

Chevrei Tzedek Bylaws

(Updated through April 22, 2012)

ARTICLE I Place of Worship

SECTION 1. Principal Place of Worship. The principal place of worship of the Religious Corporation is the Edward A. Myerberg Senior Center, 3101 Falstaff [sic] Road, Baltimore City, Maryland.

SECTION 2. Other Places of Worship. The Religious Corporation may also have a place or places of worship as the purposes of the Religious Corporation may require, and the Coordinating Committee from time to time appoint.

ARTICLE II Members

SECTION 1.1. Meetings of Members of the Religious Corporation. There shall be not less than two meetings of the Members of the Religious Corporation each year.

1.2. Commencing with the election of May 2008, the first meeting shall be held on a day duly designated by the Coordinating Committee in May of each year, for the purposes of electing Officers for the Religious Corporation to succeed those whose terms will expire (if applicable) on June 30 of that year, announcement of the Volunteer Administrators for the following fiscal year, and transaction of such other corporate business as may come before the meeting.

1.3. The second meeting shall be held on a day duly designated by the Coordinating Committee in November of each year, for the purpose of transaction of such corporate business as may come before the meeting notwithstanding Section 1.1. This meeting may be cancelled by the Coordinating Committee if there is no business that needs to come before the congregation.

1.4. A third meeting may be held on a day duly designated by the Coordinating Committee in the Fall (following the High Holidays) of each year, for the purpose of transaction of such other corporate business as may come before the meeting.

SECTION 2. Special Meetings. Special meetings of the Members may be called at any time for any purpose or purposes by a majority of the Coordinating Committee, but shall be called forthwith upon the request in writing of a majority of all the Members entitled to vote on the business to be transacted at such meetings. Such request shall state the purpose or purposes of the meeting. Business transacted at all special meetings of Members shall be confined to the purpose or purposes stated in the notice of the meeting.

SECTION 3. Place of Holding Meetings. All meetings of Members shall be held at the principal place of worship or elsewhere in the United States as designated by the Coordinating Committee.

SECTION 4. Notice of Meetings. Written notice of a meeting of the Members, shall be given to each Member at least ten (10) days before such meeting. Each such notice shall state the place, day and hour at which the meeting is to be held and shall state briefly the purpose or purposes thereof.

SECTION 5.1.1. Quorum. The presence in person of not less than twenty (20) members of the Religious Corporation or 15% of the Members of the Religious Corporation, whichever is less, shall constitute a quorum at all meetings of the Members except as otherwise provided by law, by the Articles of Incorporation or by these By-Laws.

5.1.2. If less than a quorum shall be in attendance at the time for which the meeting shall have been duly called as provided in Section 4, the meeting shall be adjourned.

SECTION 6.1 Conduct of Meetings. Meetings of the Members shall be presided over by the Chairperson of the Religious Corporation or, if the Chairperson of the Religious Corporation is not present, by the Vice-Chairperson of the Religious Corporation. The presiding chairperson shall appoint a person as Secretary of the meeting to record all proceedings in the Record Book if the elected Recording Secretary is absent.

6.2.1. Voting. At all meetings of Members under Section 5.1.1, each Member who is entitled to vote shall have one (1) vote. All elections shall be had and all questions shall be decided in the affirmative by not less than a majority of the votes cast. If there are more than two choices, there shall be a runoff between the top two choices if no choice received a majority in the first round of voting. In the case of a contested election, the nominee receiving the most votes cast shall be deemed elected.

6.2.2. If the matter that is being decided is the annual budget or election of members of the Coordinating Committee and the meeting was adjourned due to lack of a quorum as provided in Section 5.1.2, the Coordinating Committee shall decide the matter by a vote at its next meeting.

6.3. Subject matter requirements. Any proposed amendment or alteration of the By-laws shall be decided by a vote of the Members. Further, any fundamental change in the status of the budget, including building, creation or elimination of a permanent staff positions, and anything that in the view of not less than a majority of a quorum at a meeting of the Coordinating Committee Constitutes a fundamental alteration of the mission statement of the Religious Corporation shall be decided by a vote of the Members.

SECTION 7. Direct appeal to the Members of the Religious Corporation. Any matter may be brought for a vote at a meeting of Members of the Religious Corporation if 40% of the Members of the Religious Corporation in good standing indicate by written and signed petition to the Coordinating Committee their desire to place the matter on the agenda for an upcoming annual or special meeting. The Treasurer shall determine whether the 40% requirement has been met.

SECTION 8. Identity of Members. The Members of the Religious Corporation shall be those persons qualified as such under the terms and conditions established by the Articles of Incorporation.

SECTION 9.1. Associate Members. Persons who are not members of Chevrei Tzedek may apply to be associate members. The monetary fee required to be an associate member shall be at an amount determined by the Coordinating Committee, but in no event shall exceed the amount required for annual membership. The same types of membership available to members (family, single parent with child(ren), individual membership, etc.) shall be available to associate members. All applications to be an associate member shall be approved by the Coordinating Committee. Only the following people may be an associate member:

- A. Persons who reside outside the Baltimore metropolitan area;
- B. Persons who are required to be members of another synagogue because of their employment by that synagogue; or
- C. Persons who are members of another synagogue but who desire to maintain an association with Chevrei Tzedek.

