

Kol Rinah Bylaws

(Adopted August 8, 2013)

ARTICLE I – IDENTITY

Section 1.01 – Name

The name of the congregation is Kol Rinah.

Section 1.02 – Purpose

The purpose of Kol Rinah is the establishment and maintenance of a Conservative Jewish congregation. Kol Rinah is organized exclusively for charitable, educational, religious, or scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue law) and is not organized for any pecuniary benefit or profit of its members.

ARTICLE II – MEMBERSHIP

Section 2.01 – Members

a. Eligibility. Persons of the Jewish faith over the age of eighteen (18) years are eligible to be Members. To be a Member, a person must fulfill any requirements, including the payment of financial obligations, that may be established from time to time by the Board of Directors.

b. Rights of Membership. A Member in good standing shall be entitled to all the rights and privileges of membership, subject to any rules that are established in these Bylaws or that may be established from time to time by the Board of Directors. Those privileges include but are not limited to the right to participate in all religious and other activities of the congregation, to use the congregation's facilities, to enroll the Member's children in educational programs, to vote, and to hold office.

c. Associate Memberships. The Board of Directors shall create one or more classes of Associate Members, including a class for non-Jewish spouses or domestic partners of Members, and shall establish the financial obligations for each class. Subject to these Bylaws and any rules adopted from time to time by the Board of Directors, an Associate Member in good standing shall be entitled to participate in all religious and other activities of the congregation, to use the congregation's facilities, and to enroll children in educational programs; provided, however, that participation in religious activities is subject to Jewish law as interpreted by the Rabbi. Associate Members may serve on Standing or Ad Hoc Committees, and may serve on auxiliaries or as officers of auxiliaries, but do not have the right to vote or to serve on the Board of Directors, as an Officer, or as the president of an auxiliary.

d. Good Standing. A Member or Associate Member whose financial obligations are currently paid as required shall be in good standing. A Member or Associate Member whose

financial obligations are not fully paid within six months of the date when payment is due shall be considered delinquent and the membership is subject to termination.

Section 2.02 – Meetings

a. General meetings. The congregation shall hold a general meeting in the month of November or December for the purpose of electing Officers and Directors and conducting other business.

b. Special Meetings. The congregation shall hold special meetings as called by the President, by the Board of Directors, or upon petition of ten (10) percent of the Members in good standing. The business at a special meeting shall be confined to the matters in the notice of the meeting. A petition for a special meeting must state the matter(s) to be included in the notice.

c. Notice. Notice of a general or special meeting shall be sent at least twenty (20) days before the meeting. This notice may be sent electronically unless a Member is on record as having requested paper notice, in which event paper notice shall be mailed or delivered. Notice to one Member of a household shall constitute notice to every person in the household.

d. Quorum and Voting. A quorum shall be twenty-five (25) Members eligible to vote. A majority vote of Members present at the meeting and voting shall be sufficient for approval of a matter. An abstention shall not count as a vote. Voting by proxy or remote access shall not be allowed.

ARTICLE III – BOARD OF DIRECTORS

Section 3.01 – General Powers

The control and management of the affairs, finances, and property of the congregation are vested in the Board of Directors (hereinafter sometimes referred to as “Board”).

a. Categories of Membership. The Board shall, from time to time and subject to section 2.01(c), determine the categories of membership and the financial obligations and the rights and privileges of the persons in each category.

b. Annual Budget. The Board shall adopt a budget for each fiscal year.

c. Employees. The Board is empowered to engage and fix the compensation of the Rabbi(s) and the Cantor(s). The Board may create and fill such other positions as it deems desirable for the operation of the congregation. Employment of professional employees shall be on such terms, including compensation and duration of employment, as may be approved by the Board.

d. Instruments. All instruments for the payment of money must be signed by two authorized persons. Unless the Board decides otherwise, the authorized persons shall be the Treasurer, President, Chair of the Board, and Vice Presidents. No loan to Kol Rinah shall be made without the prior approval of the Board.

e. Conflict of Interest. The Board shall adopt a policy concerning conflicts of interest. At a minimum, the policy shall require Officers and Directors to disclose any financial or personal interest in a matter before the Board.

f. Scope of Powers. The Board may adopt rules and regulations for the furtherance of the general purposes of the congregation. The Board shall have all powers permitted by law (even if not enumerated in these Bylaws) other than those powers specifically conferred on the Members or denied to the Board by these Bylaws.

