# TABLE OF CONTENTS

**BYLAWS**

<table>
<thead>
<tr>
<th>Article</th>
<th>Title</th>
<th>Pages</th>
</tr>
</thead>
<tbody>
<tr>
<td>I</td>
<td>Membership</td>
<td>1</td>
</tr>
<tr>
<td>II</td>
<td>Financial Matters</td>
<td>2-6</td>
</tr>
<tr>
<td>III</td>
<td>Board of Electors and Officers</td>
<td>6-11</td>
</tr>
<tr>
<td>IV</td>
<td>Nominations and Elections</td>
<td>11-12</td>
</tr>
<tr>
<td>V</td>
<td>Meetings</td>
<td>12-13</td>
</tr>
<tr>
<td>VI</td>
<td>Spiritual Leaders</td>
<td>13</td>
</tr>
<tr>
<td>VII</td>
<td>Executive Director</td>
<td>14</td>
</tr>
<tr>
<td>VIII</td>
<td>Committees</td>
<td>14-16</td>
</tr>
<tr>
<td>IX</td>
<td>Auxiliaries</td>
<td>16</td>
</tr>
<tr>
<td>X</td>
<td>Number and Gender</td>
<td>16</td>
</tr>
<tr>
<td>XI</td>
<td>Notices</td>
<td>16</td>
</tr>
<tr>
<td>XII</td>
<td>Amendments</td>
<td>16-17</td>
</tr>
<tr>
<td>XIII</td>
<td>Policies</td>
<td>17</td>
</tr>
</tbody>
</table>
BYLAWS OF
THE BALTIMORE HEBREW CONGREGATION

ARTICLE I
MEMBERSHIP

1.1. Any person eighteen (18) years of age or older of the Jewish faith or person who wishes to identify with the principles of Judaism eighteen (18) years of age, or older, upon payment of the dues and assessments compliance with section 2.2, below, as established by the Board of Electors (herein called ““Board”,” or “Board of Electors”), shall be eligible to be a member of the Congregation. Members shall include both adult partners of a family unit and each shall have all the rights, privileges and obligations incident to membership. The Board may determine questions of eligibility, the classes of membership and characteristics of each class from time to time.

1.2. Except as otherwise provided in the Charter or these Bylaws, each member of the Congregation shall enjoy all the rights and privileges of membership, and shall be subject to the obligations thereof, including, without limitation, the right to vote, hold office and serve on the Board, the right to occupy such seats at worship services as may be accorded to members by the Board, the right to enroll children in the Religious School subject to such fees as may be established by the Board, the right to use cemetery spaces for burial purposes subject to such fees as may be established by the Board, and such other rights and privileges as the Board may determine from time to time.

1.3. At meetings of the members of the Congregation, each member of the Congregation in good standing shall have the right to vote in person, by proxy, or by ballot when prescribed, in such manner as the Board may determine.

1.4. All members shall be deemed in good standing and shall have all the rights and privileges of membership except for any member whose dues or other financial obligations of membership are in arrears. A member shall be in arrears if, at the commencement of any fiscal year of the Congregation, the member has not paid his or her dues and financial obligations in full for the preceding fiscal year. A member in arrears shall not have the privilege of resignation, except with the approval of the Executive Committee.

1.5. Any member may be suspended or expelled from membership by the Board after written notice and due opportunity for a hearing for non-payment of dues or other indebtedness to the Congregation or for such other cause as the Board shall deem in the best interests of the Congregation.
ARTICLE II
FINANCIAL MATTERS

2.1. All members shall be responsible for the financial support of the Congregation.

2.2. The Board shall from time to time fix and vary the amount of annual dues, assessments and other charges in such manner as may be necessary or advisable to raise funds adequate to maintain and operate the Congregation, its facilities and programs in furtherance of the purposes thereof. Dues may be fixed according to classes of membership if the Board shall so determine. With due consideration of individual hardship, the Board may permit variations when necessary in the interest of human needs.

2.3. The fiscal year of the Congregation shall commence on July 1 and end on June 30 each of the next calendar year unless the Board shall otherwise determine.

2.4. The Board may accept voluntary contributions, legacies, bequests and donations of money and tangible or intangible property to augment the assets and resources of the Congregation and to provide services to its members, and may classify and allocate such assets and resources in its discretion.

2.5. Congregational Funds.

2.5.1. Permanently Restricted Undesignated Fund. The Congregation shall have a Permanently Restricted Undesignated Fund consisting of all unrestricted gifts to the Congregation which the donors thereof intend to add to the Congregation’s permanent funds. With respect to any lifetime gift to this Fund of not less than Twenty-Five Thousand Dollars ($25,000) or such other amount as the Board may designate, the Congregation shall prepare a Memorandum of Understanding to be signed by the donor(s) and the President of the Congregation or the President’s designee, setting forth the amount donated and documenting that the Congregation’s Board shall determine the use of the Annual Maximum Payout Amount as that term is defined below. The Congregation shall retain a signed original of the Memorandum of Understanding and furnish a copy to the donor(s).

