

BY-LAWS

TEMPLE ADATH ISRAEL

Lexington, Kentucky

Revised May 5, 2013

MISSION STATEMENT

Temple Adath Israel 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

1.1 This congregation shall be known as Adath Israel Congregation located in Lexington, Kentucky, also known as Temple Adath Israel (Temple).

1.2 Temple Adath Israel is a Reform Jewish congregation affiliated with the Union for Reform Judaism (URJ).

ARTICLE 2 – GUIDANCE FOR RELIGIOUS PRACTICE

2.1 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.

2.2 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 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 Trustees.

3.2 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 The Board of Trustees may establish special membership classifications with such provisions as it shall deem advisable.

3.4 The spouse or domestic partner of a member in good standing may also be considered a member of the congregation, if he or she so desires. A non-Jewish spouse or domestic partner may continue his or her membership after the dissolution of the marriage or domestic partnership or the death of the Jewish spouse or partner.

3.5 A member in good standing is defined as one who is not delinquent on the books of record of the Temple in the payment of any and all financial commitments.

3.6 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 It shall be the duty of every member to pledge a membership commitment annually in accordance with the then current policies of the Board of Trustees. Any member who has made no commitment within thirty (30) days after the preceding fiscal year shall be assessed at the prior year’s commitment.

3.8 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.

3.9 At least twenty-five percent (25%) of the annual membership commitment shall be paid on or before August 1 of each fiscal year, unless other satisfactory arrangements have been made with the Temple Treasurer. Any member who has not complied with the above shall be notified by the Temple Treasurer at the direction of the Executive Committee, by mail, that the member is not in good

standing, and that all membership rights and privileges will be withdrawn until the member comes into compliance.

3.10 Any member who fails to pay any delinquent membership commitment in full by thirty (30) days following the end of the preceding fiscal year shall be notified by the Temple Treasurer at the direction of the Executive Committee, by mail, that all membership rights and privileges will be withdrawn unless the commitment is paid in full or other satisfactory arrangements are made with the Treasurer within thirty (30) days after the mailing of said letter.

3.11 Any member's rights and privileges may be fully restored when satisfactory arrangements have been made with the Temple Treasurer relating to those matters described in Sections 3.9 and 3.10.

3.12 The resignation of any member shall not relieve that member from the payment of any obligation due the congregation at the time of resignation, unless that member has moved outside the area normally served by Temple Adath Israel.

ARTICLE 4 – CONGREGATIONAL MEETINGS

4.1 The annual meeting of the congregation shall be held in the spring of each year; the exact date of said meeting is to be determined by the President. At least twenty (20) days notice of same, including the meeting agenda, shall be given by mail to each member of the congregation. Reports to be presented at the meeting will be available in the Temple office at least seven (7) calendar days prior to the meeting. At this meeting, reports shall be submitted by the President, the Treasurer, the Rabbi, and such other Officers, officials, auxiliaries, and committees as may be required to do so by the Board of Trustees.

4.2 The agenda at all meetings of the congregation shall be determined by the President.

4.3 Special meetings of the congregation may be called by the President at his or her discretion. Special meetings of the congregation shall be called by the President upon receipt of a petition signed by either a majority of the members of the Board of Trustees or at least twenty-five (25) members 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.

4.4 Written notice of any called special meeting shall be mailed to all members of the congregation at least fifteen (15) days prior to the date it is scheduled. The only business that shall be transacted at such meeting is that specified in the call for and notice of said meeting.

4.5 At annual and special congregational meetings proxy votes shall be allowed.

A. Proxies shall be in writing and shall be received by the Board 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.

B. All proxies will be held and voted only by the Board Secretary. The Board Secretary shall vote in accordance with the written instructions of the authorizing member or, if there are no written instructions, in accordance with the instructions of the Executive Committee. The proxy becomes effective at the opening of the meeting and ceases to be effective upon adjournment of the meeting. The proxy vote shall be valid on all votable items on the published agenda. Proxy authority shall not extend to amended or modified agenda items.

