

**BYLAWS OF
CONGREGATION
ETZ CHAIM**

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ARTICLE I. NAME, PURPOSE, AND MEMBERSHIP

Section 1. Name. The name of the Congregation shall be CONGREGATION ETZ CHAIM.

Section 2. Purpose. The purpose of the Congregation shall be to establish and maintain a synagogue and such educational, religious, social and recreational activities as will help further the causes and objectives of the synagogue and of Judaism.

Section 3. Membership. A member shall be defined as (a) for each individual dues-paying unit, such individual provided he/she is Jewish and (b) for each family dues paying unit, each Jewish spouse and each Jewish Domestic Partner. For purposes of this Section 3, "Jewish" shall mean (a) Jewish by the halachic norm of being born of a Jewish mother or (b) Jewish by choice through a full halachic conversion process. Domestic Partners shall mean any Jewish adults who cohabitate with each other and who have been designated as Domestic Partners in a written statement, signed by both Jewish Domestic Partners and provided to the Executive Director. Domestic Partners shall no longer be considered such upon the Executive Director's receipt of a written notice to that effect, signed by either or both Domestic Partner.

A member is in good standing if he/she is current in his/her dues and other financial obligations to the Congregation. Children of members who are under the age of eighteen (18), or children who are between the ages of eighteen (18) and twenty-six (26) and are full-time students, shall be entitled to the rights and privileges of the Congregation, other than the right to vote at meetings of the members and the right to hold office or serve on the Board of Trustees.

Membership categories shall be defined by the Executive Committee and may include voting and non-voting categories and categories that receive or do not receive High Holiday tickets. In the voting category, there may be family (2 votes) and individual (1 vote) subcategories.

Section 4. Affiliation. The Congregation is formally affiliated with the United Synagogue of Conservative Judaism. The affirmative vote of two-thirds (2/3) of the members present at any annual or special meeting called for this purpose with a quorum present in accordance with Article IV, Section 3 of these Bylaws shall be required to change the affiliation of the Congregation.

ARTICLE II. EXECUTIVE COMMITTEE

Section 1. Composition. The Executive Committee shall consist of members in good standing who shall be the Officers of the Congregation, which are: (A) the President; (B) the Executive Vice President; (C) the Vice President of Communications; (D) the Chief Financial Officer; (E) the Vice President of Fundraising; (F) two (2) Vice Presidents of Religion; (G) the Vice President of Education; (H) the Vice President of Membership; (I) the Vice President of Affinity Groups; and (J) a Parliamentarian. The Executive Director shall serve as an ex-officio member of the Executive Committee but shall not be entitled to vote on any matters. Spouses and Domestic Partners may not serve on the Executive Committee at the same time.

Section 2. Powers of Executive Committee. The Executive Committee shall perform the following functions and have the following rights and powers:

- (a) Supervise the management of the day-to-day business and affairs of the Congregation, including but not limited to, supervision of the staff, the maintenance of the grounds and facilities, the authorization of community use of the facilities and all other routine operational matters.
- (b) Approve the expenditure or obligation of funds not in excess of \$10,000.00 or such greater amount as may be specified by resolution of the Board of Trustees (the "Authorized Amount") with respect to any single matter or series of related matters (as determined by the Board of Trustees). Notwithstanding this provision, the expenditure or obligation of funds not in excess of \$5,000.00 or such greater amount as may be specified by resolution of the Board of Trustees (with respect to any single matter or series of related matters as determined by the Board of Trustees) may be approved by signature of (1) the President, and (2) any Vice President or the Chief Financial Officer (without the approval of the Executive Committee).
- (c) Authorize the expenditure or obligation of funds in excess of the Authorized Amount in the event of an "Emergency." An Emergency shall mean any matter requiring the immediate expenditure of funds to provide for the preservation of the facilities and/or safety of persons utilizing the facilities or to avoid the suspension of regular operations of the facilities. The President shall call a special meeting of the Board of Trustees as promptly as possible following any Emergency.