The Congregation (i) shall separately account for the Permanently Restricted Undesignated Fund on its books and records, (ii) may (but is not required to) co-mingle such fund with other Congregational funds for investment purposes, and (iii) shall adjust the fund by any investment income, loss, realized or unrealized appreciation, and realized or unrealized depreciation.

During any fiscal year, the Congregation may withdraw from the Permanently Restricted Undesignated Fund that amount authorized by the Board, not to exceed in any event in any fiscal year the Annual Maximum Payout Amount. The Congregation shall have no power to withdraw
funds from the Permanently Restricted Undesignated Fund in excess of the Annual Maximum Payout Amount.
Amounts withdrawn from the Permanently Restricted Undesignated Fund shall be used for such purposes as the Board designates.

The Congregation shall add any annual income of the Permanently Restricted Undesignated Fund not withdrawn in any calendar year to the corpus of such fund.

2.5.2. Permanently Restricted Designated Fund. The Congregation may have a Permanently Restricted Designated Fund established through donations to fund-specific future expenditures. Any Permanently Restricted Designated Fund may be established with the approval of the President, the Senior Rabbi, and the Board, with a principal gift of not less than Twenty-Five Thousand Dollars ($25,000) or such other amount as the Board may designate. The President of the Congregation or the President’s designee shall prepare a Memorandum of Understanding for all Permanently Restricted Designated Fund gifts to be signed by the donor(s) and the President of the Congregation or the President’s designee, setting forth the amount of the fund, the specific purpose(s) for which any portion of the fund may be expended, and any other restrictions applicable to the fund. The Congregation shall retain a signed original of the Memorandum of Understanding and furnish a copy to the donor(s).

The Congregation shall (i) separately account for each Permanently Restricted Designated Fund on its books and records of, (ii) may (but is not required to) co-mingle such fund with other Congregational funds for investment purposes, and (iii) shall adjust the fund by any investment income, loss, realized or unrealized appreciation, and realized or unrealized depreciation; provided, that Permanently Restricted Designated Fund gifts shall be separately accounted for without adjustment for investment income or loss or appreciation or depreciation until the end of the calendar quarter following the first anniversary of the acceptance of the gift.

During each fiscal year, the Congregation may withdraw from each Permanently Restricted Designated Fund any amount authorized by the Board up to the Annual Maximum Payout Amount. The Congregation shall have no power to withdraw funds from Permanently Restricted Undesignated Fund in excess of the Annual Maximum Payout Amount, except to the extent that the net amount withdrawn during the prior three fiscal years is less, if at all, than the Annual Maximum Payout (such difference, if any, is hereinafter referred to as the “Net Amount”), in which event, the Board may withdraw the Annual Maximum Payout, plus the sum up to the Net Amount

Amounts withdrawn from each Permanently Restricted Designated Fund shall be used for those purposes designated by the donor(s) of such funds at the time each Fund was established. In the event it becomes impracticable to use a Permanently Restricted Designated Fund for the purpose(s) specified by the donor(s) and accepted by the Congregation, the Board of Electors, after consultation with the donor(s) of such Permanently Restricted Designated Fund if available, may adopt such revised purpose for such fund as, the donor or in the donor’s absence, the Board, determines is similar and consistent with the original intention of the donor(s). Prior to adopting
any revised purpose, the Board shall attempt to consult with the donor(s). If the Board determines that there is no practicable purpose similar and consistent with the original intention of the donor(s) then, and to the extent not precluded by the Memorandum of Understanding establishing such Fund, the Fund shall be added to the Permanently Restricted Undesignated Fund.

Any Annual Income of any Permanently Restricted Designated Fund withdrawn in any calendar year shall be temporarily restricted until expended for the purposes of the Fund.

To the extent inconsistent with the preceding provisions, any Permanently Restricted Designated Fund established prior to May 1, 2004 shall be governed by any restrictions and payout arrangements established at the inception of such Fund.

2.5.3. Unrestricted Reserve Fund. The Congregation’s “Reserve and Endowment Fund” in existence as of May 1, 2004 shall hereafter be known as the “Unrestricted Reserve Fund.”

The Congregation (i) shall separately account for the Unrestricted Reserve Fund on its books and records, (ii) may (but is not required to) co-mingle such fund with other Congregational funds for investment purposes, and (iii) shall adjust such fund by any investment income, loss, realized or unrealized appreciation, and realized or unrealized depreciation.

The Congregation may withdraw from the Unrestricted Reserve Fund such amounts as the Board may authorize.

Amounts withdrawn from the Unrestricted Reserve Fund shall be used for such purposes as are designated by the Board.

The Congregation shall add any Annual Income of the Unrestricted Reserve Fund not withdrawn in any calendar year to the corpus of the Unrestricted Reserve Fund.

