

TEMPLE BETH AMI CONSTITUTION

ARTICLE I: NAME

This Congregation shall be known as TEMPLE BETH AMI of Montgomery County, Maryland.

ARTICLE II: PURPOSE

The purpose of the Congregation shall be to affirm its faithful attachment to Judaism.

ARTICLE III: NATIONAL AFFILIATION

The Congregation shall be affiliated with the Union for Reform Judaism (URJ).

ARTICLE IV: RELIGIOUS PRACTICES

The Congregation shall interpret and practice Judaism in general accord with the practices of the Reform Jewish movement in the United States of America.

ARTICLE V: MEMBERSHIP

Section 1. Membership in Temple Beth Ami shall be open to any adult who fulfills at least one of the following criteria:

- is Jewish,
- is a part of a family with at least one Jewish family member and the family will join Temple Beth Ami as a unit,
- is a parent or legal guardian of a Jewish child, or
- is actively engaged in the process of conversion to Judaism

Section 2. Categories of Membership:

- a. Household Membership – A married couple or a couple in a domestic partnership, with or without unmarried children who have not yet attained the age of 25 as of the first day of the Congregation’s fiscal year (July 1). Each member of the couple shall be entitled to cast one vote on all matters before a meeting of the Congregation.
- b. Single Household Membership – One adult with or without unmarried children who have not yet attained the age of 25 as of the first day of the Congregation’s fiscal year (July 1). The member shall be entitled to cast one vote on all matters properly before a meeting of the Congregation.
- c. Student Membership – A post Bar/Bat Mitzvah student in grades 9 - 12; this category has

limited privileges, no voting rights and no right to purchase High Holy Days tickets at a discount for family members; this category is available until a student graduates from high school.

- d. URJ Jewish Connection Membership – A young adult who has not attained the age of 30 as of the first day of the Congregation’s fiscal year (July 1). This is a nonvoting membership category with access to all services available to any other member of the Congregation except the Religious School. This membership category does not include a Nursery School member discount.
- e. Associate Membership – A married couple, a couple in a domestic partnership, or a single adult who is a full dues paying member of another Congregation and who wishes to be affiliated with Temple Beth Ami. This is a non-voting membership, and does not include High Holy Days tickets or clergy participation in lifecycle events.

It should be noted that the above Membership Categories are independent of Dues Categories which are subject to Board approval in consideration of policy and budgetary issues.

Section 3. Except as provided elsewhere in this Constitution, all members of the Congregation shall be entitled to all the rights and privileges of membership, including, but not limited to:

- a. participation in all activities held under the auspices of the Temple;
- b. access to the Clergy;
- c. celebration of lifecycle events;
- d. ability to vote, consistent with Section 2 of this Article, at all meetings of members and to sign all petitions;
- e. attendance at all religious services, including High Holy Days; and
- f. participation on committees and attendance at meetings of the Board of Directors (the “Board”).

Household Membership units and Single Household Membership units, in addition to the rights and privileges set forth above, shall also be entitled to have their child(ren):

- a. attend the religious school of the Congregation subject to rules and procedures established by the Board; and
- b. upon complying with the applicable requirements, become a Bar or Bat Mitzvah and become Confirmed.

ARTICLE VI: DUES AND FEES

Section 1. All members of the Congregation assume and share responsibility for the financial support of the Congregation through dues and fees. Dues and fees for each fiscal year shall be due annually on the first day of July, and shall be paid in accordance with a schedule set by the Board.

Section 2. The dues and fee structure and any changes thereto, as well as any special assessments, shall be set and approved by the Board.

Section 3. Any member who falls more than 120 days in arrears of their financial obligations to the Congregation shall be subject to suspension or termination of their membership rights and privileges as detailed in Article V, Section 3.

Section 4. The Financial Secretary, Assistant Financial Secretary or their designee, after reviewing member's confidential information, may waive, extend or modify any financial obligation due from a member.

Section 5. The resignation, termination, or suspension of any member shall not relieve him or her from payment of any obligation due the Congregation at the time of resignation, termination, or suspension.