Section 3.02 -- Membership

The Board shall consist of the following persons:

a. Twenty-four (24) Directors elected by the Members for staggered three-year terms such that one-third of the elected Directors are elected each year. To be eligible for election to the Board, a person must have been a Member in good standing for at least the year preceding the election. A Director's term of office commences on January 1 of the year following the general meeting at which the Director is elected. A Director may not be re-elected for a second consecutive term;

b. The Officers;

c. The president of the Men's Club and the president of the Sisterhood; and

d. Two (2) persons selected by the Council of Past Presidents, as provided in Section 5.10(c) of these Bylaws;

Section 3.03 -- Duties of Directors

The duties of Board members include regular attendance at Board meetings, current payment of all financial obligations, active participation on at least one Committee or an auxiliary, and such other responsibilities as the Board may prescribe.

Section 3.04 -- Removal of Directors

A Director shall be automatically removed from the Board if absent without permission of the Chair for more than three (3) consecutive meetings, and may be removed for any other reason by an absolute two-thirds majority vote of the Board or by a two-thirds majority vote of the Members.

Section 3.05 -- Vacancies

In the event of a vacancy in any Director's seat, the President, with the approval of the Board, shall appoint a replacement, who shall serve until replaced at the next regular election of Directors.

Section 3.06 -- Meetings

The Board shall hold regular meetings at least six (6) times per year, as scheduled by the Chair of the Board. The Board may hold special meetings, as called by the Chair, the President, or upon petition of one-fourth of the Board members.

a. Notice. Notice of a regular or special meeting must be sent at least seven (7) days before the meeting. Notice may be sent electronically unless a Board member has requested that he or she receive notice in paper form, in which event paper notice must be mailed or delivered.

b. Agenda.

(1) Any Board member, Member, or Associate Member may request that a matter be placed on the agenda, by submitting the matter in writing or electronically to the Chair of the Board at least five (5) days before the meeting. The Chair of the Board may refer the matter to the appropriate Standing or Ad Hoc Committee, which shall make a recommendation to the Board.

(2) The business transacted at a special meeting is restricted to the subjects stated in the notice of the meeting. The business transacted at a regular meeting is not restricted, except that a decision concerning the employment or terms of employment of a professional employee, a change in the financial obligations of the Members, or the borrowing of more than \$25,000 may not be made unless the matter is included in the notice of the meeting.

c. Quorum and Voting. A quorum consists of fifty (50) percent of the Board members. A majority vote of Board members present at the meeting and voting shall be sufficient for approval of a matter. An abstention shall not count as a vote. Voting by proxy or remote access shall not be allowed.

ARTICLE IV – SPECIAL-PURPOSE FUNDS

Section 4.01 – Creation

The Board shall be empowered to create Special-Purpose Funds, including endowments for the general support of the congregation, and authorize donation of assets into the funds. The Board shall be empowered to decline donations for any reason.

Section 4.02 –Committee

a. Membership. A Special-Purpose Funds Committee shall consist of the Treasurer and two Members appointed by the President. The appointed members shall serve staggered four-year terms, commencing January 1 in even-numbered years.

b. Duties. The Special-Purpose Funds Committee shall manage any Special-Purpose Funds of Kol Rinah. It shall be responsible for investment of the money in each fund and for expenditure of that money in accordance with the directions given by the donor at the time the fund is created. Funds may be commingled for purposes of deposit and investment so long as records show the current value of each fund. The Committee shall submit to the Board an annual accounting of each fund.

Section 4.03 – Termination of Fund

When the purpose for which a Special-Purpose Fund is created fails or when the balance in the fund falls below \$1,000, the Committee may transfer the assets of the fund to another fund or to the general accounts of Kol Rinah, and the Special-Purpose Fund shall terminate.

