

March 20, 2016

TEMPLE ADATH ISRAEL BYLAWS

Lexington, Kentucky

MISSION STATEMENT

Temple Adath Israel (also referred to herein as the "Temple" and as "TAI") is a Reform Jewish congregation linked to a tradition of welcoming those searching for a community committed to honoring the dignity we all share as children of Adonai (the one God) by embracing these enduring Jewish values: AVODAH (Worship); TALMUD TORAH (Torah Study); TZEDEK (Social Justice); and KEHILAH (Community).

Our mission is to inspire our congregants' Jewish involvement and to ensure a vibrant Jewish present and future by nurturing the many generations of our community. We share a commitment to the Reform Jewish foundational beliefs of furthering individual and communal spiritual growth, while recognizing a range of personal philosophies, practices and needs. We are the community center through which our families can celebrate faith, justice, and the blessings of family lives past, present, and future.

ARTICLE 1 – NAME AND AFFILIATION

This congregation shall be known as Adath Israel Congregation located in Lexington, Kentucky, a Reform Jewish congregation affiliated with the Union for Reform Judaism (URJ) and shall have corporate powers consistent with applicable Kentucky law.

ARTICLE 2 – GUIDANCE FOR RELIGIOUS PRACTICE

Temple Adath Israel, as a Reform Jewish congregation, shall honor all Jewish tradition while continuing to fulfill its mandate to remain relevant in the lives of its members and its community. This congregation shall be advised and guided in its religious practices within the context of Reform Judaism as understood by its clergy and lay leadership.

ARTICLE 3 – MEMBERSHIP

3.1 Members. Membership is open to anyone of the Jewish faith, eighteen (18) years of age or older ("adult"). Any family of at least one Jewish spouse or domestic partner may upon application be elected to membership by a majority vote of the Board of Directors.

3.2 Family Unit. A family unit of membership shall consist of members as defined in Sections 3.1 and 3.4 and shall also include, when applicable, any of their single children under twenty-five (25) years of age and any dependent parent(s) living in the same household.

3.3 Special Membership. The Board of Directors may establish special membership classifications with such provisions, as it shall deem advisable.

3.4 Spouse/Partner. The spouse or domestic partner of a member in good standing may also be considered a member of the congregation, if he /she so desires. A non-

Jewish spouse or domestic partner may continue his/her membership after the dissolution of the marriage or domestic partnership or the death of the Jewish spouse or partner.

3.5 Good Standing. Members must remain current in payment of their annual membership commitment to remain in good standing. Members who are not current in their payment of their annual membership commitment may have their membership rights and privileges suspended upon notification by the Temple Treasurer at the direction of the Executive Committee. A suspended member's rights and privileges may be fully restored upon satisfactory arrangements made with the Treasurer to resolve his/her delinquency.

3.6 Right to Vote. Members in good standing shall have the right to vote on all matters coming before the entire congregation. The privilege of voting shall be vested in each individual of the membership unit, excluding dependents who have not attained their own individual membership.

3.7 Membership Rights. Membership rights and privileges include, but are not limited to, the right to enroll children in the Religious School and Hebrew classes, the right to obtain passes for the High Holy Days services, the right to utilize Temple facilities (subject to the Governing Policies), and the right to utilization of the services of the Rabbi for life cycle events.

ARTICLE 4 – CONGREGATIONAL MEETINGS

4.1 Agenda. The President shall determine the agenda at all meetings of congregation.

4.2 Quorum. Ten percent (10%) of the members of the congregation eligible to vote shall constitute a quorum at all meetings of the congregation.

4.3 Annual Meeting. The Annual Meeting shall be held for the purpose of installing Directors and for discussion and approval of the annual budget. The President, Rabbi, Administrator and Treasurer shall each present an annual report at the meeting. All Standing Committee chairs and auxiliary groups shall prepare annual written reports, which shall be available for inspection in the Temple office at least seven (7) calendar days prior to the meeting.

A. Notice. At least twenty (20) days notice of the annual meeting including the meeting agenda shall be sent by either regular and/or electronic mail to each member of the congregation.