ARTICLE VII: CONGREGATIONAL MEETINGS

Section 1. Meetings of the Congregation may be called:

- a. by the President;
- b. at the request of a two-thirds majority of the Board; or
- c. by the call of a petition signed by at least twenty percent (20%) of the voting members of the Congregation.

If called by a petition, the meeting shall be held as soon after receipt of the petition as feasible, but not less than 21 nor more than 60 days from the President's receipt of the petition. Notice of a meeting shall be sent to members by mail or e-mail at least twenty-one (21) days prior to the date of such meeting.

Section 2. In the event any meeting is adjourned before the completion of its scheduled agenda or is impossible to hold as scheduled because of the lack of a quorum, as described in Section 3 of this Article, the matter shall be referred back to the Board, whose decision shall be final.

Section 3. For all meetings of the Congregation, a quorum of ten percent (10%) of voting members shall be required for the conduct of business.

Section 4. The notice of a meeting of the Congregation shall include the agenda and specific matters to be discussed. The President or petitioning party will frame the specific question(s) or matter(s) to be contained in the notice.

Section 5. Approval of matters shall be by a simple majority vote of those members present except where otherwise specified in this Constitution.

ARTICLE VIII: OFFICERS

Section 1. The Officers of the Congregation shall consist of a President, First Vice-President, Second Vice-President, Third Vice-President, Treasurer, Assistant Treasurer, Financial Secretary, Assistant Financial Secretary, General Counsel, and Recording Secretary. The Officers shall be elected by the Congregation for a term of two years. Only members of the

Jewish faith who are members in good standing are eligible to become Officers of the Congregation.

Section 2. The Duties of the President shall be:

- a. to act as chairperson at all meetings of the Congregation and the Board;
- b. to appoint the chairpersons, subject to approval of the Board, of all committees;
- c. to call meetings of either the Congregation or the Board;
- d. to sign all legal documents, including, but not limited to those requiring approval by the Board (the Board by policy will identify legal documents not requiring Board approval);
- e. to enforce the Constitution;
- f. to execute the programs of the Board;
- g. to report to the Board, his or her activities and those of the Executive Committee;
- h. to fill vacancies on the Board should they occur between annual Board elections;
- i. to appoint special non-voting positions to the Board as needed; and
- j. to perform any other duties which are incident to the office.

Section 3. The Vice-Presidents, commencing with the First Vice-President, shall automatically succeed to the office of President in case of vacancy and shall act for the President in case of his or her absence or disability.

Section 4. The duties of the First, Second and Third Vice-Presidents shall include personnel and administrative matters, financial oversight, oversight of committees, and such other duties as allocated and assigned by the President.

Section 5. The Treasurer shall:

- a. be the custodian of all operating funds of the Congregation and shall be the disbursing agent of the Congregation as authorized, and under procedures established by the Board;
- b. establish banking and, at the direction of the Investment Committee, investment accounts for Congregation funds subject to approval of the Board and in compliance with investment policies approved by the Board;
- c. report monthly to the Board;
- d. be the custodian of the financial books and records of the Congregation;
- e. make available the financial books and records for review by any of the Board, or by a designee of the Board;
- g. submit the Congregation's financial records to an annual audit by an independent Certified Public Accountant selected by the Board; and
- h. perform such other actions as requested by the President and which are permitted under this Constitution.

Section 6. The Assistant Treasurer shall serve as the chairperson of the Budget and Finance Committee and perform such other duties as assigned by the Treasurer or the President.

Section 7. The Recording Secretary shall be the custodian of the books, records and seal of the Congregation (except for the Congregation's financial records), maintain possession of this Constitution and all amendments thereto and serve as Secretary of the Congregation and the Board. The Recording Secretary shall keep the minutes of the Congregation and the Board, and

perform such other duties as are incident to the office.

Section 8. The Financial Secretary and Assistant Financial Secretary shall negotiate or oversee the negotiation of dues and fees by the Financial Secretary Committee with members, and shall supervise collection of all overdue negotiated accounts.

