

**TEMPLE SHALOM**  
**CONSTITUTION AND BYLAWS**

Chartered December 30, 1965  
Ratified January 1966  
As amended through October 26, 2014

**TEMPLE SHALOM  
CONSTITUTION AND BYLAWS**

**ARTICLE 1**

NAME

This Congregation shall be known as Temple Shalom.

**ARTICLE 2**

PURPOSE

**MISSION STATEMENT:** To inspire in our congregation an enduring relationship with God, Torah, Israel and the Jewish people through communal worship, study, gathering and community service.

Section 1. Temple Shalom will function in an inclusive and egalitarian atmosphere. To ensure the continuity of the Jewish people, Temple Shalom shall promote the education of the fundamental and enduring principles of Judaism as understood and practiced by the Reform Movement, and apply those principles to the values and conduct of the individual, the family and the society in which we live and participate. In order to advance the cause of Reform Judaism in America, in Israel and throughout the world, Temple Shalom shall affiliate itself with the Union for Reform Judaism, herein referred to as URJ.

Section 2. Temple Shalom shall be operated as a tax exempt organization under Section 501c(3) of the Internal Revenue Code.

**ARTICLE 3**

MEMBERSHIP AND DUES

Section 1. Any adult person who wishes to be associated with the Jewish faith may be admitted to the class of regular membership on approval of his/her application by the Board of Trustees. An "adult" is a person age 18 years or older.

Section 2. A unit of regular membership shall be (a) the individual adult, or (b) the family. A member of a family unit who is unmarried and under twenty-six (26) years of age shall be considered part of his or her family unit and not as an individual member, unless they choose to become a member in their own right.

Section 3. Each of the following shall be entitled to vote: (a) the individual adult member, (b) in the case of a family, each adult member of the family shall have one vote with a maximum of two (2) votes per family. Voting by proxy shall not be permitted at any meeting.

Section 4. The Board of Trustees may establish other classes of membership in the Congregation, and will define the standards, rights and privileges associated with these other classes of membership.

Section 5. For the purpose of raising the revenues necessary for the maintenance of the Congregation, the Board of Trustees shall annually fix the amount of dues of the membership. The Board of Trustees shall have the power to establish procedures to vary dues for good cause in individual cases. The Board of Trustees shall also have the authority to establish capital fund requirements.

Section 6. The Board of Trustees may levy special assessments upon the members of the Congregation, subject to the approval of the members of the Congregation at a regular or special meeting.

Section 7. Dues are payable in advance. A member in arrears for six months in his/her dues or twelve months in other obligations may, on the vote of the Board of Trustees, be suspended from membership after thirty days notice in writing, the written notice to be sent to the member by registered or certified mail to the last address on record in the books of the Congregation. Upon suspension, all rights and privileges of the suspended member in the Congregation shall cease. A member thus suspended may be reinstated by the Board of Trustees on payment of all arrears and compliance with any other terms the Board of Trustees may stipulate.

Section 8. The resignation of any member shall not relieve him/her from the payment of any obligation due the Congregation at the time of resignation.

Section 9. The death or divorce of a member in good standing shall not terminate the membership of the surviving or remaining individual for the remainder of the fiscal year of the Congregation.

## **ARTICLE 4**

### **BOARD OF TRUSTEES AND THEIR DUTIES**

Section 1. The Board of Trustees shall consist of (a) the officers of the Congregation, (b) the Immediate Past President of the Congregation, (c) the Trustees-at-large (the number of which shall be determined under Section 3 below) elected by the Congregation, (d) the President of the Sisterhood, (e) the President of the Brotherhood, (f) the President of the senior Youth Group, (g) the Congregation member(s) serving on the National URJ Board (as provided in Section 14 below), and (h) the Congregation member(s) serving on the URJ Southwest Region Board (as provided in Section 14 below). All Trustees, except the President of the senior Youth Group, must be members in good standing of the Congregation and of the Jewish faith. The term "Senior Youth Group" means "SHFTY" or, if "SHFTY" ceases to exist, such other youth group of the Congregation selected by the Board of Trustees.

