

**CONSTITUTION AND BY-LAWS OF
CONGREGATION BETH DAVID**

Amended June 24, 2007

**ARTICLE 1
NAME AND OBJECT**

1.1. The name of this corporation shall be CONGREGATION BETH DAVID OF NARRAGANSETT.

1.2. This Institution is constituted for the purpose of maintaining under free American Institutions a house of worship for men, women, and children of the Jewish faith, dedicated to G-d, to the traditions and Ideals of Judaism in the nature of conservative Judaism, and as provided in its charter and to the spiritual, moral, and general welfare of its Members, their families, and the community of which it shall be a part.

**ARTICLE 2
DEFINITIONS**

2.1. Articles. “Articles” shall mean Congregation Beth David’s Articles of Incorporation or as amended from time to time, as filed with the Rhode Island Secretary of State on August 26, 1982.

2.2. Board Committee. “Board Committee” shall mean a body created by these By-laws or by resolution of the Board, the Membership of which body shall consist of Directors of Congregation Beth David and such other persons as the Chairperson of the particular Board Committee may appoint to serve thereon.

2.3. Board of Directors or Board. “Board of Directors” or “Board” shall mean the governing body of Congregation Beth David.

2.4. Executive Director. “Executive Director” shall mean the individual, if any, appointed by the Board to serve as the Executive Director of Congregation Beth David.

2.5. Congregation Beth David. “Congregation Beth David” shall mean Congregation Beth David of Rhode Island, the principal offices of which are currently located at 102 Kingstown Road, Narragansett, Rhode Island 02882 or at such other location as shall be determined by the Board, and shall include its employees, agents and servants.

2.6. Internal Revenue Code. “Internal Revenue Code” shall mean the Internal Revenue Code of 1986, as amended, or the successor version thereof then in effect.

2.7. President. “President” shall mean the individual elected by the Membership to serve as the principal presiding Officer of Congregation Beth David.

2.8 State. “State” shall mean the State of Rhode Island.

2.9 Director. A “Director” shall mean a Member of the Board of Directors.

2.10 Rabbi: An ordained rabbi of the conservative Jewish faith or such other person designated by the Board to act as the spiritual leader of Congregation Beth David.

2.11 Member. A “Member” is any person of the Jewish faith eighteen (18) years of age or older (hereinafter referred to as “Adult”) who has become a Member of Congregation Beth David by (a) having their application accepted by the Board of Directors of Congregation Beth David, said Board having been vested with full authority to pass upon all such applications and to elect Members under such terms and conditions as may be proscribed and (b) is in compliance with the dues obligations for such Membership as further set forth in Article Six.

The following types of Membership are defined:

- (i) **Household Membership.** Such Membership shall be extended to all households comprised of two Adults, provided that at least one of the Adults is a Member and that the two Adults do not have a parent/child relationship with each other unless the child or children are (a) under eighteen (18) years of age living in the household or (b) over eighteen (18) years of age and under the age of twenty-five (25) who are full time students whose permanent residence is with the Adults.

A Household Membership entitles up to two (2) Adults who are Members to vote on all Membership votes of the Congregation Beth David, except as otherwise provided herein. An Adult who is not a Member shall be allowed to participate in Congregation Beth David activities to the extent permissible under Jewish law (halakhah) in the Rabbi’s discretion, and shall be permitted to serve as a Member of all committees of the Congregation Beth David, other than the Ritual Committee, but shall not be eligible to serve as a Member of the Board, as an Officer of the Congregation Beth David or as head of the Religious school Committee.

- (ii) **Single Parent Family Membership.** Such Membership shall be extended to a single parent household of a Member with a child or children (a) under eighteen (18) years of age living in the household or (b) over eighteen (18) years of age and under the age of twenty-five (25) who are full time students whose permanent residence is with single parent. Single Parent Family Membership entitles the single parent to one vote on all Membership votes of the Congregation Beth David.

- (iii) **Individual Membership.** Such Membership shall be extended to Adults who are Members who do not have any children (a) under eighteen (18) years of age living in the household or (b) over eighteen (18) years of age and under the age of twenty-five (25) who are full time students whose permanent residence is with individual. Individual membership shall not be available to an individual whose spouse meets the requirements of Section 2.11.

The voting rights of Household, Single Parent and Individual Members shall be subject to their compliance with the payment of dues as set forth in Article Six..

- (v) **Professional Membership.** Such Membership shall be extended to the Rabbi or other designated religious leader of Congregation Beth David, as well as the Cantor, Religious school Director and Executive Director of Congregation Beth David, and to other Jewish professionals as designated by the Board. Professional Membership shall entitle such Member to all Membership privileges with the exception that such Members shall not be entitled to a vote on Membership votes of the Congregation Beth David and may not be elected as Members of the Board.
- (vi) **Student Membership:** Such Membership shall be extended to Adults who are the age of eighteen (18) years and under the age of twenty-five (25) who are full time students. Such Members shall be entitled to all Membership privileges with the exception that such Members shall not be entitled to a vote on Membership votes of the Congregation Beth David and may not be elected as Members of the Board.
- (vii) **Summer Membership:** Such Membership shall be extended to Adults who are Members of other Jewish congregations who shall participate in Congregation Beth David activities during the months of June, July and August. Summer Members shall not receive admittance to High Holy Day services unless payment is made in full for such High Holy Day services. Summer members may not sponsor functions or simchas at any time other than during the summer membership period. Summer Members shall not be entitled to a vote on Membership votes of the Congregation Beth David, and may not be elected as Members of the Board.

The Board may adopt additional Membership classes not specified herein. The Board shall have the responsibility to define the term, obligations, rights and benefits of any additional Membership class.

- 2.12 Notice.** As used in these by-laws, the calculation of the time period to be applied to any form of written notice shall not include the date of mailing.
- 2.13 Dues Obligations.** As used in these by-laws, the term “Dues Obligations” shall include membership dues, building assessments and all other assessments necessary for the financial well-being of Congregation Beth David that are assessed in accordance with these by-laws.
- 2.14 Person.** The term “Person” as used in these by-laws shall mean shall mean all entities, including, without limitation, any individuals, sole proprietorships, associations, companies, partnerships, joint ventures, corporations, trusts, estates or any other entities.
- 2.15 Document.** The term “Document” as used in these by-laws shall mean any writing, recording, or photograph, and shall include, without limitation, any of the following: any kind of handwritten, typewritten, printed or recorded material

whatsoever, no matter how produced or reproduced, including but not limited to notes, memoranda, letters, telegrams, diaries, journals, calendars, advertisements, circulars, lobbying materials, accounting books and records, cancelled checks, money orders, wire transfers, analyses, invoices, contracts, brochures, receipts, plans, drawings, photographs, electronic, digital or magnetic records, e-mail messages, web or internet sites, web or internet maps, video recordings and all notations on the foregoing, all copies of any of the foregoing, and all summaries or reports of, or based upon, the foregoing.

ARTICLE 3 BOARD OF DIRECTORS

3.1 Powers. Except as otherwise provided by law, the Articles or these By-laws, all powers of Congregation Beth David shall reside in and be exercised by and under the authority of the Board of Directors. The Board shall have and exercise full power and authority to do all things deemed necessary or appropriate in the governance, management and control of the property, business and affairs of Congregation Beth David, including, without limitation, the establishment of policies to guide the operation of Congregation Beth David.