Section 9. All members of the Board, as well as the Financial Secretary, Assistant Financial Secretary, and all other members of the Financial Secretary Committee, and the Executive Director, shall be covered by a blanket position fidelity bond or Errors and Omissions Professional Liability Insurance policy in amounts to be determined by the Board, but in no event less than \$1,000,000 D&O, and \$5,000,000 Umbrella Liability policies. The cost of the bond and/or policy shall be borne by the Congregation.

Section 10. All disbursements of Congregational funds over \$1,000.00 or amounts aggregating \$1,000.00 or more to the same person or related persons, other than payroll checks, shall require signatures of any two of the following: the Treasurer, Assistant Treasurer, President, First Vice-President, Second Vice-President, Third Vice President or Executive Director, except that the Treasurer and Assistant Treasurer may not sign together. The Executive Director may only be a second signature, and may not sign checks independently, with the exception of those approved in accordance with Temple policy.

Section 11. The General Counsel shall serve as legal advisor the Board. The General Counsel shall be a licensed attorney.

ARTICLE IX: BOARD OF DIRECTORS

Section 1. The Board shall consist of: the ten Officers elected by the Congregation; ten At-Large members elected by the Congregation; the President or designated representative of the Women of Temple Beth Ami; the President or designated representative of the Brotherhood; the Immediate Past President and any other Past Presidents of the Congregation whose terms as President expired within the past four years; and the Senior Rabbi. The Senior Staff, as defined by the Board, and the President of the Beth Ami Temple Youth group or designated representative are members of the Board Ex-officio, without voting privileges.

Board Members are elected by the Congregation for two-year terms. The terms of At-Large Board Members shall be staggered where possible.

Only members of the Jewish faith who are members in good standing shall be eligible to serve as a member of the Board.

Section 2. Officers can serve a maximum of one consecutive 2-year term in the same position; At-Large members can serve a maximum of two consecutive 2-year terms. An individual appointed to fill an At-Large Board vacancy in accordance with Article VIII, Section 2.h of this Constitution may serve two successive terms in that office in addition to the portion of the term to which he or she was appointed. An individual appointed to fill an Officer vacancy in

accordance with Article VIII of this Constitution may serve one successive term in that office in addition to the portion of the term to which he or she was appointed.

Section 3. The Board shall set and act on all matters of policy. The Board shall be responsible for the general management of the affairs, funds, records and property of the Congregation.

Specific Board member responsibilities shall include, but are not be limited to:

- a. Setting or approving Temple policy.
- b. Being responsive to the needs of the Congregation.
- c. Planning effectively for the future of the Congregation.
- d. Serving as a representative of the Congregation.
- e. Approving the Congregation's budget and revising it at any time during the fiscal year as needed.
- f. Accepting fiduciary duties.
- g. Overseeing a sound organizational structure.
- h. Fostering solid management practices.
- i. Attending regularly scheduled Board meetings and meetings of the Congregation.
- j. Supporting the final decisions of the Board.
- k. Helping support the fund-raising efforts of the Congregation.
- l. Understanding Congregational goals and objectives, this Constitution, operating procedures, and financial affairs.
- m. Serving on at least one of the Congregation's committees, acting as the committee liaison to the Board, and participating in Congregational programs and events.
- n. Representing the Board at religious services.

The Congregation may ratify, amend, or reject any action of the Board by calling a Special Meeting specifically to deal with the action (see Article VII, Section 1), except the execution of contracts or the assumption of legally binding financial obligations which the Congregation has authorized the Board to undertake. Congregational votes are binding upon the Board.

Section 4. The Board shall meet periodically during the year or may meet at the call of the President or by petition of two-thirds of the voting members of the Board. These general Board meetings are open to the Congregation, except if the Board goes into Executive Session. Notice of Board meetings will be announced in weekly electronic communication to the Congregation.

Section 5. A majority of the Board shall constitute a quorum. The position of any Officer or At-Large Member who is absent from three of any five successive regular meetings of the Board may be declared vacant by the Board. The vacancy shall be filled by the President as outlined in Article VIII, Section 2.