Section 3. Duties of Officers. Each Officer may delegate such of his/her duties as may be approved by a vote of the Executive Committee to members of the Congregation's professional and clerical staff, but in such event the Officer shall retain supervisory responsibility. The duties of each Officer shall be as follows:

- (a) The President shall:
 - (1) Preside at the meetings of the Congregation, the Executive Committee, and the Board of Trustees.
 - (2) Appoint the members of each committee (unless membership in such committee is otherwise determined hereunder or by resolution of the Board of Trustees).
 - (3) Designate any additional responsibilities of each Officer, including oversight over committees which may be established but are not specified in these Bylaws.
 - (4) Serve as Chairperson of the Executive Committee and the Endowment Distribution Committee.
 - (5) Serve on the Endowment Investment Committee.
 - (6) Be authorized to sign all documents on behalf of the Congregation.
 - (7) Carry out all decisions of the members, the Board of Trustees, and the Executive Committee.
 - (8) Be an ex-officio member of all committees.

- (b) The Executive Vice President shall:
- (1) Serve in the role of President when the President is unavailable or unable.
 - (2) Serve on the Endowment Distribution Committee and the Endowment Investment Committee.
 - (3) Supervise the administrative area of the synagogue and all committees that fall within such area, including, but not limited to, the Building Enhancement Committee and Personnel Committee.
 - (4) Oversee, supervise, and participate on any other committee appointed by the President.
- (c) The Vice President of Communications shall:
- (1) Serve as the Secretary at all meetings of the Executive Committee, the Board of Trustees, and the Congregation, record the minutes at all such meetings, and maintain all such minutes.
 - (2) Draft templates of communications from Trustees to congregants.
 - (3) Supervise and oversee the Marketing Committee, if any, and be responsible for the Congregational marketing vision and strategy, including but not limited to, digital and mobile components and social media presence.
 - (4) Oversee, supervise, and participate on any other committee appointed by the President.
- (d) The Chief Financial Officer shall:
- (1) Be custodian of all funds belonging to the Congregation.
 - (2) Prepare and present the annual budget to the Board of Trustees for approval.
 - (3) Make disbursements of funds as may be authorized hereunder.
 - (4) Submit to the Board of Trustees, the Executive Committee and the members at each meeting thereof such reports on the financial affairs of the Congregation as the Board of Trustees and Executive Committee shall direct.
 - (5) Serve as Chairman of the Finance Committee and the Endowment Investment Committee.
 - (6) Serve on the Endowment Distribution Committee.
 - (7) Assist the Vice President of Fundraising with major fundraising initiatives.
 - (8) Oversee, supervise, and participate on any other committee appointed by the President.

- (e) The Vice President of Fundraising shall:
 - (1) Supervise Congregation-wide Fundraising Committees and initiatives (except Affinity Group fundraising).
 - (2) Oversee, supervise, and participate on any other committee appointed by the President.

- (f) Two (2) Vice Presidents of Religion shall:
 - (1) Implement and support the Senior Rabbi's responsibilities and decisions regarding Congregational ritual practices, High Holiday services, Kashrut Administration, and Chevra Kadisha.
 - (2) Supervise committees related to religious services and rituals.
 - (3) Work with the President to assign, invite, and implement High Holiday Honors.
 - (4) Oversee, supervise, and participate on any other committee appointed by the President.

- (g) The Vice President of Education shall:
 - (1) Supervise and oversee educational programs, such as Preschool, Religious School, Adult Education, and Library Services.
 - (2) Oversee, supervise, and participate on any other committee appointed by the President.

- (h) The Vice President of Membership Services shall:
 - (1) Supervise and oversee the recruitment of new members and the retention of current members.
 - (2) Supervise and oversee committees that honor/recognize volunteers, such as Shabbat honors and Shabbat greeters.
 - (3) Oversee, supervise, and participate on any other committee appointed by the President.

- (i) The Vice President of Affinity Groups shall:
 - (1) Supervise and oversee demographically targeted organizations, such as Sisterhood, Men's Club, 3-Score and More (or Less), Young Families, Young Adults, College Connection, Youth Commission, Social Action, and Chavurot.
 - (2) Oversee, supervise, and participate on any other committee appointed by the President.