9.2. Associate members shall have no right to vote at meetings of the Members of the Religious Corporation, or committee meetings, or to receive high holiday tickets.

ARTICLE III Coordinating Committee

SECTION 1.1. General Powers. The property and business of the Religious Corporation shall be managed under the direction of the Coordinating Committee of the Religious Corporation, who shall exercise all powers permitted for a Board of Trustees under the Maryland Corporation law. The Coordinating Committee shall be responsible for the day-to-day operation of the Religious Corporation including, but not limited to, all administrative and financial

aspects of the Religious Corporation. The Coordinating Committee shall determine the amount of membership dues and shall delegate the authority to waive or reduce dues for individuals or families upon request to a special committee designated by the Coordinating Committee. The special committee appointed under this section shall operate in confidence and is not subject the open meeting requirements of these By-laws. The Coordinating Committee may not increase membership dues by more than ten percent (10%) without approval of the Members at a meeting of the Members of the Religious Corporation. Major policy decisions must be referred to the Members upon recommendation of the Coordinating Committee.

1.2. The Coordinating Committee may, from time to time, appoint or employ such persons in such capacities as the Coordinating Committee may consider necessary to assist in the proper conduct of the activities and management of the Religious Corporation. The terms and conditions of any such appointment shall be at the discretion of the Coordinating Committee. Provided, however, that the appointment of a Rabbi shall be only upon a vote of the membership after recommendation by the Coordinating Committee.

1.3. The Coordinating Committee shall review policies, programs and activities initiated by the various standing committees, special committees, and Volunteer Administrators of the Religious Corporation. Where necessary, the Coordinating Committee shall vote on a proposed policy, program, or activity proposed by a standing committee, special committee, or Volunteer Administrator as provided in this article. As required by these By-laws, the Coordinating Committee shall refer a proposed policy, program, or activity to a vote of the Members of the Religious Corporation at a meeting of the Members of the Religious Corporation.

1.4. Except as specifically provided in this article, the Coordinating Committee may not initiate implementation of any new policies, programs, or activities for the Religious Corporation. If a proposed policy, program or activity is brought to the attention of the Coordinating Committee:

- A. The Chairperson of the Religious Corporation shall direct a standing committee, an existing special committee, or a Volunteer Administrator to consider and recommend a course of action,
- B. The Chairperson of the Religious Corporation shall request the Rabbi to consider and decide on a course of action, if the matter falls within the Rabbi's sole responsibility,
- C. The Coordinating Committee shall determine whether or not to appoint a special committee to consider and decide on a course of action, or
- D. The Coordinating Committee shall take any combination of the procedures outlined in paragraphs A. through C. of the section as the Coordinating Committee considers necessary.

SECTION 2.1 Members of the Coordinating Committee.

The Coordinating Committee shall consist of:

- A. The following Officers of the Religious Corporation:
 - (i) The Chairperson of the Religious Corporation,
 - (ii) The Vice-chairperson of the Religious Corporation,
 - (iii) The Treasurer of the Religious Corporation,
 - (iv) The Recording Secretary of the Religious Corporation, and
 - (v) The Corresponding Secretary of the Religious Corporation,
- B. The Chairperson of each standing committee, and
- C. The immediate past Chairperson of the Religious Corporation for the first 12 months after the Chairperson's term.

SECTION 2.2. Any position on the Coordinating Committee may be jointly held by two individuals. The office or committee position only has one vote. An individual may not fill more than one voting position on the Coordinating Committee at a time.

SECTION 3. Election of Officers of the Coordinating Committee. At least thirty (30) days prior to the Meeting of the Members of the Religious Corporation in May, the Nominating Committee shall decide upon a slate of officers of the Coordinating Committee to fill the expired terms of existing officers of the Coordinating Committee. The Coordinating Committee shall present such slate to the community not less than twenty (20) days prior to said meeting. If an individual or individuals not on the slate choose to assume an officer position, the individual or individuals must put the form of a written request to the Nominating Committee their name or names not less than fifteen (15) days prior to said meeting. Not less than ten (10) days prior to said meeting, the Coordinating Committee shall present these additional candidates to the community. If there is a contest, the election of the officers will be voted upon by each position, not by slate.

Officers of the Religious Corporation will be elected for terms consisting of two years, and such terms will begin on the first day of July following their election starting with the election of May 2008.

SECTION 4.1. Filling of Vacancies. In the case of any vacancy in the Coordinating Committee through death, resignation, disqualification, removal or other cause, the remaining officers of the Coordinating Committee, by affirmative vote of the majority thereof, may elect a successor to hold office for the unexpired portion of the term of the officer of the Coordinating Committee whose place shall be vacant, and until the election of his/her successor, or until he/she shall be removed, prior thereto.

