the Vice President for Finance, the Treasurer, the Revenue Development Officer, Associate Revenue Development Officer, and the Chairperson of the Budget Committee. The Finance Committee shall formulate and recommend financial policy to the Board of Directors. The Finance Committee shall also review delinquent accounts of members and arrange for their payment on a basis mutually agreeable to the committee and the delinquent members.

FACILITIES COMMITTEE. This committee shall be responsible for the maintenance of the Temple building and grounds and the parsonage.

HUMAN RESOURCES COMMITTEE. This committee shall work with the Administration Vice President to coordinate all Human Resources management and shall be responsible for periodically reviewing the personnel policies and procedures of the Temple, recommending revisions to the Board of Directors, and serving as an advisory committee to the President in the resolution of employee grievances in accordance with said personnel policies and procedures. The Human Resources Committee Chair must be familiar with state and federal human resources laws.

ISRAEL COMMITTEE: This committee shall plan and implement programs devoted to education about, engagement with, and support of Israel.

KITCHEN COMMITTEE. This committee shall work with the Executive Director and be responsible for the total arrangement of the Temple Emunah kitchen including its financial operations. The committee will also be responsible for assuring that proper standard of Kashrut are maintained.

KERUV COMMITTEE: This committee shall oversee programs and make recommendations concerning policies to make Temple Emunah welcoming and inclusive for all people who wish to participate in our community within the framework of Conservative Judaism.

MEMBERSHIP COMMITTEE. This committee shall invite and promote membership by planning appropriate activities for prospective and new members.

PROGRAMMING COMMITTEE. The Programming Committee shall work in partnership with the Community Affairs Vice President and temple staff to coordinate programs and the Temple calendar.

PUBLICITY COMMITTEE. This committee shall publicize the events and activities of the Temple to its members and the community.

RELIGIOUS COMMITTEE. Under the Rabbi's general supervision, this committee shall oversee all religious services and functions of the Temple, including but not limited to regular daily, Shabbat and holy day observances, weddings, *Bar* and *Bat Mitzvah* observances, funerals and bereavements, and shall formulate administrative rules and regulations for all such services. It shall submit any major changes in such rules and regulations to the Board of Directors for approval. It shall offer to the Rabbi such advice and guidance as the Rabbi may require regarding the character and mode of the various services. It shall also oversee seating arrangements during the High Holy Days and at other times and shall have the responsibility of appointing *Gabbaim* and ushers as well as congregational honors and *aliyot*. The Religious Committee shall be responsible for maintenance of the *Sifre' Torah* and other religious articles belonging to the Temple.

SCHOOL COMMITTEE. This committee, in conjunction with the Director of Congregational Learning, shall formulate the educational policies and shall oversee the activities of the school.

SOCIAL JUSTICE COMMITTEE. This committee shall oversee all Social Action activities of Temple Emunah to benefit the Temple community, the greater Boston Jewish community, and the

general community at large in the spirit of *Gemilut Hasadim*.

WAYS AND MEANS COMMITTEE. This committee shall plan and organize fund-raising activities to help meet current financial requirements of the Temple.

YOUTH COMMITTEE. This committee shall oversee all youth activities.

Section 3. No committee described in these Bylaws or otherwise created shall incur any liabilities or make any major policy decisions without the authority of the Board of Directors.

ARTICLE IX. TEMPLE EMUNAH COMMUNITY FORUM

Section 1. There shall be a Temple Emunah Community Forum (Community Forum) that shall serve as a vehicle for Temple leadership to seek community input on issues under consideration by the Board of Directors and a way for the community to raise issues they would like the leadership to consider. The purpose of the Community Forum is to: (1) engage Temple Emunah members in discussions about topics important to the community and to the Board of Directors as it makes decisions on behalf of the synagogue; and (2) improve transparency and communication between members of the congregation and synagogue leadership. Community Forum meetings shall not entertain formal motions, nor shall binding votes be taken.

Section 2. The Community Forum shall be administered by the Community Forum Committee, comprised of the Temple Secretary, who shall act as chair of the Committee, Temple President, 1 (one) Director at Large appointed by the Board of Directors, and 3 (three) Community Representatives, who do not presently serve on the Board of Directors. Community Representatives shall be nominated and approved by congregational vote for a one-year term or until their successors are duly elected and inducted.

Section 3. The Community Forum shall hold open meetings for the congregation at least 4 times per year.

1. Meetings of the Community Forum shall be announced to the congregation at least 6 weeks in advance of each scheduled meeting. Such announcements shall include a request for agenda items to be submitted at least 4 weeks in advance of a scheduled meeting. The Community Forum Committee will establish the agenda. Items on the agenda shall deal with issues of community-wide interest or concern. Final notice of a scheduled meeting shall be sent to the congregation at least 2 weeks before the scheduled meeting, which notice shall include the proposed agenda. Meetings shall be multi-access, affording congregants the opportunity to participate remotely (e.g., on Zoom).
2. The Community Forum Committee shall establish and announce at each open meeting, ground rules to assure mutually respectful communication. Each open meeting will be facilitated by a Temple member designated by the Committee who is experienced in leading this kind of community engagement. The facilitator assigned to each forum will introduce the agenda, provide timekeeping based on the agenda, monitor and report

questions. Other individuals may be designated help with technical issues on Zoom.