C. An authorizing member shall be allowed to withdraw his or her proxy by sending a written request withdrawing the proxy, or by making an in-person request to withdraw the proxy. Any written statement must be received by the Board Secretary 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.

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

4.6 Fifteen percent (15%) of the members of the congregation eligible to vote shall constitute a quorum at all meetings of the congregation.

ARTICLE 5 – OFFICERS AND THEIR ELECTION

5.1 The Officers of the congregation shall be President, First Vice President, Second Vice President, Treasurer, and Secretary.

5.2 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 or her nomination. Full or part-time Temple employees (excluding Religious School and Preschool teachers) are not eligible to be an officer of the congregation.

5.3 The terms of all Officers shall be for one (1) year, expiring at the next annual meeting of the congregation. In the event of a vacancy in any office except the President, the Board of Trustees as hereinafter created, 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 First Vice President shall become President.

5.4 The Officers shall be proposed by a Nominating Committee composed of representatives from the Temple leadership including one each of the Temple Sisterhood, Temple Brotherhood, Adult Jewish Growth, Youth Education, Caring Connections, Social Action, Music and Worship, Financial Resource Development, and Membership Committees; all Past Presidents who choose to participate (not the Chair of the Nominating Committee for Officers); and 2 elected members of the Board. Each Committee will choose its representative, who needs to be an official member of the selected Committee, following the guidelines of Article 13.4 in the By-laws. Each group will select a representative through a meeting. The Immediate Past President (see Article 6. 6) will serve as Chair of the Nominating Committee for Officers. The incumbent President may be asked to join the Committee in its deliberations, but will be a non-voting participant in the meetings.

5.5 The elected members and Officers of the Board of Trustees shall select two (2) of the Board's elected members to serve on the Nominating Committee.

5.6 No later than ninety (90) days prior to the annual meeting, the Nominating Committee shall nominate one (1) person for each office. It is preferred, but not necessary, that each nominee has previously served or currently is serving on the Board of Trustees of Temple Adath Israel.

5.7 The slate of candidates chosen by the Nominating Committee shall be reported to the Board at its next scheduled meeting. At least seventy-five (75) days prior to the annual meeting, members of the Temple in good standing shall be notified of the slate by mail, the Temple bulletin, the website and/or electronic means.

5.8 Additional nominations for any elective office may be made by petition of at least fifteen (15) voting members in good standing of the Temple. Such petition must additionally have the signature of the nominee(s) thereon to indicate consent. The written petition shall be filed with the Board Secretary at least forty-five (45) days prior to the annual meeting. Nominees whether selected by committee or petition must fulfill qualifications as stated in Section 5.2.

5.9 Notice of all nominations shall be mailed at least twenty (20) days prior to the annual meeting to all members of the Temple.

5.10 At the annual meeting of the congregation, the nominee(s) for each office shall be submitted and introduced to the members. There shall be no nominations from the floor. The Officers shall be elected by a majority vote of the members present. The ballot shall be secret if there is more than one (1)

nominee for any office. All persons elected shall be installed at that same annual meeting.

5.11 Officers shall be elected for a term of one (1) year. No person shall serve for more than two (2) successive twelve (12) month terms in the same position.

ARTICLE 6 – DUTIES OF THE OFFICERS

6.1 The duties of the President shall be to preside as chair at all congregational and Board meetings and to recommend to the Board of Trustees all standing committees and any other committees or task groups deemed necessary. The President shall be an ex-officio member of all committees except the Nominating Committee. He or she shall call the annual meeting and special meetings and generally shall have all the powers, duties and responsibilities which are usually incident to the president of a religious organization. The President shall, within sixty (60) days following the annual meeting, appoint the chairpersons of all committees unless otherwise provided in these By-laws. The President shall serve as liaison between the Executive Committee and the Rabbi.

6.2 The First Vice President shall perform such duties as may be assigned by the President. 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. The First Vice President shall chair the committee which nominates the candidates for the Board of Trustees and shall serve as liaison between the Executive Committee and the Administrator. The First Vice President shall serve as an ex officio member of designated committees.