B. Proxies. At annual and special congregational meetings voting by proxy shall be allowed as described below:

1. Proxies shall be in writing and shall be received by the Secretary no later than five (5) days prior to the meeting. The proxy shall state the date of the meeting and be signed by the member authorizing the proxy.

2. All proxies will be held and voted only by the Secretary. The Secretary shall vote in accordance with the written instructions of the authorizing member or, absent ~~no~~ written instructions, in accordance with the instructions of the

Executive Committee. A proxy becomes effective at the opening of the meeting and ceases to be effective upon adjournment. A proxy vote shall be valid on all votable items on the published agenda but shall not extend to amended or modified agenda items.

3. An authorizing member shall be allowed to withdraw his/her proxy by sending a written request withdrawing the proxy, or by making an in-person request to withdraw the proxy. The Secretary must receive any written withdrawal by the end of the last business day prior to the meeting. Any in-person withdrawal must be made prior to the start of the meeting.

4. Proxy votes shall be counted toward the quorum, and the authorizing member shall be considered present.

4.4 Special Meetings. Special meetings may be held at any time or place at the call of the President, the Board, or on written request of at least ten percent (10%) of the member units of the congregation in good standing. The petition shall set forth the purpose of the requested special meeting. Special meetings shall be held within forty-five (45) days of receipt by the President of such requests and only business specified in the call shall be considered. Notice shall be provided consistent with Article 4.3 A.

ARTICLE 5 – BOARD OF DIRECTORS

5.1 Duties. The Board of Directors (Board) is legally and fiduciarily responsible for overseeing, supervising, and managing the general affairs and policies of TAI, including funds, records, staff, and property. It shall have power to perform any acts consistent with Kentucky law with the same effect as if such acts were performed by the general membership of TAI. All Board Directors are expected to attend all Board, congregational, and appropriate committee meetings. Each Director shall have one vote. Ex-officio members of the Board are eligible to vote. All programs, activities, committee rules, and policies of TAI shall be subject to the approval of the Board.

5.2 Board Meetings. The President shall determine the agenda at all meetings of the Board. All Board meetings shall be open except when discussing individual personnel matters, personal requests for financial aid, or personal matters of a member of the Temple.

A. Quorum. One half (1/2) of the voting Directors plus one (1), one of whom shall be an Officer of the Board, shall constitute a quorum. The Board may not take action unless a quorum is present in person or electronically.

B. Regular Meetings. Regular meetings of the Board shall be held once each month, unless a majority of the Board votes not to meet. Notice of such meetings shall be sent to all Directors by electronic means and/or regular mail. Notice shall be provided to the congregation in the same manner at least three (3) days prior to the meetings.

C. Special Meetings. Special meetings of the Board (Special Meetings) shall be held at the call of the President or any five Directors upon notice sent by electronic means and/or regular mail at least three (3) days in advance of the Special

Meeting. Such notice shall contain the agenda to be considered at the Special Meeting and only items on the agenda may be considered at the Special Meetings.

D. Meetings by Electronic Means. Members of the Board, any Committee or subcommittee may conduct any regular or special meeting by use of electronic means or remote communication as defined in Kentucky law (KRS 273.195).

E. Gifts. All gifts to TAI shall be submitted to the Board for acceptance in accordance with the Gift Acceptance Policy, and no gift shall be considered accepted by TAI until the Board has accepted it. Any gift accepted by the Board without a written gift agreement or other written stipulation regarding the donor's intent for use shall be an unrestricted gift for the general purposes of TAI.

5.3 Directors. The Board shall consist of sixteen (16) voting Directors, nine (9) of whom are elected by the Temple membership in staggered terms. An additional four (4) voting Directors shall be elected by the Temple membership to serve as Officers of the Board. The immediate Past President, a representative of the Brotherhood, and a representative of the Sisterhood shall all be ex-officio, voting members of the Board.

Any member of the congregation in good standing for at least twelve (12) consecutive months prior to the beginning of the fiscal year may be elected to the Board. None of the nine (9) elected Directors of the Board shall serve for longer than two (2) consecutive terms of three (3) years each, plus any time served by virtue of filling a vacancy. Upon a Director having served the maximum time permitted, said Director shall not be eligible for nomination or appointment to the Board for at least one year.