Section 2. One half the number of Trustees-at-large shall be elected each year at the annual meeting of the Congregation. Trustees-at-large shall take office on the June 1<sup>st</sup> following their election and serve for a period of two years, or until their successors are elected and qualified. Trustees-at-large may be re-elected for one additional term. Thereafter, an elected Trustee-at-large shall not again be eligible for election to the Board of Trustees until after the lapse of one year.

Section 3. The number of Trustees-at-large shall be equal to the sum of: (a) eight (8) plus (b) for each one hundred units of regular membership in excess of one hundred on the rolls of the Congregation at the close of a fiscal year, two additional Trustees-at-large shall be elected at the annual meeting of the following fiscal year. At the annual meeting at which additional Trustees-at-large are elected pursuant to the previous sentence, one-half (1/2) of the additional Trustees-at-large shall be elected for a one (1) year term and one-half (1/2) of the additional Trustees-at-large shall be elected for a two (2) year term. At each annual meeting thereafter, the successor to the initial additional Trustee-at-large whose term expires at that annual meeting shall be elected for a two (2) year term in accordance with this Article 4.

Section 4. Every person who shall have served at least one full term as President of the Congregation shall, after retiring from such office, become an honorary member of the Board of Trustees. Honorary Trustees, other than the Immediate Past President, shall have none of the powers or privileges of the Board of Trustees as herein designated but shall be entitled to attend all meetings of the Board of Trustees and to participate in the discussions thereat.

Section 5. The Board of Trustees shall be responsible for overseeing the management of the general management of the affairs, activities, funds, records and property of the Congregation. The Board of Trustees shall act on all matters of policy, fill all vacancies in its personnel until the next Congregational election, and perform such other duties as the members of the Congregation in regular or special meetings assembled from time to time may prescribe.

Section 6. The Board of Trustees shall have the power to: engage and to terminate the engagement of any contract employee of the Congregation (except for hiring or termination of a full-time Senior Rabbi pursuant to Article 6 Section 1), manage all properties, real and personal, belonging to the Congregation; establish the functions, duties, and responsibilities of all employee and staff positions of the Congregation, including clergy; to approve or reject any legal documents or agreements negotiated by the President on behalf of the Congregation; sell, lease, rent, convey, mortgage or pledge any real estate, bonds, securities or other property; borrow money; execute and deliver notes evidencing such borrowing and mortgages or pledges in order to secure the same (except as described in Article 9, Section 4); invest and reinvest any funds belonging to the Congregation; and to delegate to any officer or officers of the Congregation the power and authority to execute and deliver in the name of the Congregation all documents necessary or appropriate to carrying out the foregoing powers. The Board of Trustees, upon a vote of three-fourths (3/4ths) of the members of the Board of Trustees present at a duly called meeting, shall have the authority to expend funds for any matter not included in the annual budget of the Congregation or in excess of a budgeted amount.

Section 5. The Board of Trustees shall have the power to require any officer, agent or employee of the Congregation to furnish bond in such amount and with such conditions and security as said Board may from time to time determine. The Congregation shall pay the cost of such bond.

Section 8. The Board of Trustees shall meet once every month. In addition, special meetings of the Board of Trustees may be called at any time by the President, by at least three (3) members of the Executive Committee (hereinafter defined) or by at least ten (10) members of the Board of Trustees. The call for a special meeting shall be by written or oral notice to each member of the Board of Trustees which notice shall be given (a) at least ten (10) days prior to the date of the called meeting if the special meeting is called by other than the President or (b) at least forty-eight (48) hours prior to the date of the called meeting if the special meeting is called by the President. The notice shall set forth the purpose, date, time and place of such special meeting. No other business shall be conducted at the special meeting other than as set forth in the notice thereof.

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

Section 6. The office of any Trustee-at-large or of any officer who is absent without adequate excuse (a) from more than three (3) successive Board of Trustees regular meetings or (b) from more than five (5) Board of Trustees regular meetings during the fiscal year of the Congregation may be declared vacant by the Board of Trustees.

Section 7. The Board of Trustees shall have the power to remove any officer or member of the Board of Trustees for just cause upon the vote of two-thirds of the Board of Trustees.

Section 8. The President of the Sisterhood of the Congregation, the President of the Brotherhood of the Congregation and the President of the senior Youth Group of the Congregation shall serve for a period concurrent with their terms as President of the respective organizations of the Congregation and shall have all powers and privileges of a member of the Board of Trustees as herein designated, except the President of the senior Youth Group will not have voting powers and will not be counted in considering a quorum.