6.3 The Second Vice President shall perform such duties as may be assigned by the President. The Second Vice President shall serve as liaison between the Executive Committee and the Program Coordinator. The Second Vice President shall serve as an ex officio member of designated committees.

6.4 The Treasurer shall be the custodian of all funds of the congregation excluding the Endowment Fund and shall be the primary disbursing agent of the congregation as authorized by the Board of Trustees. The Treasurer shall present a financial report at all regularly scheduled meetings of the Board of Trustees and at the annual meeting of the congregation. The Treasurer shall serve on the Financial Resources Committee and on any other committees directly involving financial matters of the congregation. The Treasurer shall serve as an ex officio member of designated committees and perform such duties as may be assigned by the President.

6.5 The Secretary shall keep accurate and complete minutes of meetings of the congregation, the Board of Trustees and the Executive Committee, shall send out notices of all such meetings and perform such other duties as specified by the Board of Trustees. The Secretary shall serve as an ex officio member of

designated committees and perform such duties as may be assigned by the President.

6.6 There shall be an Executive Committee consisting of the Officers of the congregation and the immediate Past President of the congregation, chaired by the President. If the immediate Past President is no longer a member of the congregation, the most recent Past President shall fill that position on the Executive Committee. The Rabbi and Administrator shall serve as non-voting members. The Executive Committee shall meet at the discretion of the President, upon reasonable prior notice. The Executive Committee serves in an advisory capacity to the President and assists in the management of Temple affairs. It makes a recommendation to the Board of Trustees on the selection of, and the contractual arrangements with, a Rabbi. It also makes other decisions as are delegated to it by the Board of Trustees. No two (2) members of the congregation who are from the same membership unit shall serve on the Executive Committee at the same time.

ARTICLE 7 – BOARD OF TRUSTEES

Temple Adath Israel commits itself to establishing a sense of “kehilah” amongst its membership. This is an intimacy that calls on each member of this congregation to engage each other in a sense of holiness and respect, even in moments of disagreement. Our Board of Trustees and Officers are the caretakers of this commitment and must demonstrate their acceptance of this responsibility in the way they approach the business and sacred life of this congregation’s leaders, staff, and members.

7.1 The Board of Trustees shall consist of the Officers of the Temple and fifteen (15) members elected by the Temple membership for a term of three (3) years. Any member of the congregation who has been a member in good standing for at least twelve (12) consecutive months prior to the beginning of the fiscal year is eligible to be elected to the Board. Trustees who are not officers shall not be elected for more than one (1) three (3)-year term. Members who have previously served as elected members of the Board of Trustees may be eligible for election or appointment after a one (1)-year absence from the Board. No two (2) members of the congregation who are from the same membership unit shall serve as elected members on the Board of Trustees at the same time.

7.2 The voting members of the Board of Trustees of the congregation shall consist of the present Officers of the congregation, the immediate Past President of the congregation (see Article VI, Section 6), one (1) representative to be designated by the Temple Sisterhood, one (1) representative to be designated by the Temple Brotherhood, one (1) representative to be designated by the Temple Youth Group, and fifteen (15) members to be elected by the congregation as hereinafter provided. Those members who became Life Trustees prior to May 1, 1979 shall retain their voting privileges on the Board. All members must be

members in good standing of the congregation, except for the member designated by the Temple Youth Group, whose parent(s)/legal guardian must be a member in good standing of the congregation. Any full or part time employee of the Temple (excluding Religious School teachers) is not eligible to be a voting member of the Board of Trustees.

7.3 The non-voting members of the Board of Trustees of the congregation shall include the Rabbi, the Temple Administrator, members who became Life Trustees after May 1, 1979, and the following individuals, only if they are members in good standing: the Youth Education Director, the Preschool Director, the Program Coordinator, Temple members who serve on the regional or national URJ Board, and one of the appointed Temple representatives to the Jewish Federation of the Bluegrass as designated by the President.