Section 6. The Board shall have the authority to hire or remove members of the Senior Staff, subject to Article X of this Constitution. The Board shall have authority to hire or remove all other employees. The Board may delegate that authority to appropriate members of the Senior Staff.

Section 7. The Board shall designate the bank(s) or trust company for deposit of Congregational

funds. It shall, in accordance with this Constitution, have the authority to borrow money and, except as limited in Article XIV, to pledge the repayment thereof by encumbering any assets of the Congregation.

Section 8. In all matters within its powers and duties as described herein, the Board shall have the final authority to act until the next Annual election of the Congregation.

Section 9. Decisions of the Board or Congregation shall be binding on future Boards unless such decisions shall expire of their own terms or be specifically overruled by a future Board.

Section 10. The Board shall have an Executive Committee consisting of the President, First Vice-President, Second Vice-President, Third Vice-President, Treasurer, General Counsel, Immediate Past President, Clergy, and the Executive Director. The purpose of the Executive Committee shall be to advise the President between meetings of the Board, and perform whatever functions the President shall deem necessary, consistent with the President's responsibilities and those delegated to other committees created pursuant to this Constitution.

Section 11. After approval by a majority vote of the Board of Directors, proposed fundamental changes will be brought before the Congregation for a vote at a Special Meeting called according to the notice provisions of Article VII. If a quorum is not present at the Special Meeting, the decision of the Board of Directors will stand.

Fundamental changes are defined as:

- a. Termination of a member of the Clergy before the expiration of his / her contract for reasons other than cause
- b. Hiring of a new senior Rabbi;
- c. Change in the dues structure to fair share based structure;
- d. Decision to sever our affiliation with the Union for Reform Judaism (URJ); or
- e. Real estate transactions cited in Article XIII.

Section 12. Prior to the end of each fiscal year, the Board shall prepare and distribute an Annual Report to the Congregation. This report shall include information about elections, budget, and other matters of importance.

ARTICLE X: SENIOR STAFF INCLUDING CLERGY

Section 1. The Board shall be responsible for the hiring of the Senior Staff, which may include, but is not limited to the:

- a. Clergy other than the Senior Rabbi,
- b. Director of Education,
- c. Early Childhood Director,
- d. Program and Engagement Director, and
- e. Executive Director.

The Board shall contract with the persons selected concerning the terms and conditions of such employment and fix their duties and compensation.

Section 2. The selection of a new individual to serve as Senior Rabbi must be ratified by a two-thirds vote of the members of the Congregation present and voting at a Special Meeting. This vote shall be conducted by secret written ballot.

Section 3. The Senior Rabbi may be removed only by a two-thirds vote of those members of the Congregation present and voting by secret written ballot at a Special Meeting, provided a quorum is present as defined in Article VII Section 3.

ARTICLE XI: COMMITTEES

Section 1. The President may appoint or abolish committees with the consent of the Board. The membership on committees of Temple Beth Ami shall be limited to Temple members. The foregoing shall not apply to the Nursery School Parent Committee, which is open to any parent of a nursery school student regardless of membership; however, at least one chair of the Nursery School Parent Committee must be a member of the Temple. Each committee shall determine its own voting membership and may adopt governing rules not covered by *Robert's Rules of Order*, except as otherwise determined by the Board.

Section 2. Committee chairpersons shall be appointed by the President with Board approval. Except for ad hoc committees, committee chairpersons are appointed for a renewable 2-year term, commencing July 1 of each year. Committee chairpersons may be removed only upon a majority vote of the Board present and voting at any Board meeting. Committee chairperson vacancies shall be appointed by the President with Board approval.

ARTICLE XII: NOMINATIONS AND REMOVAL

Section 1. Nomination of Officers and At-Large Board members shall be made by a Nominating Committee appointed by the President and approved by the Board. The Nominating Committee shall consist of seven (7) members, at least four (4) of whom shall not be on the Board. The immediate Past President shall be a member and chairperson of the Nominating Committee.

Section 2. The Nominating Committee shall nominate one member for each office to be filled in the upcoming election.

