

The Reform Temple of Rockland
330 N. Highland Avenue
Upper Nyack, N.Y. 10960

Bylaws
As adopted at the Congregational Meeting

June 28th, 2020

ARTICLE I - NAME: This Congregation shall be known as The Reform Temple of Rockland.

ARTICLE II - PURPOSE: The purpose of this Congregation is to promote Judaism by means of public and private worship, religious education, and social action. In securing that purpose, the Congregation shall follow the form, practices and usage of the Reform interpretation of Judaism.

ARTICLE III - MEMBERSHIP

Section 1. Eligible person(s) may be approved for membership in The Reform Temple of Rockland, upon a majority vote of the Board of Trustees:

- a) any person of the Jewish faith, who is at least eighteen (18) years of age; or
- b) any spouses or pair of domestic partners, whether joined by marriage or not, and whether of the opposite or same sex, at least one of whom is of the Jewish faith, both of whom shall be at least eighteen (18) years of age; or
- c) one or more adults residing in the same household in familial relationship, at least one being of the Jewish faith.

Such membership shall extend to, and cover, all unmarried, dependent children, as well as any dependent aged parents living with such person(s). Such individuals or groups of individuals shall be known as the "family/household" and individuals within the family/household, "members." Membership, once conferred, is renewed automatically from year to year, along with all mandatory financial obligations as are described herein or as may be established by the Board of Trustees or the Congregation.

In accepting membership, a family/household acknowledges a collective and individual responsibility to contribute to the life and well-being of the Congregation and support its activities in all its forms where appropriate and as circumstances permit. These responsibilities shall include, but not be limited to: worship and religious observance at the Temple and in the home; enrollment of children in the Religious School; service on Committees, the Board of Trustees and in Officer positions; congregational meeting attendance; voluntary giving; participation in special events and activities; outreach to other members who may be in need; membership in Women of Reform Judaism and Men's Club; support of the State of Israel; and adherence to the general precepts of Reform Judaism.

Section 2. In the event of the death, divorce, or separation where the remaining non-Jewish spouse or domestic partner wishes to continue as a member, membership may continue.

Section 3. Except as otherwise provided, only members, in good standing, shall have the right to vote on all matters coming before meetings of the Congregation. Each individual member shall have the right to cast an individual vote, which right shall be limited to a maximum of two (2) heads of household.

Section 4. An applicant(s) for membership who has left another Congregation not in good standing may be denied membership in this Congregation.

Section 5. Should a member engage in conduct or take any action which could be detrimental to the good and welfare of the Temple, that member may have their membership terminated by a vote of 2/3 of the Board of Trustees. Following the receipt of a complaint, the President, with the advice of the Executive Committee, may appoint an independent advisor who is not a member of the temple, to research the issue and report back to the Board of Trustees. Written notification by certified mail, return receipt requested, shall be given to a member whose membership is proposed to be terminated at least 10 days in advance of the Board of Trustees meeting to discuss and vote on the termination and shall state the grounds for the termination. The member shall be allowed to appear before the Board of Trustees.

ARTICLE IV - FINANCIAL

Section 1. The Board of Trustees may establish membership classifications with such provisions as it shall deem appropriate.

Section 2. Members are responsible for support of the Congregation through timely payment of dues, assessments, and other mandatory charges as may be established from time to time by the Congregation or Board of Trustees.

Section 3. Membership dues, school fees, and other mandatory charges shall be established by the Board of Trustees and shall be due on the first day of the fiscal year. The Board of Trustees may provide such installment payments as it deems proper. Other fees are payable as determined by the Board of Trustees. To receive High Holy Days tickets a member's account must be current and up-to-date including payment of dues for July and August of the current fiscal year.

Section 4. The Board of Trustees shall establish procedures to waive, extend, or modify any financial obligation due from a member.