7.4 When an elected Trustee's term expires he or she shall not be eligible for re-election as a Trustee until the expiration of a one (1) year period, unless his or her previous designation has been to fill an unexpired term of two (2) years or less. At the conclusion of an immediate Past President's term he or she shall not be eligible for re-election to the Board of Trustees for a one (1) year period.

7.5 In the event of a vacancy in an elected position on the Board of Trustees, the vacancy shall be filled for the remainder of the term by the person receiving the most votes among those nominated but not elected to a regular term in the last election. Should the number of vacancies exceed the number of remaining unelected nominated individuals, the Board of Trustees shall name, within thirty (30) days of the occurrence of the vacancy, a member in good standing of the congregation to fill the position for the remainder of the term. In the event of a vacancy in an appointed position, the designated authority responsible for the appointment to that position shall appoint a person to fill the vacancy.

7.6 There shall be, in addition to the members of the Board of Trustees described above, a class of Trustees known as Life Trustees. Life Trustees shall have all the rights and duties of other Trustees, except that they shall not be counted in the determination of quorums nor shall they be voting members. The Life Trustees shall be all those persons who have been members in good standing of the congregation for thirty (30) years and who have, in addition, served as members of the Board of Trustees whether elected or an ex-officio for at least seven (7) years. Life Trustees who became so designated prior to May 1, 1979 shall retain all the rights and duties of other Trustees. Life Trustees shall retain such positions for life, and are exempt from Article 9. 2, as long as they remain members of the congregation.

ARTICLE 8 – NOMINATION AND ELECTION OF BOARD OF TRUSTEES

8.1 For the purpose of obtaining nominees for election to the Board of Trustees, a Nominating Committee shall be appointed by the First Vice President, subject to

the approval of the Board of Trustees, such appointment and approval to be completed on or before December 15. Upon approval of this committee, the names of the committee members shall be communicated to the congregation as soon as possible. The Nominating Committee shall consist of three (3) individuals who are members of the Board of Trustees at the time when the committee is so appointed and approved, three (3) individuals who are not members of the Board of Trustees at the time when the committee is so appointed and approved, and the First Vice President of the Temple serving as chairperson. Members of the Nominating Committee shall not be eligible for nomination.

8.2 On or before January 1, members of the congregation shall be notified by mail, the Temple bulletin, the website and/or electronic means, to the effect that names may be placed in nomination by means of a nominating petition for each person sought to be nominated. The petition must contain the signatures and addresses of at least five (5) members in good standing of the Temple, no such signature to be valid if the signatory has signed more nominating petitions in any one (1) year than the total number to be elected to the Board of Trustees. Such petition must additionally have the signature of the nominee(s) thereon to indicate consent. In order to be valid and acceptable, the nominating petitions shall be mailed to the chairperson of the Nominating Committee and must be postmarked on or before February 1.

8.3 The Nominating Committee, on or before February 1, shall select at least seven (7) and no more than ten (10) nominees for election to the Board of Trustees. Only the nominees selected by the Nominating Committee, together with those nominated by petition as stated in Article 8.2, shall be eligible for election, and names of such nominees shall be placed on the ballot.

8.4 One ballot is to be mailed by the Board Secretary to each member in good standing of the congregation at least sixty (60) days prior to the annual meeting of the congregation.

8.5 Five (5) Trustees shall be elected each year to serve on the Board. The five (5) nominees receiving the highest number of votes shall be declared elected. In the event of a tie for the last vacant seat, the tie shall be settled by lot.

ARTICLE 9 – BOARD OF TRUSTEES: RESPONSIBILITIES AND DUTIES

9.1 The Board of Trustees shall have responsibility for the general management of the affairs, funds, records, staff, and property of the Temple. It shall establish policies, guidelines and directions with respect to matters within its management and control. The Board, or its designees, shall act on all matters of policy. The Board shall perform such other duties as the members of the congregation in regular or special meetings may prescribe which are not in conflict with these By-laws. By way of example and not by way of limitation, with regard to management matters, the Board of Trustees shall have the authority to:

- A. Designate the financial institutions for deposit of congregational funds. Said institutions shall be members of the Federal Deposit Insurance Corp. (FDIC) or the Security Investors Protection Corp. (SIPC). The amount of the investment in any institution shall not exceed the amount of coverage provided through the FDIC or the SIPC.
- B. The Board of Trustees of the congregation shall establish a fiscal year for financial purposes of the congregation.
- C. Borrow up to one-hundred thousand dollars (\$100,000) and to pledge for the repayment thereof any assets of the congregation. The total indebtedness incurred in this manner shall never exceed one-hundred thousand dollars (\$100,000). If at any time the total indebtedness exceeds one-hundred thousand dollars (\$100,000), the additional borrowing must be approved by the congregation.
- D. Receive and review periodic reports on the activities of the Endowment Committee, approve the appointment of members of the Endowment Committee and accept gifts establishing "named" funds within the Endowment.
- E. Establish policy regarding all membership commitments, assessments, and charges. The Board may adopt rules and regulations providing a review process for any members who disagree with their proposed annual commitments.
- F. Establish charges for the use of the Temple and its facilities by members and non-members. (See Governing Policies)
- G. Establish charges for the use of the services of the Rabbi by non-members. (See Governing Policies)
- H. Authorize the execution by the proper officers and/or designated Temple Employees of all contracts, notes, mortgages, deeds, and other legal instruments of the congregation as specified by Board action and which are not in conflict with these By-laws.
- I. Accept the resignation of a member(s) of the congregation provided he or she is clear of all indebtedness to the congregation.
- J. Engage and dismiss supervisory staff and to fix their duties and compensation.
- K. Accept or reject the Executive Committee's selection of a Rabbi. The Board of Trustees also shall accept, modify, or reject the Executive Committee's recommended contractual arrangements with the Rabbi.

These recommendations shall then be presented by the Board to the congregation for its consideration and final approval.

9.2 The Board of Trustees shall meet once a month and shall also meet at the call of the President or by petition of five (5) members of the Board. Ten (10) members of the Board of Trustees shall constitute a quorum. The office of any Trustee 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. Each Trustee will be assigned to serve as a chairperson or co-chairperson of one (1) of the Temple committees.

9.3 The member of the Board of Trustees designated by the Temple Youth Group shall not vote on any matters related to personnel and Temple finances.

ARTICLE 10 – THE RABBI

10.1 The duties of the Rabbi shall be outlined by the Board of Trustees and set forth in his or her contract.

10.2 The Rabbi shall be the spiritual leader of the congregation and shall perform such duties as are normal and customary for that position. The Rabbi and his or 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.

10.3 The Rabbi shall be enrolled in the Rabbinical Pension Plan of the CCAR or any other comparable plan, with the congregation defraying all or part of the premiums.

10.4 The Rabbi shall have the right to attend all meetings of the Board of Trustees and the congregation, except when asked for some special reason to absent him or herself.

10.5 The Rabbi shall be a non-voting member of the Executive Committee and the Board of Trustees.

ARTICLE 11 – THE ADMINISTRATOR

11.1 The duties of the Administrator shall be outlined by the Board of Trustees and set forth in his or her contract or job description.

11.2 The Administrator shall have the right to attend all meetings of the Board of Trustees and the congregation, except when asked for some special reason to absent him or herself.

11.3 The Administrator shall be a non-voting member of the Executive Committee and the Board of Trustees.

ARTICLE 12 – THE PROGRAM COORDINATOR

12.1 The duties of the Program Coordinator shall be outlined by the Board of Trustees and set forth in his or her job description.

12.2 The Program Coordinator shall have the right to attend all meetings of the Board of Trustees and the congregation, except when asked for some special reason to absent him or herself.

12.3 The Program Coordinator shall be a non-voting member of the Board of Trustees.

ARTICLE 13 – COMMITTEES

13.1 The congregation shall have standing committees whose actions shall be subject to the control and direction of the Board of Trustees. The standing committees of the Temple may include, but are not limited to: Adult Jewish Growth, Budget, Financial Resources Development, Caring Connections, Membership, Music and Worship, Outreach, Preschool, Personnel, Properties, Social Action, Youth Activities, and Youth Education.