4.2. Similarly, and in the event of the number of officers of the Coordinating Committee being increased as provided in these By-Laws, the additional officers of the Coordinating Committee so provided for shall be elected by a two-thirds (2/3) vote of the entire Coordinating Committee already in office until the next annual meeting of Members.

4.3. Any officer of the Coordinating Committee may be removed from office with or without cause by the affirmative vote of the Members entitled to vote at any special meeting of Members called for the purpose of such removal.

SECTION 5. Place of Meetings. The Coordinating Committee may hold their meeting and have one or more offices, and keep the books of the Religious Corporation, either within or outside the State of Maryland, at such place or places as they may from time to time determine or by written consent of all of the Coordinating Committee. The Coordinating Committee may hold their meetings by conference telephone or other similar electronic communications equipment in accordance with the provisions of the Maryland Corporation law.

SECTION 6. Regular Meetings. Regular meetings of the Coordinating Committee may be held with notice as required in the open meeting requirements of the By-laws at such time and place as shall from time to time be determined by resolution of the Coordinating Committee, provided that notice of every resolution of the Coordinating Committee fixed [sic] or changing the time or place for the holding of regular meetings of the Coordinating Committee shall be mailed to each member of the Coordinating Committee at least three (3) days before the first meeting held pursuant thereto. Any business may be transacted at any regular meeting of the Coordinating Committee. At each meeting, minutes shall be kept in the Record Book by the Recording Secretary or the Recording Secretary's designee.

SECTION 7. Special Meetings. Special meetings of the Coordinating Committee shall be held whenever called by two (2) or more officers of the Coordinating Committee. Except in the case of exigent circumstances or matters of a confidential nature to be determined in the discretion of the Chairperson of the Religious Corporation, special meetings shall be held with notice as required in the open meetings requirements of the By-laws. Notice shall be given of each special meeting of the Coordinating Committee by mailing the same at least three (3) days prior to the meeting or by telephoning the same at least two (2) days before the meeting, to each officer and member of the Coordinating Committee, but such notice may be waived by any officer or member of the Coordinating Committee. Unless otherwise indicated in the notice thereof, any and all business may be transacted at any special meetings. At any meeting at which every officer of the Coordinating Committee shall be present, even though without notice, any business may be transacted and any officer and other member of the Coordinating Committee may, in writing, waive notice of the time, place and objectives of the special meeting. At each meeting, minutes shall be kept in the Record

Book by the Recording Secretary or the Recording Secretary's designee.

SECTION 8. Quorum. A majority of the whole number of the Coordinating Committee shall constitute a quorum for the transaction of business at all meetings of the Coordinating Committee. But, if at any meeting less than a quorum shall be present, a majority of those present may adjourn the meeting from time to time, and the act of a majority of the Coordinating Committee present at any meeting at which there is a quorum shall be the act of the Coordinating Committee except as may be otherwise specifically provided by law or by the Articles of Incorporation or by these By-Laws.

SECTION 9. Required Vote. An affirmative vote of 60% of those Members of the Coordinating Committee present at a meeting of the Coordinating Committee shall be necessary for the passage of any resolution.

SECTION 10. Compensation of Members of Coordinating Committee.

Members of the Coordinating Committee shall not receive any salary for their services as such. Nothing herein contained shall be construed to preclude any officer or other member of the Coordinating Committee from serving the Religious Corporation in any other capacity and receiving compensation therefore.

SECTION 11. Committees. By resolution passed by 60% of the officers and members of Coordinating Committee present at a meeting of the Coordinating Committee, the Coordinating Committee may designate one or more special committees, which, to the extent provided in the resolution, shall have and may exercise the powers designated by the Coordinating Committee. Such committee shall have such names and duties as may be determined from time to time by resolution adopted by the Coordinating Committee. Unless the resolution of the Coordinating Committee states otherwise, a special committee designated under this section shall cease to exist, without any further action by the Coordinating Committee, when it has fulfilled all of the duties assigned by the Coordinating Committee.

ARTICLE IV Chairperson of the Religious Corporation

SECTION 1. Election. A chairperson of the Religious Corporation shall be elected as provided in Article II, Section 6.2.1 at the Meeting in May or as provided in Article II, Section 6.2.2.

SECTION 2.1. Powers and Duties. The Chairperson of the Religious Corporation shall preside at all meetings of the Coordinating Committee and the general membership. The Chairperson may sign and execute all bonds, contracts, or other obligations in the name of the Religious Corporation; and shall be an ex-officio a member of all committees. The Chairperson shall oversee the work of the standing committees, special committees, and Volunteer Administrators. The Chairperson shall represent the Religious Corporation to outside organizations, except for those organizations for which the Rabbi must be the representative.

2.2. The Chairperson of the Religious Corporation shall appoint a member of the Religious Corporation to record in the Record Book the proceedings of all meetings of the Coordinating Committee if the Secretary is not present.