ARTICLE V – OFFICERS AND OFFICIALS

Section 5.01 – Officers

a. Offices and Terms. The Officers of Kol Rinah shall be a Chair of the Board of Directors, a President, six (6) Vice Presidents, a Treasurer, and a Secretary. Each Officer shall be elected for a term of two years, commencing on the first day of January following the election.

b. Eligibility and Re-election. To be elected to an Office, a candidate must have been a Member in good standing for at least the year preceding the election. To be elected Vice President, President, or Chair of the Board, the Member must at some time have served on the Board. An Officer may be re-elected but the President may be re-elected to only one successive term.

c. Removal. Any Officer may be removed from Office by an absolute two-thirds majority vote of the Board of Directors or by a two-thirds majority vote of the Members.

d. Vacancies. If an Office for any reason becomes vacant, the Nominating Committee shall nominate a successor for the Board to consider. Upon approval by the Board, the successor shall fill the remainder of the term.

e. Bond. All Officers, when required to do so by the Board, shall give a bond for the faithful performance of their duties in such amounts as the Board may determine. Kol Rinah shall pay the cost of the bond.

Section 5.02 – Chair of the Board of Directors

a. Presiding Officer. The Chair of the Board of Directors shall preside at the meetings of the Board. In the absence of the Chair, the President shall preside.

b. Assumption of Duties of President. In the event of the resignation, death, prolonged incapacity, or removal of the President, the Chair of the Board shall perform the duties and have the powers of the President until the Board receives the recommendation of the Nominating Committee and elects a successor.

Section 5.03 – President

a. Chief Executive Officer. The President shall be the chief executive officer of Kol Rinah. The President shall manage the business and affairs of the congregation, sign documents and instruments on behalf of Kol Rinah, preside at meetings of the Members and meetings of the

Coordinating Committee, and be responsible for implementation of all decisions of the Board. The President shall perform such other duties and have such other powers as the Board may determine.

b. Committees. The President shall be an ex officio member of all Standing and Ad Hoc Committees.

c. Congregational Papers. The President shall be responsible for all the records, documents, papers, books, etc., of Kol Rinah that are not assigned to others and shall turn them over at the expiration of the President's term of office.

d. Illness or Absence. During the temporary illness or absence of the President, the President may appoint the Chair of the Board or any Vice President to perform specific duties on behalf of the President. If the President fails to make the appointment, the Chair may do so.

Section 5.04 – Vice Presidents

a. Portfolio. Each Vice President, as designated by the President after consultation with the Vice President, shall have responsibility for one of the following areas:

- (1) Finance, including development, fund raising, insurance, and the budget;
- (2) Communications, including publicity, public relations, maintenance of the congregation's website, and preparation of periodic communications to Members;
- (3) Membership, including chesed and keruv;
- (4) Ritual;
- (5) Administration, including personnel and maintenance of the physical facilities;
- (6) Education and programming, including adult education, youth activities, young families, Israel affairs, and social action.

b. Ex Officio Member of Committees. Each Vice President shall be an ex officio member of each Standing Committee within his or her portfolio. The Vice President may, but need not, chair one or more of those committees.

c. Other Duties. In addition to the duties specified in the preceding paragraph, each Vice President shall perform such other duties as the President or the Board may prescribe.

Section 5.05 – Secretary

a. Notice. The Secretary shall ensure that proper notification is given of meetings of the Board, the Coordinating Committee, and the congregation.

b. Other Duties. The Secretary shall:

- (1) Ensure that accurate minutes of meetings are taken and approved and shall maintain a copy of the approved minutes in the corporate records;
- (2) Maintain and keep current a log of decisions by the Board, the Officers, and the committees for the operation of the congregation;
- (3) Determine the eligibility to serve of every Member nominated for election to an Office;
- (4) Maintain possession of documents, including trust instruments and contracts, relating to Special-Purpose Funds; and
- (5) Ensure that the corporate records are maintained as required by law and made available whenever required. The Secretary shall maintain a current copy of the Bylaws and make them available at all meetings of the Board or Members.

c. Seal. Unless decided otherwise by the board, there shall not be a corporate seal. The Secretary shall maintain custody of any corporate seal.

