

NOTE: Effective as of 20~~21~~0 Annual Meeting, held on June 2~~8~~0, 20~~20~~10 with
~~Amendments Adopted on June 3, 2012 and May 19, 2013~~

BYLAWS
OF AHAVATH ACHIM CONGREGATION

Article I

Name

The name of this Congregation shall be AHAVATH ACHIM CONGREGATION, INC.
(the "Congregation").

Article II

Mission and Vision

~~We are a dynamic, egalitarian, Conservative congregation that inspires our members to
forge strong connections with God, Jewish life, Israel, and our community.~~

We create a vibrant, inclusive, spiritual community that empowers individuals to connect
Jewishly beyond themselves.

We cultivate a Jewish community of purposeful belonging. We inspire and support
spiritual journeys by deepening relationships with one another. We believe it is at the
crossroads of our spiritual paths that life's purpose and God might be found.

Article III

Affiliation

The Congregation shall be affiliated with the United Synagogue of Conservative Judaism.

Article IV

Membership

Section 1. Qualification for Membership. Jewish persons from the age of 18 years
or older may be eligible for membership. A person born of a Jewish mother or who has
been converted to Judaism in a manner accepted by the Senior Rabbi of the
Congregation.

Section 2. Types of Membership. There shall be various types of membership as approved from time to time by the Board of Directors (the "Directors"). The types of membership shall include, but are not, limited to:

- a. Family Membership: Such membership shall be extended to couples (one vote per member spouse or partner) and single parent families (one vote), and shall include the right to vote.
- b. Individual Membership: Such membership shall be extended to single adults who are at least 18 years of age, and shall include the right to vote.
- c. Honorary Membership: Such membership may be conferred upon the Rabbis and Cantor of the Congregation and their spouses, and other deserving persons of the community as determined by the Board of Directors. This membership has no voting rights.
- d. Associate Membership: Such membership may be extended to families or individuals who are members primarily of another synagogue and are in good standing at that synagogue. This membership has no voting rights.

Section 3. Voting Rights; Member in Good Standing. The term "right to vote" shall be defined as one vote per member in good standing. A "member in good standing" shall be defined as a member of the Congregation who is not delinquent in his or her financial obligations to the Congregation, as reasonably determined by the Executive Director.

Section 4. Applications for Membership. Application for memberships shall be made in writing. The Membership Committee shall report to the Board of Directors (on no less than a quarterly basis) the status of membership including the number and type of each new membership as well as the number and type of each departed and/or resigned membership.

Section 5. Acceptance of Membership. The Executive Director will review all applications for membership to ensure eligibility subject to policies and procedures as may be established by the Board of Directors. The decision of the Executive Director may be appealed to the Membership Committee or other ad hoc committee established for that purpose. At least six (6) members of such committee shall be present to constitute quorum and a two-thirds vote of committee members at a meeting where a quorum is present is required to reverse the Executive Director's decision.

Section 6. Suspension of Membership. A member may be suspended or dropped from membership for failure to pay dues or fees for a period of one year without valid cause as reasonably determined by the Executive Director and further subject to such policies and procedures as may be established by the Board of Directors. The decision of the Executive Director may be appealed to the Membership Committee or other ad hoc committee established for such purpose. At least six (6) members or such committee shall be present to constitute a quorum and a two-thirds vote of committee members at a

meeting where a quorum is present is required to reverse the Executive Director's decision.

Section 7. Dues and Assessments. All members shall pay such dues, assessments and other monetary obligations as shall be determined from time to time by the Board of Directors. Individual monetary arrangements will be made by the Executive Director upon request for such consideration and review of financial need. Such arrangements will be held in strict confidence.

Section 8. Privileges of Membership. Members in good standing shall enjoy the following privileges:

- a. To attend and to have a voice in the affairs of the Congregation at any meeting of the Board of Directors, except for meetings held in executive session and subject to policies and procedures established by the Directors.
- b. To have access to information regarding all meetings conducted by the Board of Directors and Board of Trustees (except for meetings held in executive session).
- c. To attend, have a voice in and vote at all meetings of the Congregation;
- d. To hold office in the Congregation, including the position of an officer or a Director or a Trustee;
- e. To participate in all religious services, programs and activities of the Congregation in accordance with rules and regulations established by the Board of Directors and the Senior Rabbi;
- f. To enroll their children in the Religious schools of the Congregation, subject to rules and regulations established by the Board of Directors;
- g. To petition the Board of Directors to have matters placed on its agenda, subject to rules and procedures adopted by the Board of Directors.

Article V

Congregational Meetings

Section 1. Annual Meeting and Notice. The annual meeting of the members of the Congregation shall be held during the month of June each year, on such day as the President shall designate. Notice of the annual meeting shall be given in writing by the President to all members of the Congregation in good standing, not less than twenty (20) days prior to the meeting. At each annual meeting, officers and Directors shall be elected as appropriate.

Section 2. Special Meetings. Special meetings of members of the Congregation may be called by the President whenever the President deems it necessary. In addition, a special meeting shall be called at the written request, signed by at least one hundred members of the Congregation or ten percent (10%) of the voting membership, whichever is less. A request so originating shall state the purposes of the meeting, which shall take place not less than five (5) fourteen business days, nor more than thirty days after being called. If the President fails or is unable to issue a call for this special meeting within fourteen-five (5) business days after being requested to do so, any other Officer shall issue the call.

Section 3. Notice of Special Meetings. Notice of a special meeting of the members of the Congregation shall state the date, time and place of the meeting and the purposes for which it is called. No business shall be transacted at a special meeting except that stated in the call without the ~~unanimous~~ consent of at least two thirds all members present (in person, via conference call, via video conference, or by proxy) at that meeting. Written notice of such special meetings shall be given in the name of the President and mailed and/or e-mailed to all members of the Congregation not less than five (5) business fourteen (14) days before the meeting.