Section 13. Members of the Congregation who serve on the National URJ Board shall serve on the Board of Trustees for a period concurrent with their terms as National URJ Board members and shall have all powers and privileges of a member of the Board of Trustees as herein designated. Members of the Congregation who serve on the URJ Southwest Region Board of Directors shall be ex-officio members of the Board of Trustees for a period concurrent with their term as a URJ Regional Board member.

Section 9. Should a vacancy occur on the Board of Trustees as provided in Section 11 and Section 12 above, or should a Trustee-at-large resign, die or cease to be a member in good standing of the Congregation, the nominating committee will propose a successor to serve out the term with the approval of the Board of Trustees. A Trustee-at-large who becomes a Trustee in this manner will only serve through May 31<sup>st</sup>. Terms filled in this manner shall not count against term limits as provided in Section 2 above.

## ARTICLE 5

### OFFICERS AND THEIR DUTIES

Section 1. The Officers of the Congregation shall consist of a President, three Vice-Presidents, a Secretary, a Financial Director and a Treasurer. All Officers must be a member of the Board of Trustees at the time of nomination or have been a member of the Board of Trustees within the previous three (3) years, be a member in good standing of the Congregation and be of the Jewish faith. The Officers, together with the Immediate Past President, shall constitute and serve as the Executive Committee. All Officers shall be elected by the Congregation for a term of one year at the annual meeting of the Congregation with the term to commence the following June 1st.

Section 2. The duties of the President shall be to: preside at all meetings of the Congregation, of the Board of Trustees and of the Executive Committee; when authorized by the Board of Trustees, negotiate all legal documents or agreements for the Congregation, including employment agreements; call special meetings of the Congregation, the Board of Trustees and the Executive Committee; sign all legal documents on behalf of the Congregation; establish all task forces and working groups to study particular matters and to report back to the Executive Committee and/or the Board of Trustees; and appoint all committee chairs. The President shall be an ex officio member of all committees except the Nominating Committee. The President shall also perform all other duties incident to the office.

Section 3. The duties of the Vice-Presidents shall be to act for the President at any time the President is unable to act; to perform such duties and supervise such projects as the President assigns to them; and to serve as liaisons to various committees, as designated by the President. During the first term of the President, if the President is temporarily unable to perform the duties of the office, and unable to appoint one of the Vice-Presidents to act on his/her behalf, the Nominating Committee will select from the Vice-Presidents someone to serve until the President is able to resume the duties of the office. If the President is elected to serve as President for two consecutive terms, the Nominating Committee shall nominate one of the Vice-Presidents to serve as Executive Vice-President during the President's second term. The Executive Vice-President shall be the first in line to act for the President when the President is unable to act, and shall be mentored by the President for the purpose of succeeding to that office.

Section 4. The Secretary shall serve as Secretary of the Congregation and of the Board of Trustees. The Secretary shall keep the records of both bodies. The Secretary shall oversee the keeping of a register of all members of the Congregation with complete data as to their families and adult members, their membership in subsidiary bodies of the Congregation and their occupations. The Secretary shall oversee the sending out of notices of all meetings and perform all other duties incident of the office. The Secretary shall also serve as liaison to committees, as directed by the President.

Section 5. The Finance Director shall report monthly to the Executive Committee and the Board of Trustees, and annually to the entire Congregation, on the financial condition of the Congregation. The Finance Director shall chair or serve on the Budget and Finance Committee and monitor the variances between actual operating income and expenses and the budget. The Finance Director shall serve on other committees pertaining to development and fundraising as determined by the President; and to perform all other duties incident to the office.

Section 6. The Treasurer shall be the custodian of all funds of the Congregation and shall be responsible for overseeing the accounting for receipts and disbursements and the maintenance of proper books and other financial books and records as necessary. The Treasurer shall oversee the functions pertaining to dues collection and dues reductions and perform all other duties incident to the office. At the direction of the President, the Treasurer shall chair or serve on other committees directly involving financial matters of the Congregation.