Section 5.06 – Treasurer

a. Authority and Accountability. The Treasurer shall be authorized to co-sign checks and other financial documents on behalf of Kol Rinah and shall be responsible and accountable for all money and securities of Kol Rinah. The Treasurer shall keep complete records of the accounts of Kol Rinah, subject to audit at any time by the Board or its designee, and shall report the condition of the finances at each regular meeting of the Board, including a report of special transactions during the period covered.

b. Budget. The Treasurer shall have responsibility for overseeing the preparation of an annual budget.

Section 5.07 – Emergency Expenditures

Emergency expenditures of not more than \$500 may be made if authorized by either the President or Treasurer. Emergency expenditures of more than \$500 but not more than \$2,500 may be made if authorized by any two of the President, Treasurer, and Chair of the Board (or their designees). Emergency expenditures greater than \$2,500 may be made if authorized by any two of the President, Treasurer, and Chair of the Board (or their designees), but the matter must be presented to the Board for review at its next meeting. The Board annually shall review the dollar amounts specified in this paragraph and may change those amounts from time to time as it deems appropriate.

Section 5.08 – Officials

a. Appointment. The Chair of the Board shall have the power to appoint one or more of the following officials to serve at meetings of the Board and the Members: recording secretary, parliamentarian, sergeant-at-arms. Each official shall serve until the Chair for any reason appoints a replacement.

b. Recording Secretary. Under the supervision of the Secretary, the recording secretary shall keep an accurate record of the proceedings at meetings and shall provide the records of those meetings to the Secretary.

c. Parliamentarian and Parliamentary Order. Subject to the rules in these Bylaws, the presiding officer at a meeting may determine and announce the procedural rules governing that meeting. To the extent the presiding officer does not announce those rules, Roberts Rules of Order, Revised, shall be the parliamentary authority on all matters not specifically provided for in the Bylaws. The Chair shall provide a copy of the current Roberts Rules of Order to the parliamentarian.

d. Sergeant-at-Arms. The sergeant(s)-at-arms shall provide for the comfort and convenience of persons attending meetings, maintain order and good conduct, and limit attendance to those persons who are entitled to attend.

e. Status of Officials. The recording secretary, parliamentarian, and sergeant(s)-at-arms are not Officers and are not members of the Board by virtue of being officials.

Section 5.09 – Coordinating Committee

a. Coordination. The Coordinating Committee shall consist of the Officers, the president of the Men’s Club, and the president of the Sisterhood. The Committee shall oversee the coordination of the activities of Kol Rinah. It may recommend matters for the Board to consider and decisions for the Board to make. A matter need not be approved by the Coordinating Committee before it may be considered by the Board.

b. Urgent Action. When a matter requires action before the matter can be taken to the Board for decision, the Coordinating Committee may make the decision and present the matter to the Board for further consideration, including but not limited to modifying the decision or setting policy applicable to similar matters that may arise in the future.

Section 5.10 – Council of Past Presidents

a. Membership. The Council of Past Presidents shall consist of all past presidents of Kol Rinah and its predecessors. It shall select its own chairperson.

b. Duties. The Council of Past Presidents shall meet as necessary to consider and recommend action on any matters for the good and welfare of Kol Rinah and on any matter referred to it by the President, the Chair, or the Board.

c. Representatives to the Board. The Council may select two of its members to serve as members of the Board of Directors. The Council may specify the term of service on the Board, but no member of the Council may serve on the Board as representative of the Council for more than three consecutive years.

ARTICLE VI – PERSONNEL

6.01 – Professional Employees

The Board of Directors may employ one or more persons for any of the following professional-employee positions:

a. Rabbi.

(1) Spiritual Leader. The spiritual leadership of Kol Rinah shall be vested in the Rabbi. The Rabbi shall be the expounder of the tenets and laws of Judaism and shall have freedom of the pulpit.