- (j) The Parliamentarian shall:
- (1) Be the First Past President of the Congregation, unless he/she cannot remain on the Executive Committee.
 - (2) Be the Chair of the Nominating Committee.
 - (3) Serve on the Endowment Distribution Committee (if the Parliamentarian is the First Past President of the Congregation).
 - (4) Ensure that all meetings of the Executive Committee, Board of Trustees and Congregation run according to parliamentary procedure as set forth in Robert's Rules of Order.
 - (5) Interpret the Bylaws.
 - (6) Ensure all Board of Trustee members (Executive, Organizational, and At-Large) are fulfilling their Trustee specific and general responsibilities, including but not limited to attendance at meetings, participation at meetings, and congregant communications.
 - (7) Work with President as needed when issues arise regarding Board of Trustee member fulfillment of responsibilities.
 - (8) Oversee, supervise, and participate on any other committee appointed by the President.

Section 4. Meetings. The Executive Committee shall meet at least nine (9) times per year with no gap of more than seventy-five (75) days occurring between meetings. Meetings shall be called by the President or, in the President's absence, by the Executive Vice President.

Section 5. Quorum. At least a majority of the members of the Executive Committee shall constitute a quorum for the transaction of any business. One (1) or more members of the Executive Committee who participate in a meeting by means of telephone or electronic communication shall be deemed present and in attendance for all purposes at such meeting, provided all persons participating in the meeting can hear each other. Officers are not considered present for an Executive Committee meeting by proxy.

Section 6. Term of Office. At each annual meeting of the members of the Congregation, Officers shall be elected by the members of the Congregation for a term of one (1) year and shall serve until their successors are duly elected.

Section 7. Voting. All members of the Executive Committee shall be entitled to vote, but only members of the Executive Committee who are present at a meeting shall be entitled to vote on the matters brought before such meeting. Officers may not vote by proxy in Executive Committee meetings.

Section 8. Action Without a Meeting. Any action by the Executive Committee required or permitted to be taken at any meeting may be taken without a meeting only if exceptional circumstances exist (as determined by the President or Executive Vice President) such that action cannot be taken at a meeting. Action taken without a meeting shall be valid and

effective only if a majority of the Officers on the Executive Committee consent to such action in writing, sent via hand delivery, regular first class or electronic mail or facsimile. Such consents must describe the action taken and be signed by no fewer than a majority of the Officers on the Executive Committee.

Section 9. Succession. No member may serve as an Officer in a particular office for more than three (3) consecutive years.

Section 10. Removal. If an Officer has failed to attend three (3) consecutive regularly scheduled meetings of the Executive Committee, the President and Parliamentarian shall confer with the Officer regarding the absences and the President and Parliamentarian shall report his/her findings to the Executive Committee. Thereafter, such Officer may be removed from office by a vote of two-thirds (2/3) of the Officers present and entitled to vote at a meeting of the Executive Committee.

Section 11. Vacancies. Should the office of the President become vacant, the Executive Vice President shall serve as President until elections may be held as provided herein. Vacancy in any other office shall be filled by a majority vote of the Board of Trustees, and the member so designated shall serve the balance of the term of the vacating Officer and shall be eligible to serve three (3) additional successive one (1) year terms.

Section 12. Reporting. The Executive Committee shall keep a complete report of its activities and tender reports of its activities to the Board of Trustees as may be required from time to time.

Section 13. Authority. Any action which is not explicitly authorized herein and is taken by the Executive Committee shall be subject to revision, alteration or repeal by the Board of Trustees, provided that the rights of third persons shall not be affected by such revision, alteration or repeal.

ARTICLE III. BOARD OF TRUSTEES

Section 1. Composition. The Board of Trustees shall consist of an odd number of members in good standing comprised of the eleven (11) members of the Executive Committee, at least seven (7) and no more than twelve (12) Organizational Trustees (which constitution may change from time-to-time as described below), and a minimum of eight (8) At-Large Trustees (which number may change from time-to-time based on the size of the Congregation as provided below).

