

**BYLAWS
OF
TEMPLE SINAI, WASHINGTON, D.C.**

**ARTICLE I
NAME AND MISSION**

Section 1. The Congregation shall be known as Temple Sinai and shall be an affiliate member of the Union for Reform Judaism. The Congregation is a nonprofit corporation organized under the laws of the District of Columbia.

Section 2. The mission of Temple Sinai is to be a center for those who seek to develop and enhance their Jewish identity through worship of God, ritual life, education, social action, concern for Israel and communal involvement with an emphasis on the enduring Jewish values expressed by the Reform movement.

**ARTICLE II
MEMBERSHIP**

Section 1. Any Jewish person, or the spouse or partner of a Jewish person, or the former spouse or partner of a Jewish person or any person seeking to be associated with those of the Jewish faith, who is eighteen years of age or older, may become a member in accordance with the approval process established by the Board of Trustees (“Board”).

Section 2. An individual or a household shall constitute a unit of membership. Except as otherwise herein provided, the household shall reside together and shall consist of (1) one or two adults with one or more dependent children or other dependents or (2) two adults. Dependent children shall be included in the household (but not for voting purposes) wherever they reside.

Section 3. The Board may establish other classes of membership subject to approval by a majority vote of the members present at the Annual or Special Meeting called to consider it.

Section 4. Whenever these Bylaws require notification or distribution of materials to members of the Congregation, the Board shall provide such notification or materials to each member by mail, electronically, or in any other manner that the Board determines is reasonably likely to be received by the members

ARTICLE III PRIVILEGES OF MEMBERSHIP

Privileges of membership shall include:

Section 1. Voting: An individual membership unit shall have one vote, and a household shall have one vote per eligible adult member but in no event more than two votes.

Section 2. Seats at worship services.

Section 3. Participation in all activities held under the auspices of the Congregation and privileges to join its affiliated bodies.

Section 4. Eligibility for election to any elective position in the Congregation, and eligibility for appointment to any committee thereof.

Section 5. Religious education. A member's child/children shall have the right to receive their religious education in the Religious School of the Congregation, be prepared for Bar Mitzvah, Bat Mitzvah, and Confirmation, and to become a Bar Mitzvah, Bat Mitzvah, or Confirmand at a regular service consistent with the policies established by the Board.

Section 6. Interment rights. A member shall have the right, to the extent burial plots are available, to purchase interment rights relating to burial plots in the Temple Sinai Cemetery established at the Garden of Remembrance Memorial Park in Clarksburg, Maryland, and for the burial of such member and members of his or her family in such burial plots on such terms and conditions and in accordance with such policies and procedures as are established by or under the direction of the Board.

ARTICLE IV MEMBERSHIP FINANCIAL COMMITMENT

Section 1. The Board shall establish a financial commitment policy for securing membership financial support consistent with the needs of the Congregation. The Board shall distribute, in accordance with Article II, Section 4, the policy and any future revisions to the policy that the Board deems necessary, to the Congregation for approval at an Annual Meeting or Special Meeting called to consider it. The policy shall include the proposed date for implementation but cannot go into effect until approved by the Congregation at an Annual Meeting or a Special Meeting called to consider it.

Section 2. Any member who is six months in arrears in the payment of any membership financial commitment may be suspended by the Board from all rights and privileges of membership until such arrearage is paid. The Board shall prescribe standards and procedures for termination of membership and may terminate a membership after 45 days of notice of suspension if arrearage has not been paid in full.

ARTICLE V BOARD OF TRUSTEES

Section 1. The Board of the Congregation shall consist of nine officers as specified in Article VI, Section 1, fifteen members (“trustees”) of the Congregation, and ex-officio members as specified below in Section 2.; ~~One-third of whom the trustees~~ shall be elected each year for a three-year term by a majority of those members present at the Annual Meeting of the Congregation, ~~and ex-officio members as specified below.~~ No non-officer member shall be elected for more than two consecutive three-year terms as a trustee.

Section 2. The ~~officers of the Congregation and the~~ Presidents of ~~the~~ Temple Sinai Women of Reform Judaism (TSWRJ), Temple Sinai Men of Reform Judaism (TSMRJ), and Sinaites, and the Chair of Temple Sinai Nursery School Committee ~~other sanctioned groups affiliated with the Congregation~~ shall be ex-officio members of the Board. If the President or Chair of such an affiliated organization is also a member of the Board by virtue of election by members of the Congregation or appointment by the Board to fill an unexpired term, such ~~affiliated~~ organization may select another member of the Congregation who is a member of the organization to be its representative on the Board. The two immediate past Presidents of the Congregation shall be ex-officio members of the Board and serve a total of four years each. Each ex-officio member of the Board shall have the same rights and obligations as other members of the Board. The President of the Board may, in the President’s reasonable discretion, ask one or more members of the Board to recuse him/herself and/or temporarily leave an Executive Session of the Board where the matter under discussion is deemed to be of a sensitive nature and/or presents a potential conflict of interest for that particular member. If a member who is asked to recuse him/herself or leave objects to the request, the Board may convert the President’s request into a requirement by majority vote of those Board members present.