(2) Other Duties. The Rabbi shall have supervision of religious activities. The Rabbi shall promote the objectives of the congregation as expressed in these Bylaws or as established by the Board, and perform such other duties as the Rabbi and the Board may agree upon. The Rabbi shall seek the advice and guidance of the Board to determine the views of the congregation.

b. Cantor. The Cantor shall be responsible for the cantorial and musical activities of the congregation, and perform such other duties as the Cantor and the Board may agree upon. In coordination with the Rabbi, the Cantor shall participate in the religious activities of the congregation.

c. Executive Director. The Executive Director shall be responsible for administration of Kol Rinah and supervision of office and custodial staff. The Executive Director shall perform such other duties as the Board may prescribe.

d. Director of the Religious School. The Director of the Religious School shall be responsible for operation of the religious school, including employment of teachers and staff, subject to the oversight of the Religious School Committee and the Board. The Director shall perform such other duties as the Board may prescribe.

e. Director of the Early Childhood Center. The Director of the Early Childhood Center shall be responsible for the operation of the Early Childhood Center, including employment of teachers and staff, subject to the oversight of the Early Childhood Center Committee and the Board. The Director shall perform such other duties as the Board may prescribe.

6.02 – Other Employees

Kol Rinah may, if approved by the Board, hire other personnel, such as assistant or associate rabbis or cantors and programming, teaching, clerical, and custodial staff.

6.03 – Search Committees

The President shall appoint a search committee, and designate the chair, in connection with the employment of any rabbi, cantor, or executive director and may appoint a search committee in connection with the employment of other persons. The committee shall consist of all the members of the Personnel Committee; representatives of committees pertinent to the

position being filled, as determined by the President; and such other persons as the President may appoint. The search committee shall submit its recommendation to the Board.

ARTICLE VII – COMMITTEES

Section 7.01 – Standing Committees

The following Standing Committees are hereby established, and, unless determined otherwise by the Board, their duties shall be as follows:

a. Adult Education. The Adult Education Committee shall be responsible for developing and supervising educational programs. It shall represent Kol Rinah on planning committees of community-wide adult-education programs and shall encourage attendance at those programs. It shall be responsible for maintaining the library collection.

b. Budget and Finance. The Budget and Finance Committee shall prepare and present to the Board before November 15 of each year the annual operating budget for the next fiscal year. It shall recommend a dues schedule for the next fiscal year. It shall consider all requests for funds not covered by the budget and present the Board with its recommended response to the request. It shall maintain insurance, including property, liability, worker's compensation, and other appropriate coverages to protect the congregation's interests.

c. Building. The Building Committee shall be responsible for the adequacy, maintenance, and general housekeeping of Kol Rinah's buildings and grounds and other real estate. It shall consider the need for capital improvements.

d. Chesed. The Chesed Committee shall attend to the needs of congregational families in the event of illness, old age, hospitalization, or bereavement.

e. Communications. The Communications Committee shall be responsible for communicating information concerning news, programs, and services to the Members and to the community at large. It shall be concerned with all matters that may affect the standing, prestige, or reputation of Kol Rinah and shall make recommendations on those matters to the Board. It shall be responsible for maintaining the congregation's website, newsletters, and other regular messages to the congregation.

f. Development. The Development Committee shall be responsible for augmenting Kol Rinah's non-dues income through appeals, solicitations, gifts, bequests, endowments, and other means. In coordination with the Board, it shall undertake fund-raising events. It shall be responsible for the establishment of permanent memorials.

g. Early Childhood Center (ECC). The Early Childhood Center Committee shall be responsible for oversight of the ECC, including the monitoring of the ECC's budget and expenditures. It shall determine policy and formulate rules for administration of the ECC, subject to approval by the Board

h. Halls and Catering. The Halls and Catering Committee shall supervise catering services provided to the congregation or others. It shall supervise all affairs involving use of the

kitchen, establishing rules for caterers and others, and shall see that the rules of Kashruth, as interpreted by the Rabbi, are strictly enforced.

i. Israel. The Israel Committee shall provide a forum for the support of Israel, providing education, information, and programming about Israel.

j. Membership. The Membership Committee shall be responsible for maintaining relationships with current and prospective members of the congregation. It shall:

- (1) Handle membership applications and resignations;
- (2) Maintain a registry of the congregation, showing family histories, vital statistics, and related information;
- (3) Conduct outreach activities to members of the congregation, to enhance and continue their relationship with Kol Rinah; and
- (4) Initiate and maintain contact with unaffiliated families, inviting and encouraging them to become members of Kol Rinah.

k. Personnel. The Personnel Committee shall be responsible for hiring and evaluating the activities and performance of all employees of Kol Rinah other than those whose oversight is entrusted by these Bylaws to another person or committee. It shall institute personnel policies and provide job descriptions consistent with standard practices appropriate to each position and shall assure that adequate staff is provided to conduct the affairs of the congregation.

l. Religious School. The Religious School Committee shall be responsible for oversight of the religious school, including the monitoring of the Religious School's budget and expenditures. It shall determine policy and formulate rules for administration of the school, subject to approval by the Board.

m. Ritual. The Ritual Committee, in collaboration with the Rabbi and Cantor, shall establish general policy and formulate rules for all religious activities, subject to the approval of the Board. If the position of Rabbi is vacant, the Committee shall consult with appropriate rabbinic authority to determine, with the Board's approval, appropriate ritual policy. The Committee shall take appropriate notice of the religious needs of each Member. It shall be custodian of all religious and sacred properties of the congregation, maintaining an inventory of those items. With the approval of the Board, it shall be responsible for the purchase and maintenance of an adequate supply of prayer books, prayer shawls, and head coverings. It shall supervise seating at High Holy Day and other services and shall be responsible for assigning participants at religious services.

n. Social Action. The Social Action Committee shall be responsible for the development and implementation of activities for addressing tikkun olam, preservation of the environment, social justice, public service, and unmet needs in the community.

o. Young Families. The Young Families Committee shall be responsible for programming to meet the needs of families with young children.

p. Youth Groups. The Youth Groups Committee shall be responsible for the organization and operation of social and cultural groups for children, such as Noar, Kadima, and United Synagogue Youth. It shall seek to stimulate the interest and participation of the children in all activities of the congregation.

Section 7.02 – Ad Hoc Committees

The Board or the President may, from time to time as appropriate, establish or disband Ad Hoc Committees.

Section 7.03 – Composition of Standing and Ad Hoc Committees

a. Appointment. The President shall appoint the chair of each Standing and Ad Hoc Committee. The chair need not be a member of the Board. After consultation with the chair, the President shall appoint the members of the committee, who must be in good standing.

b. Term and Removal. The term of a Standing Committee chair and its members shall be two years, coextensive with the term of the President. The term of an Ad Hoc Committee chair and its members shall be set by the President. Notwithstanding the term of a committee chair or member, the President may remove the chair of a committee and, after consultation with the chair, may remove a member of a committee and appoint a replacement.

Section 7.04 – Additional Duties

a. Responsibility and Reports. Each Standing and Ad Hoc Committee shall be responsible to the President or a designated Vice President for the duties assigned to it and shall report, as may be required, to the President, the appropriate Vice President, the Board, and the congregation.

b. Budget. Each Standing and Ad Hoc Committee shall submit to the Treasurer or the appropriate Vice President a proposed operating budget for the fiscal year and shall operate within the budget approved by the Board.

ARTICLE VIII – AUXILIARIES AND AFFILIATES

Section 8.01 – Men’s Club

A Men’s Club shall be organized to conduct activities that will advance the objects, purposes, and best interests of Kol Rinah. It shall operate autonomously, subject to these Bylaws and any other limitations, restrictions, or directions established by the Board. Membership shall be open to any male Member or Affiliated Member. It may select its own officers, adopt its own bylaws, plan its own programs, impose its own dues, and maintain its own accounts. The Men’s Club may associate with any regional or national organizations of similar bodies. It shall inform the President in advance of all programs and fund-raising activities. It shall provide an annual financial report to the Treasurer, which shall contain a full disclosure of income and expenses. The Treasurer shall have access to the books and records of the Men’s Club at all times, shall examine the books and records at least once every three years, and shall at all times be

authorized to access its bank accounts. The Men's Club shall not incur any liability in excess of \$2,500 without the written consent of the President and the Treasurer.