- (a) The Organizational Trustees shall be one (1) President/Chairperson of each significant committee, organization, and key constituency reflecting the current and active membership of the Congregation (each a "Congregational Organization"), as determined by the Nominating Committee on July 1 of each nominating year. Unless the Nominating Committee determines that any of these Congregational Organizations must be removed in accordance with Article III, Section 1 (b) below, then pursuant to Article III, Section 1 (d) below, by the end of the first two (2) nominating and election cycles after these Bylaws are adopted by the Congregation, there shall be ten (10) Organizational Trustees representing the following ten (10) initial Congregational Organizations: (A) Sisterhood; (B) Men's Club; (C) Preschool Board; (D) Board of Education; (E) Youth Commission; (F) 3-Score and More (or Less); (G) Membership

Recruitment Committee; (H) Membership Retention Committee; (I) Adult Education Committee; and (J) Social Action Committee.

- (b) The Nominating Committee shall not establish a new Organizational Trustee position unless and until the proposed Congregational Organization it is to represent has been in existence and active for at least one (1) year prior to July 1 of such nominating year. Once an Organizational Trustee position representing a particular Congregational Organization has been established on the Board of Trustees, it shall not be removed unless and until the Nominating Committee determines that such Congregational Organization it represents has become inactive, insignificant, or has no President/Chairperson.
- (c) There shall be at least one (1) non-Executive Committee member Trustee for every thirty (30) member households in the Congregation as of July 1 of such nominating year; provided, however, there shall never be less than eight (8) At-Large Trustees and the number of non-Executive Committee member Trustees shall be chosen by the Nominating Committee so that the Board of Trustees always consists of an odd number of people.
- (d) The Executive Committee shall determine a transition plan to implement this new Board of Trustee composition provision during the two (2) nominating and election cycles after these Bylaws are adopted by the Congregation.
- (e) Spouses and Domestic Partners may not serve on the Board of Trustees at the same time. If one (1) spouse or Domestic Partner is on the Executive Committee or is an At-Large Trustee at the same time as the other spouse or Domestic Partner would be an ex officio Organizational Trustee, then the other Co-President/Co-Chairperson of the relevant Congregational Organization shall serve as the Organizational Trustee; and if both Co-Presidents/Co-Chairpersons of the Congregational Organization have the same conflict described herein or there is only one (1) President/Chairperson of such Congregational Organization, the President(s)/Chairperson(s) of the relevant Congregational Organization (with the consent of the Parliamentarian) shall designate a qualified individual from such Congregational Organization to serve as the Organizational Trustee therefrom, with all rights and obligations afforded an Organizational Trustee.
- (f) Except as aforesaid, and as described in Article III, Section 8 below, the role of Organizational Trustee may not be held by any member other than the President/Chairperson of the relevant Congregational Organization.

Section 2. Powers and Duties. The Board of Trustees shall perform the following functions and have the following rights and powers:

- (a) Approve the annual budget.
- (b) Review the minutes of the Executive Committee.
- (c) Approve expenditures in excess of the Authorized Amount.
- (d) Develop and oversee the implementation of the strategic plan for the Congregation.

- (e) Develop and oversee the implementation of long-range plans for the Congregation.
- (f) Purchase or otherwise acquire, hold, own or lease real property and to convey, sell, assign, transfer, lease, mortgage, encumber, exchange or otherwise dispose of such property when authorized by a majority of those present and entitled to vote at any annual or special meeting of the Congregation.
- (g) Authorize the Congregation to borrow money, to execute such evidence of indebtedness as may be necessary, and to secure the same by pledge, mortgage, or other required security instrument of the whole or any part of the assets -- real, personal or otherwise -- of the Congregation; provided, however, that any borrowing which, if incurred, would result in the total outstanding borrowings of the Congregation being in excess of fifty percent (50%) of the gross revenues of the Congregation as reflected on the income statement for the previous fiscal year must be authorized by a majority of those present and entitled to vote at an annual or special meeting of the members of the Congregation.
- (h) Approve the acceptance by the Congregation of any in-kind donation and any cash donation that is directed to the purchase of specified items or services, in each case if the amount of such donation is in excess of \$5,000.00. Cash donations that are directed towards one (1) or more Congregation funds shall not require any approval by the Board of Trustees.
- (i) Authorize the expenditure or obligation of funds in excess of the Authorized Amount.
- (j) Authorize officers, employees and agents of the Congregation to have such other duties and authority as may be conferred upon such officer, employee or agent by the Board of Trustees.
- (k) Organizational Trustees shall chair the organizations and committees which they represent and report on such organizations/committees to the Board of Trustees as a whole.
- (l) At-Large Trustees shall chair all special purpose committees and task forces, whenever possible, with a corresponding Executive Committee member as a participant and report on such special purpose committees/task forces to the Board of Trustees as a whole.
- (m) Non-Executive Committee member Trustees (i.e. Organizational Trustees and At-Large Trustees) shall act as congregant liaisons for no more than thirty (30) member households in the Congregation as of July 1 of any nominating year.