3. Each Forum shall last 90 (ninety) minutes and may include brief reports from the President, Executive Director, Rabbis, and other leaders, as deemed necessary on matters of community importance. No more than thirty (30) minutes shall be devoted to these reports.
4. Agendas and Minutes of Community Forum open meetings shall be posted and remain available on a members-only portion of the Temple website

ARTICLE X. ELECTIONS

Section 1. The Nominating Committee shall consist of five members. Three members who are not members of the Board of Directors and who shall have indicated their willingness to serve shall be selected from the membership and approved by the Board of Directors. The President shall appoint two additional members from the Board of Directors, one of whom shall be appointed Chairperson. The Nominating Committee shall nominate candidates for officers of the Temple, Directors at Large, in accordance with Article VII, Section 2, and Community Representatives on the Community Forum Committee in accordance with Article IX, Section 2.

Section 2. The recommendations of the Nominating Committee shall be sent by regular and/or electronic mail to the membership no less than 14 days prior to the annual meeting of the Membership as provided in Article V Section 1. The recommendations of the Nominating Committee shall be reported at the Annual Meeting of the membership as provided in Article V. Section 1. Nominations from the floor may be made immediately after the report of the Nominating Committee, provided the consent of the nominee(s) has been secured. Members of the Nominating Committee are eligible to be nominated from the floor at this meeting. All elections shall take place at the membership meeting called for this purpose.

Section 3. Officers, members of the Board of Directors and Community Representatives on the Community Forum Committee shall be elected for one-year terms and may be elected to serve 2 (two) consecutive terms.

Section 3. The officers of the Temple, members of the Board, and Community Representatives on the Community Forum Committee shall assume the duties of their respective offices when inducted and shall serve until their successors have been duly elected and inducted.

ARTICLE XI. AUXILIARY ORGANIZATIONS

Section 1. The Temple shall have such auxiliary organizations as shall be authorized and constituted by the Board of Directors. No organization may use the name "Temple Emunah" in its title or be in any other manner connected with the Temple, without the approval of the Board.

Section 2. The activities of all auxiliary organizations of the Temple shall be conducted in a manner that will advance the best interests of the Temple.

ARTICLE XII. USE OF BUILDING FUND MONIES

Section 1. Temple Emunah Building Fund monies may be expended for:

1. Principal obligation payments on all properties owned by the Temple.
2. Income-producing projects approved by the Board of Directors and relating to the building, such as memorial plaques and Founders' Hall plaques.
3. Normal administrative expenses relating to the operation of the Building Fund.
4. Major repairs, replacements, capital expenditures and capital improvements to the physical plant or grounds.

Section 2.

1. No expenditure of Building Fund monies, other than mortgage principal payments, may be made without the prior approval of the Board of Directors.
2. No Building Fund monies may be expended for furniture or furnishings.

ARTICLE XIII. INDEMNIFICATION

Section 1: Indemnification. The congregation shall, to the extent legally permissible and only to the extent that the status of the congregation as an organization exempt under Section 501(c)(3) of the Internal Revenue Code is not adversely affected thereby, indemnify any person who is, or who is threatened to be made, a party to any legal proceeding, because he or she was a director, officer, employee, professional staff, rabbi, or agent of the congregation, against expenses (including attorney's fees), judgments, fines, and amounts paid in settlement (if approved by the Board of Trustees in advance) actually and reasonably incurred by him/her in connection with such action, suit, or proceeding, if he/she acted in a manner which he/she reasonably believed to be in or not opposed to the best interests of the congregation and with respect to any criminal action or proceeding, had no reasonable cause to believe his/her conduct was unlawful; provided, however, that as to any matter disposed of by a compromise payment by such person, pursuant to a consent decree, agreement for judgment, settlement or otherwise, no indemnification either for said payment or for any other expenses shall be provided unless such compromise and indemnification therefore shall be approved in advance as provided in section 2. Except with respect to any matter in which he/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, the termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of *nolo contendere* or its equivalent shall not, of itself, create a presumption that the person

did not act in a manner which he/she reasonably believed to be in or not opposed to the best interests of the congregation and, with respect to any criminal action or proceeding, has reasonable cause to believe that his/her conduct was unlawful.