If an elected Board position becomes vacant mid-term, the President, with the advice and consent of the Executive Committee and the subsequent approval of the Board, shall appoint a TAI member in good standing to fill the vacancy for the balance of the vacated term.

No two (2) members of the congregation from the same membership unit shall serve as Directors of the Board at the same time. Full or part time Temple employees (excluding Religious School teachers and Pre-School teachers) are not eligible to be Directors of the Board or Officers of the Board.

ARTICLE 6 - REMOVAL OF DIRECTORS

6.1 Absenteeism. The office of any Director who is absent from three (3) consecutive meetings of the Board or more than four (4) meetings in a fiscal year may be declared vacant by the Board unless excused by the President.

6.2 Vote to Remove. Any Director may be removed by a vote of two-thirds of all voting Directors of the Board whenever, in the Board's judgment, the best interests of the Temple will be served.

ARTICLE 7 – OFFICERS

7.1 Titles. The Officers of the Board shall consist of the President, Vice President, Treasurer, Secretary and Immediate Past President.

7.2 Eligibility. All Officers must be Jewish at the time that they serve. Any potential Officer must be a member in good standing for at least twelve (12) months immediately preceding his/her nomination.

7.3 Terms. The terms of all Officers shall be for 1 year, but an officer may serve in a specific office for up to 3 consecutive years. In the event of a vacancy in any office except the President, the President with advice and consent of the Board shall designate a member of the congregation to fill the vacancy for the balance of the term. If the office of President becomes vacant, the Vice President shall become President.

ARTICLE 8 - NOMINATIONS AND ELECTION OF DIRECTORS

8.1 Nominating Committee. ~~The voting members of Nominating Committee shall be appointed by the President with the approval of the Board. The voting members of the Nominating Committee shall consist of three (3) current Directors (none of whom are Officers nor the Immediate Past President), three (3) non-Director current members of the congregation in good standing and up to three (3) past Presidents. The Immediate Past President shall serve as Chair of the Committee. Members of the Nominating Committee shall not be eligible for nomination. If the Immediate Past President is unavailable or declines to serve, the most recent immediate Past President available shall serve.~~

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8.2 Election of Board. On or before November 15 of each year notice shall be sent to each congregant that the Nominating Committee is soliciting nominations for individuals to serve as Directors and Officers. Suggestions of potential Directors and Officers must be made to the Nominating Committee on or before January 1.

The Nominating Committee chair may, at his/her discretion, close the committee's meeting to only voting members in considering potential Directors and Officers.

8.3 Slates. The Nominating Committee shall prepare both the Director slate and the Officer slate comprising one (1) nominee for each open position. Both slates shall reflect a balanced representation of the congregation's constituencies, strengths, and needs. Each nominee must agree to serve. Both slates of nominees shall be submitted to the congregation for a vote via paper, electronic, or other media permitted under these Bylaws for selection by February 15, with the results tabulated by the Nominating Committee.

Notice of the names comprising the new Board and the new Officers shall be communicated to the congregation no later than March 15.

8.4 Submission of Board and Officers to Congregation. The new Board and its slate of Officers shall be presented to the congregation at the Annual Meeting.

ARTICLE 9 – DUTIES OF THE EXECUTIVE COMMITTEE OF THE BOARD OF DIRECTORS

The Executive Committee shall consist of the Officers of the Board, all of whom shall be voting members. The Rabbi and or other staff shall serve as non-voting advisor and

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professional support to the Executive Committee. The immediate Past President shall serve as ex-officio member.

9.1 Duties of the President. The President shall call and preside as chair at all meetings of the Board, Executive Committee, and the congregation; have general charge of the affairs of the Temple; be subject to all of the rules, regulations and resolutions of the Board; perform all duties incident to the office of President; and have such other duties as directed elsewhere in the Bylaws or as prescribed by the Board or Executive Committee

The President shall also meet on a regular basis with the Rabbi.