Section 3. Before submitting its slate of nominees to the Board, the Nominating Committee shall ensure that each prospective nominee is willing to serve in the position for which he/she is to be nominated.

Section 4. Names of nominees recommended by the Nominating Committee shall be reported to the Board, and said nominations shall be sent, by mail or e-mail, to the members of the Congregation at least twenty-one (21) days prior to the Annual Board election.

Section 5. Nominations for any Board position may also be submitted by petition of voting

members representing at least 10 percent (10%) of the voting members of the Congregation. Such nominations must be filed with the Recording Secretary together with a written agreement of the nominee to serve in the position for which nominated, at least fourteen (14) days before the election in order to be deemed valid.

Section 6. The members of the Congregation shall be notified of nominations by petition at least seven (7) days before the election.

Section 7. An Officer or At-Large Board Member may be removed from office by a two-thirds vote of those members of the Congregation present and voting at any meeting of the Congregation.

ARTICLE XIII: REAL ESTATE

Before the purchase, sale, mortgage, pledge, lease or voluntary disposal of real estate by or for the Congregation may occur; the Board shall ascertain all of the relevant material facts and submit them to the Congregation at a special meeting. It shall require a two-thirds vote of those members present and voting to authorize any purchase, sale, mortgages, pledge, lease or disposal of real estate. After such authorization, the Board shall take all steps it deems necessary and proper to execute the Congregational decision. Congregational approval shall not be required for refinancing of an existing mortgage.

ARTICLE XIV: NOTICE

Section 1. For any purpose of this Constitution, notice provided by mail or e-mail to the member's address listed on the Congregation's records shall be deemed good and sufficient notice.

Section 2. For the purpose of filing any petition provided for by the Constitution, said petition, addressed to the attention of the President or Recording Secretary of the Congregation, shall be deemed properly filed once it has been received in the Temple's office.

ARTICLE XV: FISCAL YEAR

The fiscal year shall begin on July 1 and end on June 30 of the succeeding calendar year.

ARTICLE XVI: PROCESS FOR NEW AMENDMENTS

Amendments to the Constitution shall be presented in writing to and initiated by the Board or by members representing at least twenty percent (20%) of the voting members of the Congregation, and shall be filed with the Recording Secretary. Any such amendments may be acted upon at any Special Meeting of the Congregation. A two-thirds vote of the members present and voting shall

be necessary to adopt any amendment.

ARTICLE XVIII: RULES OF ORDER

The rules of procedure at meetings shall be determined by *Robert's Rules of Order*, latest revised edition.

ARTICLE XIX: SEPARABILITY AND CONFORMANCE WITH LAW

Section 1. In the event any article or section of this Constitution or any portion thereof shall be or becomes legally invalid or unenforceable, such invalidity or unenforceability shall not affect or invalidate any other article or section of this Constitution or any portion thereof.

Section 2. The Board of Directors shall have authority between annual Congregational elections to amend this Constitution as necessary to remove any conflict between its provisions and those of any applicable civil law.

ARTICLE XX: ENDOWMENT AMENDMENT

Section 1. Creation of Endowment. There is hereby established The Temple Beth Ami Endowment (the "Endowment"). The Endowment is established to secure the future of the Congregation and to enrich the programs of the Congregation for the benefit of its members and the Jewish community. The Endowment is not intended to eliminate or supplant the obligation of the members of the Congregation to support the Congregation's ongoing operations. The Endowment hereby consists of such funds that the Board shall transfer to the Endowment and such additional funds or additions to funds effected by the donation or transfer by a person (including a trust, estate, corporation or other transferor) to, and acceptance by, the Congregation, of money or property, whether by gift, bequest, devise or other gift instrument (hereafter "gift") where the gift is for an endowment of the Congregation. The term "endowment" means money or property held or administered in a fund, the principal of which is required to be maintained or is intended generally to be maintained, in whole or in part, for a period of time to provide income for the uses or in furtherance of the purposes of the Congregation, whether or not any restriction is imposed by the donor or by the Congregation and whether or not both the income and principal are available for use by the Congregation. Funds included in the Endowment shall be the property of the Congregation, and shall be held by the Congregation in its normal capacity. Funds included in the Endowment shall not be deemed trust funds held by the Congregation in a trustee capacity on behalf of any third party. The Endowment shall be subject to all restrictions set forth herein. The corpus of the Endowment may be invested with other funds of the Congregation, but must be accounted for separately.