Section 3. Meetings. Regular meetings of the Board of Trustees shall be held at least nine (9) times per year with no gap of more than seventy-five (75) days occurring between meetings. Special meetings of the Board of Trustees may be called by the President as he/she may deem necessary or within fourteen (14) days of the written request of twenty-five percent (25%) or more of the members of the Board of Trustees entitled to vote.

Section 4. Quorum. The presence, in person, of a majority of the members of the Board of Trustees entitled to vote shall constitute a quorum at any regular or special meeting of the Board of Trustees. No member of the Board of Trustees is considered present for any Board of Trustees meeting by proxy.

Section 5. Voting. All members of the Board of Trustees shall be entitled to vote, but only members of the Board of Trustees who are present, in person, at a Board meeting shall be entitled to vote on the matters brought before such meeting. Board of Trustees may not participate in Board of Trustee meetings by proxy or by electronic means.

Section 6. Action Without a Meeting, Any action by the Board of Trustees required or permitted to be taken at any meeting may be taken without a meeting only if exceptional circumstances exist (as determined by the President or Executive Vice President) such that action cannot be taken at a meeting. Action taken without a meeting shall be valid and effective only if a majority of the Board of Trustees consents to such action in writing, sent via hand delivery, regular first class or electronic mail or facsimile. Such consents must describe the action taken and be signed by no fewer than a majority of the Board of Trustees and such consents shall be filed with the minutes of the Board of Directors.

Section 7. Term of Office. At each annual meeting of the members of the Congregation, the At-Large Trustees shall be elected by the members of the Congregation for a term of two (2) years and shall serve until their successors are duly elected. A member holding a position as an Organizational Trustee shall serve as such Organizational Trustee for a maximum term of two (2) years and shall serve until their successors are duly designated from the respective Congregational Organization as described below.

Section 8. Succession. Members of the Board of Trustees may serve no more than two (2) consecutive two (2)-year terms as At-Large or Organizational Trustees or any combination thereof. If a member serving as an Organizational Trustee remains the President/Chairperson of one (1) or more Congregational Organization and represents any combination of such Congregational Organization(s) on the Board of Trustees for four (4) consecutive years, such President/Chairperson (with the consent of the Parliamentarian and the President) shall designate a qualified individual from any/each such Congregational Organization(s) to serve as the Organizational Trustee for the next term of office and any successive terms of office thereafter. Except as aforesaid, and as described in Article III, Section 1 above, the role of Organizational Trustee may not be held by any member other than the President/Chairperson of the relevant Congregational Organization. Nothing herein shall prevent the election of a person as an Officer of the Congregation who may be ineligible to continue to serve as an At-Large or Organizational Trustee under the provisions hereof.

Section 9. Removals. Any member of the Board of Trustees who has failed to attend three (3) consecutive regularly scheduled meetings of the Board of Trustees may be removed from office by a vote of two-thirds (2/3) of the Trustees present and entitled to vote at a meeting of the Board of Trustees. After the third consecutive absence, the President and Parliamentarian shall confer with the Trustee regarding the absences, and the President and Parliamentarian shall report to the Board of Trustees.

Section 10. Vacancies. All vacancies which occur on the Board of Trustees shall be filled as soon as possible by appointment of the President, subject to approval of the majority vote of the Board of Trustees. If an Organizational Trustee seat is vacant, the President shall use his/her best efforts to fill such vacancy with another representative from the same Congregational Organization. Any person appointed to fill a vacancy on the Board of Trustees shall serve the remainder of the term and then shall be eligible for election for two (2) additional successive two (2)-year terms.