Section 7. If any officer is unable to complete the term of office, the nominating committee will propose a successor to serve out the term with the approval of the Board of Trustees and the incumbent so elected shall continue to occupy such office through May 31<sup>st</sup>.

Section 8. Officers may serve only two consecutive terms in the same office, except for Vice-Presidents who may serve six consecutive terms. In order to be re-elected for any additional terms, at least one year must elapse after the afore-mentioned consecutive terms. In all cases, the officers shall serve until their successors are elected and qualified consistent with the provisions of the Constitution and Bylaws. If an officer assumes his/her position at any time other than the June 1<sup>st</sup> following the annual meeting, he/she shall still be eligible to serve two consecutive years following this term in the same office.

Section 9. It shall be the duty of the Executive Committee to assist and advise the President and the Board of Trustees. The Executive Committee by majority vote shall have the authority to approve an expenditure not provided for in the annual budget approved by the Congregation, provided (a) the amount of such non-budgeted item does not exceed \$1,000 and (b) the amount of such non-budgeted item plus the aggregate amount of all non-budgeted items previously approved by the Executive Committee during the fiscal year of the Congregation does not exceed one percent (1%) of the total amount of expenditures set forth in the annual budget approved by the Congregation for such fiscal year. All non-budgeted items approved by the Executive Committee shall be reported to the Board of Trustees at the next meeting of the Board of Trustees.

Section 10. The Executive Committee may organize committees, task forces, and working groups in a manner that it determines best serves the congregation.

## **ARTICLE 6**

### **CLERGY**

Section 1. A special committee shall be appointed by the President of the Congregation and approved by the Board of Trustees. This special committee shall recommend to the Board of Trustees a candidate for the position of Senior Rabbi. The employment of the candidate recommended by such special committee or the termination of employment of the Senior Rabbi shall be proposed to the Congregation by a concurrence of two-thirds of the Board of Trustees who are in attendance at a duly held special or regular meeting. Such proposal shall be acted upon at a special meeting of the Congregation called for that purpose or at an annual meeting of the Congregation if the notice of that meeting, given at least seven days prior to the time of such meeting, specifically notified the Congregation of the proposal. To become effective, a proposal to employ the candidate for Senior Rabbi or to terminate the employment of the Senior Rabbi must be approved by a vote of two-thirds of the members of the Congregation present at that meeting.

Section 2. An Associate or Assistant Rabbi (being any Rabbi other than the Senior Rabbi), Cantor and any other clergy shall be recommended for employment to the Board of Trustees by agreement between the Senior Rabbi and a special committee appointed by the President of the Congregation and approved by the Board of Trustees. The employment of a recommended candidate or the termination of employment of an Associate or Assistant Rabbi, a Cantor and any other clergy shall be affected by a majority vote of the Board of Trustees present at a duly called meeting.

Section 3. The function and duties of the Senior Rabbi shall be defined by the Board of Trustees.

Section 4. The function and duties of an Associate or Assistant Rabbi, a Cantor and all other clergy shall be defined by the Senior Rabbi with the approval of a majority of the Board of Trustees present at a duly called meeting.

Section 5. The compensation, emoluments of the office and terms of employment of all Rabbis, of the Cantor and of all other clergy shall be recommended by the Executive Committee to the Board of Trustees and shall require for approval the majority vote of the Board of Trustees present at a duly called meeting of

the Board of Trustees, provided attendance at such meeting shall be limited to members of the Board of Trustees. Unless otherwise required by applicable law, court order, subpoena or resolution of the Board of Trustees, the compensation of all clergy shall be kept confidential by the Board of Trustees.

## **ARTICLE 7**

### **SEATS**

Seating in the Synagogue shall be unassigned. It shall be, however, the duty of the Board of Trustees, whenever it may be necessary on special occasions, to reserve a sufficient number of seats to accommodate the membership, it being understood that no specific assignment to individuals shall be made within said reservation.

## **ARTICLE 8**

### **COMMITTEES**

Section 1. The chairs of the following standing committees shall be appointed by the President at the first meeting of the Board of Trustees following the annual meeting of the Congregation. Each committee shall consist of at least three members, including the chairman. The action of each committee will always be subject to the approval of the Board of Trustees.