Section 3. The Board shall be authorized to fill the unexpired term of a trustee or of an officer, whose successor is not otherwise designated by these Bylaws, until the next Annual Meeting of the Congregation, at which time the members of the Congregation by a majority vote of those members present shall elect a member to complete the unexpired term.

Section 4. The Board shall have the authority to remove from its membership any elected member thereof who shall absent her/himself from three consecutive meetings of that body without adequate reason.

Section 5. Each member of the Board is expected to assume other responsibilities such as participation on a committee or task force.

Section 6. The Board shall be responsible for the general management of the affairs, funds, records and property of the Congregation. It shall establish policies, guidelines and direction with respect to matters within its management and control. The Board shall accept an independent audit and perform such other duties as the members of the Congregation in Annual or Special Meetings may prescribe.

Section 7. The Board shall have the authority to allocate funds appropriated in the budget adopted at the Annual Meeting of the Congregation.

Section 8. The Board shall have the authority to purchase, sell, or lease real estate or take on debt, provided, however, that the total amount of all such commitments in a given year does not exceed 10% of the total operating expenses as presented in the most recent audited financial statements. If any commitment in a given year would cause the aggregate of all such commitments in that year to exceed the 10% threshold, then that commitment shall first be approved by the members of the Congregation at the Annual Meeting or Special Meeting. Further, if any commitment of a type described in the first sentence above (without regard to the amount involved) would exceed a period of more than five years, such commitment shall first be approved by the members of the Congregation at the Annual Meeting or Special Meeting.

Section 9. The Board shall, by March 1 of each fiscal year, make a determination of the projected budget surplus or deficit for that fiscal year. If it is determined that there will be an operating deficit, the Board shall develop a plan for eliminating the deficit. If it is determined that an assessment for additional financial commitment from members is necessary, the Board shall present this to the Congregation for approval at the Annual Meeting or Special Meeting called to consider it, prior to any assessment going into effect.

Section 10. The Board shall have the authority to employ the Clergy of the Congregation as provided for in Article VII.

Section 11. The Board shall have the authority to employ an Executive Director who shall be responsible for the management of administrative functions and who shall report to the Board. The Board shall have the authority to employ such other persons as it deems necessary to conduct of the affairs of the Congregation. Where it deems necessary, the Board shall have the authority to approve contracts for employees, which shall be negotiated by the President in consultation with the Board, except as provided for in Article VII.

ARTICLE VI OFFICERS

Section 1. The officers of the Congregation shall consist of the President, Executive Vice President, no more than three Vice Presidents, Secretary, Assistant Secretary, Treasurer, and Assistant Treasurer. ~~Pursuant to Article V, Section 2, the officers of the Congregation are ex-officio members of the Board.~~ The officers shall be elected for a term of one fiscal year, effective the first day of that fiscal year, by a majority of those members present and voting at the Annual Meeting of the Congregation. They shall hold office until the beginning of the term of their successors. No individual shall serve as an officer for more than eight consecutive terms, with the exception of an individual assuming the role of President. This structure shall be effective with the election of officers in May 2019~~6~~.

Section 2. The President shall act as chairperson at all Congregational and Board

meetings, call Special Meetings, sign all legal documents, and perform all other duties as are incident to the office.

Section 3. The Executive Vice President shall perform the duties and have the same authority as the President in the absence, disability, or resignation of the President. The Executive Vice President shall be the Chairperson of the Finance Committee.

Section 4. There shall be no more than three Vice Presidents, who shall perform such duties as are delegated by the President, including monitoring the work of committee and task force chairpersons, ensuring that Board governance policies are monitored and effectively implemented, and fulfilling other duties to foster the connection between the Board and the programmatic life of the Congregation.

Section 5. The Secretary shall prepare the minutes of the meetings of the Congregation and the Board and perform all other duties incident to the office or as assigned by the President.

Section 6. The Assistant Secretary shall perform the duties of and have the same authority as the Secretary in the absence, resignation, or disability of the Secretary.