Section 2: Determination of Right to Indemnification. Any indemnification under Section 1 of this Article (unless ordered by a court) shall be made by the congregation only as authorized in the specific case, upon the determination that indemnification of the person is proper in the circumstances because he/she has met the applicable standard of conduct set forth in Section 1. Such determination shall be made: (1) by the Board of Trustees by a majority vote of a quorum consisting of trustees who were not parties to such action, suit or proceeding; or, if no quorum can be reached, (2) by the affirmative vote of a majority of the members of the congregation, excluding those who are parties to the action, at a duly constituted meeting.

Section 3: Payment of Expenses. Expenses incurred in defending a civil or criminal action, suit or proceeding shall be paid by the congregation in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking (with sufficient security, if required) by or on behalf of the indemnified person to repay such if it shall ultimately be determined that he/she is not entitled to be indemnified by the congregation as authorized in this Article.

Section 4: Insurance. The congregation may attempt to purchase and maintain insurance on behalf of any person who is indemnified by Section 1.

Section 5: All references herein to (a) the Internal Revenue Code shall be deemed to refer to the Internal Revenue Code of 1986, as now in force or hereafter amended, (b) any chapter of the Massachusetts General Laws shall be deemed to refer to said chapter as now in force or hereafter amended, and (c) particular sections of the Internal Revenue Code or Massachusetts General Laws shall be deemed to refer to similar or successor provisions hereafter adopted.

ARTICLE XIV. PARLIAMENTARY PROCEDURE, NOTICES

Section 1: Robert's Rules of Order shall be the standard for parliamentary procedure in the absence of any other rule of law governing the procedure in a particular situation.

Section 2: Notices: All notices required to be sent under these Bylaws shall be sent by regular and/or electronic mail. Notices of meetings which are open to the Membership, including Congregational, Community Forum and Board of Directors meetings, shall also be published in regular Temple event communications and on the Temple's electronic community calendar.

ARTICLE XV. BY-LAW AMENDMENTS

Section 1. The Bylaws may be amended by a two-thirds vote of the members present and voting at a membership meeting.

Section 2. All proposed amendments to the Bylaws shall be signed by five percent of the members of the Temple or shall be recommended by the Board. Amendments shall be sent by regular and/or electronic mail to the membership at least fourteen days prior to the annual membership meeting with a statement of reasons for the changes proposed. The proposals shall be read at said meeting and voted upon at that time.

Notes. These Bylaws were originally passed on 1/2/64 as a replacement of previous Bylaws. They have been amended from time to time.

The Bylaws were completely reviewed and revised in 1988 and were passed by the membership on 3/28/89. These revised Bylaws took effect on 7/1/89.

The Bylaws were amended by the membership in April 1991 and took effect 7/1/91.

The Bylaws were amended by the membership in April and June 1993 and took effect 7/1/93.

The Bylaws were updated in July 1994.

The Bylaws were amended by the membership in May 1997 and took effect 7/1/97.

The Bylaws were amended in accordance with the Board of Directors Resolution of January 13, 1998, and took effect on March 24, 1998, following approval by the congregation.

The Bylaws were amended by the membership in May 2000 and took effect immediately.

The Bylaws were amended by the membership on January 29, 2002 and took effect immediately.

The Bylaws were amended by the membership on May 6, 2007, and took effect immediately,

The Bylaws were amended by the Membership on May 4, 2008, to permit the Youth Department to operate its own checking account and to establish the position of Vice President of Religious Affairs. The amendment concerning the Youth Department took effect immediately. The amendment establishing the Vice President of Religious Affairs takes effect with the election of officers in 2009.

The Bylaws were amended by the Membership on May 16, 2010 to assign responsibility for long-range planning to the Board of Directors, and to repeal provisions providing for a Planning Commission; to establish the position of Membership Vice President (effective with the election of officers in 2011) and repeal the provision establishing the position of Programming Vice President and to increase the expenditure amount that can be approved by the Board without a congregational vote from \$30,000.00 to \$40,000.00.

The Bylaws were amended by the Membership in May 2013 to establish the Israel Committee and the Keruv Committee as standing committees of the Temple and to assign responsibility for such committees to the Executive Vice President and Vice President of Religious Affairs, respectively.

The Bylaws were amended by the Membership in May 2017 to create the title of Senior Rabbi, delineate his/her responsibility, specify potential titles of second rabbi, change date by which Congregational meeting must occur to June 1 and edit language to reflect our having more than one rabbi as *ex officio*.

The Bylaws were amended by the Membership in May 2018 to allow the Board to invest funds of the Temple according to a Board-approved Investment Policy Statement.

The Bylaws were amended by Membership in April 2022 to change the composition of the Board; create new Vice Presidents (of Community Affairs, Facilities, and Security) as well as a Revenue Development Officer and Associate Revenue Development Officer; update designated committees, relieve committee chairs from governance responsibility on the Board; limited the scope of Emergency Executive Committee responsibilities; and create the Community Forum. Such changes were the result of two-year long process. Amendments includes other miscellaneous edits.