Adult Education Committee  
Budget and Finance Committee  
Building and Grounds Committee  
Cemetery Committee  
Early Childhood Education Committee  
Legal Committee  
Membership Committee  
Religious School Committee  
Worship Committee

Section 2. It shall be the duty of the worship committee and the Senior Rabbi to establish the rituals and observances of the Synagogue and to promote such practices in the home as will enhance the values of Jewish living.

Section 3. It shall be the duty of the adult education committee to plan and conduct adult educational programs.

Section 4. It shall be the duty of the religious school committee to advise the Director of Religious Education as to the policies and procedures necessary or appropriate for the governance of the religious school system.

Section 5. It shall be the duty of the cemetery committee to be responsible for the management of the cemetery.

Section 6. It shall be the duty of the building and grounds committee to keep the building and property of the Congregation in good order and repair.

Section 7. It shall be the duty of the budget and finance committee to make a detailed estimate of the income and current expenses for the ensuing year after requesting budgets from each standing committee; to submit an annual budget for the ensuing year; and to cause an audit of the accounts of the Congregation to be performed by an independent auditor unless an audit is waived by majority vote of the members of the Board of Trustees present at a duly called meeting.

Section 8. It shall be the duty of the legal committee to advise on constitutional matters and to provide the officers and Board of Trustees with legal advice, as requested.

Section 9. It shall be the duty of the membership committee to secure affiliation with the Congregation of all like-minded members of the community.

Section 10. A majority of the members of the Board of Trustees present at a duly called meeting may establish, from time to time, such other committees with such duties, responsibilities, purposes, membership and duration as determined by the Board of Trustees.

Section 11. The chairperson of each Committee established under this Article 8 must be a member in good standing of the Congregation and be of the Jewish faith.

## **ARTICLE 9**

### **CONGREGATIONAL MEETINGS**

Section 1. The annual meeting of the Congregation shall be held in the month of May. At this meeting, reports shall be submitted by the President, by the Senior Rabbi and by any auxiliaries or committees as scheduled by the Board of Trustees. In addition, an annual budget of the Congregation for the coming fiscal year shall be approved by majority vote of the voting members of the Congregation present at the annual meeting at which a quorum is present. Every member of the Congregation shall be notified of the meeting and the location thereof by mail at least twenty-one days prior to the meeting date. The term "mail" throughout this constitution shall be defined to include but not be limited to postal or electronic mail.

Section 2. Special meetings of the Congregation may be called by the President, or at the request of a majority of the Board of Trustees, or on written application of at least twenty-five member units of the Congregation. The call for a special meeting shall set forth the purpose of the meeting and written notice thereof shall be mailed to all members at least seven days prior to the time of such meeting; no business shall be transacted except that specified in the call.

Section 3. The number of voting member units of the Congregation constituting a quorum at meetings of the Congregation shall be equal to five percent (5%) of the number of eligible voting member units of the Congregation, as most recently determined by the Secretary of the Congregation in accordance with Article 3. For example, if the number of units of voting members of the Congregation is 1,000, 50 (5% of 1,000) voting member units must be present at a Congregation meeting to constitute a quorum at such meeting.

Section 4. For the Congregation to undertake any of the following acts, a vote of not less than two-thirds of voting members of at least twenty-five percent of the voting member units then in good standing, as defined in Article V hereof, shall be required: (i) relocation of the Congregation from 6930 Alpha Road, Dallas, Texas to another permanent location; (ii) sale or long term lease of the property or building at 6930 Alpha Road, Dallas, Texas; (iii) incurring indebtedness of a cumulative principal equal to or in excess of fifty percent of the budgeted, annual revenue of the Congregation at the time the indebtedness is incurred; (iv) de-affiliation with, or withdrawal of the Congregation from, Reform Judaism or the URJ; (v) merger of the Congregation with any other group, congregation or religious organization; (vi) dissolution of the Congregation; (vii) execution of any employment contract for a primary term exceeding ten years; or (viii) amendment to or suspension of this Article. For example, if the number of units of regular membership of the Congregation is 1,000, at least 250 (25% of 1,000) must be present at the meeting to undertake the specified acts; then, a vote of 2/3 of the voting members present is required to undertake the listed acts.