2.5.4. Building Fund. The Congregation shall have a Building Fund consisting of all Building Fund assessments imposed by the Board prior to July 1, 2004 but paid on or after July 1, 2004, all Building Fund assessments imposed by the Board on or after July 1, 2004, any and all donations to the Congregation which the donor(s) specifies for allocation to the Building Fund, and such portions of any capital campaign funds as the Board allocates to the Building Fund.

The Congregation shall separately account for the Building Fund on its books and records, (ii) may (but is not required to) co-mingle such fund with other Congregational funds for investment purposes and (iii) shall adjust such fund by any investment income, loss, realized or unrealized appreciation and realized or unrealized depreciation.

The Congregation may withdraw from the Building Fund such amounts as the Board may authorize.
The Congregation shall use funds withdrawn from the Building Fund as the Board designates for the repair, replacement, renovation, expansion, refurbishing, construction and reconstruction of any and all real property and improvements thereon (including without limitation buildings, roofs, plumbing, electrical, heating, air conditioning, ventilating and mechanical systems, grounds and parking lots) now and/or hereafter owned by the Congregation.

The Congregation shall add any Annual Income of the Building Fund not withdrawn in any calendar year to the corpus of the Building Fund.

2.5.5 Temporarily Restricted Designated Funds. Temporarily Restricted Designated Funds are those gifts that will be expended for specific purposes designated by the donor(s) thereof, and shall not constitute permanent endowment funds of the Congregation. A Temporarily Restricted Designated Fund may be accepted only with the approval of the Board. The Congregation shall acknowledge all Temporarily Restricted Designated Funds by Memoranda of Understanding to be signed by the donor(s) and the President of the Congregation or the President’s designee, setting forth the amount of the gift, the specific purpose(s) for which the income and/or principal may be expended, and any other restrictions applicable to the Fund. The Congregation shall retain a signed original of each Memorandum of Understanding and furnish a copy to the donor(s). The Congregation (i) shall separately account for Temporarily Restricted Designated Fund on its books and records, (ii) shall not co-mingle such gifts with other Congregational funds for investment purposes and (iii) shall not make any adjustments thereto for any investment income, loss, realized or unrealized appreciation, nor realized or unrealized depreciation. After fulfilling the specific purposes designated by the donor(s) of a Temporarily Restricted Designated Fund, any funds remaining in such Fund shall be transferred to the Permanently Restricted Undesignated Fund. However, in the case that such funds are not intended to be fully expended for at least twenty-four (24) months, then such funds shall be invested in the same manner as a Permanent Fund: in either 2.5.1 or 2.5.2.

2.5.6. Working Fund. The Congregation’s Working Fund is a fund through which the Congregation channels its budgetary items. The management and use of the Working Fund shall be governed by policies from time to time established by the Board.

2.5.7. Other Funds. The Board may establish other funds and policies for such uses as it may authorize.

2.5.8. Perpetual Care Trust. The assets of the Perpetual Care Trust do not belong to the Congregation but rather are held in trust. Withdrawals from this Trust are paid to the Congregation in accordance with the terms of the Trust in order to operate the Congregation’s cemeteries and provide Perpetual Care. The other provisions of Section 2.5 of the Bylaws shall not apply to the Perpetual Care Trust.
2.5.9 Capital Campaigns. The Congregation may conduct capital campaigns to raise money to be allocated to one or more funds. The Board on behalf of the Congregation shall allocate campaign gifts to specific Funds to the extent so designated by donors and may allocate unrestricted campaign gifts to the Permanently Restricted Undesignated Fund, or, to the Permanently Restricted Designated Funds, to the Building Fund, and to other funds, in such amounts as the Board may determine.

2.5.10 Definitions. As used herein, the following terms shall have the meanings set forth below:

Annual Income. The Annual Income of any fund in any calendar year is the sum of all investment income plus all realized appreciation, less all realized depreciation, of such fund in such calendar year.

Annual Maximum Payout Amount. Annual Maximum Payout Amount - The Annual Maximum Payout Amount for a fund for any given fiscal year is five percent (5%) of the average of the Fair Market Values of the fund at the end of the lesser of: (i) the then prior five (5) fiscal years; or (ii) all prior fiscal years since the inception of the fund and shall be determined for each Fund at the commencement of such fiscal year.

Fair Market Value. The Fair Market Value of a fund as of any date is (i) the sum of (a) all contributions to the fund, (b) all investment income, (c) all realized and unrealized appreciation (or depreciation), less (ii) the sum of all disbursements, applicable to such fund as of such date.