13.2 The President shall recommend to the Board of Trustees all standing committees and any other committees or task groups deemed necessary.

13.3 The President shall appoint all chairpersons (excluding the chair of the Endowment Committee) within sixty (60) days following the annual meeting.

13.4 By way of example and not by way of limitation, with regard to management of committees:

A. The President shall send a letter, including a description of the committees and the names of the chairpersons, to each membership unit. This letter should be mailed as soon as possible after the committee chairpersons have been selected but no later than July 15th. A response card will be included to allow members to sign up for committees of their choice. Written responses (including postcard, letter or e-mail to the President or Administrator) must be received no later than August 31st in order for individuals to be considered members of their selected committees. In the event that a Temple member wishes to join a committee after August 31st, he/she must gain approval from the Board of Trustees in order to do so.

B. Membership in committees is open to members in good standing.

C. New Temple members shall receive the above mentioned letter upon joining and will have thirty (30) days to respond.

D. Attendance sheets will be available at all committee meetings. These are to be filed with the Temple office. After three (3) unexcused absences by a committee member, said member will be removed from the committee membership list.

E. Meeting notifications shall be printed in the bulletin and/or sent by mail or electronic means.

13.5 Committee meetings, excluding those dealing with personnel or personal finances, are open to members of the congregation. Only committee members in good standing are entitled to vote.

13.6 The staff ex-officio member of the committee is not entitled to vote. The committee chairperson shall vote only when breaking a tie.

13.7 The Director of the Religious School and the staff of the Preschool are ineligible to vote on the committees overseeing those functions.

ARTICLE 14 – AFFILIATES

14. The establishment of local units of affiliates of the URJ such as Women of Reform Judaism, (Sisterhood), North American Federation of Temple Youth (TRYB), National Federation of Temple Brotherhoods, ARZA, etc., should be encouraged by the Temple. In addition, the Temple leadership should encourage the local units' affiliation with the respective national counterparts.

ARTICLE 15 – CONFLICT OF INTEREST

15. The economic and fiscal interests of the Temple are best served by insuring that the Temple receives fair value for the goods and services it obtains. This may be accomplished by assuring that no one affiliated with the Temple organization or a member of their immediate family or business relations receives an unfair benefit from his or her Temple affiliation. To further these interests, as well as to elicit the confidence of the Temple community in the integrity, honesty and mission of Temple and its leaders, the Temple shall obtain from its Board members, Officers, clergy, employees and committee members annual written assurances that their fiduciary duty of loyalty and care is being fulfilled.

ARTICLE 16 – MISCELLANEOUS

16.1 Upon approval by the congregation, the maximum indebtedness the Temple may incur shall be one million dollars (\$1,000,000). An additional three-

hundred thousand dollars (\$300,000) for the purpose of purchasing Israeli Bonds may be provided for by the congregation.

16.2 Rules of Procedure at all meetings of the Board of Trustees, congregation, and committees shall be determined by "Roberts Rules of Order," latest revised edition unless otherwise herein provided.

ARTICLE 17 – AMENDMENTS OF THE BY-LAWS

17.1 All proposed amendments to the By-laws of the congregation shall be submitted in writing at a meeting of the Board of Trustees by any member of the congregation and shall be considered by the Board of Trustees at its next meeting following the submission of such proposition. If such proposed amendment(s) is approved by a majority vote of the members of the Board of Trustees present at such meeting at which a quorum is then in attendance, then such proposed amendment(s) shall be submitted with the recommendation of the Board of Trustees at either the next annual meeting of the congregation or at a special meeting of the congregation called for such purpose.

17.2 Any proposal to amend the By-laws of the congregation shall be submitted to the congregation for consideration, even though disapproved by the Board of Trustees, if at least twenty (20) members of the congregation make a written request, delivered to the President, for the submission of such proposal. Any proposed amendment(s) submitted to the congregation under this section shall be considered at the annual meeting or special meeting of the congregation occurring at least sixty (60) days after the request of such consideration has been submitted to the President as herein provided.