Section 7. The Treasurer shall be the chief financial officer of the Congregation and shall be responsible for financial reporting and controlling costs within the approved budget. The Treasurer shall serve on the Finance Committee. The Executive Director shall be responsible to the Treasurer in all financial matters. The Treasurer shall oversee receipt and deposit of all funds in the name of the Congregation in such bank or banks as may be designated by the Board; shall have the power to sign all checks in the name of the Congregation for the withdrawal of funds; and shall perform all other duties incident to the office. Other officers, as approved by the Board, may sign checks in the name of the Congregation.

Section 8. There shall be an Assistant Treasurer who shall perform the duties of and have the same authority as the Treasurer in the absence, resignation, or disability of the Treasurer.

Section 9. The President, Treasurer, and the Assistant Treasurer shall each give bond in the sum of not less than \$25,000 with surety in an amount satisfactory to the Board conditioned on the faithful performance of their duties, the premium for said bonds to be paid by the Congregation. The Board shall set such requirements as to countersignature on all checks as they deem, in their judgment, advisable.

Section 10. No officer shall hold more than one such position at the same time.

Section 11. The officers shall perform such other duties as shall be delegated to them by the President.

ARTICLE VII

SPIRITUAL LEADERSHIP

Section 1. The Board shall work collaboratively with the Senior Rabbi to set the spiritual direction and tone of the Congregation.

Section 2. In the event that any Clergy position becomes vacant, a vacancy is anticipated, or the Board determines that a new position is deemed necessary, the President shall appoint a committee to include both Board members and members of the Congregation who are not Board members to conduct a search and recommend a candidate to the Board. Upon the Board's acceptance of the search committee's recommendation, the President, in consultation with the Board, shall negotiate a contract with the candidate and submit it to the Board for approval. The Board's recommendation for any full-time Clergy's initial, continued employment, or any related contract in which the term extends beyond one year shall be presented to the Congregation for approval at the Annual Meeting or a Special Meeting called to consider the selection in accordance with Article X, provided that the notice of such meeting contains a statement of the proposed action and, for new Clergy, the candidate's curriculum vitae.

Section 3. A member of the Clergy may be removed by the affirmative vote of two-thirds of the Congregation present at any Annual or Special Meeting in accordance with Article X, provided that the notice of such meeting contains a statement of the proposed action.

ARTICLE VIII COMMITTEES AND TASK FORCES

Section 1. There shall be the following standing committees: Audit, Finance, and Nominating.

Section 2. The Board, after consideration of the recommendation of the President, shall provide for such other committees or task forces as are needed to carry out the necessary functions of the Congregation. Except for the Nominating Committee and the Finance Committee, the President shall appoint the chairperson of all committees and task forces. Except for the Nominating Committee, the chairperson shall then, in consultation with the President, appoint the members of the committee or task force. All chairpersons and committee and task force members shall be members of the Congregation.

Section 3. The President or his/her designee shall be an ex-officio member of all committees and task forces, except the Nominating Committee.

Section 4. The duties and tenure of committees and task forces established by the Board shall be prescribed by the Board, and the action of each such committee and task force shall be reported to the Board at such frequency as the President directs.

Section 5. The Finance Committee is charged with overseeing the finances of the Congregation and preparing the annual budget for approval by the Board and the Congregation. No member of the Finance Committee may serve on the Audit Committee.

Section 6. The Audit Committee shall have no fewer than three and no more than five members. To the extent practicable, the chairperson and a majority of the members of the Audit Committee shall be drawn from the Board. The Audit Committee shall meet no fewer than two times per year. The Audit Committee shall recommend to the Board engagement of an independent auditor and perform such other duties as are appropriate to assist the Board and the Congregation in their financial accounting and reporting obligations.

ARTICLE IX NOMINATIONS

Section 1. The Nominating Committee shall consist of nine members including the chairperson, who shall be the most immediate past president of the Congregation and who is still a member of the Congregation. The immediate past president shall serve as chairperson for one two-year term. If the immediate past president is not able or willing to serve, the Board shall appoint another chairperson. Six members of the Nominating Committee shall be members of the Congregation, who are not Board members and shall be nominated by the previous year's Nominating Committee. The remaining two members of the Nominating Committee shall be Board members and shall be nominated by the Board. Other than the immediate past president, members shall ~~be nominated to~~ serve a ~~one~~two-year term and ~~be~~ approved by the Congregation at the Annual Meeting. ~~No member of the Nominating Committee is eligible to serve more than two consecutive terms.~~ Terms shall be staggered to ensure that approximately half of the members are returning each year. Each member of the Nominating Committee, after serving his/her two-year term, must roll off the Nominating Committee for at least one year before being eligible to serve again on the Nominating Committee. This structure will become effective following the Annual Meeting in May 2019~~6~~. One board member on the Nominating Committee elected in May 2019 will serve a one-year term so as to effect staggered service on the Nominating Committee.