ARTICLE III
BOARD OF ELECTORS AND OFFICERS

3.1 The Board shall consist of the elected officers of the Congregation, the immediate Past President, the Senior Rabbi, the President of the Brotherhood, the President of the Women of Baltimore Hebrew Congregation (formerly known as the Sisterhood, the President of the Parents’ Association, a member of the Senior Youth Group selected by its president to serve on the Board), one (1) additional member of the Congregation elected in accordance with Section 3.1.2 hereof, below, plus eighteen (18) other members of the Congregation. These eighteen (18) members of the Congregation shall be elected for terms of three (3) years each, in staggered terms, so that one-third (1/3) thereof shall be elected at or incident to each Annual Meeting. The members of the Board, including but not limited to these eighteen (18) members, are referred to throughout these Bylaws as “Electors”, “Elector”, “Board of Electors” or “Board of Directors” or “Board”. Except as set forth in Section 3.1.2 hereof, an Elector, other than an officer, having served an elected term of three (3) years, shall be ineligible, for a period of one (1) year after the expiration of such term, to serve as a non-officer Elector. Past Presidents of the Congregation shall be extended the courtesy of attending all meetings and sessions of the Board, but except for the immediate Past President, shall not have voting rights. In order to accomplish the reduction from the twenty-four (24) other members set forth in the Bylaws in
effect immediately preceding these Bylaws to the eighteen (18) other members referenced above, for each of the three years beginning with the fiscal year 2016, two less Board positions for each of the three years will be nominated and installed until the level of eighteen (18) other members is achieved in order to phase in the difference between the eighteen (18) other members referenced above and the twenty-four (24) other members as was provided in the Bylaws in effect immediately before these Bylaws. A representative from the High School Youth Group recognized by the Board, a representative from the Religious School Advisory Committee recognized by the Board, and a representative from the E.B. Hirsh Early Childhood Center Advisory Committee recognized by the Board shall be extended the courtesy of attending all meetings and sessions of the Board. Voting rights are held solely by the members of the Board and may not be delegated.

3.1.1. In order to serve as a member of the Board (including an elected officer of the Congregation, but not including the Senior Rabbi and the member of the Senior Youth Group selected by its president to serve on the Board), an individual must be a member of the Congregation. The member of the Senior Youth Group selected by its president to serve on the Board may serve as a member of the Board only if, and at least twenty-one of his or her parents (or guardians) is a member of the Congregation. (21) years of age.

3.1.2. The President of the Congregation, at his or her discretion, may select a member of the Congregation in good standing to be presented to the membership of the Congregation for election at the Annual Meeting to serve a one-year term on the Board with the same rights and privileges as all other elected members of the Board. Such individual shall not have the privilege of re-election for a successive term in the same capacity, but is eligible to be elected in the following year to serve a three (3) year term as an Elector if otherwise qualified. At any Annual Meeting at which a new President is to be elected, the outgoing President shall obtain the concurrence of the Presidential nominee as to the proposed selection of such appointee to the Board.

3.2. The Board (i) shall be the Directors and Trustees of the Congregation and shall manage and administer all the affairs and property of the Congregation, (ii) shall employ such persons (or remove such employees) in such positions as it may determine, and (iii) shall fix and vary from time to time the compensation of all persons it employs. The Board shall have the power to determine and act upon all lawful matters not otherwise specifically provided for or prohibited in the Charter or these Bylaws.

3.3. The members of the Board shall receive no compensation for service on the Board.

3.4. The members of the Board shall be indemnified pursuant to the terms set forth below.

3.4.1. For the purposes of this section 3.4, the following terms shall have the following meanings:
“Congregation" shall mean only the Baltimore Hebrew Congregation, notwithstanding any inconsistent definition elsewhere in the charter or these Bylaws of the Congregation or the laws of this state;

"Proceeding" shall mean any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative;

"Liability" shall include any reasonable expenses and attorney's fees, judgments, fines, costs, penalties, interest and reasonable amounts paid in a settlement of a claim.

“Board of Electors” Each Elector shall be deemed to be members of the “Board of Directors as covered” for coverage under the congregational liability insurance policy.

3.4.2. The Congregation shall indemnify against any Liability any person who is or was a party or is threatened to be made a party to any proceeding by reason of such person serving or having served the Congregation, or any other entity at the request of the Congregation, in any capacity, while an Elector or, including but not limited to an officer, of the Congregation except a proceeding on behalf of the Congregation to obtain a judgment or decree in its favor.

3.4.3. The Congregation may indemnify against any Liability any person who is or was a party or is threatened to be made a party to any proceeding by reason of such person serving or having served the Congregation, or any other entity at the request of the Congregation, in any capacity, except a proceeding by or on behalf of the Congregation to obtain a judgment or decree in its favor.

3.4.4. With respect to a proceeding, other than a proceeding brought by or on behalf of the Congregation to obtain a judgment or decree in its favor, the Congregation shall provide indemnification in the manner set forth in Section 3.4.2. of this Article; or may provide indemnification in the manner set forth in Section 3.4.3. of this Article, as the case may be, only to the extent of expenses, including legal fees, actually and reasonably incurred by the person seeking indemnification in connection with the defense or settlement of the proceeding, but shall not provide any such indemnification with respect to any claim, issue or matter as to which such person was adjudged liable for negligence or misconduct in performing his that person’s duty to the Congregation, except to the extent that the court in which the proceeding was brought, or any other court of equity in the county where the Congregation has its principal office determines on application that, despite the adjudication of liability but in view of circumstances in the case, such person is fairly and reasonably entitled to be indemnified for those expenses which the court considers proper.