3.1(A) General Powers of the Board. –The Board shall have the power to adopt such rules and regulations for the conduct of their meetings and the management of the affairs of Congregation Beth David as it may deem necessary and proper, which are not inconsistent with these by-laws and the Laws of the State of Rhode Island, including. Such powers include, but are not limited to, the right and power to do the following, if determined by a majority vote of the Board at a duly convened meeting thereof:

- (i) Adopt and amend rules, and regulations;
- (ii) Propose amendments to the by-laws for consideration by the Membership in accordance with Article 9;
- (iii) Review by-laws proposed by the Membership in accordance with Article 9;
- (iv) Adopt and amend budgets for revenues, expenditures, and reserves;
- (v) Adopt and amend rules regarding the imposition and collection of dues and assessments from Members, including the assessment of penalties for non-payment;
- (vi) Adopt and amend rules regarding the imposition and collection of fees from persons conducting business with Congregation Beth David;
- (vii) Adopt and amend rules regarding the hiring, employment and discharge of persons who are employees, agents or servants of Congregation Beth David;

- (vii) Adopt and amend rules regarding the payment of persons who are employees, agents, servants or servants of Congregation Beth David;
- (ix) Institute, defend, or intervene in litigation or administrative proceedings in its own name on behalf of itself;
- (x) Adopt and amend rules regarding the entering into contracts and incurring liabilities;
- (xi) Adopt and amend rules regarding the payment of contracts entered into by Congregation Beth David and the payment of liabilities incurred by Congregation Beth David.
- (xii) Enter into contracts and incur liabilities;
- (xiii) Negotiate and purchase insurance policies;
- (xiv) Adopt and amend rules regulating the purchase, use, maintenance, repair, replacement, renovation and modification of Congregation Beth David property, including real estate and personalty;
- (xv) Negotiate and regulate the purchase, use, maintenance, repair, replacement, renovation and modification of Congregation Beth David property, including real estate and personalty;
- (xvi) Acquire, hold, encumber, and convey in its own name any right, title, or interest to real or personal property;
- (xvii) Provide for the indemnification of its directors and officers and maintain directors' and officers' liability insurance;
- (xviii) Purchase insurance for Congregation Beth David, its employees, agents and servants;
- (xix) Exercise any other powers conferred unto corporations and non-profit entities pursuant to the general laws of the State of Rhode Island.;
- (xx) Exercise any other powers deemed by a majority of Members of the Board to be necessary and proper for its governance and operation; and

3.1(B) These By-laws provide that various duties and responsibilities of the Board shall be delegated to Board Committees and Officers and employees of Congregation Beth David, subject to the overall supervision and review of the Board. Such delegation shall not serve to deprive the Board of authority over such matters, and the taking of any action by the Board without compliance with the delegation provisions contained herein shall not serve to invalidate such action, and such action shall be legal, valid and binding.

3.2.(A) Number and Qualification. The Board shall consist of not less than ten (10) nor more than twenty-one (21) Directors. The exact number of Members of the Board at any given time shall be that number within the aforementioned range as is fixed from time to time by resolution of the Board. Directors shall be at least eighteen years of age and shall be selected for their experience, relevant areas of interest and expertise and ability and willingness to participate effectively in fulfilling the Board's responsibilities. Election to the Board shall carry with it the obligation to serve on, and participate actively in the affairs of, Board Committees. Only these Directors, including the immediate Past President, shall be able to vote at any duly convened meeting of the Board.

With the exception of Professional Members of Congregation Beth David, an employee of Congregation Beth David may serve on the Board and on Board Committees. An employee of Congregation Beth David may not participate in any discussion or vote on any budget or financial matters that directly impact upon the salary and terms of employment of such employee, including voting on any matters that affect the employee's supervisor or the employee's position as an employee of Congregation Beth David.

A Board candidate and a Board Member must be a Member of the Congregation Beth David in good standing.

3.2 (B) Fiduciary Duty

Board Members shall discharge their duties.

- (a) In good faith;
- (b) With the care an ordinarily prudent person in a like position would exercise under similar circumstances; and
- (c) In a manner he or she reasonably believes to be in the best interests of Congregation Beth David.
- (d) In discharging his or her duties, a Board Member is entitled to rely on information, opinions, reports, or statements, including financial statements and other financial data, if prepared or presented by:
 - (i) One or more Board Member or Directors of Congregation Beth David whom the Board Member reasonably believes to be reliable and competent in the matters presented;
 - (ii) Legal counsel, public accountants, or other persons as to matters the Board Member reasonably believes are within the person's professional or expert competence; or
 - (iii) A committee of the Board of which he or she is not a Member if the Board Member reasonably believes the committee merits confidence.

- (iv) A Board Member is not acting in good faith if he or she has knowledge concerning the matter in question that makes reliance otherwise permitted by subsection (d) unwarranted.
- (v) A Board Member is not acting in good faith if he or she has a conflict of interest in the matter under consideration and does not disclose that conflict and recuse himself or herself from any discussion and vote on such matter.
- (vi) A Board Member shall not be liable for any action taken as a Director, or any failure to take any action, if he or she performed the duties of his or her office in compliance with this section.

3.3. Election and Tenure. Members of the Board shall be elected by action of the Membership. Such candidates for election to the Board shall be proposed by the Nominating Committee which shall submit a slate for election to each Board Member in May of each fiscal year. Nominations for any office shall also be accepted by petition from five (5) or more Members to be submitted to the Secretary at least 30 days prior to the date of the annual meeting.

At its annual meeting, or at a special meeting called by the Board, the Membership shall consider and vote on the candidates recommended by the Nominating Committee as well as those candidates whose names were submitted by petition to fill vacancies created by expired or expiring terms. Each elected Director shall hold office beginning August 1 of said year for a term of one (1) or two (2) years and until his or her successor is duly elected and qualified, unless he or she sooner resigns or is removed from office. The Board may by resolution provide for staggered terms. Provided, however, in order to establish staggered terms, the terms of the initial Board Members shall be divided into terms of one and two years as determined by the Board.

3.4. Resignation and Removal.

3.4.(A) Resignation. Any Director may resign at any time by giving written notice to the President or to the Secretary of Congregation Beth David. Such resignation, which may or may not be made contingent on formal acceptance, shall take effect on the date of receipt or at any later time specified in the resignation itself.

3.4.(B) Removal. Any Director may be removed from office at any time with cause, by a vote of two-thirds of the Members of the entire Board. Any Director whose term is the subject of such a vote shall be entitled to written notice of the proposal to remove said Director from office, such notice to be mailed to the Director by certified mail, return receipt requested, not less than ten days prior to such a vote. The basis for a decision to remove a Director with cause shall include, but is not limited to the following:

- (i) The Director's unexcused absence from three consecutive meetings of the Board as set forth in paragraph 3.7;

- (ii) The Director is no longer a Member in good standing;
- (iii) The Director shall be adjudicated guilty of fraud, dishonesty, or a felony by a court of competent jurisdiction;
- (iv) The Director acts in such a manner that he or she willfully disrupts the Board's conduct of the business of the Congregation Beth David; or
- (v) The Director acts in a manner that is contrary to the Director's fiduciary duty.

3.5. Vacancies. Vacancies in elected Directorships due to the death, removal or resignation of a Director, or an increase in the authorized number of Directors, may be, but are not required to be, filled by election by the remaining number of Directors, even if the number so remaining is less than a quorum. If a vacancy is to be filled, the Nominating Committee shall submit its candidates for election by the Membership at the next regularly scheduled Membership meeting, or earlier, if appropriate. Any Director elected or appointed, as the case may be, to fill a vacancy shall be elected or appointed for the unexpired term of the Director's predecessor in office. Any Director elected or appointed, as the case may be, by reason of an increase in the number of Directors shall hold office until the next election of Directors or until his or her successor is duly elected and qualified.

3.6. Additional Provisos.

3.6.(A) Past Presidents. All Past Presidents, with the exception of the immediate Past President, shall be honorary Members of the Board, without a vote and without being counted toward a quorum of the Board. The immediate past President is a Member of the Board with all rights and voting privileges for a period of two (2) years. Other than the immediate past President, the past Presidents may not vote at any duly convened meeting of the Board and their presence shall not be counted for the purpose of determining whether a quorum is present. All Past Presidents may address the Board without the necessity of having the Board pass a resolution granting permission to said Past President to address the Board. With the exception of the immediate Past President, all past Presidents may not attend an executive session of the Board but may participate in all discussions of any other duly convened meetings of the Board.