Section 5. A member who fails to pay any financial obligation due to the Temple within 90 days of its due date is considered delinquent and is "not in good standing." Such member shall be notified of the delinquency in writing by the President or a designee of the President that suspension will occur 30 days after notification. Once suspended, a member's child/children shall be prohibited from attending religious school, no voting privilege at congregational meetings will be afforded, and other consequences, as determined by the Board of Trustees, may be imposed. The President or Designee may make special arrangements with such a member in accordance with Board of Trustees policies to avoid suspension and to reinstate the member to good standing. The Board of Trustees by majority vote has the right to terminate the membership of a member any time after suspension for lack of payment. The designation "not in good standing" shall have other ramifications specified elsewhere in these bylaws.

Section 6. Resignation or termination of membership shall not relieve a member, or its members, from payment of any obligation due the Congregation at the time of resignation or termination, inclusive of the entire amount of annual dues through June 30 of the fiscal year in which the resignation or termination occurs, as well as school and other mandatory charges.

Section 7. Each year the Board of Trustees shall prepare and recommend a budget for the

Congregation for the next ensuing fiscal year. Such budget shall reflect the estimated revenues and expenses in accordance with the cash basis of accounting. Such budget shall be provided to the Congregation at least thirty (30) days prior to the Annual Meeting of the Congregation or any special meeting called for that purpose. The Congregation may adopt, reject or amend such budget. If a budget is not adopted, then a majority vote of the entire Board of Trustees may adopt a budget that shall not exceed the level of expenses or dues or school charges as set forth in the budget for the previous year except as is necessary to honor contractual obligations. This budget shall remain in effect unless or until a budget for that fiscal year is otherwise adopted.

Section 8. The Board of Trustees may consider requests from members for leaves of absence on an individual basis as it deems appropriate.

Section 9. The Board of Trustees by majority vote may recommend special assessments and the terms of payment of same which must be approved by a majority vote of the Congregation present at a regular or special meeting called for that purpose.

ARTICLE V - OFFICERS

Section 1. The Officers of this Congregation shall consist of a President, a First Vice President and such other Vice Presidents as shall be approved by the Board of Trustees, a Secretary, and such other Secretaries as shall be approved by the Board of Trustees and a Treasurer, all to be elected by the Congregation at the Annual Meeting for a term of 2 years. Officers are members of the Board of Trustees. The President and each respective Vice President shall not be elected for more than two consecutive terms to the same office. No member may be nominated or elected if not in good standing. Spouses or domestic partners, whether joined by marriage or not, may not serve concurrently as Officers of RTR.

Section 2. The duties of the President shall be to preside as chair of all congregational, Executive Committee, and Board of Trustees meetings, to appoint Chairs of committees; to be an ex-officio member of all committees; to call special meetings; to sign all legal documents; to cast a vote whenever the President's vote will break a tie; make a written or oral report to the congregation at its annual meeting of the status of the affairs of the congregation; to appoint a pulpit coordinator to act as a liaison between congregants and the clergy; and to perform such other duties as are incident to the office.

Section 3. The First Vice President shall automatically succeed to the office of President in case of vacancy, shall act for the President in case of the absence or disability of the President and shall serve on the Executive Committee.

Section 4. The responsibilities of the other Vice Presidents shall be determined by the President.

Section 5. The Treasurer shall be the custodian of all funds and disbursing agent of the Congregation as authorized by the Board of Trustees; shall approve payment of bills; shall render a financial report monthly to the Board of Trustees; shall present a financial report to the Congregation at the annual meeting; shall be a member of the Executive Committee; and shall chair the Finance Committee and the Investment Committee.

Section 6. It shall be the duty of the Secretary to record minutes at meetings of the Congregation, the Board of Trustees, and Executive Committee; report communications to the Board of Trustees; to insure that the minutes and corporate records are stored securely in a location designated by the Board of Trustees ; and perform all other duties incidental to the office.

Section 7. All disbursements of congregational funds shall require the signature of the Treasurer. In the event the Treasurer is unavailable and in case of an emergency, the President will be authorized to sign checks. In the event neither the Treasurer nor the President are available and in case of an emergency, the First Vice President will be authorized to sign checks.

Section 8. In the event that incapacity, resignation, or other event creates a vacancy in an Officer position, the Board of Trustees shall fill the vacancy for the remainder of the term, by majority vote, at the earliest practicable time.