9.2 Duties of the Vice President. The Vice President shall serve on the Executive Committee, and perform all functions of the President in his/her absence or inability to attend to his/her duties. If the Presidency is vacated, he/she shall assume the office of President through the end of the unexpired term. Perform such other duties as may be assigned by the President.

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9.3 Duties of the Treasurer. The Treasurer shall serve on the Executive Committee, attend the Finance Committee and the Endowment ~~Sub~~Committee; provide reports to the Board; direct the oversight of the receipt, investment (except for endowed funds) and disbursement of all funds and assets of the Temple; and in general perform all duties incident to the office of Treasurer. He/She may have other duties as directed elsewhere in the Bylaws or as prescribed by the President, Board of Directors or by the Executive Committee.

Both the Board Treasurer and the treasurer of the Endowment Committee shall execute bonds to the Temple, with good and sufficient surety to be approved by the Board of Directors for the faithful performance of their respective duties in amounts approximately equivalent to the maximum market value of the property and/or funds in the hands or possession of the Temple and subcommittee, respectively, (exclusive of any real estate) at the time the are executed.

9.4 Duties of the Secretary. The Secretary shall keep accurate and complete minutes of meetings of the congregation, the Board of Directors, and the Executive Committee; maintain the Governing Policies of Board-approved policies; send out notices of all meetings; and perform such other tasks specified by action of the Board of Directors.

ARTICLE 10 – COMMITTEES

10.1 Committees. The Standing Committees may be, but are not limited to: Finance, Social Justice, Youth Education, Membership, Ritual, and Property. Other committees may be created as deemed appropriate and timely by the Board.

10.2 Authority. Committees shall possess only such powers as are delegated to them by the Board. Each committee may adopt guidelines for its own governance so long as they are not inconsistent with these Bylaws or with rules or policies adopted by the Board.

10.3 Committee Appointments.

A. Standing Committee Chair Appointments. The President, in consultation with the Executive Committee, shall appoint and/or replace at his/her discretion all Standing Committee chairs, each of who may serve a term of one (1) year, unless reappointed.

B. Eligibility. Membership in committees and subcommittees is open to any TAI member.

C. Meeting Records. Each committee and subcommittee shall make periodic reports to the Board of their activities upon request.

ARTICLE 11 – STAFF

All Temple staff, except the Rabbi, shall be “employees at will” and shall be employed consistent with applicable State and Federal laws and regulations.

11.1 Rabbi.

A. The Rabbi shall be a contractual employee of TAI with his/her rights, duties, compensation and responsibilities detailed in his/her employment contract. In general, the Rabbi shall supervise all spiritual activities of the congregation, perform all religious rites and ceremonies for the members of the congregation and their families, when requested in accordance with Life-Cycle policy as established from time to time by the Board of Directors. The Rabbi shall be responsible to the Board and report to the President.

B. Rabbi’s Membership and Meeting Attendance. The Rabbi and his/her family shall be members of the congregation with all the rights and privileges afforded to members except that the Rabbi shall not have voting privileges. The Rabbi shall serve as advisor and professional to the Board and Executive Committee and shall attend all meetings of the Board, Executive Committee, and congregation, unless held as a closed session.

11.2 Other Staff.

Other staff positions may be created as needed and shall be covered in the Governing Policies.

ARTICLE 12– CONFLICT OF INTEREST

The economic and fiscal interests of the Temple are best served by insuring that TAI receives fair value for the goods and services it obtains. This may be accomplished by assuring that no one affiliated with TAI or a member of his/her immediate family or business relations receives an unfair benefit from his/her TAI affiliation. To further these interests, as well as to elicit the confidence of the TAI community in the integrity, honesty and mission of TAI and its leaders, TAI shall obtain from its Board of Directors, officers, clergy, employees, annual written assurances in a manner approved by the Board that their fiduciary duty of loyalty and care to TAI is being fulfilled. TAI shall act in accordance with and be respectful of Federal and IRS guidelines concerning Conflict of Interest.

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Failure of a Director, Officer, or employee to sign a Conflict of Interest Certification consistent with Kentucky corporate law within three (3) months of the adoption of these Bylaws and annually thereafter shall disqualify that individual from serving and exercising the rights and privileges of that position or being an employee of TAI.