3.4.5. Unless a court orders otherwise, the Congregation shall make no indemnification under Sections 3.4.2, 3.4.3 or 3.4.4 of this Article unless such indemnification is authorized in the specific case after a determination that the person seeking indemnification acted in good faith and
in a manner he or she reasonably believed to be in or not opposed to the best interests of the Congregation and, with respect to any criminal proceeding, had no reasonable cause to believe his or her conduct was unlawful. Such determination shall be made (i) by the Board by a majority vote of a quorum consisting of Electors who were not parties to the Proceeding, or (ii) if such a quorum is not obtainable or, even if obtainable and a quorum of disinterested Electors so directs, by independent legal counsel in a written opinion, or (iii) by the members.

3.4.6. If a quorum of disinterested Electors is then present, the Board may, by majority vote of such quorum, determine the amount of any Liability to be indemnified in a manner consistent with these Bylaws.

3.4.7. Expenses incurred in defending a Proceeding may be paid by the Congregation in advance of the final disposition of such Proceeding, as authorized by the Board in the specific case, upon receipt of a written and executed undertaking, by or on behalf of the person seeking indemnification, to repay such amount unless it shall ultimately be determined that such person is entitled to be indemnified by the Congregation as authorized in this Article.

3.4.8. The Congregation shall be required to purchase and maintain insurance on behalf of any person who is or was a member of the Board, an Elector, officer, employee or agent of the Congregation, or is or was serving any other entity at the request of the Congregation, in any capacity, against any claim asserted against such person and any Liability incurred by such person in any such capacity, or arising out of such person’s status as such, whether or not the Congregation would have the power to indemnify him or her against such claim or Liability under the provision of this Article.

3.4.9. The indemnification provided by this Article (i) shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any Bylaw, agreement vote of members or disinterested Electors or otherwise, both as to action in another capacity while holding such office, (ii) shall continue as to a person who has ceased to be a member of the Board, an Elector, officer, employee or agent and (iii) shall insure to the benefit of the heirs and personal representatives of any such person.

3.5. Any officer or other Board member may be removed only upon vote of two thirds (2/3) of the entire Board after written notice and due opportunity for a hearing.

3.6. The elected officers of the Congregation shall be as follows:

- President
- First Vice-President
- Two Additional Vice-Presidents
- Secretary
- Treasurer
Assistant Treasurer

The officers shall be elected at the Annual Meeting of the Congregation, by vote of the members present in person, by proxy or ballot, in such manner as the Board may determine. Each officer shall be elected by a majority of votes cast, but if there shall be more than two (2) candidates for any office, then the candidate(s) with the greatest number of votes shall be elected. No person shall serve as an officer for more than three (3) consecutive terms, except that a President whose presidency may be his fourth term serve four consecutive terms as an officer.

3.7. Executive Committee. The Executive Committee consists of the elected officers and the immediate Past President of the Congregation. Between meetings of the Board, the Executive Committee may manage affairs in the normal course of business of the Congregation or act in emergencies. The Executive Committee shall report any final actions, decisions or recommendations taken during its meetings to the Board at the Board’s next required meeting.


3.8.1. The President shall preside at all meetings of the Congregation, of the Board and of the Executive Committee. In case of a tie vote on any issue, the President may cast the deciding vote. The President (i) shall carry out and enforce the provisions of the Charter, Bylaws and resolutions of the Congregation and the Board; (ii) shall execute official documents; (iii) shall, except as otherwise provided in the Bylaws, appoint all committees, consisting of such number of members of the Congregation as the President may determine, at least one (1) of whom shall be a member of the Board and one of whom shall be designated as chairman; (iv) shall be an ex officio member of all committees except the Nominating Committee; (v) shall be an authorized signatory on all vouchers and checks; (vi) shall, jointly with the Treasurer, have custody of all securities and intangible property; and (vii) shall perform such other functions as may be assigned or delegated by the Board, in addition to those set forth in the Charter, these Bylaws and the laws of Maryland.

3.8.2. The First Vice-President shall act in the place of the President in case of the absence or disability of the President, shall succeed to the office of the President in the event of vacancy and shall be preferred as the nominee for the office of President after expiration of the President’s term of office.

3.8.3. The Vice-Presidents shall perform such duties and functions as may be assigned to them by the President or the Board from time to time.

3.8.4. The Secretary or the Secretary’s designees shall (i) have custody of the minute book; (ii) transcribe minutes of the proceedings at meetings of the Congregation and the Board, unless the Board shall designate another person to do so; (iii) have custody of the corporate seal and shall
attest its use on corporate documents; (iv) maintain or cause to be maintained records of members; (v) prepare or cause to be prepared notices of meetings and ballots for elections and proxies when required, and arrange for their distribution and for the collection and tally of votes; and (vi) perform such other functions as may be assigned by the President or the Board.