**ARTICLE IV.
MEETINGS OF THE CONGREGATION**

Section 1. Annual Meeting. The annual meeting of the Congregation shall be held each year on the first Sunday in December, but no earlier than December 2, at such place as shall be designated by the Board of Trustees. Written notice of the annual meeting shall be sent electronically or by regular first class mail to each member of the Congregation at least thirty (30) days prior thereto.

Section 2. Special Meetings. Special meetings of the Congregation shall be called by (1) the President, as he/she shall deem necessary, (2) at the request of a majority of the Board of Trustees, or (3) upon the written application of fifty (50) voting members of the Congregation. Written notice of each special meeting shall be mailed to each member of the Congregation at least thirty (30) days prior thereto. The notice of each special meeting shall state the nature of the business to be transacted thereat, and no other business shall be transacted at any special meeting.

Section 3. Quorum. A quorum of at least thirty-three percent (33%) of the members shall be required to conduct a vote to change the affiliation of the Congregation. The quorum necessary to vote on the election of Officers and At-Large members of the Board of Trustees shall be equal to the number of members who attend the meeting at which such election shall take place. On all other matters brought to a vote of the members of the Congregation, a quorum of fifteen percent (15%) of the members shall be required to conduct a vote.

Section 4. Entitlement to Vote. Each member in good standing shall have the right to cast one (1) vote at all meetings of the Congregation on all matters to come before the Congregation. Some membership categories do not have any voting rights, for categories that do have voting rights, family membership categories shall have two (2) votes per household and individual membership categories shall have only one (1) vote per household.

Section 5. Voting for Trustees/Officers. A member need not vote for as many vacancies as remain to be filled. The voting may be oral, unless there is more than one (1) candidate for a position, in which case the voting shall be by secret, written ballot. The votes shall be counted and certified by the Vice President of Communications. The candidate with the majority of votes for each position cast shall be elected.

Section 6. Proxy. Voting at the annual meeting and all special meetings shall be by those members of the Congregation present and entitled to vote. Voting by proxy shall only be permitted as specified in Section 7 below.

Section 7. Directed Proxies. In the event a member is unable to attend any Congregational annual or special meeting, such member may request a directed proxy from the Vice President of Communications to participate in votes regarding, but only regarding, the following matters: (1) the election of Officers and/or At-Large members of the Board of Trustees, (2) amendments to these Bylaws and (3) a change in the affiliation of the Congregation. Such request shall be submitted in writing or electronically to the Vice President of Communications no later than seven (7) days prior to the date of the meeting. The Vice President of Communications shall then deliver a directed proxy to the requesting member no later than five (5) days prior to the date of the meeting. All directed proxies which are completed by the requesting member and submitted in writing or electronically to the Vice

President of Communications prior to the commencement of the meeting shall be counted for purposes of a quorum and for purposes of voting on such matters.

Section 8. Action Taken Without a Meeting. At the discretion of the Board of Trustees, any action that may be taken by the Congregational members at any meeting may be taken without a meeting if the Board of Trustees delivers a written consent form or written ballot to every member entitled to vote on the matter.

(a) **Ballot.** A written ballot shall set forth each proposed action and provide an opportunity to vote for or against each proposed action. Approval by written ballot shall be valid only when the number of votes cast by ballot equals or exceeds the quorum required to be present at a meeting authorizing the action, and the number of approvals equals or exceeds the number of votes that would be required to approve the matter at a meeting at which the total number of votes cast was the same as the number of votes cast by ballot. All solicitations for votes by written ballot shall: (i) indicate the number of responses needed to meet the quorum requirements; (ii) state the percentage of approvals necessary to approve each matter other than election of Trustees; and (iii) specify the time by which a ballot must be received by the Board of Trustees in order to be counted. A written ballot may not be revoked. The Congregation shall maintain such ballots in its file for at least three (3) years.

(b) **Written Consent.** Approval by written consent shall be valid only when the number of written consents setting forth the actions taken is received and equals or exceeds the requisite percentage of the voting power required to pass such action at a meeting held on the date that the last consent is executed. Executed written consents shall be included in the minutes or filed with the Congregation's records. If an action of the members is approved by written consent hereunder, the Board of Trustees shall issue written notice of such approval to all members who did not sign written consents. Membership approval shall be effective ten (10) days after written notice is issued.