ARTICLE 13 – INDEMNIFICATION AND INSURANCE

13.1 Generally. TAI shall provide indemnification as required under Kentucky law (KRS 271B.8-560) and other applicable law.

13.2 Advancing Expenses. If a person is made or threatened to be made a party to a legal or administrative proceeding as a result of their relationship with TAI, the person shall be entitled to payment or reimbursement by TAI of reasonable expenses, including attorneys fees incurred by the person in advance of the final disposition of the proceeding upon receipt by TAI, if requested, of a written affirmation by the person of a good faith belief that the criteria for indemnification have been satisfied and a written undertaking by the person to repay the amounts paid or reimbursed by TAI if it is determined the criteria for indemnification have not been satisfied and after a determination that the facts then known to those making the determination would not preclude indemnification.

13.3 Insurance. TAI shall purchase and maintain insurance on behalf of the congregation and any of its members, directors, officers, and employees, against any liability, settlement, judgment, decree or penalty incurred as a result of his/her activities undertaken on behalf of TAI in accordance with his/her duties and/or responsibilities, whether or not TAI would be required to indemnify him/her against such liability or settlement under these Bylaws and applicable law.

ARTICLE 14—DISSOLUTION

In the event of the dissolution of TAI, no Director, officer, employee, member or representative of the Temple shall be entitled to any distribution or division of its remaining property, assets or proceeds. Dissolution shall be made consistent with applicable law. Any such use or distribution of the money or property of TAI shall be in accordance with the Temple's purpose as set forth above, and, to the extent possible, shall be disposed of in a manner that best benefits the Central Kentucky Jewish community at large.

Article 15 – MERGER

Adoption of Merger Agreement. An agreement to merge TAI with another Jewish organization shall be considered an amendment to these Bylaws, as the merger shall create a new organization with new Governance, thereby requiring the amendment of these Bylaws to allow for the change in governance. All rules regarding notice and timelines for amending these Bylaws, as stated herein, shall apply to this process.

ARTICLE--16 GENERAL PROVISIONS

16.1 Fiscal Year. The fiscal year of TAI shall begin on the first (1st) day of May of

each year and end on the thirtieth (30th) day of April of the succeeding year.

16.2 Books and Accounts. TAI shall keep correct, complete, and readily auditable books and records. All funds of TAI shall be deposited in an account or accounts credited to and in the name of TAI, and no disbursements there from shall be made except upon checks or withdrawal orders bearing the signature or signatures specified by the Board.

16.3 Notice. "Notice" as used in this Article and these Bylaws shall include at a minimum the location, date, time, and purpose of the meeting communicated in person, by mail, or other method of delivery, including by telephone, voice mail, or other electronic means, unless a member insists on written notice. A meeting agenda may additionally be required.

16.4 Waiver of Notice. Whenever a notice is required to be given by any provision of law or by these Bylaws, a waiver thereof in writing physically or electronically 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.

16.5 Effective Date. These Bylaws shall take effect immediately upon approval vote by the congregation. All other Bylaws and amendments thereto are repealed and the provisions of these Bylaws shall supersede all previous Bylaws.

16.6 Interpretation. Nothing contained in the Bylaws of TAI shall be interpreted so as to compel it to do or suffer any act, which in the opinion of the Board, would be deemed to contrary to the mission and vision of TAI.

16.7 Robert's Rules of Order. All meetings shall be conducted in consultation with Robert's Rules of Order, Newly Revised, which is attached to these Bylaws for reference.

ARTICLE 17 – AMENDMENTS OF THE BYLAWS

The Board shall initiate amendments to the Bylaws. Amendments shall be presented in writing to the Secretary. Such amendments may be acted on at any regular meeting of the congregation or at any special meeting called for that purpose. Copies of the proposed amendments shall be sent by mail or verifiable electronic means to each member along with the notice of the meeting at least thirty (30) days prior thereto. An affirmative vote of two-thirds of the members present shall be necessary to adopt any amendment.