## **ARTICLE 10**

### **NOMINATIONS AND ELECTIONS**

Section 1. Nomination of all officers and Trustees-at-large to be elected by the Congregation shall be made by a Nominating Committee. The Nominating Committee shall consist of seven members. The Executive Committee shall appoint two (2) members, who shall be trustees-at-large. The Board of Trustees shall elect by secret ballot four members from the Congregation-at-large nominated by current trustees. The Immediate Past President of the Congregation shall chair the committee. In the event the Immediate Past President is unable to serve, another Past President shall be appointed by the President. Neither members of the Committee, nor members of their immediate families shall be eligible for election in the election for which they serve on said Committee. Members of the Committee shall serve for the fiscal year, wherein they were selected or until a new committee is chosen. The President shall not be an ex-officio member of the Nominating Committee.

Section 2. The slate of nominees shall consist of one nominee for each office and for each position of Trustee-at-large that becomes vacant at the time of the annual meeting. The balance of staggered terms for the Trustees-at-large shall be maintained.

Section 3. The slate of the nominating committee shall be reported to the Board of Trustees and shall be mailed to the Congregation at least twenty-one days prior to the election.

Section 4. Additional nominations may be made by petition of ten members of the Congregation. Such nominations are to be filed with the Secretary at least fourteen days before the election.

Section 5. Notice of nominations by petition must be mailed to all members of the Congregation at least seven days before the election.

Section 6. Election shall be by secret ballot. If the slate presented by the nominating committee is unopposed the slate may be approved by acclamation.

## **ARTICLE 11**

### **FISCAL YEAR**

The fiscal year shall begin annually on June 1.

## **ARTICLE 12**

### **CEMETERY**

The Congregation may acquire and own land and other property for use as a cemetery. The management of such property shall be the responsibility of the Board of Trustees. The Board of Trustees shall delegate the management of the cemetery to a cemetery committee whose actions will be subject to the approval of the Board. An annual report shall be rendered to the Board of Trustees by the cemetery committee.

## **ARTICLE 13**

### **AUXILIARY ORGANIZATIONS**

Auxiliary or activity units of the Congregation may be formed with the approval of the Board of Trustees and may include a Sisterhood, Brotherhood, youth group and a gift shop for Judaica and related items. The gift shop shall be known as "Traditions" or by such other name as approved by the Board of Trustees.

## **ARTICLE 14**

### **PURCHASE OF REAL ESTATE**

Before any contract for the purchase, acceptance of a gift, sale or alienation of real estate by or for the Congregation shall be entered into, the Board of Trustees shall ascertain all of the relevant material facts and submit them to the Congregation at a regular or special meeting to be called for that purpose. It shall require a vote of two-thirds of the voting members of the Congregation present at a duly called Congregation meeting to authorize any purchase, acceptance of a gift, sale or alienation of real estate.

## **ARTICLE 15**

### **RULES OF ORDER**

The rules of procedure at meetings shall be determined by Roberts Rules of Order, latest revised edition. The President shall have the authority to appoint a congregant to serve as parliamentarian of the Board of Trustees. Only persons authorized to participate in a closed meeting or Executive Committee meeting may be selected as parliamentarian for such a meeting.

## **ARTICLE 16**

### **AMENDMENTS**

Amendments to the Constitution and Bylaws shall be presented in writing and shall be proposed by the Board of Trustees or by at least twenty member units of the Congregation, and shall be filed with the Secretary. Such amendments may be acted on at any regular meeting of the Congregation or at any special meeting called for that purpose. Copies of the proposed amendments shall be mailed to each member, along with the notice of the meeting at least twenty-one days prior thereto. No motion that will modify a proposed amendment, or substitute another amendment, will be acted on unless the proposal or substitution is submitted to the Temple Office at least 14 days before the Congregational meeting and the Temple Office sends out a notification of such proposal or substitution for receipt by the Congregation at least 3 days before the meeting. An affirmative vote of two-thirds of the voting members of the Congregation present at a duly called Congregation meeting shall be necessary to adopt any amendment.