Section 2. Endowment Committees. There shall be three Endowment Committees with responsibilities relating to the Endowment: an Endowment Fundraising Committee; an Endowment Investment Committee; and an Endowment Allocation Committee (collectively the

"Endowment Committees"). The three Endowment Committees shall also comprise a committee of the whole, and such committee of the whole shall be known as the Endowment Council.

Section 3. Endowment Fundraising Committee. The Endowment Fundraising Committee shall have the authority and responsibility for:

- a. formulating and implementing fundraising goals and strategies for the Endowment; and
- b. accepting funds and other assets on behalf of the Endowment.

The Endowment Fundraising Committee may accept contributions made by bequest, by trust arrangement, by a gift of cash or property, or by an existing or new life insurance policy or similar instrument. Subject to the provisions set forth herein, two kinds of contributions may be made:

- a. a contribution that does not specify a purpose or otherwise imposes restrictions on the Congregation (an "Unrestricted Gift"); and
- b. a contribution that directs the purpose or purposes for which the contribution is to be used or otherwise imposes restrictions on the Congregation (a "Restricted Gift").

The Endowment Fundraising Committee shall work in collaboration with the Board in developing any long-term fundraising goals or strategies. The acceptance of any assets other than cash or liquid, readily marketable securities shall be subject to the approval of the Endowment Fundraising Committee, the Chairperson of the Endowment Investment Committee and the President. In addition, the acceptance of a Restricted Gift shall be subject to the approval of the Endowment Fundraising Committee, the Chairperson of the Endowment Investment Committee, the Chairperson of the Endowment Allocation Committee and the President. Furthermore, the acceptance of any Restricted Gift shall incorporate in any agreement with the donor the participation or involvement of all Temple standing committees that would otherwise have responsibility for providing advice or guidance relating to the subject matter of the gift. In deciding whether to accept any gift, the Endowment Committees and the Board shall in all instances respect the donor's wishes with respect to privacy, confidentiality and anonymity. If a donor or prospective donor requests privacy, confidentiality, or anonymity, the President shall present information to the Endowment Committees and the Board in an appropriate manner reasonably designed to respect the donor's wishes.

Section 4. Endowment Investment Committee. The Endowment Investment Committee shall have the authority and responsibility for:

- a. investing the funds and assets of the Endowment;
- b. selling assets of the Endowment, and
- c. coordinating through its Chairperson with and providing advice to the Fundraising Committee in determining the propriety and advisability of the acceptance of Restricted Gifts and any assets other than cash or liquid securities.

Any disbursement of funds, or disposition of assets, in an amount or value in excess of one thousand dollars (or amounts aggregating to more than one thousand dollars to the same person or entity or related persons or entities within any twelve month period) shall require signatures in the same manner as disbursements in Article VIII, Section 9. As the Endowment Investment Committee's first order of business, the Committee shall adopt an investment policy (the "Investment Policy"). The Investment Policy shall set forth the types of investments the Endowment Investment Committee proposes to make for the Endowment, as well as the percentage of the Endowment invested in each particular type of investment. The Investment

Policy shall also set forth the percentages of income from the Endowment that will be made available to the Allocation Committee to be included in the Congregation's general funds on an annual basis and the circumstances, if any, under which amounts in excess of the Endowment's income may be distributed. The proposed Investment Policy shall be submitted to the Board for its prior approval. The Endowment Investment Committee may, from time to time, revise the Investment Policy, subject to the prior approval of the Board. The Endowment Investment Committee shall also submit to the Board for the Board's prior approval any recommendation on the retention, use and payment of advisors deemed necessary to carry out the Committee's duties. Such advisors may include, but are not limited to, trust companies, investment advisors, investment managers, legal counsel and accountants. The Committee, upon approval by the Board, may request payment of professional fees and expenses related to the service of such advisors from the funds under management by the Committee, provided that use of such funds does not breach an agreement with a donor. Advisors are subject to the same rules relating to impartiality as those applicable to Endowment Committee members, as set forth in Section 7 below.