(c) **Delivery and Return of Ballots and Consent Forms.** The Board of Trustees may deliver ballots and consent forms by personal delivery, U.S. Mail, facsimile transmission, electronic mail, or other electronic means. Members shall deliver their vote by ballot or consent form by whatever means is specified by the Board of Trustees.

ARTICLE V. NOMINATION AND ELECTION OF OFFICERS AND TRUSTEES

Section 1. Nominating Committee. At a meeting of the Board of Trustees which shall precede the annual meeting of the members of the Congregation by at least ninety (90) days, the Board of Trustees shall appoint a Nominating Committee consisting of the Parliamentarian (who shall serve as chair of the Nominating Committee) and six (6) additional members selected by a majority vote of the Board of Trustees. No more than two (2) of such additional members may be members of the Board of Trustees, and no Officer (other than the Parliamentarian) shall be eligible for membership on the Nominating Committee. No more than two (2) members of the Nominating Committee may have served on the immediately preceding Nominating Committee. No member of the Nominating Committee may be nominated as an Officer, Organizational Trustee, or At-Large Member of the Board of Trustees while serving on the Nominating Committee.

Section 2. Notice to Members. The President shall cause each member of the Congregation to receive written notice of the composition of the Nominating Committee. The

notice shall include an invitation for members to submit names for consideration as Officers and/or At-Large Trustees. The Nominating Committee shall not convene until at least seven (7) days after such notice has been sent to the members.

Section 3. Quorum of Nominating Committee. A quorum of the Nominating Committee shall consist of at least five (5) of its members.

Section 4. Report of the Nominating Committee. At least thirty (30) days prior to the annual meeting of the members of the Congregation, the Nominating Committee shall cause to be mailed to the members of the Congregation its recommended slate of At-Large Trustees and Officers. The Nominating Committee shall nominate at least one (1) member of the Congregation for each available office and vacancy on the Board of Trustees and of the Officers.

Section 5. Nomination by Petition. Any member of the Congregation eligible to serve and desiring to be nominated as an At-Large Trustee or Officer, or another member of the Congregation on his/her behalf, may initiate a written petition for the nomination of such member. Such written petition for nomination must be signed by ten (10) additional members of the Congregation and must be filed with the President at least twenty (20) days prior to the annual meeting. The President shall cause to be mailed to the members of the Congregation a list of those members nominated by written petition at least fifteen (15) days prior to the annual meeting.

Section 6. Nominations from Floor. No nominations shall be made from the floor at the annual meeting, except that if, at the time of such elections, there is not a sufficient number of eligible nominees to fill the positions which are open for election, nominations shall be then authorized from the floor.

ARTICLE VI. COMMITTEES

Section 1. Finance Committee. The Finance Committee shall consist of not less than five (5) members, one (1) of whom shall be the Chief Financial Officer, who shall chair the Finance Committee and shall have the general authority to audit all finances of the Congregation and bills presented against it, to prepare an annual budget subject to Board of Trustees approval, and to supervise generally the financial affairs of the Congregation.

Section 2. Endowment Distribution Committee. The Endowment Distribution Committee shall consist of the President, the Executive Vice President, the First Past President, the CFO, one (1) Presidential appointee, the Senior Rabbi (who shall not have a vote on this committee), and the Executive Director (who shall not have a vote on this committee) unless otherwise provided in the Endowment Program guidelines. The Endowment Distribution Committee shall perform all functions as described in the Endowment Program guidelines.

Section 3. Endowment Investment Committee. The Endowment Investment Committee shall consist of the President, the Executive Vice President, the CFO, and any other individuals appointed by the President. The Endowment Investment Committee shall perform all functions as described in the Endowment Program guidelines.

Section 4. Board of Education. As long as the Congregation has a religious school, the Board of Education shall be responsible for supervising the activities of the religious school. This committee shall report to the Vice President of Education.

Section 5. Preschool Board. As long as the Congregation has a preschool, the Preschool Board shall be responsible for supervising the activities of the preschool. This committee shall report to the Vice President of Education.

Section 6. Youth Commission. As long as the Congregation has youth groups, the Youth Commission shall supervise the activities of the Congregation's Youth Department. This committee shall report to the Vice President of Affinity Groups.