3.8.5. The Treasurer, with the assistance of the Assistant Treasurer, shall (i) keep and maintain (or cause to be kept and maintained) the books of account and fiscal records of the Congregation; (ii) submit bills for all dues, assessments and other charges; (iii) receive, collect and place all monies for the account of the Congregation in such depositories as may be designated by the Board; (iv) be an authorized signatory on all vouchers, checks and orders for the disbursement of funds; (v) jointly with the President, have custody of all securities and other intangible property of the Congregation; (vi) report to the Board and the Congregation with respect to the financial affairs of the Congregation; (vii) deal with and supervise such independent auditors as may be selected by the Board from time to time; (viii) perform those functions expressly assigned to the Treasurer pursuant to section 8.1.3; and (ix) perform such other functions as may be assigned by the President or the Board.

3.9. The term of office of all elected officers shall be for two (2) years or until their respective successors are elected. With respect to the offices of President and First Vice President, no person may succeed himself or serve for more than a single two (2) year term in the same office. However, if either the President or First Vice President is completing another's unexpired term, this prohibition shall not apply. Officers, other than the President or First Vice President, may serve for more than a single two (2) year term.

3.10. Notwithstanding any other section hereof, service as a member of the Board shall not affect eligibility for election as an officer.

ARTICLE IV
NOMINATIONS AND ELECTIONS

4.1 Immediately after the Annual Meeting, the President, with the advice and consent of the Board, shall appoint a Nominating Committee consisting of nine (9) members, three (3) of whom shall be members of the Board, one (1) of such Board members being designated as Chair (the Immediate Past President, if available), and six (6) non-Board members from the Congregation at large. The President of the Congregation may not serve as a member of the Nominating Committee. The Nominating Committee shall (i) solicit from the membership names of persons suggested as nominees at the next election, (ii) consider the names and qualifications of all persons suggested by members, by the staff and by others, and (iii) at least sixty (60) days prior to the Annual Meeting, submit to the Secretary for immediate publication a list of nominees consisting of one (1) candidate for each office and each place on the Board, to be voted upon at the Annual Meeting. The Nominating Committee in selecting Board members shall consider the diversity of the Congregation.
4.2. Nominations other than those submitted by the Nominating Committee may be made and delivered by petition signed by at least five (5) members of the Congregation in good standing and delivered to the Secretary at least thirty (30) days prior to the Annual Meeting.

4.3. In the event of a contested election for any office, the Secretary shall promptly advise the President who shall submit the facts to the Board. The Board shall determine an election procedure fair to all parties in interest, and shall communicate such procedure, the names of all nominees and the forms of proxy or ballot, or both, to the members of the Congregation. The President and Secretary shall carry out the procedure adopted by the Board for the conduct of the contested election.

4.4. The Nominating Committee shall fill vacancies in any elective office (except the presidency) or among the elected members of the Board within sixty (60) or ninety (90) days after such vacancy arises, subject to the approval of the Board at its next regular meeting. Any officer or member of the Board selected to fill a vacancy pursuant to this section including any of the First Vice-President who succeeds to the Presidency as a result of vacancy shall serve for the unexpired term of his or her that person’s predecessor and shall be eligible for election to a full term at the Annual Meeting occurring at the termination of that unexpired term.

4.5. The Nominating Committee may not nominate an individual then serving on the Committee (or any immediate family member of any such individual) as an officer or an Elector.

4.6. Prior to accepting a nomination by the Nominating Committee, all potential nominees shall acknowledge that they have reviewed and understand their responsibilities under the Policies of the Congregation.

ARTICLE V
MEETINGS

5.1. The annual meeting of members of the Congregation shall be fixed by the President, with the approval of the Board, on a date in each fiscal year at least sixty (60) days after the date of such determination. The Secretary shall promptly communicate notice of such meeting to all members of the Congregation.

5.2. Special meetings of members of the Congregation may be called by the President, or by petition signed and delivered to the President by any five (5) members of the Board, or any one hundred (100) members of the Congregation in good standing. The President shall determine a date for such meeting at least twenty (20) but not more than forty (40) days after delivery of such petition.

5.3. At least ten (10) days prior to any special meeting, the Secretary shall promptly communicate
notice of such meeting to all members of the Congregation at their respective addresses as shown in Congregational records, stating the purpose of the meeting. Any such notice included in the Congregational Bulletin shall be deemed to meet the requirements hereof.

5.4. The Board and/or the Executive Committee may transact its business only in the presence of a majority of its members, which shall constitute a quorum. Seventy-five (75) members entitled to vote in person or by proxy shall constitute a quorum at all meetings of the members of the Congregation.