Section 9. Upon recommendation of the President, or one-third (1/3) of the total of the then sitting members of the Board of Trustees, any Officer may be removed from his/her position for cause provided that thirty (30) days' written notice is provided to all Officers and Trustees of a meeting to consider such an action and provided that the reasons for the proposed removal are specified in writing at the time of meeting notification and provided to Officers, Trustees, and the person(s) proposed for removal. Such removal shall take place upon the affirmative vote of two-thirds (2/3) of those present at such meeting of the Board of Trustees.

ARTICLE VI - BOARD OF TRUSTEES

Section 1. The Board of Trustees other than Officers shall consist of members elected by the Congregation for a term of three (3) years. In addition, Presidents of the Sisterhood/Women of Reform Judaism and Men's Club shall serve as ex-officio members of the Board of Trustees with the right to vote.

Section 2. For the fiscal year 2020-2021, the number of elected Trustees, including officers, shall be eighteen (18). Beginning in fiscal year 2021-2022, the number of elected Trustees, including officers shall be fifteen (15). The number of Trustees may be changed from time to time at a general or special meeting of the Congregation, but the number shall be in conformity with the New York Religious Corporations Law, as may be amended.

Section 3. No member shall be nominated or elected to the position of Trustee or Officer if not in good standing, nor continue to serve as such once elected if not in good standing.

Section 4. The Board of Trustees shall be responsible for the general management of the affairs, funds, records, and property of the Congregation. It may establish policies, guidelines and direction with respect to matters within its management and control. The Board of Trustees, or its designees, shall act on all matters of policy. The Board of Trustees shall approve an independent auditor as recommended by the Audit Committee, and perform such other duties as the Members of the Congregation in regular or special meetings may prescribe.

Section 5. The Board of Trustees may fill any vacant office or any vacancy on the Board of Trustees with an eligible member until the next Congregational election. At that time the Congregation will elect candidates to fill any unexpired terms.

Section 6. Subject to Article XI, the Board of Trustees shall have the sole authority to engage a Rabbi, and except as otherwise provided herein, other employees; in consultation with the Rabbi, to engage other clergy and professional staff; and to establish their duties and compensation.

Section 7. The Board of Trustees shall designate depositories of the Congregation's funds, and subject to Section 6 of Article V, shall also designate signatories of the accounts. It shall have the authority to borrow money up to a limit of \$100,000.00, and to pledge for payment thereof the Congregation's assets other than (1) real estate and (2) funds of the Congregation that are donor-restricted to purposes other than the purposes of the loan.

Section 8. The Board of Trustees shall meet monthly. In addition, the Board of Trustees shall meet at the call of the President or by petition of twenty (20%) percent of the voting members of the Board of Trustees.

Section 9. Fifty (50%) percent plus one (1) of the voting members of the Board of Trustees shall constitute a quorum.

Section 10. Upon recommendation of the President, or one-third (1/3) of the then sitting members of the Board of Trustees, any member of the Board of Trustees may be removed from his/her position for cause, provided that thirty (30) days' notice is provided to all Officers and Trustees of a meeting to consider such an action and provided that the reasons for the proposed removal are specified in writing at the time of meeting notification and provided to the Trustees, and the person(s) proposed for removal. Such removal shall take place upon the affirmative vote of 2/3 of the Board of Trustees of those present at such meeting of the Board of Trustees.

Section 11. The office of any Trustee who is absent without adequate excuse from three successive regular scheduled meetings of the Board of Trustees, may be declared vacant by the Board of Trustees.

Section 12. The Board of Trustees is authorized to expend additional sums not to exceed five (5%) percent beyond budgeted expenses in the aggregate in any fiscal year, except as provided in Article IV, Section 7. Any sums in excess of five (5%) percent of the approved budget in the aggregate shall be approved by the Board of Trustees, followed by approval of the congregation at a general or special meeting. The Board of Trustees is also authorized to approve additional expenditures, in an emergency in order to preserve life or property.

Section 13. Officers and Trustees shall assume office after either the Annual Meeting or the last regular meeting of the Board of Trustees for the then current fiscal year, whichever is later.