3.6.(B) Experts. The Board, as a result of a vote at a duly convened meeting, may invite additional individuals, with expertise in a pertinent area, to meet with and assist the Board in such areas as are set forth in the vote that resulted in said invitation. Such individuals shall not vote or be counted in determining the existence of a quorum, and may address the Board with the consent of the President.

3.6.(C) Open Meetings. All meetings of the Board of Directors, and of Board Committees, shall be open to Members of Congregation Beth David with the exception of meetings of the Board and Board Committees that are held in executive session. Except as otherwise provided herein, Members may address the Board and Board Committees

after a resolution has been passed by the Board or Board Committee permitting such Member to address the Board or Board Committee.

3.7. Attendance at Meetings. If a Director is not presented for three (3) consecutive regular Board meetings without contacting the Secretary and/or without good cause, that Director may, after resolution of the Board, be deemed to have tendered a resignation, and the resignation shall be deemed effective without any further action required. The Secretary of Congregation Beth David shall maintain a written record of attendance at all Board meetings, and shall notify the President if any Board Member has failed to fulfill the attendance requirements set forth herein.

3.8. Meetings of Directors.

3.8 (A) Regular Meetings. Regular meetings of the Board shall be held at the offices of Congregation Beth David on the first Wednesday of each month, or at such other regular monthly intervals as the Board shall by resolution provide; provided, however, that the Board shall be required to hold not less than six (6) regular meetings per year. Except as is otherwise required by law, the Articles or these By-laws, no notice shall be required for the convening of the Board's regular monthly Wednesday meetings.

3.8.(B) Annual Organizational Meeting. The September regular monthly meeting of the Board shall be its annual organizational meeting. The Board shall also conduct such other business as may properly come before the meeting. Additionally, at such time, or as soon as reasonably possible thereafter, the President shall appoint chairs of Board Committees, and new Members, when appropriate.

3.8.(C) Special Meetings. Special meetings of the Board may be called by the President, or shall be called upon the written request of three directors, which written request shall be delivered to the Secretary. No business shall be conducted at a special meeting other than that which is specifically stated in the notice of the meeting. Notice of a special meeting must be given to all Board Members not less than five (5) days prior to said special meeting.

3.8.(D) Time and Place of Meetings. Except for regular monthly meetings which shall be held at the offices of Congregation Beth David, all meetings of the Board shall be held at such place as the Board shall by resolution provide, and at such time as the Board shall determine.

3.8.(E) Notice. Written notice of the time and place of any meeting of the Board, except scheduled regular meetings, shall be given to each Director in writing not less than five (5) business days before such meeting. Each Director shall be responsible for providing his or her current address to the Secretary of Congregation Beth David, and for apprizing the Secretary of any change of address. In the case of a special meeting or when required by law, the Articles or these By-laws, the notice shall also state the purpose for which the meeting is called.

3.8.(E) Adjournment. When a meeting is adjourned, it shall not be necessary to give any notice of the adjourned meeting or the business to be transacted at any adjourned meeting other than by motion adopted at the meeting at which such adjournment is taken.

3.8.(F) Quorum. Unless a greater or lesser number is required by law or these By-laws, the number of Directors necessary to constitute a quorum for a meeting of the Directors shall be one-half of the Directors then in office, and in the case of a half number, the number necessary for a Quorum shall be rounded up to the next whole number. (By example, in the event that there are ten (10) Directors, not less than five (5) Directors, shall constitute a quorum for the transaction of business at any meeting of the Board) Provided however, that the attendance of any Director at a meeting solely to object to the call or convening of such meeting shall not count towards the determination of a quorum. If a quorum is not present at any meeting, a majority of the Directors present may adjourn the meeting. The Directors present at a duly organized meeting at which a quorum is established can continue to do business until adjournment, notwithstanding the withdrawal of enough Directors to leave less than a quorum.

For votes involving the budget of Congregation Beth David and other financial matters pertaining to Congregation Beth David, the number of Directors necessary to constitute a quorum for a meeting of the Directors shall be two (2) more than one-half of the number of Directors then in office; and in the case of a half number, the number necessary for a quorum shall be rounded up to the next whole number. (By example, when the Board is comprised of ten (10) Directors, not less than seven (7) Directors shall constitute a quorum).

3.8.(F) Voting. Each Director with voting rights shall be entitled to one vote on any matter before the Board. Voting by proxy shall not be permitted; provided, however, a Director shall be allowed to participate via the telephone and shall be allowed to vote on a specific topic to come before the Board by signed communication. However, voting by proxy by signed communication shall not be permitted unless a resolution is passed at the meeting of the Board permitting such voting in such manner for that meeting only.

3.8.(G) Manner of Acting. Unless otherwise required by law, the Articles or these By-laws, the act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board. In addition to those Directors who are physically present at the meeting, Directors shall be deemed present at a meeting if a telephone or similar communications device by which all persons participating in the meeting can hear each other at the same time is used. Any action required or permitted to be taken by the Board under any provision of law, the Articles or these By-laws may be taken without a meeting by the unanimous consent of all of the Directors, in writing, setting forth the action so taken. Such written consent shall be filed with the proceedings of the Board. Any such action by unanimous written consent shall have the same force and effect as a unanimous vote of the Directors.

3.8.(H) Minutes of Proceedings. Minutes of all meetings of the Board shall be taken and disseminated to each Director as soon as possible and in all events prior to the convening

of the next meeting of the Board, at which time the minutes shall be presented in writing for Board approval.

3.8 (I) Compensation. Members of the Board shall receive no compensation (other than reimbursement of reasonable expenses) for service on the Board or any Board Committees.

ARTICLE 4. LEADERSHIP OF CONGREGATION BETH DAVID

4.1. Officers. The Officers of Congregation Beth David shall be a President, a 1st Vice President, a 2nd Vice President, a Secretary and a Treasurer, and such other Officers and assistant Officers as the Board may deem necessary and elect, including, without limitation, an Executive Director, additional Vice Presidents, Assistant Secretaries and Assistant Treasurers.

4.2. Election and Tenure. The Board shall elect the Officers of Congregation Beth David at its annual organizational meeting. Each Officer shall hold office for a one (1) year term and until his or her successor is elected. The President, Vice President, Secretary and Treasurer shall be selected from among the Directors of the Congregation Beth David. Any two or more offices may be held by the same person, except the offices of President and Secretary.

4.3. Resignation and Removal.

4.3.(A) Resignation. Any Officer may resign at any time by giving written notice to the President or to the Secretary. Such resignation, which may or may not be made contingent on formal acceptance, shall take effect on the date of receipt or at any later time specified therein.

4.3.(B) Removal. Any Officer may be removed from office for cause at any time by a vote of two-thirds of the Members of the entire Board. Any Officer whose term is the subject of such a vote shall be entitled to written notice of the proposal to remove said Officer from office, such notice to be mailed to the Director by certified mail, return receipt requested, not less than ten days prior to such a vote. The basis for a decision to remove a Officer with cause shall include, but is not limited to the following:

- (i) The Officer's unexcused absence from three consecutive meetings of the Board as set forth in paragraph 3.7;
- (ii) The Officer is no longer a Member in good standing;
- (iii) The Officer shall be adjudicated guilty of fraud, dishonesty, or a felony by a court of competent jurisdiction;

- (iv) The Officer acts in such a manner that he or she willfully disrupts the Board's conduct of the business of the Congregation Beth David; or
- (v) The Officer acts in a manner that is contrary to the Officer's fiduciary duty.

4.4. (A) In the event of the decease, resignation, or inability of the President to serve out the term, the 1st Vice-President shall become President. In the event of the temporary inability of the President to serve, the 1st Vice-President shall assume the duties of the President. The 1st Vice-President shall also perform such other duties as the President shall designate.

4.4 (B) The 2nd Vice-President shall be second in succession to the office of the President. The 2nd Vice-President shall also perform such other duties as the President shall designate.

4.5. Vacancies. A vacancy in the offices of President, Vice President, Secretary or Treasurer shall be filled by the Board for the unexpired portion of the term. A vacancy in any other office may be, but is not required to be, filled by the Board for the unexpired portion of the term.