Section 2. No member of the Nominating Committee shall be eligible for nomination as an officer or Board member.

Section 3. An elected member of the Nominating Committee who is unable or unwilling to serve or is no longer a member of the Congregation in good standing may be replaced by the Board.

Section 4. The Nominating Committee shall submit to the Board not less than 35

days prior to the Annual Meeting at least one nominee for each office and each vacancy on the Board and the names of six nominees for the succeeding year's Nominating Committee. The nominees so designated shall not be subject to revision by the Board. The report of the Nominating Committee, a copy of this article of these Bylaws, and the Board's selection of its candidates for the Nominating Committee for the succeeding year shall be distributed to the membership of the Congregation, in accordance with Article II, Section 4, not later than 30 days prior to the Annual Meeting of the Congregation. Additional nominations for officers, the Board, and members of the Nominating Committee may be submitted by written communications signed by at least 20 members to the President at least 15 days prior to the Annual Meeting. All nominations shall be listed alphabetically for each position in the notice of the Annual Meeting to the membership of the Congregation. No further nominations for officer or member of the Board shall be considered at the Annual Meeting.

ARTICLE X CONGREGATION MEETINGS

Section 1. The Annual Meeting of the Congregation shall be held during the month of May on such day as the Board shall select.

Section 2. A Special Meeting of the Congregation shall be called by the President when requested by resolution of the Board, or when the President considers such a meeting necessary, or when requested by petition signed by 75 membership units.

Section 3. Notices of meetings shall be distributed to each member, in accordance with Article II, Section 4, at least 15 days prior to the meeting and a notice of a Special Meeting shall state the purpose of the meeting.

Section 4. Seventy-five members who are eligible to vote shall constitute a quorum at the Annual Meeting and at Special Meetings. Voting by proxy is not permitted.

Section 5. In the event an Annual Meeting terminates before the election of officers and trustees or approval of a budget for the ensuing year, the incumbent officers and trustees shall continue in the office and the existing budget shall remain in effect until action has been completed by the Congregation at a subsequent meeting to be promptly called, for this purpose, by the President, such meeting to be held on a date not to exceed 30 days from the date of the terminated meeting.

Section 6. Unless modified by the Congregation, the latest edition of Robert's Rules of Order shall be the parliamentary authority at the Annual Meeting and Special Meetings of the Congregation.

Section 7. The agenda and accompanying materials for Congregational meetings shall be distributed to the entire membership, in accordance with Article II, Section 4, in advance of the meeting.

ARTICLE XI

BOARD MEETINGS

Section 1. The Board shall hold at least nine meetings each year as fixed by the President or resolution of the Board. Special Meetings of the Board may be called by the President or upon request of five members of the Board. The Secretary shall give reasonable notice of any Special Meeting stating the purpose of the meeting. Thirteen members of the Board shall constitute a quorum for the transaction of business. Meetings may be held in person or by any means or medium that permits the members to hear each other simultaneously.

Section 2. When it is impractical for the Board to hold a meeting to make a decision on a specific issue in a timely manner, the President may bring an issue to a vote without a meeting so long as each member of the Board signs a document consenting to the action to be taken and delivers such document to the President in hard copy or electronically. All such votes shall be conducted with reasonable notice, and Board members shall be given a reasonable time to respond. All procedures that apply to Board meetings and votes shall apply to this procedure.

Section 3. Unless modified by the Board, the latest edition of Robert's Rules of Order shall be the parliamentary authority at Board meetings.

Section 4. The agenda for Board meetings shall be prepared by the President, in consultation with the officers, Senior Rabbi, and Executive Director and sent to Board members in advance of the meetings. The agendas shall be made available to the entire Congregation. The President shall be required to include on the agenda of any Board meeting any item requested by five or more Board members or 15 members of the Congregation.

ARTICLE XII AFFILIATED ORGANIZATIONS

Section 1. No organization, other than TSWRJ, TSMRJ, and Sinaites, may qualify as an affiliated organization or use the name of the Congregation unless and until its affiliation is approved by the Board upon a determination that the purpose of the organization will further the objectives of the Congregation as enunciated in these Bylaws.

Section 2. The Board shall make the determination with respect to each affiliate organization other than TSWRJ, TSMRJ, and Sinaites and shall in its discretion terminate or suspend the affiliation of any such organization that is no longer furthering the objectives of the Congregation.

ARTICLE XIII FISCAL YEAR

Section 1. The fiscal year of the Congregation begins on June 1 and ends on May 31.