Section 8.02 – Sisterhood

A Sisterhood shall be organized to conduct activities that will advance the objects, purposes, and best interests of Kol Rinah. It shall operate autonomously, subject to these Bylaws and any other limitations, restrictions, or directions established by the Board. Membership shall be open to any female Member or Affiliated Member. It may select its own officers, adopt its own bylaws, plan its own programs, impose its own dues, and maintain its own accounts. The Sisterhood may associate with any regional or national organizations of similar bodies. It shall inform the President in advance of all programs and fund-raising activities. It shall provide an annual financial report to the Treasurer, which shall contain a full disclosure of income and expenses. The Treasurer shall have access to the books and records of the Sisterhood at all times, shall examine the books and records at least once every three years, and shall at all times be authorized to access its bank accounts. The Sisterhood shall not incur any liability in excess of \$2,500 without the written consent of the President and the Treasurer.

Section 8.03 – Women's Social Group

A Women's Social Group may be organized to conduct activities that will advance the objects, purposes, and best interests of Kol Rinah. It shall operate autonomously, subject to these Bylaws and any other limitations, restrictions, or directions established by the Board. Membership shall be open to any female Member or Associate Member. It may select its own officers, adopt its own bylaws, plan its own programs, impose its own dues, and maintain its own accounts. It shall inform the President in advance of all programs and fund-raising activities. It shall provide an annual financial report to the Treasurer, which shall contain a full disclosure of income and expenses. The Treasurer shall have access to the books and records of the Women's Social Group at all times, shall examine the books and records at least once every three years, and shall at all times be authorized to access its bank accounts. The Group shall not incur any liability in excess of \$2,500 without the written consent of the President and the Treasurer.

Section 8.04 – Other Auxiliaries and Affiliates

The Board may authorize other auxiliaries or affiliate organizations. Any such auxiliary or affiliate shall operate subject to these Bylaws and any other limitation, restriction, or directions imposed by the Board of Directors. The Treasurer shall have access to the books and records of each auxiliary or affiliate at all times and shall at all times be authorized to access its bank accounts. An auxiliary or affiliate shall not incur any liability in excess of \$2,500 without the written consent of the President and the Treasurer.

ARTICLE IX – NOMINATIONS AND ELECTIONS

Section 9.01 – Nominating Committee

a. Composition and Term. The Nominating Committee shall consist of the current President; the current Chair of the Board of Directors; three Members in good standing appointed

by the President, and three Members in good standing appointed by the Chair. The President shall designate the chair. At least one of the Members appointed by the President must be a past president; at least one of the Members appointed by the Chair must be a Director. The Chair and the President shall make their appointments no later than September 1 of the year in which Officers are to be elected. Members shall serve for two years, commencing September 1.

b. Slate. The Nominating Committee shall, prior to October 15, present to the President and the Secretary a slate of Officers and Directors to be offered in nomination for election at the general meeting of the congregation. There shall be a presumption that the outgoing President, if he or she is willing to serve, be nominated for the office of Chair of the Board of Directors.

c. Notice of Election. The Secretary shall send notice of the election, including the slate, at least twenty (20) days before the meeting. The notice shall contain the information contained in the paragraph (d).

d. Nominations by Others. Members wishing to nominate a Member to be an Officer or Director may submit a nominating petition, signed by ten (10) Members in good standing and submitted to the Secretary at least ten (10) days before the meeting at which the election is scheduled. Members may not make nominations from the floor at the election.

e. Notice of Nominations by Others. If the Secretary receives one or more petitions that comply with paragraph (d), the Secretary shall send notice of the additional nomination(s) at least seven (7) days before the meeting.

f. Eligibility of Committee Members for Office and the Board of Directors. The Nominating Committee may not nominate any of its members to be an Officer or Director, except that the Committee may nominate the President to the Office of Chair of the Board.