Section 7. Membership Recruitment Committee. The Membership Committee shall assist with recruiting and securing new members. This committee shall report to the Vice Presidents of Membership Services.

Section 8. Membership Retention Committee. The Membership Committee shall assist with the retention of current members and help honor/recognize volunteers. This committee shall report to the Vice President of Membership Services.

Section 9. Other Committees. The Board of Trustees, Executive Committee or President may establish from time to time such other and further standing and special committees and task forces as shall be deemed necessary and appropriate in the circumstances.

ARTICLE VII. THE RABBIS

Section 1. Selection. The Rabbi(s) shall be selected by the Board of Trustees, and the Board of Trustees may designate one (1) Rabbi as the Senior Rabbi. The Board of Trustees is required to authorize a committee of no greater than five (5) members in good standing to establish the terms of employment of the Rabbi(s).

Section 2. Duties and Privileges. The Rabbi, or in the case a Senior Rabbi has been designated, the Senior Rabbi shall be the chief spiritual leader of the Congregation. The Senior Rabbi and any other Rabbis shall perform such duties as are customary for their respective positions.

Section 3. Membership. Each Rabbi and such Rabbi's spouse (if any) shall automatically be a member of the Congregation for so long as he/she shall serve as a Rabbi of the Congregation.

ARTICLE VIII. MISCELLANEOUS

Section 1. Seating. Seats in the main sanctuary shall not be permanently assigned.

Section 2. Safekeeping of Funds. All operating funds of the Congregation shall be deposited in checking, savings, or money market accounts or certificates of deposit issued by a federally insured bank, trust company or other financial institution located in the United States and approved by the Finance Committee. All endowment funds of the Congregation, or other funds identified by the Board of Trustees as long-term funds, shall be managed by the

investment firm utilized by the Jewish Federation of Greater Atlanta or shall be managed in such other manner as may be approved by a two-thirds (2/3) majority of the Trustees present and entitled to vote at a meeting of the Board of Trustees.

Section 3. Rules of Procedure. The rules of procedure at all meetings of the Congregation and the Board of Trustees shall be determined by "Robert's Rules of Order," latest revised edition.

Section 4. Amendments. Any proposal to amend these Bylaws shall be presented in writing or electronically by either a Trustee, Officer or at least fifteen (15) members of the Congregation to the Vice President of Communications. The Vice President of Communications shall present the proposal to the Board of Trustees at least thirty (30) days before it shall be presented to the Congregation for action. The proposed amendment may then be acted upon at any regular or special meeting at which it is to be considered. To be adopted, a proposal for amendment must receive the affirmative vote of two-thirds (2/3) of the members present and entitled to vote at the meeting duly called for such purpose.

Section 5. Notices. All written notices to members of the Congregation, Officers and/or Trustees must be sent by electronic mail or United States mail, postage prepaid, to their last known place of residence.

Section 6. Captions. The captions herein are inserted only as a matter of convenience and for reference. They in no way define, limit, or describe the scope or intent of these Bylaws.

Section 7. Gender and Grammar. The use of the masculine or feminine gender in these Bylaws shall be deemed to include the opposite gender, and the use of the singular shall be deemed to include the plural whenever the context so requires.

Section 8. Severability. Whenever possible, each provision of these Bylaws shall be interpreted in such manner as to be effective and valid, and the invalidity of any part of these Bylaws shall not impair or affect in any manner the validity, enforceability, or effect of the balance of these Bylaws.

[CERTIFICATION ON NEXT PAGE]

CERTIFICATION

We, the undersigned, do hereby certify:

We are the duly elected and acting PRESIDENT and EXECUTIVE VICE-PRESIDENT of CONGREGATION ETZ CHAIM, a Georgia Non-Profit Corporation; and

That the foregoing Bylaws constitute the Bylaws of said Congregation, as duly adopted by the Board of Directors and the members of the Congregation on the _____ day of _____, 2017.

IN WITNESS WHEREOF, we have hereunto subscribed our names on this _____ day of _____, 2017.

CONGREGATION ETZ CHAIM

_____(Seal)
President

_____(Seal)
Executive Vice-President