4.6. Duties of Officers.

4.6.(A) President. The President shall be the principal presiding Officer of Congregation Beth David. The President shall preside at all meetings of the Board and the Executive Committee. Except as otherwise specified, the President shall, with the advice and consent of the Board, appoint the chairpersons of each Board Committee and the chairpersons so appointed, shall appoint the Members of said committee. He or she shall sign on behalf of Congregation Beth David any Documents or instruments which the Board has authorized to be executed, except where the signing and execution thereof is expressly delegated by the Board or by these By-laws to some other Officer or agent, or is required by law to be otherwise signed or executed. He or she shall also perform all duties as may be prescribed by the Board from time to time.

4.6.(B) Vice Presidents. The Vice President shall perform such duties as may be assigned to him or her by the Board or the President. In the absence of the President or when, for any reason, the President is unable or refuses to perform his or her duties, the 1st Vice President shall perform those duties with the full powers of, and subject to the restrictions on, the President.

4.6.(C) Treasurer. The Treasurer shall be charged with custody of all the funds belonging to or held in trust by Congregation Beth David. The Treasurer shall collect all interest or dividends upon invested funds directly or from any agent or custodian of the securities of Congregation Beth David, and shall receive such money as may from time to time be collected by Congregation Beth David and see that it is deposited in the name of Congregation Beth David in one or more banks or trust companies as directed by the Board. The Treasurer shall keep or cause to be kept correct and accurate accounts of the

properties and financial transactions of Congregation Beth David and in general perform all duties incident to the office and such other duties as may be assigned to him or her from time to time by the President or the Board. If required by the Board, the Treasurer shall give a bond for the faithful discharge of his or her duties in such sum and with such surety as the Board shall determine. The expense of any such bond shall be borne by Congregation Beth David. The Treasurer may delegate any of his or her duties to any duly elected or appointed Assistant Treasurers and shall submit monthly reports of the Board on the financial operations of Congregation Beth David in relation to the budget. In absence of the President and the Vice Presidents, the Treasurer shall assume all duties of the President.

4.6.(D) Secretary. The Secretary shall provide for the keeping of minutes of all meetings of the Board and shall assure that such minutes are filed with the records of Congregation Beth David. He or she shall give or cause to be given appropriate notices in accordance with the Articles or these By-laws or as required by law, and shall act as custodian of all corporate records and reports and of the corporate seal, assuring that it is affixed, when required by law, to Documents executed on behalf of Congregation Beth David. He or she shall perform all duties incident to the office of Secretary and such other duties as may be assigned from time to time by the President or the Board. The Secretary may delegate any of his or her duties to any duly elected or appointed Assistant Secretaries.

4.7. No Compensation. Officers of Congregation Beth David shall receive no compensation (other than reimbursement of reasonable expenses) for service to Congregation Beth David.

ARTICLE 5. BOARD COMMITTEES

5.1. Principles Governing Board Committees.

The chairperson of a Board committee is responsible for inviting Members to join a committee. If the chairperson does not fulfill this obligation, the President may invite Members to join a committee. It is the intention of these By-laws that the Board should endeavor to appoint committee members, with the exception of Executive Committees, who are Members of the Congregation and who are not voting members of the Board. Except as limited in these By-laws, the chairperson and members of any committee may be any member in good standing.

5.1.(A) Creation of Committees: Limitations on Authority. The Board, by resolution adopted by a majority of the Directors in office, may designate and appoint one or more committees, each of which shall consist a Director and other Members, which committees, to the extent provided in such resolution, shall have and exercise all the authority of the Board, except that no such committee shall have the authority of the Board in reference to amending, altering or repealing the By-laws; electing, appointing or removing any Member of any such committee or any Director or Officer of Congregation

Beth David; amending the Articles, restating Articles, adopting a plan of merger or adopting a plan of consolidation with another Jewish organization; authorizing the sale, lease, exchange or mortgage of all or substantially all of the property and assets of the Congregation Beth David; authorizing the voluntary dissolution of Congregation Beth David or revoking proceedings therefor; adopting a plan for the distribution of the assets of Congregation Beth David; or amending, altering or repealing any resolution of the Board which by its terms provides that it shall not be amended, altered or repealed by such committee. The designation and appointment of any such committee and the delegation thereto of authority shall not operate to relieve the Board, or any individual Director, of any responsibility imposed upon it, him or her by law.

5.1.(B) Standing Board Committees. Congregation Beth David shall have the following standing Board Committees: Executive; Finance; Nominating; Fundraising and Corporate Development; Scholarship; Ritual, Religious school; Cemetery, Youth, Social Action, House, Publication & Communication, and Adult Education.

5.1.(C) Creation and Combination of Committees and Reassignment of Functions. The Board shall have the power to create such other Committees as it deems appropriate: The continued utilization of Board Committees, other than those set forth in Section 5.1.(B) above, shall be discretionary with the Board. If the Board determines that any one or more of such Committees (other than those specified in the preceding section) should not exist, it shall assign the functions of such Committees to a new or existing Committee of the Board, to the Board acting as a committee of the whole, or to an individual Officer or agent of Congregation Beth David. If a new Board Committee is established, the resolution creating it must designate the number of Directors who are to serve as its voting Members, the authority of the Board which the Committee shall have and any limitations thereon, and the functions which the Committee shall discharge. The Board shall by resolution disband any Committee.

5.1.(D) Powers and Reporting. Each Board Committee shall have and exercise the powers and authority of the Board granted to it in the resolution creating it or in these By-laws. Each Board Committee shall have the responsibility to investigate, consider and formulate recommendations to the Board on all matters within the scope of the functions assigned to it. Any Board Committee may elect to perform any of its specifically designated functions by constituting any number of its Members as a subcommittee for that purpose, and such subcommittee shall have all of the powers and authority of the Board Committee itself, unless otherwise specifically limited. Each Board Committee shall designate a Secretary who shall keep minutes of its proceedings. Each Board Committee shall report its actions to the Board. Actions of a Board Committee shall be effective when taken or at such later date as the Committee shall specify, but shall be subject to Board rescission. Board rescission of any action taken by a Board Committee shall not affect the rights of third parties accruing prior to such rescission.

5.1.(E) Appointment and Tenure. Except as is otherwise provided herein, the President shall appoint all Board Committee chairpersons for a term of one (1) year. Members of the Board Committees shall be Congregation Beth David Members appointed by the

chairperson of the committee with the advice of the President subject to the restrictions in section 1.4.1 above.

Except for the chairpersons of the Executive Committee and Nominating Committee, each Member of a Board Committee shall hold office for a term of one (1) year and until his or her successor as a Member of such Board Committee is appointed, unless he or she shall sooner cease to be a Director, resign or be removed from the Committee.

5.1.(F) Non-Directors Permitted to Serve on Committees. Persons who are not Members and are not Directors of Congregation Beth David but are Congregation Beth David volunteers shall be permitted to serve on Board Committees (other than the Executive Committee, Finance Committee and the Ritual Committee). Any Congregation Beth David Committee on which non-Directors are serving as voting Members shall act in an advisory capacity to the Board and shall have no authority to bind the Board or Congregation Beth David with its actions.

5.1.(G) Additional Advisors. The chairperson of any Board Committee, with the concurrence of the President, may invite additional individuals with expertise in that Committee's pertinent area to meet with and assist the Committee. Such advisors shall not vote or be counted in determining the existence of a quorum and may be excluded from any executive session of the Committee by a majority vote of the Committee Members present. Such advisors shall not be considered Ex Officio Members of any committee.

5.1.(H) Resignation and Removal.

- (i) **Resignation:** Any Member of a Board Committee may resign at any time by giving written notice to the President or to the Secretary of Congregation Beth David. Such resignation, which may or may not be made contingent on formal acceptance, shall take effect on the date of receipt or at any later time specified in the resignation itself.
- (ii) **Removal:** Any Member of a Board Committee of Congregation Beth David Committee who is not also a Member of the board may be removed for cause at any time by a majority vote of the Executive Committee consistent with the provisions of Section 4.3(B).