ARTICLE XIV AMENDMENTS

Section 1. Amendments to these Bylaws must be in writing, and must be proposed by the Board or by at least ten (10) percent of the members of the Congregation and filed with the Board. Such amendments shall be acted on at the next Annual Meeting of the Congregation or at a Special Meeting called for that purpose. Copies of proposed amendments shall be distributed to each member, in accordance with Article II, Section 4, with the notice of the meeting. An affirmative vote of two-thirds of the members present shall be necessary to adopt any amendments.

ARTICLE XV INDEMNIFICATION

Section 1. To the full extent permitted by law, the Congregation shall indemnify any person who is, or who is threatened to be made, a party to any action, suit or proceeding, because he or she is or was a Trustee or officer of the Congregation (each, a “Required Indemnified Person”), against expenses (including attorney’s fees), judgments, fines and amounts paid in settlement (if approved by the Board in advance) actually and reasonably incurred by him/her in connection with such action, suit or proceeding, if he/she reasonably believed that he/she was acting in, or was not opposed to, the best interests of the Congregation and with respect to any criminal action or proceeding, had no reasonable cause to believe his/her conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in a manner that he/she reasonably believed that he/she was acting in or was not opposed to the best interests of the Congregation and, with respect to any criminal action or proceeding, had reasonable cause to believe that his/her conduct was unlawful. To the extent that a court of competent jurisdiction holds that the standard for indemnification provided in this Section 1 is not authorized under the laws of the District of Columbia then in effect, the Congregation shall indemnify the Required Indemnified Persons to the full extent permitted by applicable law in effect at such time.

Section 2. To the full extent permitted by law, the Congregation may indemnify any person who is, or who is threatened to be made, a party to any action, suit or proceeding, because he or she is or was an employee, professional staff member, Rabbi, Cantor, or agent of the Congregation (each, a “Permitted Indemnified Person”), against expenses (including attorney’s fees), judgments, fines and amounts paid in settlement (if approved by the Board in advance) actually and reasonably incurred by him/her in connection with such action, suit or proceeding, if he/she reasonably believed that he/she was acting in, or was not opposed to, the best interests of the Congregation and with respect to any criminal action or proceeding, had no reasonable cause to believe his/her conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in a manner that he/she reasonably believed that he/she was acting in or was not opposed to the best interests of the Congregation and, with respect to any criminal action or proceeding, had reasonable cause to believe that his/her conduct was unlawful. To the extent that a court of competent jurisdiction holds that the standard for indemnification provided in this Section 2 is not authorized under the laws of the District of Columbia then in effect, the Congregation may indemnify the Permitted Indemnified

Persons to the full extent permitted by applicable law in effect at such time.

Section 3. Any indemnification of a Permitted Indemnified Person under Section 2 of this Article (unless ordered by a court) shall be made by the Congregation only as authorized in the specific case, upon the determination that indemnification of the person is proper in the circumstances because he/she has met the applicable standard of conduct set forth in Section 1. Such determination shall be made: (1) by the Board by a majority vote of a quorum consisting of Trustees who were not parties to such action, suit or proceeding or, if no quorum can be reached, (2) by the affirmative vote of a majority of the members of the Congregation present, excluding those who are parties to the action, at a duly constituted meeting.

Section 4. Expenses incurred in defending a civil or criminal action, suit or proceeding shall be paid by the Congregation in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking (with sufficient security, if required) by or on behalf of the indemnified person to repay such if it shall ultimately be determined that he/she is not entitled to be indemnified by the Congregation as authorized in this Bylaw provision.

Section 5. The Congregation shall purchase and maintain insurance on behalf of the Congregation and the Required Indemnified Persons and may purchase and maintain insurance on behalf of the Permitted Indemnified Persons.

Section 6. All rights to indemnification under Section 1 of this Article XV shall be deemed to be a contract between the Congregation and each Required Indemnified Person who serves or served in such capacity at any time while Section 1 of this Article XV is in effect. Any repeal or modification of this Article XV or any repeal or modification of any relevant provisions of the laws of the District of Columbia or any other applicable law shall not in any way diminish any rights to indemnification of any Required Indemnified Person or the obligation of the Congregation arising prior to such repeal or modification.

ARTICLE XVI DISSOLUTION OR MERGER

Section 1. In the event of the dissolution or merger of the Congregation, no officer, Trustee, Clergy, Professional Staff Member, Director, employee, agent or representative of the Congregation 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 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 Internal Revenue Code. Moreover, any such use or distribution of the money or property of the Congregation shall, to the extent possible, be in accord with the Congregation's purpose as set forth above, and, to the extent possible, shall promote similar or related purposes.