ARTICLE V Vice-chairperson of the Religious Corporation

SECTION 1. Election. A Vice-chairperson of the Religious Corporation shall be elected as provided in Article II, Section 6.2.1 at the meeting in May or as provided in Article II, Section 6.2.2.

SECTION 2. Powers and Duties. The Vice-chairperson of the Religious Corporation shall aid the Chairperson of the Religious Corporation in the execution of the Chairperson's powers and duties. The Vice-chairperson of the Religious Corporation shall execute the powers of the Chairperson in the event of the absence of the Chairperson.

ARTICLE VI Recording Secretary of the Religious Corporation

SECTION 1. Election. A Recording Secretary of the Religious Corporation shall be elected as provided in Article II, Section 6.2.1. at the meeting in May or as provided in Article II, Section 6.2.2.

SECTION 2. Powers and Duties. The Recording Secretary, or in the Recording Secretary's absence a member as designated by the Chairperson, shall attend and keep the minutes of all Coordinating Committee meetings, membership meetings, and special meetings; shall have charge of all corporate books, records and papers, shall be custodian of the corporate seal; shall attest with his/ her signature, and impress with the corporate seal written contracts of the Religious Corporation; and shall perform all such other duties as are incident to the Recording Secretary's office.

ARTICLE VII Corresponding Secretary of the Religious Corporation

SECTION 1. Election. A Corresponding Secretary of the Religious Corporation shall be elected as provided in Article II, Section 6.2.1 at the meeting in May or as provided in Article II, Section 6.2.2.

SECTION 2.1. Powers and Duties. The Corresponding Secretary shall coordinate all internal and external communications of the Religious Corporation such as the newsletter, website, and calendar, shall publish and distribute announcements of meetings and minutes thereof, shall be a member of the Communications Committee, and shall perform all such other duties as are incident to the Corresponding Secretary's office.

2.2. The Chairperson of the Religious Corporation may designate another Member of the Religious Corporation, including the Chairperson, to perform any of the tasks stated in Section 2.1 of this article.

ARTICLE VIII Treasurer of Religious Corporation

SECTION 1. Election. A Treasurer of the Coordinating Committee shall be elected as provided in Article II, Section 6.2.1. at the meeting in May or as provided in Article II, Section 6.2.1.

SECTION 2. Powers and Duties. The Treasurer shall have custody of all money and securities of the Religious Corporation. and shall give bond (if required), in such sum and with such sureties as the Coordinating Committee may require, conditioned upon the faithful performance of the duties of his/her office. The Treasurer shall sign all checks of the Religious Corporation, except as otherwise provided by the Coordinating Committee, keep regular books of account and shall submit them, together with all the Treasurer's vouchers, receipts, records and other papers, to the Coordinating Committee, for their examination and approval as often as they may require; and shall perform all such other duties as are incident to the Treasurer's office. At or about the end of each fiscal year, the Treasurer shall present to the Members of the Religious Corporation a report on the finances of the Religious Corporation, including a balance sheet of income and expenses. At the same time, the Treasurer shall present a proposed budget to the Members of the Religious Corporation.

SECTION 3. Finance and Fundraising Committee. The Treasurer shall be a voting member of the Finance and Fundraising Committee.

ARTICLE IX Bank Accounts and Loans

SECTION 1. Bank Accounts. Such agents of the Religious Corporation as from time to time shall be designated by the Coordinating Committee shall have authority to deposit any funds of the Religious Corporation in such banks or trust companies as shall from time to time be designated by the Coordinating Committee. The withdrawal of any or all the funds of the Religious Corporation so deposited in any such bank or trust company, upon checks, drafts or other instruments or orders for the payment of money, drawn against the account or in the name of behalf of this Religious Corporation, drawn against the account or in the name or behalf of this Religious Corporation, and may be made or signed by any two officers of the Coordinating Committee. Each bank or trust company with which funds of the Religious Corporation are so deposited is authorized to accept, honor, cash and pay, without limit as to amount, all checks, drafts or other instruments or orders for the payment of money, when drawn, made or signed by any two officers of the Coordinating Committee. Each bank or trust company with which funds of the Religious Corporation are so deposited is authorized to accept, honor, cash and pay, without limit as to amount, all checks, drafts or other instruments or orders for the payment of money, when drawn, made or signed by any two designated officers of the Coordinating Committee until written notice of the revocation of the authority of such officers by the Coordinating Committee shall have been receive [sic] by such bank or trust company. There shall from time to time be certified to the banks or trusts companies in which funds of the Religious Corporation are deposited, the signatures of the officers of the Religious Corporation so authorized to draw against the same. In the event that the Coordinating Committee shall fail to designate the persons by whom checks, drafts and other instruments or orders for the payment of money shall be signed, as hereinabove provided in this Section, all such checks, drafts and other instruments or orders for the payment of money shall be signed by the Chairperson of the Religious Corporation and countersigned by one other officer of the Religious Corporation.