5.1.(I) Vacancies: Any vacancy on any Board Committee may be, but is not required to be, filled for the unexpired portion of the term by the President; provided, however, that any vacancy which results in any Board Committee having less than one Director shall be filled for the unexpired portion of the term by the President with the exception of the Finance Committee, which shall require a minimum of two Directors, one of whom shall be the Treasurer.

5.1.(J) Meetings and Notice. Meetings of a Board Committee may be called by the President, the chairperson of the Committee or any two of the Committee's voting

Members. Unless otherwise specified herein, each Committee shall meet as often as is necessary to perform its duties. Oral or written notice of the time and place of any meeting of a Board Committee shall be given at least five days prior to the meeting; provided, however, that if the Committee schedules meetings at a regular recurring interval, no notice of such meetings shall be required.

5.1.(K) Quorum. Unless otherwise specified by Board resolution, there shall be no mandatory quorum requirement for the transaction of business at any meeting of Board Committees other than the Executive Committee, Finance Committee and the Nominating Committee. However, in the event that less than one-third of a Committee's Members are present at a meeting, the chairperson of the Committee, in his or her sole discretion, may elect to adjourn the meeting until such time as more than one-third of the Committee Members are in attendance.

5.1.(L) Voting. Each Committee Member with voting rights shall be entitled to one vote on any matter before the Board Committee. Each Committee Member with voting rights shall be entitled to one vote on any matter before the Board. Voting by proxy shall not be permitted; provided, however, a Committee Member shall be allowed to participate via the telephone and shall be allowed to vote on a specific topic to come before the Board Committee by signed communication. However, voting by proxy by signed communication shall not be permitted unless a resolution is passed at the meeting of the Board Committee permitting such voting in such manner for that meeting only.

5.1.(M) Manner of Acting. The act of a majority of the Members of a Board Committee present at a meeting shall be the act of the Committee so meeting. Action may be taken without a meeting by a writing setting forth the action so taken signed by each Member of the Committee entitled to vote thereat.

5.1.(N) Overlap of Responsibilities. Where the responsibilities of two or more Board Committees overlap on any particular matter, the chairpersons of the respective Committees shall meet and discuss the allocation of such responsibilities between the Committees. If the Committee chairpersons are unable to agree on such allocation, the matter shall be brought before the President for resolution. Either chairperson shall have the right to appeal the President's decision to the Executive Committee.

5.1 (O) Minutes. Minutes of all meetings of all Board Committees shall be taken and disseminated to each Director as soon as possible and in all events prior to the convening of the next meeting of the Board, at which time the minutes shall be presented in writing for Board approval.

5.2. Executive Committee.

5.2.(A) Election and Composition. The Executive Committee shall be composed of the President, the Vice Presidents, the Secretary, the Treasurer and the immediate Past President. The current President shall serve as the chairperson of the Executive Committee.

5.2.(B) Functions. When the Board is not in session, the Executive Committee shall have and exercise the power and authority of the Board to transact all regular business of Congregation Beth David, subject to any prior limitations imposed by the Board, by the Articles or these By-laws or by statute. The Executive Committee shall also coordinate the recommendations between the other Board Committees. The Executive Committee shall review and organize information pertinent to matters to be presented at future meetings of the Board in order to utilize more effectively the discussion time at such future meetings.

The Executive Committee shall have the authority and responsibility to set standards for, review and make recommendations to the Board regarding the performance, compensation and terms of employment of the Executive Director of Congregation Beth David, if any. The Executive Committee shall also have the authority and responsibility to implement Congregation Beth David's personnel, volunteer and duality of interest policies.

The Executive Committee shall also perform such other duties related to its functions as may be assigned to it by the President or the Board.

5.2.(C) Liaison. The Executive Committee shall serve as liaison with the Rabbi and other spiritual leaders and the Director of Jewish Education of the Congregation Beth David religious school.

5.2.(D) Meetings. The Executive Committee shall meet upon the call of the President for emergency action or other matters in the interim between regular Board meetings, and to discuss concerns of Congregation Beth David. A quorum for the transaction of business at any meeting of the Executive Committee shall consist of not less than a majority of its Members. The President shall promptly call a meeting of the Executive Committee at the request of two (2) Members of the Executive Committee.

All decisions of the Executive Committee shall be by majority vote, which majority vote, shall consist of no less than three (3) votes.

5.2 (E) Minutes. Minutes of all meetings of the Committee shall be taken and disseminated to each Director as soon as possible and in all events prior to the convening of the next meeting of the Committee, at which time the minutes shall be presented in writing for Committee approval.

5.3. Finance Committee.

5.3. (A) Composition. The Finance Committee shall consist of the President, Treasurer and three (3) other Members. The Treasurer shall serve as the chairperson of the Finance Committee.

5.3. (B) Functions. The Finance Committee shall have general responsibility for oversight of the financial condition of Congregation Beth David, for the investment of all

endowment and other capital funds of Congregation Beth David, for the financial planning for Congregation Beth David and for the coordination of all programs affecting the fiscal affairs or financial condition of Congregation Beth David. Specifically, the Finance Committee shall:

- (i) Review the annual operating budget for Congregation Beth David including the Religious school, and the capital expenditure plan and present to the Board for approval as to the anticipated needs of Congregation Beth David;
- (ii) Review and make recommendations to the board on all proposed capital expenditures, all proposed borrowings by Congregation Beth David, all deposits to and withdrawals from endowment funds, and all purchases and sales of investment securities and other capital assets of Congregation Beth David;
- (iii) Review the financial feasibility of Congregation Beth David projects, acts and undertakings involving major expenditures, as defined from time to time by the Board, and make recommendations thereon to the Board;
- (iv) Receive, review and evaluate the findings and final reports of Congregation Beth David's financial records and, based thereon, make recommendations to the Board concerning the financial operation of and services required by and provided to Congregation Beth David;
- (v) Consider and recommend plans for securing capital and operating funds for Congregation Beth David;
- (vi) Recommend to the Board dues for membership, religious school tuition, building fund assessments and other assessments necessary for the financial well being of Congregation Beth David;
- (vii) Review and recommend to the Board all contracts to be entered into by Congregation Beth David; and
- (viii) Perform such other duties related to its functions as may be assigned to it by the President or the Board;

5.4. Nominating Committee

5.4. (A) Composition. The Nominating Committee shall consist of three (3) or more Directors.

5.4. (B) Functions. The Nominating Committee shall have the authority and responsibility to:

- (i) Set standards for and review the performance of the individual Directors, and report thereon to the Board;

- (ii) Accept letters of intent, interview Board applicants and recommend to the Members of the Board at the Board Meeting prior to their annual organizational meeting nominees for election as Directors and Officers and at-large Members of the Executive Committee and also recommend to the Board nominees to fill vacancies in Directorships or offices; and perform such other duties related to its functions as may be assigned to it by the President or the Board.

5.5. Fundraising And Corporate Development Committee.

5.5. (A) Composition. The Fundraising and Corporate Development Committee shall consist of one Director and two (2) or more Members in good standing.

5.5. (B) Functions. The Fundraising And Corporate Development Committee shall have general responsibility for:

- (i) Oversight of the internal and external fundraising activities of Congregation Beth David;
- (ii) Review and approval of external fundraising proposals and activities;
- (iii) Solicitation of corporate sponsors and donors;
- (iv) Purchase, construction, renovation and maintenance of real property;
- (v) Procuring of personalty; and
- (iv) Performance of such other duties related to its functions as may be assigned to it by the President or the Board.

5.6. Scholarship Committee.

5.6. (A) Composition. The Scholarship Committee shall consist of one Director and two (2) or more Members in good standing.