ARTICLE 18 – ENDOWMENT COMMITTEE

18.1 There is hereby created the Endowment Committee of Adath Israel Congregation, which congregation is hereinafter referred to as the Temple.

18.2 The purposes, duties and functions of this committee shall be -
A. To encourage the making of lifetime and testamentary gifts of funds and/or property to the Temple, including gifts by means of life insurance.

B. In the name and for the use of benefit of the Temple to hold, invest, reinvest, manage, control and administer the funds and property which comprises such gifts, and

C. To expend the income derived from such funds and property for the use and benefit of the Temple, from time to time, first and always in accordance with the terms, provisions and stipulations imposed in writing by the donors of such gifts, and secondly in accordance with the needs of the Temple as determined by the committee with the approval of the Temple Board of Directors.

18.3 The committee shall consist of five (5) male and/or female members of the Temple who need not necessarily be a member of the Temple Board of Directors, appointed by the President, with the approval of the Temple Board of Directors.

18.4 The committee shall be responsible to the Board of Directors.

18.5 Each committee member shall serve for a period of ten (10) years or until his successor has been appointed and qualified, provided, however, that the first five (5) members appointed to the committee shall serve, respectively, for two (2), four (4), six (6), eight (8) and ten (10) years, the terms of each of such first five (5) members to be determined by the President of the Temple; and provided that any member of the committee may be appointed to succeed himself; and in the event of a vacancy upon this committee, such vacancy shall be filled for the unexpired term of the committee member no longer serving, in the same manner as herein provided for the original appointment of committee members.

18.6 The committee annually shall select a chairman, vice-chairman, secretary and treasurer, each of whom shall serve for one year or until his successor is elected and qualified; provided, however, than any such officer may succeed himself in office.

18.7 The duties of each of the officers mentioned in Section 6 above, shall be as set forth in this By-Law and also those duties and functions ordinarily conferred upon and exercised by those holding similar offices of a committee.

18.8 The committee may not expend or disburse all or any part of the principal or corpus of the funds or property entrusted to it unless each expenditure or disbursement of principal or corpus is:

A. In accordance with the pursuant to the terms, provisions and stipulations imposed in writing by the donor of the gift; and

B. Approved by a vote of at least two-thirds (2/3) of the members of the Temple present at a duly constituted regular or special meeting of the members the Temple, a quorum for the purpose of such meeting to be at least twenty-five percent (25%) of the membership of the Temple (notwithstanding the provision in Article VI, Section 4, to the effect that fifteen percent (15%) of the members shall constitute a quorum with reference to the

congregational meeting for any other purpose), at least ten (10) days notice of such meeting to be mailed to members of the congregation, such notice to contain a specific reference to the purpose of the proposed expenditure or disbursement; provided, however, that failure of the members of the congregation to approve expenditures or disbursements of principal or corpus shall not defeat or delay the intent, or wishes of the donor as set forth in writing in the terms, provisions or stipulations of the gift.

18.9 The committee shall hold a regular meeting four (4) times each year, during the months of January, April, July and October and the committee shall hold such special meetings as are called by the chairman or by any two (2) of the committee.

18.10 Written notice of each regular special meeting shall be sent by mail by the secretary of the committee to each committee member at least three (3) days prior to the meeting.

18.11 All meetings shall be held at such time, at such place, and upon such date as shall be determined by the chairman; provided, however, that any two (2) members of the committee may call a special meeting of the committee.

18.12 A majority of the members of the committee shall constitute a quorum, and an issue, question or decision may be determined by a majority of the members present at a meeting; provided, however, that any disbursement of expenditure of more than two hundred fifty dollars (\$250.00) must be approved by at least three (3) members of the committee.

18.13 The chairman or other committee member presiding shall be entitled to vote.

18.14 The secretary shall keep accurate and complete records and minutes of all meetings, actions, and proceedings of the committee, which records and minutes shall be open for inspection to any member of the Temple at all reasonable and proper times, upon prior request for such inspection.

18.15 The treasurer shall keep accurate and complete books and account reflecting all transactions, receipts, and expenditures of the committee, which books of account shall be open for inspection to any member of the Temple at all reasonable and proper times, upon prior request for such inspection.