Section 9.02 – Elections

a. Required Attendance. Each nominee, whether nominated by the Nominating Committee or by petition, shall be required to be present at the election unless he or she has indicated in writing a willingness to serve if elected.

b. Secret Ballot. If an election is uncontested, voting shall be by voice vote. If an election is contested, voting shall be by secret ballot.

c. Contested Elections.

(1) With respect to the election of President, Chair of the Board, Secretary, and Treasurer, election shall be by a majority of votes cast. If no candidate receives a majority, the two candidates receiving the highest number of votes cast shall engage in a run-off election, and the candidate receiving a majority of votes cast in the run-off shall be elected.

(2) With respect to the election of Vice Presidents and Directors, cumulative voting shall not be allowed. If the election is contested, each Member who is voting may vote for a number of candidates equal to the number of persons to be elected. The

candidates receiving the highest number of votes shall be deemed elected, even if they do not obtain a majority of the ballots cast.

ARTICLE X – DISSOLUTION OF CORPORATION

Upon the dissolution of Kol Rinah, the Board of Directors shall, after paying or making provisions for the payment of all the liabilities of the congregation, dispose of all of the assets of the congregation exclusively for the purposes of the congregation in such manner, or to such organization or organizations organized and operated exclusively for charitable, education, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue law), as the Board of Directors shall determine. Any assets not so disposed of shall be disposed of by order of the Circuit Court of St. Louis County, or such other county in which the principal office of Kol Rinah is then located, exclusively for the purposes or to the organizations stated in the preceding sentence, as the Court shall determine.

ARTICLE XI – ADOPTION AND AMENDMENT OF BYLAWS

Section 11.01 – Initial Adoption

These Bylaws shall become effective upon a three-fifths majority vote of the Board of Directors who are present and voting.

Section 11.02 – Amendment

a. Vote of the Board. These Bylaws may be amended by a three-fifths majority vote of the Board members present and voting at a meeting, provided that notice of the amendment has been sent at least fifteen (15) days before the meeting. Subject to the next paragraph, the amendment becomes effective sixty (60) days after approval by the Board.

b. Veto by the Members. Within seven (7) days of the Board's approval of an amendment of the Bylaws, the Secretary shall give Members notice of the amendment and the following procedure: any Member wishing to reject the amendment may submit a petition to the Secretary signed by the lesser of fifty (50) or ten (10) percent of the Members in good standing. The Secretary's notice shall specify the required number. The petition must be submitted within fourteen (14) days after the date of the Secretary's notice of the amendment. Within seven (7) days after the receipt of a petition, the Secretary shall determine whether the requisite number of signatories are Members in good standing. If there are a sufficient number of signatories, the President shall specify the date, which shall be before the effective date of the amendment, for a special meeting for the purpose of voting whether to repeal the amendment. At least twenty (20) days before the meeting, the Secretary shall send notice of the meeting to the Members. Members may reject the amendment by a majority vote of Members in good standing present and voting at the meeting.

ARTICLE XII – TRANSITIONAL PROVISIONS

Section 12.01 – Prior Board Service for Officers

For purposes of Section 5.01(b), until the election in 2020, service on the Board of Trustees of Brith Sholom Kneseth Israel Congregation or the Board of Directors of Shaare Zedek Synagogue shall satisfy the requirement of prior board membership. On January 1, 2021, this section and this Article shall cease to be a part of these Bylaws.

Section 12.02 -- Secretary

The Secretary designated in the Agreement to Merge Brith Sholom Kneseth Israel Congregation and Shaare Zedek Synagogue, signed on May 14, 2013, whose function is recording secretary, shall be an Officer and member of the Board until December 31, 2014, or until that position becomes vacant, at which time this section shall cease to be a part of these Bylaws.

Section 12.03 – 2013 Election

The Nominating Committee appointed pursuant to the Resolution to Authorize Merger, approved on September 24, 2012, shall nominate two Members to serve as Vice President. At the meeting of the congregation in November or December 2013, Members shall elect two additional Vice Presidents, whose term of office shall commence on the date of their election and shall expire on December 31, 2014, at which time this section shall cease to be a part of these Bylaws.