5.6. (B) Functions. The Scholarship Committee shall have the general responsibility and authority to:

- (i) Recommend standards and qualifications for the awarding of scholarships;
- (ii) Establish policies and procedures for the implementation of the scholarship program;
- (iii) Accept applications and make recommendations to the Board regarding the awarding of scholarships; and

- (iv) Perform such other duties related to its functions as may be assigned to it by the President or the Board.

5.7. Ritual Committee.

5.7. (A) Composition. The Ritual Committee shall consist of one Director and two (2) or more Members in good standing.

5.7. (B) Functions. This committee, with the advice of the Rabbi, shall:

- (i) Supervise and conduct daily services, organize, supervise and execute plans for the Sabbath, high holy days and festivals;
- (ii) Provide a staff of ushers to serve during the Sabbath services, the high holy days, and on other appropriate occasions in order to make the seating of Members more efficient and to maintain the order and decorum befitting a religious service.

5.8. Housing Committee.

5.8. (A) Composition. The Housing Committee shall consist of three or more Directors.

5.8. (B) Functions. The Housing committee shall:

- (i) Supervision of the construction, renovation, maintenance, improvement and repair of all real and tangible property of Congregation Beth David except Cemetery land and shall approve of all matters of art, architecture, design and décor;
- (ii) Formulate and promulgate rules of conduct and practices related to the use of the building for all Congregation functions and other activities that may be carried out in the Congregation's building;
- (iii) Set up and supervise the administration of rules under which the various facilities of the Congregation may be used by internal and external groups;
- (iv) Promulgate a schedule of rates for the use of such facilities and the manner of payment; and
- (v) Supervise, control and manage the use of the facilities and quarters of the Congregation Beth David buildings and properties by Members or groups, or others in accordance with the policy and regulations established by the Board.

All rules and schedules and rates proposed by the said committee shall require approval by the Board of Trustees prior to the effective date thereof.

5.9. Membership Committee.

5.9(A) Composition. The Membership Committee shall consist of one Director and two (2) or more Members in good standing.

5.9(B) Functions. This committee shall:

- (i) Receive, investigate, review and process applications for Membership in Congregation Beth David;
- (ii) Inform applicants concerning financial obligations and Congregation Beth David privileges and responsibilities; and
- (iii) Investigate all Congregation Beth David resignations and report to the Board thereon;

The Membership committee shall also be charged with the responsibility of retention of Members.

5.10. Religious School Committee.

5.10(A) Composition. The **Religious school** Committee shall consist of two (2) or more Directors, including one Director who is a parent of a child attending the Religious school and one or more Members in good standing who are parents of children attending the Religious school.

5.10(A) Functions. This committee, with the advice of the Rabbi, shall:

- (i) Determine the curriculum of the Religious school; and
- (ii) Recommend to the Board potential employees of the Religious school.
- (iii) Develop a budget for the Religious school to be presented to the Finance Committee for inclusion in the Congregation Beth David budget.

5.11. Youth Committee.

5.11(A) Composition. The Youth Committee shall consist of one Director and two (2) or more Members in good standing.

5.11(A) Functions. This committee, with the advice of the Rabbi, shall:

- (i) Develop, supervise and promote all manner of activities on the part of Congregation Beth David youth, religiously, socially and culturally.

5.12. Social Action Committee.

5.12(A) Composition. The Social Action Committee shall consist of one Director and two (2) or more Members in good standing.

5.12(A) Functions. This committee shall:

- (i) Advance the cause of social action by strengthening and activating the ideals of Judaism and relating these ideals to the problems and issues of our time;
- (ii) Inform the Congregation on social issues; and
- (iii) Participate in community activities as approved by the Board.

Said committee shall secure prior approval of the Board before issuance of a public statement.

5.13. Publication & Communication Committee

5.13(A) Composition. The Publication & Communication Committee shall consist of one Director and two (2) or more Members in good standing.

5.13(B) Functions. The Publication committee shall:

- (i) Be responsible for the dissemination of information concerning Congregation Beth David activities to the Members of the Congregation Beth David through the Congregation Beth David Scroll and otherwise, including the assembling and preparation of material.

Seemingly controversial material shall be submitted to the President or other appropriate office before publication.

5.14. Adult Education Committee.

5.14(A) Composition. The Adult Education Committee shall consist of one Director and two (2) or more Members in good standing.

5.14(B) Functions. This committee shall:

- (i) Promote, supervise and coordinate adult educational activities and programs for the Members of the congregation.

5.15. Cemetery Committee.

5.15(A) Composition. The Adult Education Committee shall consist of one Director and two (2) or more Members in good standing.

5.15(B) Functions.

- (i) The Congregation shall acquire and use for cemetery purposes such part or parts of available land as it shall deem necessary. The Cemetery Committee shall recommend to the Board of Trustees the selection of cemetery land. The cemetery shall be administered by the Cemetery Committee.
- (ii) The Cemetery Committee shall endeavor to ensure that the cemetery grounds are kept in a proper condition. The committee shall make a record of all interments.
- (iii) The Cemetery Committee shall arrange for the provision of graves as needed upon decease of Members in good standing of the Congregation.
- (iv) The Cemetery Committee shall sell grave plots at-prevailing prices which have been submitted to and approved by the Finance Committee, and shall issue necessary deeds of sale to all purchasers in accordance with existing contracts.
- (v) The Cemetery committee shall recommend to the Finance Committee for their approval, rates for all graves for Members wishing to have plots of their own choice and rates for graves of non-Members. These rates shall be fixed by the Board of Trustees.
- (vi) Only persons of the Jewish faith, who, if married, are married in the Jewish faith, shall be permitted to be interred within the Congregations cemetery. All burials shall be made in accordance with the laws and accepted rituals of the Conservative Jewish faith..

5.16. Laws Committee

5.16 (A) Composition. The Laws Committee shall consist of three (3) or more Directors, one of whom is a lawyer.

5.16.(B) Functions. The Laws Committee shall have the general responsibility and authority to:

- (i) Interpret the By-laws;
- (ii) Recommend amendments to the By-laws;
- (iii) Provide legal opinions on any issue of law;
- (iv) Serve as parliamentarian; and
- (v) Perform such other duties related to its functions as may be assigned to it by the President or the Board.

ARTICLE 6 MEMBERSHIP

A “Member in good standing” shall be a Member who has paid his/her membership dues and other financial obligations to Congregation Beth David (“dues obligations”) in accordance with the within constitution and By-laws for the current fiscal year of Congregation Beth David .

- 6.1.** A full Member in good standing shall have the following privileges:
- a. The right to vote at the annual Congregation Beth David meeting.
 - b. The right to have his or her children receive religious education, be prepared for Bar Mitzvah and Bas Mitzvah and confirmation in Congregation Beth David.
 - c. The right to participate in all activities of Congregation Beth David.
 - d. The right to be eligible for election as an Officer or trustee.
 - e. The right to have a seat at religious services and High Holy Days for the Member and the Member's family.
 - f. The right to continue Membership in Congregation Beth David for the coming year.

6.2. Each Member shall have a vote in the affairs of the Congregation as defined in Section 2.11. The rights and privileges of Members shall be prescribed by the Board of Trustees, Any Member who has failed to pay the dues, assessments, or other charges due or owing the Congregation Beth David within the time prescribed by the Board shall not be in good standing and shall not be entitled to any rights or privileges whatsoever.

6.3. Annual Membership dues, Religious school tuition, building fund assessments and other assessments necessary for the financial well being of Congregation Beth David shall be determined by the Board of Trustees of Congregation Beth David at a regular or special meeting.

6.4. Dues

6.4. (A) Dues Evaluation Forms or their equivalent shall be mailed out to all Members immediately following the July Congregation Beth David Board meeting to be returned by September 1st. All Members shall be billed their Dues Obligations on July 1 notwithstanding the absence of a Dues Evaluation Form, based on previous years' dues or minimum (whichever is higher) together with such increases as shall be determined and fixed by the Board at a regular or special meeting. The Board reserves the right to assess late fees, and such other charges as it may reasonably determine to be necessary to cover its costs for subsequent billings to delinquent Members for outstanding Dues Obligations

and for any actions taken to collect outstanding Dues Obligations. The Board further reserves the right to establish such rules and regulations as it may reasonably determine are necessary to deny rights and privileges to persons who are not current in their Dues Obligations.