Section 5. The Endowment Allocation Committee. The Endowment Allocation Committee shall have the authority and responsibility for:

- a. making recommendations for disbursing funds and assets of the Endowment relating to both Restricted Gifts and Unrestricted Gifts;
- b. coordinating through its Chairperson with and providing advice to the Fundraising Committee in the determination of the propriety and advisability of the acceptance of any restricted gifts; and
- c. coordinating with the Budget Committee in its annual preparation and presentation of the Congregation's budget.

As the Endowment Allocation Committee's first order of business, the Committee shall adopt an allocation policy as to how and under what circumstances funds from the Endowment shall be disbursed (the "Allocation Policy"). The Allocation Policy shall be submitted to the Board for its prior approval. The Endowment Allocation Committee may, from time to time, revise the Allocation Policy with the prior approval of the Board. The Endowment Allocation Committee shall have no power to grant funds other than to allocate funds to the Board in accordance with the Allocation Policy and the terms of any Restricted Gift. Any disbursement of funds, or disposition of assets, in an amount or value in excess of one thousand dollars (or amounts aggregating to more than one thousand dollars to the same person or entity or related persons or entities within any twelve month period) shall require signatures in the same manner as disbursements in Article VIII, Section 9. The Endowment Allocation Committee must report projected income in a timely manner to the Budget Committee of the Congregation to insure that Budget Committee and the Board can perform their respective duties.

Section 6. Composition of Each Committee. Each Endowment Committee shall initially have five voting members ("Voting Members"). However, the number of Voting Members may be increased so long as the total number of Voting Members is an odd number. Each member shall also be called a Trustee. Each Voting Member shall serve a three-year term with the following proviso: of the first five Voting Members appointed, one shall have a one-year term, and two shall have a two-year term. The President shall appoint the Voting Members of the Endowment Committees subject to advice and approval of the Board. The President shall also appoint, with

the Board's advice and approval, Chairpersons for each Endowment Committee from among the members of each such Committee for two-year terms commencing at the beginning of the Congregation's fiscal year. Members of the Board shall be eligible to serve as Voting Members of the Endowment Committees. Except for the ex-officio members, no member of any Endowment Committee may at the same time serve as a member of another Endowment Committee, or serve more than two consecutive terms on the same Endowment Committee. A vacancy occurring in any of the Endowment Committees shall be filled for the remainder of the term in the same manner set out above for appointing new members. The President, the Senior Rabbi and the Executive Director shall serve as ex-officio members of each Endowment Committee. In addition, the Treasurer shall serve as an ex-officio member of the Endowment Allocation Committee, the Second Vice President shall serve as an ex-officio member of the Endowment Investment Committee, and the Assistant Treasurer shall serve as an ex-officio member of Endowment Fundraising Committee. An Endowment Committee member may be removed from office only by a two-thirds (2/3) vote of the Board members in attendance at a properly noticed Board meeting at which a quorum is present.