SECTION 2. Loans. Such agents of this Religious Corporation as from time to time shall be designated by the Coordinating Committee, only upon approval by the Members, shall have the authority to effect loans, advances or other forms of credit at any time or times for the Religious Corporation from such banks, trust companies, institutions, corporations, firms, or persons as the Coordinating Committee shall from time to time designate, and as security for the repayment of such loans, advances, or other forms of credit to assign, transfer, endorse and deliver, either originally or in addition or substitution, any or all stocks, bonds, rights and interests of any kind in or to stocks or bonds, certificates of such rights or interests, deposits, accounts, documents covering merchandise, bills and accounts receivable and other commercial paper and evidences of debt at any time held by the Religious Corporation; and for such loans, advances or other forms of credit to make, execute and deliver one or more notes, acceptances or written obligations of the Religious corporation on such terms, and with such provisions as to the security or sale or disposition thereof as such agents shall deem proper; and also to sell to, or discount or rediscount with, such banks, trust companies, institutions, corporations, firms or persons any and all commercial paper, bill receivable, acceptances and other instruments and evidences of debt at any time held by the Religious Corporation, and to that end to endorse, transfer and deliver the same. There shall from time to time be certified to each bank, trust company, institution, corporation, FIRM or person so designated the signatures of the agents so authorized; and each such bank or trust company, institution, corporation, firm or person is authorized to rely upon such certification until written notice of the revocation by the Coordinating Committee of the authority of such agents shall be delivered to such bank, trust company, institution, corporation, firm or person.

ARTICLE X Standing Committees

SECTION 1. There are twelve standing committees of the Religious Corporation. They are:

- A. Adult Education Committee;
- B. Building Committee;

- C. Communications Committee;
- D. Finance and Fundraising Committee;
- E. Human Resources Committee;
- F. Israel Action Committee;
- G. Membership Committee;
- H. Mitzvah Committee;
- I. Ritual Committee;
- J. Social Action Committee; and
- K. Strategic Planning Committee;
- L. Youth Committee.

SECTION 2.1. Statement of Principle. The standing committees are responsible, to the fullest extent possible, and where not otherwise assigned to the Members of the Coordinating Committee, the Volunteer Administrators, and the Rabbi, for the day-to-day operations of the Religious Corporation. Except in cases of emergencies and matters of a confidential nature, the standing committees, solely, are responsible for the initiation and development, and implementation of new policies, programs, or activities.

2.2. Autonomy. Within the scope of their assigned responsibilities, and except as provided below, the standing committees may initiate and develop their own policies, programs, and activities. The standing committees shall refer the matters listed below to the Coordinating Committee for final consideration and approval. The Chairperson of a standing committee shall determine whether a matter should be referred to the Coordinating Committee. Any member of the Religious Corporation aggrieved by the decision of the Chairperson of the standing committee, may appeal the decision to the Coordinating Committee. The aggrieved member shall bring the appeal to one of the officers of the Coordinating Committee not more than two weeks after the decision has been broadcast to Members of the Religious Corporation by the Corresponding Secretary. Except as provided in Article II, Section 7 of these By-laws, the decision of the Coordinating Committee shall be final and is not subject to further appeal. The matters that a standing committee shall refer to the Coordinating Committee are:

- A. Matters that affect the fundamental character of the Religious Corporation,
- B. Expenditure of funds that exceeds the amounts budgeted for routine standing committee operations,
- C. Proposals to affiliate with an outside organization or cause,
- D. Any matter referred to a standing committee by the Coordinating Committee on the understanding that final decision would be left to the Coordinating Committee, and
- E. A proposal to amend these By-laws.

SECTION 3. Committee membership. A standing committee may consist only of members in good standing of the Religious Corporation. A member may join a standing committee at any time. In the event of a dispute as to the membership status of an individual, the Treasurer of the Religious Corporation shall determine whether an individual is a member in good standing of the Religious Corporation. A member aggrieved by the decision of the Treasurer may appeal the decision to the entire Coordinating Committee. The aggrieved member shall bring the appeal to one of the officers of the Coordinating Committee not more than two weeks after the decision of the Treasurer. The decision of the Coordinating Committee shall be final and is not subject to further appeal.

SECTION 4.1. Chairperson. The Chairperson of a standing committee shall be elected to an annual term by a simple majority the members of the standing committee at a meeting of the standing committee. The election shall occur as soon as possible after the meeting of the members in May, but not later than the second meeting of the members.

4.2. The Chairperson of the Religious Corporation shall monitor the process of selection of the Chairpersons for standing committees. If a standing committee is unable to elect a Chairperson for the standing committee, the Chairperson of the Religious Corporation may recruit a member of the Religious Corporation to be the Chairperson of the standing committee from among the members of the standing committee and members of the Religious Corporation who are not currently members of the standing committee. The member chosen by the Chairperson of the Religious Corporation is subject to the election provisions of the first paragraph in this section.

4.3. The chairperson of a standing committee is a member of the Coordinating Committee. Failure to attend or delegate a member of the standing committee to attend more than three consecutive meetings of the Coordinating Committee shall constitute grounds for removal as Chairperson of the standing committee.