6.4. (B) A least 50% of the Member's Dues Obligations for the current year must be paid before the High Holy Days or commencement of the Religious school year, whichever occurs first, and all other financial obligations to the Religious school must have been fulfilled by said date, in order for a Member to be eligible to receive tickets of admission for said High Holy Days and for a child to attend the religious school unless suitable arrangements for payment shall have been made prior to that time. The balance of the outstanding Dues Obligations must be paid by December 1st. For the purpose of voting at regular or special Congregation Beth David meetings.

6.5 Meetings

6.5. (A) Annual Meeting. The annual meeting of the Members shall be held at such time and at such place as may be determined from time to time by the Board for (i) the election of the Board consistent with these By-laws, (ii) the reporting on the activities and financial condition of the Congregation Beth David, and (iii) the transaction of such other business as may lawfully come before the meeting. At least ten (10) days, but not more than two (2) months, prior written notice of the time, place and purpose (including an agenda) for which the annual meeting is called shall be given by the Secretary of the Congregation Beth David to the Members at their addresses as they appear on the books of the Congregation Beth David. Only those members who are in good standing shall be entitled to participate at the annual meeting. The meeting shall be limited to the agenda as determined by the Board.

6.5. (B) Special Meetings. Special meetings of the Members shall be called by a vote of the Board, at the request of the President, or by the vote of ten percent (10%) or more of the Members who are eligible to vote based on the list of Members on the most recent first day of Rosh Hashanah. A request by the Members for a special meeting shall be in writing addressed to the President and shall state the reason for said meeting. In the event that the President fails to call for the special meeting within five (5) days after having received said request, any other Officer may call for the special meeting. No business shall be transacted at a special meeting other than that which was the stated purpose for said special meeting. Only those members who are in good standing shall be entitled to participate at the special meeting. The meeting shall be limited to the agenda as determined by the Board.

Notice of a special meeting shall be given in writing at least ten (10) days but not more than two (2) months prior to the special meeting, setting forth the place, date and purpose (including an agenda) for which the special meeting is being called. The Secretary of the Congregation Beth David shall provide notice of the special meeting to the Members, directed to their addresses as they appear on the books of the Congregation Beth David.

6.5(C) Matters Requiring Consent of the Members. The following matters affecting Congregation Beth David shall require the approval of a majority of all the Members in good standing who are present at a meeting:

- (i) The sale of all or substantially all of the assets of the Congregation Beth David; or
- (ii) The merger, dissolution or consolidation of the Congregation Beth David.

6.5(D) Quorum. The presence in person of ten percent (10%) or more of the total votes of all the Members of Congregation Beth David shall constitute a quorum at any Special Meeting or Annual Meeting of Members. If a quorum is deemed not to have attended a duly convened Annual Meeting or Special Meeting of Members, such meeting shall be continued (a “Continued Meeting”) for a period of at least thirty (30) days but no more than forth-five (45) days from the date of such initially scheduled meeting, at which time a quorum shall have been duly constituted by all Members in attendance at such Continued Meeting, regardless of number. The vote of a Majority of Members cast at a duly convened Annual Meeting, Special Meeting and/or Continued Meeting, as the case may be, is binding upon all Members for all purposes.

ARTICLE 7. INDEMNIFICATION AND INSURANCE

7.1. Indemnification.

7.1.(A) Definitions. As used in this section:

- (i) “Expenses” include all expenses including attorneys’ fees and related costs.
- (ii) “Party” includes a person who was, is, or is threatened to be made, a named defendant or respondent in a proceeding.
- (iii) “Proceeding” means any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative.

7.1.(B) Conditions for Indemnification.

- (i) Congregation Beth David shall indemnify any person made a party to any proceeding by reason of the fact that that person is or was a Director, Officer, employee agent or servant, if
 - (a) He or she conducted himself or herself in good faith;
 - (b) He or she did not engage in conduct that was willful or wanton;
 - (c) He or she did not engage in conduct that was grossly negligent; and
 - (b) He or she reasonably believed:

- (1) In the case of conduct in his or her official capacity with Congregation Beth David, that his or her conduct was in its best interests; and
 - (2) In all other cases, that his or her conduct was at least not opposed to its best interests; and
 - (3) In the case of any criminal proceeding, he or she had no reasonable cause to believe his or her conduct was unlawful.
- (ii) Indemnification shall be made against judgments, penalties, fines, settlements and reasonable expenses actually incurred by the person in connection with the proceeding; except that if the proceeding was by or in the right of Congregation Beth David, indemnification may be made only against such reasonable expenses and shall not be made in respect of any proceeding in which the person shall have been adjudged to be liable to Congregation Beth David. The termination of any proceeding by judgment, order or settlement shall not, of itself, be determinative that the person did not meet the requisite standard of conduct set forth in this subsection 7.1.(B).

7.1.(C) No Indemnification if Personal Benefit. A Director, Officer, employee or agent shall not be indemnified under subsection 7.1(B) in respect of any proceeding charging improper personal benefit to him or her, whether or not involving action in his or her official capacity, in which he or she shall have been adjudged to be liable on the basis that personal benefit was improperly received by him or her.

7.1.(D) Indemnification for Reasonable Expenses. A Director, Officer, employee or agent who has been wholly successful, on the merits or otherwise, in the defense of any proceeding referred to in subsection 7.1(B) shall be indemnified against reasonable expenses incurred by the Director, Officer, employee or agent in connection with the proceeding.

7.1.(E) Determination that Indemnification is Permissible. No indemnification under subsection 7.1(B) shall be made by Congregation Beth David unless authorized in the specific case after a determination has been made that indemnification of the Director, Officer, employee or agent is permissible in the circumstances because the Director, Officer, employee or agent has met the standard of conduct set forth in subsection 7.1(B). Such determination shall be made:

- (i) By the Board by a majority vote of a quorum consisting of Directors not at the time parties to the proceeding; or
- (ii) If such a quorum cannot be obtained, then by a majority vote of a committee of the Board, duly designated to act in the matter by a majority vote of the full Board (in which designation Directors who are parties may participate), consisting solely of two (2) or more Directors not at the time parties to the proceeding; or

- (iii) By special legal counsel, selected by the Board or a committee thereof by vote as set forth in items (a) or (b) of this subdivision, or, if the requisite quorum of the full Board cannot be obtained therefor and such committee cannot be established, by a majority vote of the full Board (in which selection Directors who are parties may participate).
- (iv) Authorization of indemnification and determination as to reasonableness of expenses shall be made in the same manner as the determination that indemnification is permissible, except that if the determination that indemnification is permissible is made by special legal counsel, authorization of indemnification and determination as to reasonableness of expenses shall be made in a manner specified in item (C) for the selection of such counsel.

7.1.(F) Payment or Reimbursement of Reasonable Expenses. Reasonable expenses incurred by a Director, Officer, employee or agent who is a party to a proceeding may be paid or reimbursed by Congregation Beth David in advance of the final disposition of such proceedings upon receipt by Congregation Beth David of:

- (i) A written affirmation by the Director, Officer, employee or agent of his or her good faith belief that he or she has met the standard of conduct necessary for indemnification by Congregation Beth David as authorized in this section; and
- (ii) A written undertaking by or on behalf of the Director, Officer, employee or agent to repay such amount if it shall ultimately be determined that he or she has not met such standard of conduct, and after a determination that the facts then known to those making the determination would not preclude indemnification under this section. The undertaking required by this subdivision (ii) shall be an unlimited general obligation of the Director, Officer, employee or agent but need not be secured and may be accepted without reference to financial ability to make repayment. Determinations and authorizations of payments under this subsection 7.1(F) shall be made in the manner specified in subsection 7.1(E).