Section 7. Committee Meetings and Actions. Each Endowment Committee shall meet at least four times during each fiscal year of the Congregation. Meetings of a Committee may be called by notice from the Chairperson, the President, or any two members of that Committee. At the first meeting of each fiscal year, each Committee shall elect from its members a Secretary. The Chairperson shall preside at each meeting. In the Chairperson's absence, the Secretary shall preside. If both the Chairperson and the Secretary are absent from a meeting at which a quorum is present, the Voting Members present shall elect a temporary Chairperson to preside at such meeting. Each Secretary shall take and maintain the minutes of the meetings, and shall maintain other such records that are generated through the activities of the respective Committee. A quorum consisting of a majority of the total number of Voting Members on the Committee shall be necessary to conduct business at any meeting of an Endowment Committee. A member may not vote by proxy. All actions of each Committee shall require an affirmative vote of a majority of the total number of Voting Members on the Committee. For purposes of this paragraph, the total number of Voting Members on the Committee remains the same and is not diminished by virtue of the fact that one or more Voting Members may be absent or otherwise disqualified from voting on a particular matter due to a conflict or potential conflict of interest. A Committee member is required to maintain impartiality in the performance of his or her work and shall not use or allow the use of his or her position for private gain. A Committee member may not participate in any financial decision or other deliberation of a particular matter if the member's spouse, child, parent, brother, sister, relative or any corporate, partnership or other affiliate thereof is a party, or represents a party to the matter, unless approved by the Board upon full and complete disclosure to the Board. Each Endowment Committee member shall be liable only for his or her own acts of gross negligence or willful misconduct. No one member shall be vicariously liable for the act or omission of another member. The members of the Endowment Committees shall be covered by a fidelity bond in amounts to be determined by the Board. The cost of the bond shall be borne by the Congregation.

Section 8. Endowment Council Meetings and Actions. The Endowment Council shall meet at least four times during each fiscal year of the Congregation. Meetings may be called by notice from the Chairperson of the Endowment Council, the President or any two members of the

Endowment Committees. The Chair of the Endowment Council shall rotate every two years at the beginning of the Congregation's fiscal year, starting with the Chairperson of the Endowment Fundraising Committee, followed by the Chairperson of the Endowment Investment Committee, and then the Chairperson of the Endowment Allocation Committee. In the event that the Chairperson of the Endowment Council is no longer chair of his or her applicable committee, the Chair of the Endowment Council shall rotate to the next Endowment Committee Chairperson in line for the Chair. At the first meeting of each fiscal year, the Endowment Council shall elect from its members a Secretary. The Chairperson of the Endowment Council shall preside at each meeting. In the absence of the Chairperson, the Secretary shall preside. In the event that both the Chairperson and the Secretary are absent from a meeting at which a quorum is present, the members present at such meeting shall elect a temporary Chairperson to preside. The Secretary shall take and maintain the minutes of the meetings, and shall maintain other such records that are generated through the activities of the respective Committee. The purpose of the Endowment Council shall be to discuss and review the activities of the Endowment Committees. However, the Endowment Council may not countermand the decision of any Endowment Committee. The Endowment Council shall submit to the Board, at least twenty (20) days in advance of the regularly scheduled November and May Board meetings, a written report regarding the activities of the Endowment Committees. The reports shall set forth the goals and strategies of fundraising, the status of fundraising, the status of all income and disbursements from the Endowment, the Investment Policy, the Allocation Policy, additional matters that the Board may request, and any other material information. Endowment Committee members shall be available to discuss the reports at the Board meetings. At any time that there is more than a five percent (5%) diminution in the value of the Endowment from the time of the last report (or from the date of the establishment of the Endowment), such diminution should be reported to the President immediately, and reported to the Board at or before the next scheduled Board meeting. The Endowment Council shall also present a written report of the Endowment Committee's activities and the status of the Endowment to the Congregation for inclusion in the synagogue's Annual Report. This Report shall be submitted to the President and the Executive Director for review. The Endowment's books and records shall be maintained according to generally accepted accounting principles (GAAP), and shall be audited annually at the same time as the Temple's books are audited.

Section 9. Board Oversight. The Board, based upon its determination of the best interests of the Congregation, may countermand any decision or action of an Endowment Committee or the Endowment Council only by a majority vote of Board members in attendance at a properly noticed Board meeting at which a quorum is present. Notwithstanding the foregoing, the Board may not direct the disbursement of principal from the Endowment except with:

- a. the approval of a majority of the Endowment Allocation Committee; and
- b. a two-thirds (2/3) vote of the Board members in attendance at a properly noticed Board meeting at which a quorum is present.

The Board shall have the authority to adopt such rules and regulations regarding the Endowment as are consistent with this Article and necessary, in the Board's judgment, to implement the terms of this Article.