17.3 Notice of proposed amendments to the By-laws of the congregation shall be issued and mailed or sent by electronic means to the members in good standing of the congregation at least fifteen (15) days prior to the meeting at which a proposed amendment(s) is to be presented.

17.4 The vote of two-thirds (2/3) of the members then present at the meeting of the congregation to which a proposed amendment(s) is submitted shall be required to adopt such proposal.

17.5 A proposal for amendment(s) which has been rejected by the congregation may not be resubmitted for the consideration of the congregation unless six (6) months shall have elapsed since the time of such rejection.

ARTICLE 18 – INDEMNIFICATION

18. The Congregation shall indemnify each of its Officers, Trustees, employees and agents acting on behalf of the Temple, whether or not then in office, against

all reasonable expenses actually and necessarily incurred by such persons in any civil, criminal or administrative suit or proceeding to which he or she may have been made a party because he or she is or was an Officer, Trustee, employee or agent acting on behalf of the Temple. Such person shall have no right to reimbursement, however, in relation to matters as to which he or she has, after adjudication, been found to be derelict in the performance of his or her duty by reason of willful misconduct, bad faith, gross negligence or reckless disregard of the duties of his or her office. The right to indemnification for expenses shall also apply to expenses of suits which are compromised or settled if the court having jurisdiction of the action shall approve such settlement. The foregoing right of indemnification shall be in addition to, and not exclusive of, all other rights to which such Officer, Trustee, employee or agent acting on behalf of the Temple may be entitled.

Article 19 – DISSOLUTION

19.1 In the event of the dissolution of the Temple, no Officer, Trustee, Director, employee, member or representative of the Temple shall be entitled to any distribution or division of its remaining property, assets or proceeds. The balance of all money and other assets or property owned, held or received by the congregation from any source, after the payment of all debts and obligations of the congregation, shall be used exclusively for exempt purposes within the intention and purpose of the Internal Revenue Code (IRC) as it now exists or may be amended from time to time, or it shall be distributed to an organization or organizations exempt under the IRC. Moreover, any such use or distribution of the money or property of the Temple shall be in accordance with the Temple's purpose as set forth above, and, shall be disposed of in a manner that best benefits the Jewish community at large.

19.2 Such distribution shall be accomplished by a committee appointed by the President and approved by the Board of Trustees.

19.3 Assets held by the Temple upon condition requiring return, transfer or conveyance, which condition occurs by reason of the dissolution, shall be returned, transferred or conveyed in accordance with such requirements.

Article 20 – MERGER

20.1 In the event of a proposed merger of the Temple with another Jewish organization, the negotiations for said merger shall be carried on by a person(s) designated by the President with approval by the Board of Trustees. The process for consideration of any agreement of merger shall comply with the requirements of Article XVI of these By Laws

20.2 The adoption of the agreement of merger by the congregation shall be considered an amendment to these By Laws, in that the merger shall create a

new organization with new governance, thereby requiring the amendment of these By Laws to allow for said change in governance. All rules regarding the notice and timeline for amending these By Laws, as stated herein, shall apply to this process.

ARTICLE 21 – ENDOWMENT COMMITTEE

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

21.2 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 Trustees.

21.3 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 Trustees, appointed by the President, with the approval of the Temple Board of Trustees.

21.4 The committee shall be responsible to the Board of Trustees.

21.5 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.

21.6 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.

21.7 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.

21.8 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.

21.9 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.

21.10 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.

21.11 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.

21.12 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.

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

21.14 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.

21.15 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.

21.16 The treasurer will execute bond to the Temple, with good and sufficient surety to be approved by the Board of Trustees, 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.

21.17 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.

21.18 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.

21.19 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.

21.20 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 Trustees, 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.

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

21.22 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 off 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 6, to the effect that fifteen percent (15%) of the members shall constitute a quorum with reference to a congregational meeting for any other purpose.)

21.23 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.

21.24 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.