## **ARTICLE 17**

### **INDEMNIFICATION**

Section 1. The Temple shall indemnify and/or advance expenses to a person who was, is, or is threatened to be made a named defendant or respondent in a proceeding because the person (i) is or was a director, officer, employee or agent of the Temple, or (ii) is or was serving at the request of the Temple as a director, officer, partner, venturer, proprietor, trustee, employee, agent, or similar functionary of another foreign or domestic corporation, partnership, joint venture, sole proprietorship, trust, employee benefit plan, or other enterprise, to the fullest extent provided by, and in accordance with the procedures set forth in, Article 1396-2.22A of the Texas Non-Profit Corporation Act ("Article 2.22A") and any other applicable laws, provided, however, that Article 2.22A shall be modified in the following respects as applied to the Temple:

(a) Indemnification of any person who has satisfied the standard of conduct set forth in Section B of Article 2.22A shall be mandatory rather than optional. The determination under Section B of Article 2.22A that indemnification shall be made shall also constitute authorization of indemnification under Section G of Article 2.22A.

(b) Advancement of expenses to a person who has satisfied the requirements of Section K of Article 2.22A shall be mandatory rather than optional.

(c) Payment or reimbursement of expenses to a person pursuant to Section N of Article 2.22A in connection with his or her appearance as a witness or other participation in a proceeding shall be mandatory rather than optional.

Section 2. The provisions of this Article are for the benefit of, and may be enforced by, each director, officer, employee, agent or other person identified in Section 1, the same as if set forth in their entirety in a written instrument duly executed and delivered by the Temple and such person, and constitute a continuing offer to all present and future persons occupying any such position. The Temple, by its adoption of these Bylaws, acknowledges that all such persons will continue to rely upon the provisions of this Article in agreeing to serve and serving in any of the capacities referred to above, waives reliance upon, and all notices of acceptance of, such provisions by each such person and acknowledges and agrees that no present or future person occupying any such position shall be prejudiced in his or her right to enforce the provisions of this Article in accordance with their terms by any act or failure to act on the part of the Temple. No amendment, modification or repeal of this Article or any provision hereof shall in any manner terminate, reduce or impair the right of any past, present or future director, officer, employee, agent or other person identified in Section 1 to be indemnified by the Temple, nor the obligation of the Temple to indemnify any such person, under and in accordance with the provisions of this Article as in effect immediately prior to such amendment, modification or repeal with respect to claims arising from or relating to matters occurring, in whole or in part, prior to such amendment, modification or repeal, regardless of when such claims may arise or be asserted.

Section 3. Subject to Section R of Article 2.22A, the Temple may purchase and maintain insurance or another arrangement on behalf of any person who is or was a director, officer, employee, agent or other person identified in Section 1, against any liability asserted against him or her and incurred by him or her in such a capacity or arising out of his or her status as such a person, whether or not the Temple would have the power to indemnify him or her against that liability under Section 1.

Section 4. The indemnification and/or advancement of expenses provided by this Article shall be subject to all valid and applicable laws, including, without limitation, Article 2.22A. If this Article or any portion hereof shall be invalidated on any ground by any court of competent jurisdiction, then the Temple shall nevertheless indemnify and/or advance expenses to each director or officer, employee, agent, or other person identified in Section 1, to the fullest extent permitted by any applicable law. If any provision hereof should be held by a court of competent jurisdiction to be invalid, it shall be limited only to the extent necessary to make such provision enforceable, it being the intent of this Article to indemnify and/or advance expenses to each.

### **ARTICLE XVIII**

In case of the liquidation, dissolution or winding up of the Congregation, whether voluntary, involuntary or by operation of law, the assets, monies or properties of the Congregation shall be distributed in such manner as the Board of Trustees shall direct; provided, however (i) that any such distribution shall be made exclusively to carry out the purposes for which the Congregation is formed; (ii) that any such use or distribution of the assets, monies or properties of the Congregation shall be in accordance with Article I, Section 2, and Article II, of this Constitution and, to the fullest extent possible, shall promote similar or related purposes; (iii) that no person, Officer, Trustee, employee or representative of the Congregation shall be entitled to any distribution or division of the Congregation's properties, assets or monies; and (iv) that any such distribution or division shall comply with the applicable requirements for such distributions or divisions for tax exempt organizations under 501c(3) of the Internal Revenue Code, as amended, or any similar federal statute then in effect, and the rules and regulations pursuant thereto.

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Mark Fishkind  
Secretary  
October 26, 2014