4.4. Meetings. The Chairperson of a standing committee shall schedule regular and special meetings of the standing committee and shall announce the date, time, place and agenda of the meeting in compliance with the open meetings requirements of these By-laws and in coordination with the Recording Secretary of the Religious Corporation. Each standing committee shall meet as often as necessary to accomplish its assignments.

SECTION 5.1. Voting. Only a member in good standing of the standing committee may vote on a matter raised at a meeting of the standing committee. Membership in good standing of a standing committee means:

- A. For a member who has been a member of the standing committee for more than 12 months, attendance at not less than 50% of the regularly scheduled meetings of the standing committee over the preceding 12-month period,
- B. For a member who has been a member of the standing committee for less than 12 months, attendance at not less than 70% of the regularly scheduled meetings of the standing committee since joining the standing committee; and
- C. An individual may not vote at the individual's first meeting after joining a committee.

5.2. The Chairperson of the standing committee shall determine whether a member is a member in good standing of the standing committee. Any member of the Religious Corporation aggrieved by the decision of the Chairperson of the standing committee, may appeal the decision to the Coordinating Committee. The aggrieved member shall bring the appeal to one of the officers of the Coordinating Committee not more than two weeks after the Chairperson of the standing committee announced the Chairperson's decision under this section. The decision of the Coordinating Committee shall be final and is not subject to further appeal.

5.3. A standing committee may vote on a proposed policy, program, or activity only if the proposed policy, program, or activity has been announced and decided in compliance with the open meetings requirements of these By-laws. A vote on a proposed policy, program, or activity that is taken in violation of the open meeting requirements is null, void and of no effect. The Chairperson of the standing committee shall determine whether the standing committee is in compliance with the open meetings requirements with regard to a proposed policy, program, or activity. Any member of the Religious Corporation who is aggrieved by the decision of the Chairperson may appeal the decision to the Coordinating Committee. The Coordinating Committee shall determine whether the vote was in compliance with the open meetings requirements. In considering whether the vote was in compliance with the open meetings requirements, the Coordinating Committee may not consider the substantive merits of the matter decided by the standing committee. The decision of the Coordinating Committee on whether the vote was in compliance with the open meetings requirements is final and not subject to any appeal.

5.4. A standing committee may adopt or implement a proposed policy, program, or activity by the affirmative vote of not less than 75% of the members in good standing of the standing committee then in attendance at a meeting.

SECTION 6. Budget. In consultation with the Treasurer of the Religious Corporation, the standing committees shall develop a budget for the committee as soon as possible before the May meeting of the members of the Religious Corporation, but not later than the second meeting. The budget shall cover all anticipated activities and required expenditures for the next fiscal year.

SECTION 7. Adult Education Committee. The Adult Education Committee shall organize and coordinate all adult

education activities.

SECTION 8. B'nai Mitzvah Committee. [REPEALED - SEE SECTION 45 20 BELOW]

SECTION 9. Building Committee. The Building Committee shall develop policies, plans, and procedures regarding the space needs of the Religious Corporation.

SECTION 10. Communications Committee. The Communications Committee shall coordinate and organize internal and external communications.

SECTION 11. Family Activities Committee. [REPEALED - SEE SECTION 45 20 BELOW]

SECTION 12. Finance and Fundraising Committee. The Finance and Fundraising Committee shall organize and coordinate all fundraising and budgeting activities.

SECTION 13. Human Resources Committee. The Human Resources Committee shall propose human resources policies, develop and maintain job descriptions, and coordinate the evaluations of employees and independent contractors.

SECTION 14. Israel Action Committee. The Israel Action Committee shall plan and implement activities about the State of Israel and Israeli culture, history and politics.

SECTION 15. Membership Committee. The Membership Committee shall develop policies and organize membership outreach, orientation, and retention efforts.

SECTION 16. Mitzvah Committee. The Mitzvah Committee shall develop policies and coordinate mitzvah activities.

SECTION 17. Ritual Committee. The Ritual Committee shall develop policies and oversee services and ritual observance with the guidance of the Rabbi.

SECTION 18. Social Action Committee. The Social Action Committee shall coordinate and organize social action initiatives in the wider community.

SECTION 19. Strategic Planning Committee. The Strategic Planning Committee shall develop processes, membership surveys and other means for enhancing the short-term and long-term direction of the Religious Corporation.

SECTION 20. Youth Activities Committee. The Youth Committee shall:

- A. Organize and coordinate all activities involving young people;
- B. Develop policies, and procedures and coordinate activities relating to bar and bat mitzvahs; and
- C. Organize and coordinate all family activities.

ARTICLE XI Rabbinic Committees

SECTION 1.1. Rabbinic Liaison Committee. The Rabbinic Liaison Committee shall consist of three members who shall serve for annual renewable terms. Each member of the Committee shall be a longstanding member of the Religious Corporation with experience serving on other committees. One member of the committee shall also be a member of the Ritual Committee. A member of the Committee may not be an officer of the Religious Corporation and may not be a member of the Rabbinic Oversight and Evaluation Committee.