18.16 The treasurer will execute bond to the Temple, with good and sufficient surety to be approved by the Board of Directors, and for the faithful performance by the treasurer of his duties, and bond to be in an amount approximately equivalent to the maximum market value of the property and/or funds in the hands or possession of the committee (exclusive of any real estate) at the time the bond is executed, the amount of said bond and the adequacy of the surety therefore to be reviewed by the Board at least semi-annually, the cost of the premium of such bond administered by the committee.

18.17 All drafts or checks for disbursement or expenditures shall be signed by two (2) officers of the committee, and if the treasurer is available, the treasurer shall be one of such signators.

18.18 The committee (except as limited by the terms, conditions or stipulations of a gift) shall have and possess the hereinafter enumerated powers and authority:

A. To sell, exchange, assign, transfer and convey any property in its control and dominion.

B. To invest and reinvest only in such stocks, bonds or other securities and properties as are permitted to fiduciaries by the laws of the Commonwealth of Kentucky.

C. To sell or exercise any "rights" issued on any securities held in any trust fund there under.

D. To consider and treat as corpus all dividends payable in stock, all "rights" issued on securities, and to consider and treat as income all other dividends received.

E. To charge or credit to corpus any premiums and discounts on securities purchased at more or less than par.

F. To vote in person, or by proxy, any stock or securities held, and to grant such proxies and powers of attorney to such person or persons as said committee may deem proper.

G. To consent to and participate in any plan for the liquidation, reorganization, consolidation or merger of any corporation, any security of which is held.

H. To lease any real estate for such term, or terms and upon such conditions and rentals in such manner as said committee may deem advisable. To make repairs, replacements and improvements, structural or otherwise, to any such real estate. To subdivide real estate, to dedicate same to public use and to grant easements as said committee may deem proper.

I. To employ accountants, attorneys and such agents as said committee may deem advisable, to pay reasonable compensation for their services and to charge same to (or apportion same between) income and principal as said committee may deem proper.

J. To hold two (2) or more trusts or other funds in one (1) or more consolidated funds, in which separate trusts or funds shall have undivided interests.

K. The committee shall have the powers and authority enumerated above, and the committee shall neither have nor possess any powers or authority not possibly conferred or granted herein.

18.19 No part of the income from or the corpus of any said gifts shall be expended or used for the current operating expenses or budgetary requirements of the Temple, except to the extent specified in writing by the terms, provisions or stipulations of a gift.

18.20 The committee semi-annually on the 15th day of each of the month of April and October of each year shall make and file with the Board of Directors, in a form to be prescribed by the Board, a detailed and accurate written report of:

A. All receipts and expenditures for that period of time subsequent to the last such report, and

B. All assets, funds and property held or possessed by the committee. Such written report shall be kept by the Board as part of its permanent records, and such reports filed during the fiscal year of the Temple shall be read at the annual congregational meeting for that fiscal year.

18.21 All gifts to the Temple shall be submitted by the Board of Directors for acceptance, and no gift shall be considered accepted by the Temple until the Board has accepted it.

18.22 This By-Law (Article 18) may not be repealed or amended in any respect until such repeal or amendment has been approved by at least two-thirds (2/3) of the members of the congregation at a regular or special meeting of the congregation, provided that at least thirty (30) days advance notice in writing to each member of the congregation and provided further that a quorum for the purpose of such meeting shall be at least twenty-five percent (25%) of the membership of the Temple (notwithstanding the provision in Article 4, Section 62, to the effect that ten percent (10%) of the members shall constitute a quorum with reference to a congregational meeting for any other purpose.)

18.23 The intent of the donor of each gift, as expressed in writing by the terms, conditions and stipulations of the gift, shall control and be paramount in all respects, including, but not by way of limitation, the property in which funds may be invested and/or the manner, purpose and time of expenditure of principal and/or income.

18.24 This By-Law shall be adopted by the majority of the congregation present at any regular or special meeting of the congregation, provided that at least thirty (30) days prior to such meeting a copy of this By-Law shall be mailed to each member of the congregation.