Section 14. All Officers and Trustees shall continue to hold office until their successors are elected.

Section 15. Members of the Board of Trustees, as chosen lay leaders of the Congregation, shall individually and collectively be the example to the membership by regular attendance at worship services and by active participation in the life and activities of the Congregation.

ARTICLE VII - COMMITTEES OF THE BOARD

Executive Committee. There shall be an Executive Committee, chaired by the President, consisting of all of the elected Officers of the Congregation, plus one (1) member of the Board of Trustees appointed by the President and approved by the Board of Trustees. It shall be the duty of the Executive Committee to set the agenda for meetings of the Board of Trustees, and to act in emergencies or when time is of the essence and full meetings of the Board of Trustees are not practical, but in no case in contravention of any other section of these bylaws. Any emergency actions taken by the Executive Committee shall be reported at the next regular meeting of the Board of Trustees. All members of the Executive Committee shall be of the Jewish faith.

ARTICLE VIII. COMMITTEES OF THE CORPORATION

Section 1. Finance Committee. It shall be the duty of the Finance Committee to make a detailed estimate of annual revenues, operating expenses, and capital expenditures; to prepare an annual budget for the following year for presentation to the Board of Trustees; to monitor finances during the year and to make such other recommendations regarding financial matters as may from time to time be deemed appropriate. The Treasurer shall be the chair of the Finance Committee.

Section 2. Membership Committee. It shall be the duty of the Membership Committee to develop and implement programs for the recruitment, orientation, involvement, and retention of members of The Reform Temple of Rockland.

Section 3. House Committee. The House Committee shall keep the buildings and property of the Congregation in good order and repair and establish, with the approval of the Board of Trustees, rules and regulations for the use of the Congregation's physical facilities.

Section 4. Ritual Committee. It shall be the duty of the Ritual Committee, in cooperation with the clergy, to determine the rituals and provide for the observances of the Congregation, and to promote such practices in the Congregation and in the home as will enhance the values of Jewish living. Members of the Ritual Committee shall be of the Jewish faith.

Section 5. Religious School Committee. The Religious School Committee shall, in consultation with the Rabbi and Director of Congregational Learning, make recommendations to the Board of Trustees concerning general education policy, establish religious school standards, evaluate school programs, ensure the hiring and retention of quality faculty, inform the Congregation, affiliated organizations, parents and the community of school programs and promote participation in the religious education programs. The Chair of the Religious School Committee shall be of the Jewish faith.

Section 6. Human Resources Committee. The Human Resources Committee shall oversee all issues related to employee hiring, firing, grievances and ongoing performance and report to the Board of Trustees for approval. The Committee will be responsible for maintaining the Employee Handbook and to ensure that all employees and volunteers follow the guidelines of RTR along with all Federal and State laws and regulations.

Section 7. Cemetery Committee. It shall be the duty of the cemetery committee to oversee the sale of plots. The Committee will recommend policies and procedures to the Board of Trustees for approval and from time to time make modifications to the rules and guidelines governing the cemetery locations. All rules and guidelines will be in accordance with the rules and guidelines of the subject cemetery and in accordance with State law.

Section 8. Security, Health, and Safety Committee. This Committee should include a member of the House Committee, Executive Director, and the Rabbi in addition to other members. The Committee shall review all matters that relate to the safety of the congregants, staff and/or the physical building and submit recommendations to the Board of Trustees. The Security Committee shall oversee the implementation of all approved safety measures.

Section 9. Investment Committee. The Investment Committee shall recommend and implement policies to safeguard monies that are invested in financial instruments, inclusive of but not limited to CDs, bonds, and/or stocks. The Treasurer shall be the Chairperson of the committee and along with the committee members shall be responsible to monitor and oversee the investments and report to the Board of Trustees on a quarterly basis.