5.5. Meetings of the Board shall be held at least six (6) times per year. The President shall call a special meeting of the Board upon the written request of five (5) members of the Board, and may call a special meeting at such other times as he or she deems appropriate. Prior to the beginning of each fiscal year, the President shall notify all Board members of the date of all scheduled Board meetings for the fiscal year. The focus of Board meetings shall be finances, policies, Senior Staff and strategic thinking and/or planning.

5.6. The Executive Committee shall convene for meetings at the call of the President, or upon request of five (5) of its members.

5.7. Roberts Rules of Order. (Current Edition) shall be used to govern the conduct of meetings to the extent applicable to the circumstances and not in conflict with the Law of Maryland regulating religious corporations, the Charter, or these Bylaws.

5.8. Action at any meeting of a committee, of the Board, or of the Congregation, shall be determined by vote of a majority of those present and voting in each case, unless otherwise expressly set forth herein in the Charter or pursuant to the Law of Maryland. While the Congregation expects and encourages members of the Board to attend meetings in person, for the purposes of determining when a person is present at any Board meeting, participation and voting by phone or video-conferencing shall be allowed only when approved by the presiding officer based on exigent circumstances for any meeting or if and when determined in the discretion and agreement of the presiding officer and Senior Rabbi for any other reasons and in either event the ability for those participating to listen and contribute freely to the discussions must be available for any meeting.

5.9. Whenever feasible, the Secretary shall publish the proposed agenda of each regular meeting of the Board in advance and shall make such agenda available for inspection by any member of the Congregation in its administrative office; members may attend meetings of the Board so long as they maintain good order and decorum. The Board may conduct business in executive session upon vote of one third (1/3) of the Board members in attendance. Attendance at executive session of the Board shall be limited to members of the Board and the Executive Director, unless the Board goes into executive session to discuss issues regarding the Executive Director or the Senior Rabbi, in which event, the presiding officer of the Board at any such meeting may exclude the
Executive Director and/or the Senior Rabbi from the executive session of the Board, unless invited to remain by a majority vote of the members of the Board present, not including the Senior Rabbi if the subject issue pertains to the Senior Rabbi.

ARTICLE VI
SPIRITUAL LEADERS

6.1. The Board shall from time to time engage the services of one or more Rabbis and one or more Cantors, and may from time to time engage the services of one or more rabbinical or cantorial interns on such terms, for full-time or part-time service, and for such compensation as the Board shall determine. The Senior Rabbi may from time to time engage rabbinical and cantorial interns to the extent budgeted or, if not already budgeted, with the approval of the Board.

6.2. If the Board employs two or more Rabbis on a full-time basis, it shall designate a Senior Rabbi. The other Rabbis, including but not limited to those titled “Rabbi”, “Associate Rabbi” or “Assistant Rabbi”, and the Senior Cantor and any other Cantors shall perform such pastoral, worship and teaching functions and duties as may be assigned by the Senior Rabbi.

6.3. The Senior Rabbi shall be the spiritual leader of the Congregation responsible for its pastoral, worship and teaching functions. The Senior Rabbi shall report to the President and the Board.

6.4. The Senior Rabbi shall attend all meetings of the Board and the Executive Committee unless his absence is excused by the President. Associate and Assistant Rabbis and Cantors may attend meetings of the Board by invitation.

ARTICLE VII
EXECUTIVE DIRECTOR

7.1. The Board may from time to time engage the services of an Executive Director at such compensation as the Board may determine.

7.2. The Executive Director (i) shall be the administrative and business executive of the Congregation, (ii) shall be responsible for managing the business and administering the business affairs of the Congregation and (iii) shall report to the President and the Board. The Executive Director shall review the Congregation’s policies at least annually and recommend changes if warranted to the Board, President, Executive Committee and/or other committees for review.
7.3. The Executive Director shall attend all Board meetings and Executive Committee meetings, including any executive session of the Board or Executive Committee, unless the Executive Director’s absence is excused by the President or excused as provided in section 5.9, above.

ARTICLE VIII
COMMITTEES

8.1. Board Committees. The Board shall work through Board Committees. Except as provided below, the President shall appoint the Chair of each such Board Committee. The Board Committees shall be appointed by the President. The Board Committees are:

8.1.1. Executive Committee, as described in article 3.7. above.

8.1.2. Audit Committee: At the beginning of each fiscal year, the President shall appoint an Audit Committee consisting of at least seven (7) members, including the Treasurer, Assistant Treasurer and Chair of the Audit Committee. The Treasurer or Assistant Treasurer shall chair the Audit Committee, which shall be responsible for ensuring the sound financial operation of the Congregation. The Audit Committee shall meet annually with the Congregation’s professional auditors, assess the financial condition of the Congregation and report at least annually to the Board.