1.2. The Chairperson of the Religious Corporation shall appoint the three original members of the Committee after the community meeting held in February 2005. After the Rabbi hired by the Religious Corporation after the community meeting held in February 2005 has served as Rabbi for not less than 12 months, upon the expiration of the terms of the members as provided in subsection 1.1 of this section, the Rabbi shall appoint or reappoint one member of the Committee. Thereafter, the Rabbi shall retain the right to appoint or reappoint one member of the

Committee.

1.3. The Committee shall assist the Rabbi in carrying out the Rabbi's duties and shall assist members of the Religious Corporation when issues regarding the Rabbi arise. These will generally be issues of a personal nature.

1.4. The Committee may not be involved in the evaluation of the Rabbi's job performance or address questions of the Rabbi's job description.

1.5. The Committee shall operate in confidence and is not subject the open meeting requirements of these By-laws.

SECTION 2.1. Rabbinic Oversight and Evaluation Committee. The Rabbinic Oversight and Evaluation Committee shall consist of the officers of the Religious Corporation and the immediate past Chairperson(s) of the Religious Corporation. The Chairperson of the Religious Corporation shall serve as the Chairperson of the Committee.

2.2. The Committee shall establish goals for the Rabbi, evaluate the job performance of the Rabbi, solicit and receive feedback on the Rabbi's job performance, and recommend to the Coordinating Committee whether the Rabbi should be offered renewal of the Rabbi's contract and the terms of the renewal.

2.3. In considering whether to offer the Rabbi a renewal of contract, the Committee shall seek input from the Chairpersons of other committees of the Religious Corporation and other persons at the discretion of the Committee.

2.4. A Committee recommendation to the Coordinating Committee to renew the contract of the Rabbi shall include a broad proposal for parameters of the renewed contract.

2.5. The Coordinating Committee may accept or reject the Committee's recommendation to renew the contract of the Rabbi.

2.6. If the Coordinating Committee accepts the Committee's proposal to offer the Rabbi a contract renewal, the Committee shall enter into formal contract negotiations with the Rabbi.

2.7. The Committee shall bring a proposed contract to the Coordinating Committee for its approval.

2.8. The Committee shall operate in confidence and is not subject the open meeting requirements of these By-laws.

ARTICLE XII Volunteer Administrators

SECTION 1. As provided in this section, the Religious Corporation may, as needed, appoint from among the members several Volunteer Administrators to carry out administrative functions that might otherwise be assigned to a committee but that are actually carried out by one or a handful of individuals without a committee meeting.

SECTION 2. Terms and conditions. Each administrative position may be filled by not more than 3 members of the Religious Corporation each of whom shall be appointed by the Chairperson of the Religious Corporation. Volunteer Administrators are not members of the Coordinating Committee, however, service as a Volunteer Administrator shall be treated as equivalent to membership on a standing committee.

SECTION 3. Authority. Within the scope of their responsibilities, Volunteer Administrators shall have the same autonomy, authority, and responsibilities as a standing committee. Volunteer Administrators are not subject to the open meetings requirements of these By-laws, however, a member of the Religious Corporation who feels that a Volunteer Administrator has acted outside the scope of the Volunteer Administrator's authority, which includes failure by the Volunteer Administrator to refer a matter to the Coordinating Committee, may appeal the action or the decision of the Volunteer Administrator to the Coordinating Committee. The decision of the Coordinating Committee is final and not subject to further appeal.

ARTICLE XIII Open Meetings Requirements

SECTION 1. Scope. All decisions on the initiation of a policy, program, or activity of the Religious Corporation

shall be made in compliance with the open meeting requirements of this article. Any decision taken in violation of this article is null, void and of no effect.

SECTION 2.1. Exception. Except as provided below, these open meeting requirements do not apply to matters of an emergency or confidential nature. As applicable, the Rabbi, the Chairperson of the Religious Corporation, and the Chairperson of a standing committee shall decide on their own initiatives, either alone or together in any combination, whether a matter to be decided is of so confidential a nature that it is not subject to these open meeting requirements. The decision is not subject to appeal.

2.2. When the officers of the Religious Corporation or any duly appointed negotiating committee enters into issues of personnel and employment that require confidentiality, they may enter into an executive session consisting exclusively of the voting members of the Coordinating Committee. Minutes of this executive session shall be kept confidentially, and shared only with those in attendance at the meeting. Such executive session should only be resorted to in cases where privacy and confidentiality would be reasonably and routinely expected.

2.3. If a decision that would otherwise be required to be taken in compliance with the open meeting requirements is taken without compliance with these open meetings requirements, the member of the Religious Corporation who made the decision shall report the decision to the Corresponding Secretary as soon after the decision as reasonably possible. The Corresponding Secretary shall inform the members of the Religious Corporation of the decision as quickly as reasonably possible.