Section 10. Audit Committee. The Audit Committee will recommend to the Board of Trustees by June 30th, the hiring of a certified public accountant to conduct an annual independent audit of the Congregation and shall perform such other duties as set forth in the New York Not for Profit Corporations Law. The Audit Committee shall consist of no fewer than three Temple members. No officer, member of the Finance Committee, or the Investment Committee may serve on the Audit Committee. The Audit Committee shall present the findings of the independent audit to the Board of Trustees.

Section 11. Marketing Committee. The Marketing Committee will facilitate the flow of information to congregants and potential members through local newspapers, social media, and the RTR website. The Committee will also oversee the branding and communication of RTR. This committee will work closely with the Membership Committee to accomplish their mutual goals.

Section 12. Adult Education Committee. The Adult Education Committee shall, in consultation with the Rabbi and Director of Congregational Learning, develop, implement and maintain an Adult Education Curriculum. They will inform the Congregation, affiliated organizations, and the community of Adult Education programs and promote participation whenever possible.

Section 13. In addition to the duties designated by these bylaws, each Committee of the

Corporation may be assigned other and further duties by the Board of Trustees, as it shall, from time to time, deem appropriate.

Section 14. The Board of Trustees may establish such other Committees of the Corporation as it shall deem, from time to time, appropriate, and shall define the purpose of every such committee.

Section 15. All Committees of the Corporation are creations of, and are responsible to, the Board of Trustees and shall report to the Board of Trustees at least quarterly. All committee actions are advisory to the Board of Trustees unless the Board of Trustees shall delegate to a committee specific decision-making authority not otherwise specified in these bylaws.

Section 16. Each Committee of the Corporation shall also recommend to the Board of Trustees the adoption of new, or changes in, existing policy.

Section 17. Each Committee of the Corporation, in addition to the Chair, shall have at least two (2) members.

Section 18. Each Committee of the Corporation shall submit a proposed budget for the next ensuing fiscal year to the Treasurer upon request.

Section 19. The President may establish and shall advise the Board of Trustees of ad hoc committees for special purposes, which shall expire at the end of the President's term in office. Such committees shall be responsible to the President and may be disbanded by the President at any time prior to the end of their term.

ARTICLE IX – AUXILIARY ORGANIZATIONS

An auxiliary organization that operates under the umbrella of the Reform Temple of Rockland such as, but not limited to the Men's Club, the Women of Reform Judaism, and the Youth Groups, shall adhere to the policies, financial reporting, and procedures as approved by the Board of Trustees. The Congregation's leadership shall encourage members to participate in these organizations and shall encourage these organizations to affiliate with any respective regional counterparts.

ARTICLE X - MEETINGS

Section 1. The Annual Meeting of the Congregation shall be convened by the President no earlier than March, nor later than June each year. The agenda shall consist of (a) reports from the President, Treasurer, Rabbi, Cantor, Director of Congregational Learning, and committees; (b) the proposed budget for the next fiscal year; (c) the election of Officers and Trustees as necessary; and (d) such other items as shall be directed by the Board of Trustees. Every member in good standing shall be notified personally, or by first class mail, or by facsimile telecommunications, or by electronic mail, as may be determined by the Board of Trustees at least 30 days prior to the date of the Annual Meeting.

Section 2. Special meetings of the Congregation may be called by the President, or shall be called at the request of a majority of the Board of Trustees, or on written application of twenty-five (25) members in good standing. The call for a special meeting shall set forth the purpose of the meeting and every member of the Congregation shall be notified personally, or by first class mail, or by facsimile telecommunications, or by electronic mail, as may be determined by the Board of Trustees, at least ten (10) but not more than fifty (50) days prior to the time of such meeting. No business shall be transacted at such meeting except that specified in the call.

Section 3. A quorum for the Annual Meeting, or other congregational meetings, shall be calculated based on ten (10%) percent of the number of family household units in good standing. Each person entitled to vote, as specified elsewhere in these bylaws, shall count towards meeting the quorum. There shall be no voting or other representation of a voting member by proxy *except* as otherwise required by law.