8.1.3. Investment Committee: At the beginning of each fiscal year, the President shall appoint an Investment Committee consisting of at least seven (7) members, one (1) of whom shall be the Treasurer, three (3) of whom shall be current members of the Board. The Treasurer shall oversee the Investment Committee, which shall ensure that the Congregation’s funds are invested in a manner consistent with its current Investment Policy, and report to the Board on a quarterly basis. The Investment Committee shall provide a report, which may be in writing, at least semi-annually to the Board. The Report may consist of the custodial account statements of all investments held by and/or on behalf of the Congregation.

8.1.4. Nominating Committee, as described in Article IV, above.

8.1.5. Senior Staff Review Committee:

The Senior Staff Review Committee shall facilitate annual reviews between the Congregation and the Senior Staff in order to provide positive feedback, constructive criticism, a forum for confidential discussion, and formal evaluation when appropriate or necessary. The Senior Staff shall include the Rabbi(s) and Cantor(s), and the Executive Director. The majority of these reviews will be implemented according to the Congregation’s organizational chart, with clergy reporting to the Senior Rabbi. At least annually, the Senior Staff Review Committee will have the
opportunity to meet with each senior staff member individually for review.

The Senior Staff Review Committee shall consist of the President, the First Vice President and three additional Congregation members appointed by the President. The President shall appoint one of the members as the chair. This committee shall consult with appropriate congregants and staff, have the ability to make recommendations to the Board concerning employment, and report to the Board while respecting the confidential nature of discussions with Senior Staff.

8.1.6. Budget: The President shall appoint a Budget Committee consisting of at least seven (7) members (including the Treasurer and the Assistant Treasurer), three (3) of whom shall work with the Executive Director and the various committees to develop and recommend a balanced budget to the Board for approval prior to the beginning of each fiscal year.

8.1.7. Cemetery Committee: The President shall appoint the Cemetery Committee and its Chair. As warranted, the Cemetery Committee shall recommend for Board approval changes in the rules and regulations for the operation of the cemetery, set charges for burial space, issue permits for burial, landscaping (both of lots and of the cemetery itself) and erection of monuments. All activities subject to the control or supervision of the Cemetery Committee shall comply with applicable state and local law.

8.2. Other Committees.

8.2.1. Standing Committees: With approval of the Board, the President may create Standing Committees by means of written charges; such charges shall be considered policy of the Congregation and subject to these Bylaws. The President shall appoint all committee members, including at least one Board member and its Chair. At least annually, the President and the Executive Committee shall review all Standing Committees and, when appropriate, make recommendations to the Board to dissolve or recharge them. Each Standing Committee Chair shall prepare a written annual report of the activities of the Committee and deliver it to the Secretary at least twenty (20) days prior to the Annual Meeting.

8.2.2. Special Committees: The President or the Board, from time to time, may establish such Special Committees as are deemed necessary or appropriate. The President shall appoint the Chair and the members of the Committee, who shall include at least one Board member. The President shall give each Special Committee a written charge as to its functions; such charge shall be attached to the minutes of the Board meeting after the creation of the Committee. The Chair of each Special Committee shall prepare written reports on a regular basis of its activities and or recommendations and shall deliver such report to the Board at least twenty (20) days prior to each Board meeting.

8.3. All members of all Committees shall be members in good standing of the Congregation, unless such a member suggests including a guest for one or more meetings if and as approved by the Chair of
ARTICLE IX
AUXILIARIES

9.1 Auxiliary, cultural or activity associations of members of the Congregation may be formed and operate with the approval of the Board, and such associations may be semi-autonomous within the framework and Bylaws of the Congregation.

ARTICLE X
NUMBER AND GENDER

10.1 For simplicity, whenever these Bylaws have expressed pronouns and other terms in singular or plurals or one or more numbers and one gender, but or genders, where appropriate to the context and any such affected person, these terms shall be deemed to include the singular, plural or other number and genders, including gender identifications.

ARTICLE XI
NOTICES

11.1 Whenever these Bylaws require the Board or the Congregation to provide notice, such requirement may be fulfilled by providing electronic notice via e-mail, text or other equally reliable means to the last known addresses of the intended recipients. Such notice may be in addition to or in lieu of the Bulletin or other written or mailed notice.

ARTICLE XII
AMENDMENTS

12.1 These Bylaws may be amended as herein set forth, and any such amendment shall be communicated to the members of the Congregation.

12.2 Any amendment of these Bylaws may be originated by: (i) the Board, or (ii) a written petition signed by at least one hundred (100) members of the Congregation and delivered to the Secretary. The Secretary shall promptly communicate a statement of any such proposed amendment to all members at least twenty (20) days prior to an annual or special meeting of the Congregation. Any amendment may be adopted by vote of a majority of votes cast in person or by proxy at such meeting.
13.1 The Board may from time-to-time adopt written Policies to aid with the implementation of these Bylaws. Such Policies shall be consistent with and shall not be construed to supersede the provisions of these Bylaws. Any such Policies may be adopted and/or amended by a majority of the Board present at the meeting where such Policies are considered and addressed. Such Policies shall be available to all members of the Congregation.