SECTION 3.1. Notice requirements. Not less than 2 weeks before each community meeting or meeting of the Coordinating Committee, a standing committee, or special committee, the applicable chairperson shall convey to the Corresponding Secretary the date, time, place and agenda of the meeting. Further, if there are any items on the agenda for the meeting that may be subject to a vote by members of the applicable body, the applicable chairperson shall convey to the Corresponding Secretary the name, address, telephone number, or email address, as applicable, of the member of the Coordinating Committee, standing committee, or special committee to whom a member of the Religious Corporation may direct written comments if said member is unable to attend the meeting.

3.2. As soon as practicable, but not less than 1 week before the meeting, the Corresponding Secretary shall give to the members of the Religious Corporation notice of the information conveyed to the Corresponding Secretary under section 3.1 of this article.

SECTION 4. Conduct of meeting. The chairperson of the body having the meeting shall conduct the meeting according to the rules established for that body, except that any member or associate member of the Religious Corporation who attends the meeting may, without exception, speak at the meeting.

SECTION 5. Voting. As applicable, only members in good standing of the body having the meeting may vote at the meeting.

ARTICLE XIV Miscellaneous Provisions

SECTION 1. Fiscal Year. The fiscal year of the Religious Corporation shall end on the last day of June.

SECTION 2. Notices. Whenever, under the provisions of these By-Laws, notice is required to be given to the officers or other members of the Coordinating Committee or general Member., it shall not be construed to mean personal notice, but unless otherwise specified in the Charter of these By-Law, such notice shall be given in writing, by United States first class mail, by depositing the same in a post office or letter box, postage prepaid, addressed to each officer or other member of the Coordinating Committee, or general Member, at such address as appears in the records of the Religious Corporation, or in default of any other address to such officer of the Coordinating Committee or Member at the general post office in the City of Baltimore, Maryland, and such notice shall be deemed to be given at the time the same shall be thus mailed. Any Member or officer of the Coordinating Committee may waive [sic] any notice required to be given under these By-Laws.

SECTION 3.1. Donations. This section applies only to a donation offered to the Religious Corporation in any form that a has a fair market value of \$100 or greater.

3.2. A member, employee, or independent contractor of the Religious Corporation may not accept a donation on behalf of the Religious Corporation without receiving the prior written consent of the Coordinating Committee. An item is not considered accepted until the Coordinating Committee accepts the item in writing. The Coordinating Committee may indicate the required consent and acceptance by recording the consent and acceptance in the properly recorded minutes of a meeting of the Coordinating Committee.

3.3. Any item accepted under this section becomes the property of the Religious Corporation and shall be under the jurisdiction of the Coordinating Committee or the Coordinating Committee's designee.

ARTICLE XV Indemnification

SECTION 1. Definitions. As used in this Article XV, any word or words that are defined in Section 2-418 of the Corporations and Associations Article of the Annotated Code of Maryland, as amended from time to time, (the "Indemnification Section") shall have the same meaning as provided in the Indemnification Section.

SECTION 2. Indemnification of Members of the Coordinating Committee. The Corporation shall indemnify and advance expenses to a member of the Coordinating Committee of the Corporation in connection with a proceeding to the fullest extent permitted by and in accordance with the Indemnification Section.

SECTION 3. Indemnification of Employees and Agents. With respect to an employee or agent, other than a member of the Coordinating Committee, of the Corporation, the Corporation may, as determined by the Coordinating Committee of the Corporation, indemnify and advance expenses to such employee or agent in connection with a proceeding to the extent permitted by and in accordance with the Indemnification Section.

Administrative History

February 27, 2005 - Revised By-Laws adopted, with amendments.

February 26, 2006 - Amendment to Art. III, Sec. 3 to provide for individual election rather than slate in the case of a contested election. (Source: Berdann email; Bass text agrees)

December 4, 2006 - Amendment to Art. I, Sections 1.2. and 1.3 providing for two community meetings, one in May and one in November. (Source: Berdann email; Bass text agrees; Kleinman records agree)

May 2007 - Amendment to Art. III. Sec. 3 to provide that Officers serve 2 years starting in July. (Source: Berdann email; Bass text agrees; Kleinman records agree)

December 7, 2007 - Amendment to Art. III, Sec. 3 and Arts. IV through VIII and X regarding the timing of the elections. (Source: Berdann email; Bass text agrees; Kleinman records agree)

Date uncertain - Amendment to Art. X, Sec. 1, 8, 11, and 15 combining the B'nai Mitzvah, Family Activities and Youth Activities Committees in the Youth Committee. (Source: Kleinman records)

June 30, 2010 - Amendment to Art. II, Sec. 5 and 6 repealing proxies, allowing for electronic voting, providing for the authority of the Coordinating Committee to decide certain issues (By-laws amendment 1-2010 was proposed at a Community Meeting on June 13, 2010 and was passed by a vote conducted by electronic means)

March 2012 - Proposal made at February 2012 Community meeting which was later passed by electronic vote to amend Article II, Sections 5 and 6 and each Section 1 in Articles IV, V, VI, VII, and VIII to reduce the number of members required for a quorum, reduce the vote required to pass a measure and elect officers of the coordinating committee and to eliminate electronic voting.