ARTICLE XI - CLERGY

Section 1. RABBI

- A. The Rabbi shall follow the form, practices and usages of the Reform interpretation of Judaism.
- B. The Congregation should consider, in its selection of and relationship with the Rabbi: (1) the rules and regulations of the Joint Rabbinic Placement Commission of the Union for Reform Judaism (URJ), the Central Conference of American Rabbis (CCAR), the Hebrew Union College – Jewish Institute of Religion (HUC-JIR); and (2) the guidelines for Rabbinic Congregational Relationships (as adopted and recommended by the URJ Board and the CCAR).
- C. The Rabbi shall be elected in the following manner: (1) a special committee appointed by the President of the Congregation with the approval of the Board of Trustees shall recommend a candidate to be elected; (2) upon approval by the Board of Trustees, this recommendation shall be submitted to the Congregation at a regular or special meeting; (3) a two thirds vote of the membership present and voting shall be required for the initial election of the Rabbi.
- D. Prior to the completion of the Rabbi's contractual period of service, the Board of Trustees shall make a recommendation as to the Rabbi's reelection. This recommendation shall be submitted to a regular or special meeting of the Congregation. A majority vote of those members present and voting shall be required to act upon the recommendation of the Board of Trustees. Following the Rabbi's initial reelection by the membership, the Congregation, in reference to appropriate review, continued service, tenure, retirement, termination from services and rabbi-congregation relationships, should consider the guidelines recommended by the CCAR, and the URJ.
- E. The Rabbi shall have the right to attend all meetings of the Officers, the Board of

Trustees and the Congregation, without voting rights, except when requested to absent himself or herself. The Rabbi shall be a non-voting member of all committees. The Congregation shall consider the recommendation of the Rabbi and the appropriate congregational committee, if any, in the selection, engagement and retention of professional staff members.

Section 2. CANTOR

- A. The Cantor shall follow the form, practices and usages of the Reform interpretation of Judaism.
- B. In the selection of and the relationship with an ordained or certified cantor, the Congregation should consider the guidelines, rules and regulations of the Joint Cantorial Placement Commission of the American Conference of Cantors (ACC), the URJ and the Hebrew Union College-Jewish Institute of Religion Debbie Friedman School of Sacred Music.
- C. The Cantor shall be elected in the following manner: (1) a special committee appointed by the President of the Congregation with the approval of the Board of Trustees shall recommend a candidate to be elected; (2) upon approval by the Board of Trustees, this recommendation shall be submitted to the Congregation at a regular or special meeting; (3) a two thirds vote of the membership present and voting shall be required for the initial election of the Cantor.
- D. Prior to the completion of the Cantor's contractual period of service, the Board of Trustees shall make a recommendation as to the Cantor's reelection. This recommendation shall be submitted to a regular or special meeting of the Congregation. A majority vote of those members present and voting shall be required to act upon the recommendation of the Board of Trustees. Following the Cantor's initial reelection by the membership, the Congregation, in reference to appropriate review, continued service, tenure, retirement, termination from services and cantor-congregation relationships, should consider the guidelines recommended by the ACC, and the URJ.

Section 3. PROFESSIONAL STAFF

- A. Upon approval by the Board of Trustees, the Congregation may hire other professional staff.

ARTICLE XII – NOMINATIONS AND ELECTIONS

Section 1. Nominations of Officers and Trustees shall be made by the Nominating Committee appointed by the President, with the approval of the Board of Trustees. The Nominating Committee shall consist of three (3) members of the Board of Trustees and two (2) members of the Congregation at large. No member of the Nominating Committee or a spouse of a Committee member shall be nominated as an Officer or Trustee. The sitting president shall not be an appointed or be an ex-officio member of the nominating committee or serve as the

Chairperson of the nominating committee.

Section 2. The Nominating Committee shall nominate one candidate for each position to be filled.

Section 3. Selections of the Nominating Committee shall be reported to the Board of Trustees and notice of the nominations shall be sent by mail or verifiable electronic means to all members of the Congregation at least thirty (30) days prior to the annual meeting. The slate of nominees presented to the Board of Trustees is for informational purposes only and does not require Board of Trustee approval.

Section 4. Nominations for any elective office may also be made by petition of 20 voting members of the Congregation in good standing. All such nominations by petition must be filed with the Secretary of the Congregation at least fifteen (15) days prior to the annual meeting.