7.1.(G) Nonexclusivity. The indemnification provided by this section shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any provision of these By-laws, agreement, vote of disinterested Directors or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a Director, Officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such a person. Nothing contained in this section shall limit Congregation Beth David's power to pay or reimburse expenses incurred by a Director, Officer, employee or agent in connection with his or her appearance as a witness in a proceeding at a time when he or she has not been made a named defendant or respondent in the proceeding.

7.1.(H) Insurance. Congregation Beth David shall have power to purchase and maintain insurance on behalf of any person who is or was a Director, Officer, employee or agent of

Congregation Beth David against any liability asserted against the Director, Officer, employee or agent and incurred by him or her in any such capacity or arising out of his or her status as such, whether or not Congregation Beth David would have the power to indemnify him or her against such liability under the provisions of this section.

7.1(I) Reporting Requirement. Any indemnification of, or advance of expenses to, a Director, Officer, employee or agent in accordance with this section, if arising out of a proceeding by or in the right of Congregation Beth David, shall be reported in writing to the Board with or before the notice of the next Board meeting.

7.2. Exemption from Liability. Notwithstanding any contrary provision in the Articles, these By-laws or the Rhode Island Non Profit Corporation Act:

7.2.(A) No Liability if not Compensated. No person serving without compensation as a volunteer, Director or Officer of Congregation Beth David shall be liable to any person based solely on his or her conduct in the execution of such office or duty unless the conduct of such Director, Officer or volunteer with respect to the person asserting such liability constituted malicious, willful or wanton misconduct. As used in the section “compensation” does not include a per diem or per meeting allowance, health insurance benefits or reimbursement for out of pocket costs and expenses incurred in such service. Nothing herein shall be construed to exempt a volunteer from liability based upon his or her ownership and/or operation of a motor vehicle.

7.2.(B) No Liability for Bodily Injury in Contest or Exhibition. Officers, Directors, agents and volunteers of Congregation Beth David shall not be liable for bodily injury to any person incurred while such person is practicing for, or participating in, any contest or exhibition of an athletic or sports nature sponsored by Congregation Beth David.

ARTICLE 8. GENERAL PROVISIONS

8.1. Annual Report. At the annual organizational meeting of the Board, the Treasurer and the Executive Director, if any, shall cause to be prepared and shall submit to the Board a proposed budget for the upcoming year containing, without limitation, financial statements for Congregation Beth David’s immediately preceding fiscal year.

8.2. Employment of Auditors. The Board may employ certified outside auditors to audit the books of Congregation Beth David and submit periodic reports, including such reports as may be required to enable the Executive Director and the Treasurer to deliver the annual report or proposed budget referred to in Section 8. 1 hereof.

8.3. Fiscal Year. The fiscal year shall begin on August 1 and shall end on July 31.

8.4. Corporate Seal. The Board may provide for a corporate seal in such form and with such inscription as it shall determine.

8.5. Limitations on Disbursements. Limitations on disbursements and check signing procedures shall be determined by resolution of the Board.

8.6. Loans; Real Estate. Loans and guarantees shall be contracted on behalf of Congregation Beth David only if authorized by the Board. Any sale, lease, exchange, mortgage, pledge or other disposition of all, or substantially all, the property and assets of Congregation Beth David shall be authorized upon receiving the vote of a majority of the Directors in office.

8.7. Conflicts of Interest. No contract or transaction between Congregation Beth David and one or more of its Directors or Officers, or between Congregation Beth David and any other corporation, partnership, association, or other organization in which one or more of its Directors or Officers are Directors or Officers or have a financial interest, shall be void or voidable, nor shall such Directors or Officers be liable with respect to such contract or transaction solely for this reason, or solely because the Director or Officer is present at or participates in the meeting of the Board or committee thereof which authorizes the contract or transaction, or solely because his, her or their votes are counted for such purpose, if

- (i) The material facts as to his, her or their interest or relationship are disclosed or are known to the Board or the committee, and the Board or committee authorizes, approves or ratifies the contract or transaction by the affirmative votes of a majority of the disinterested Directors, even though the disinterested Directors be less than a quorum;
- (ii) The material facts as to his, her or their interest or relationship are disclosed or are known to the Members entitled to vote thereon, and the contract or transaction is specifically authorized, approved or ratified by vote of the Members; or
- (iii) The contract or transaction is fair and reasonable as to Congregation Beth David.

Conflicted Members, the status of which shall be determined by the Board, shall not be counted in determining the presence of a majority at a meeting of the Board or of a committee meeting, the sole purpose of which is to discuss or vote upon a contract or transaction that forms the basis for such conflict.

8.8. Notice of Meetings.

8.8.(A) Manner. Whenever written notice is required to be given to any person by law, the Articles or these By-laws, such notice shall be given to such person, either in person or by sending a copy thereof by first class mail, postage prepaid to the address of that person appearing on the books of Congregation Beth David or other type of notice as permitted by law of the time,. If the notice is sent by mail, it shall be deemed to have been given when deposited in the United States mail to such person. A notice of meeting shall contain any other information required by any other provision of law, the Articles or these By-laws.

8.8. (B) Waiver.

- (i) In Writing: Whenever any notice is required, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.
- (ii) By Attendance: Attendance of a person at any meeting shall constitute a waiver of notice of such meeting, except when a person attends a meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting was not lawfully called or convened.

8.9. Procedure. The Board and all Board Committees may adopt rules of procedure which shall not be inconsistent with these By-laws. In the absence of the specific adoption of rules of procedure, Roberts Rules shall be presumed to be controlling.

8.10. Distribution on Dissolution. No Director, Officer or any other private individual shall be entitled to share in the distribution of any of the corporate assets upon dissolution of Congregation Beth David. Upon the dissolution or winding up of Congregation Beth David, any assets remaining after payment of or provision for payment of all obligations, debts and liabilities of Congregation Beth David shall be distributed to such non-profit funds, Congregation Beth David or corporations which are organized and operated exclusively for charitable, scientific or educational purposes and have established their tax exempt status pursuant to Section 501(c)(3) of the Internal Revenue Code, as the Board of Directors of Congregation Beth David shall determine.

8.11. Construction of Terms and Headings. Words used in these By-laws shall be read as the singular or plural, as the context requires. The captions or headings in these By-laws are for convenience only and are not intended to limit or define the scope or effect of any provision of these By-laws.

**ARTICLE 9
AMENDMENT TO BY-LAWS**

9.1. Procedure. These By-laws may be amended or repealed and new By-laws adopted by a vote of the Membership in good standing in accordance with Section 6.5(D).

9.2 Amendments by the Board. Amendments to the By-laws may be recommended by the Board following a vote of the Board at a duly convened meeting.

9.3 Amendments by the Membership.

- (a) Amendments to the By-laws may be recommended by a Quorum of the Members of the Congregation in accordance with Section 6.5(D) by petition to the Board following a special meeting called by the Members. Amendments to the By-laws

proposed on behalf of the Membership shall be presented in writing to the Secretary of the Congregation by means of a petition setting forth the proposed language amending the By-laws and affirming that the petition is the result of a vote of a Quorum of the Members of Congregation Beth David.

- (b) Amendments to the By-laws recommended by the petitioners shall be reviewed by the Board at its next duly convened meeting. The petitioners shall designate a representative of said petitioners to be present at said meeting to address the Board regarding the proposed amendment. No discussion of the proposed amendment will take place at that Board meeting.
- (c) Discussion of the proposed amendment will be deferred until the next regular Board meeting or an earlier special meeting of the Board called by the President. At that meeting, the Board shall have the authority to revise and/or amend such proposed amendment. A representative of the petitioners shall not be present for this meeting.
- (d) Following the Board's review and revision of the proposed amendment, the Board will make recommendations to the petitioners in writing regarding the proposed amendment. After reviewing such recommendations, the petitioners may submit the proposed amendment to the Congregation for a vote by the Congregation either at the next annual meeting, or at a special meeting called for that purpose as outlined in Article 6 of these By-laws.