Section 5. Notice of nominations by petition must be sent by first class mail or by verifiable electronic means to all members of the Congregation at least ten (10) days before the election.

Section 6. Officers and Trustees shall be elected at the annual meeting by a majority vote of the members present and voting.

Section 7. There shall be no nomination from the floor at the annual meeting.

ARTICLE XIII - REAL ESTATE: No contract shall be entered into for the purchase, sale or mortgage of real estate except upon the recommendation of the Board of Trustees and an affirmative vote of two-thirds of the members present at a regular or special meeting of the Congregation called for that purpose.

ARTICLE XIV - FISCAL YEAR: The fiscal year shall begin on July 1st of each year.

ARTICLE XV - COMPLIANCE WITH LAW: Any Bylaw that does not conform to any applicable law is deemed amended so as to comply therewith.

ARTICLE XVI - AMENDMENTS: Amendments to the Bylaws shall be in writing and shall be initiated by 2/3 vote of the Board of Trustees, or by at least ten (10%) percent of the members of the Congregation in good standing. Such amendments may be acted on at any regular or special meeting of the Congregation called for that purpose. Copies of the proposed amendments, with the reasons therefore shall be sent by first class mail or by verifiable electronic means to each member together with the meeting notice. An affirmative vote of a majority of the members present shall be necessary to adopt any amendment.

ARTICLE XVII - RULES OF ORDER: The rules of procedure at meetings shall be determined by Robert's Rules of Order, latest revised edition, only as they conform to these Bylaws.

ARTICLE XVIII. CONTRACTS AND LEGAL DOCUMENTS IN GENERAL

Contracts and other legal documents obligating the Congregation shall require the approval of the Board of Trustees and, if approved, must be signed by the President of the Congregation. All such legal documents involving an expenditure exceeding \$100,000.00, or such other amount as may be established from time to time by the Board of Trustees, shall be approved as to form, completion, and tax exempt status impact, if any, by legal counsel to the Congregation.

ARTICLE XIX. PROHIBITED ACTIVITIES

Notwithstanding any other provision of these Bylaws, no Officer, Trustee, Clergy Member, Professional Staff Member or other employee or representative of the Congregation shall take any action or carry on any activity by or on behalf of the Congregation not permitted to be taken or carried on by an organization exempt under section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "IRC"), and regulations promulgated thereunder, as they now exist or as they may hereafter be amended, or by an organization to which contributions are deductible under section 170(c) of the IRC and regulations promulgated thereunder, as they now exist or may hereafter be amended.

ARTICLE XX. INDEMNIFICATION

The Congregation shall indemnify any person who is, or who is threatened to be made, a party to any legal proceeding because he or she was an Officer or Trustee, against all reasonable expenses (including legal fees), judgments, fines, and amounts paid in settlement (if approved by the Board of Trustees in advance) actually and necessarily incurred by such person, in connection with such action, suit or proceeding if such person reasonably believed he or she was acting in the best interest of the Congregation and, with respect to any criminal action, had no reasonable cause to believe his or her conduct was unlawful. The Temple will maintain Errors and Omissions Insurance and Officers and Directors Insurance at all times or such insurance policies as are necessary for the protection of the Officers and Trustees.

ARTICLE XXI. DISSOLUTION OR MERGER

In the event of dissolution or merger of the Congregation, no Officer, Trustee, employee, member or representative shall be entitled to any distribution or division of its remaining property, assets or proceeds. The balance of all money and other assets or property owned, held or received by the Congregation from any source, after the payment of all debts and obligations of the Congregation, shall be used exclusively for exempt purposes with the intention and purpose of the IRC as it now exists or may be amended from time to time, or it shall be distributed to an organization or organizations exempt under the IRC Section 501(c)(3). Moreover, any use or distribution of the money or property of the Congregation shall be in accord with the Congregation's purpose and, to the extent possible, shall promote similar or related purposes.

ARTICLE XXII. EFFECTIVE DATE

These Bylaws shall take effect immediately subject to Article XVI.