Section 4. Quorum, Voting and Adjournment. At all meetings of members of the Congregation, annual and special, a quorum for the transaction of business shall be one hundred members or ten percent (10%) of the total membership of the Congregation, who are in good standing, whichever is less (present in person, via conference call, video conference or by proxy ~~or absentee ballot~~). Absentee ballots shall not be counted for purposes of establishing a quorum. Except as otherwise specifically provided in these By-Laws, Aa majority vote of those persons present shall be required for approval or ratification of any action required to be taken by the members of the Congregation and to may adjourn the meeting to a date certain and if adjourned the President shall give all members of the Congregation at least fourteen days at least five (5) days prior notice of the newly scheduled meeting.

Section 5. Transmission of Notice. The times of notification as listed in the above sections shall be determined by the date of mailing of the notice. Notices shall be sent as provided in Article ~~XVIII~~ XIX of these Bylaws.

Section 6: Proxy and Absentee Ballot Voting. Proxy and absentee ballot voting shall only be allowed at meetings of members of the Congregation. Presence at any meeting of members of the Congregation may be in person, via video conference, or by proxy. All proxies (i) shall be in writing and signed by the member of the Congregation (facsimile or .pdf are acceptable); (ii) shall designate a member in good standing to whom the proxy is given; (iii) shall be signed by the member giving the proxy; and (iv) shall be delivered to the Vice President in charge of tabulating votes prior to the meeting. No member may hold more than three (3) proxies. Absentee ballots must be signed by the member of the Congregation and received by the Vice President in charge of tabulating votes prior to the

meeting. The Board shall establish such other processes and procedures with respect to absentee ballots which it deems necessary. In no event shall absentee ballots be counted toward a quorum. Under no circumstances shall any member of the Congregation solicit proxies or absentee ballots. Proxy and absentee ballot voting shall not be allowed at any meeting of the Directors or at any committee meeting.

Article VI

Board of Directors

Section 1. Composition of Board of Directors. The Board of Directors (sometimes referred to as the "Board" or the "Directors") shall consist of not less than twenty (20) and not more than ~~thirty (30)~~ twenty nine (29) voting members consisting of the following, all of whom shall be members in good standing:

- a. The elected Officers of the Congregation.
- b. The immediate past President of the Congregation.
- c. The Sisterhood President. (In the event there are co-presidents, they shall designate which one shall vote at any particular meeting)
- d. Fourteen (14) members elected by the Congregation (sometimes referred to as "Elected Directors.")
 - (i) Each year seven (7) Elected Directors shall be elected for a two (2) year term.
 - ~~(ii) During the first year of implementation of these Bylaws, seven (7) Elected Directors shall be elected for only a one (1) year term and the other seven (7) Elected Directors shall be elected for a two (2) year term.~~
 - (iii) No person can be elected to the Board of Directors for more than three consecutive two-year terms; it being the intent that if a Director fills an unexpired term, or is elected to a one (1) year term ~~during the first year of implementation of these Bylaws~~, such shall not constitute part of a consecutive term as provided herein
 - ~~(iii)~~iv) If a vacancy occurs in the position of an Elected Director during his or her term, the Nominating Committee will recommend to the Directors a person(s) to complete the unexpired term. The Nominating Committee shall submit to the Directors, no later than 45 (forty-five) days after the vacancy, name(s) of person(s) selected (each of whom has agreed to serve if approved) to fill the unexpired term, for approval by the Directors. A majority vote of the Directors

at any meeting of the Board of Directors where a quorum is present shall be required to fill the vacancy.

- e. The chairpersons of the Standing Committees, who shall be selected from either the Elected or Appointed Directors.
- f. No more than seven (7) members appointed by the President (sometimes referred to as "Appointed Directors.") provided that these appointees actively serve on either a Standing Committee or an ad-hoc committee; it being the express intent that in no event shall these appointments result in the Board of Directors exceeding more than thirty (30) in number after giving priority to the selection of Directors under Article VI, Sections 1(a) through 1(e). An Appointed Director shall serve a one (1) year term, and any vacancy shall be filled by the President.

~~g. The Co-Chairperson of the Trustees. (As set forth in Article VIII, Section 3 of these Bylaws.)~~

- g. In addition to the voting members of the Board of Directors as set forth in Sections 1(a) through 1(e) of this Article VI, all past presidents of the Congregation shall be non-voting members of the Board of Directors during their lifetime, (sometimes referred to the "Past President Directors"). Except as to voting, the Past President Directors shall enjoy all of the rights and privileges of all other Directors, including the right to participate in any meeting of the Board of Directors held in executive session.

Section 2. Meetings, Quorum and Notice. The Board of Directors shall hold at least ~~six (6) eight (8)~~ meetings during each fiscal year which are to be held either in the synagogue, via conference call, or via video conference, unless the Directors vote to meet in another fashion. elsewhere. A majority of all voting members of the Directors shall constitute a quorum for the transaction of any business at any meeting of the Directors. Once a quorum is established at a meeting of the Board of Directors, a quorum is deemed to continue throughout such meeting. The Agenda for the Directors shall be set by the Officers. The President shall be responsible each year for setting the schedule of all regular meetings within forty-five (45) days after the Annual Meeting, and shall notify the Directors of the schedule of such meetings within ten (10) days thereafter. Notice of any change of any regular scheduled meeting shall be given to the Directors at least ten (10) days prior to such changed meeting date. The dates of meetings of the Board of Directors and the anticipated agenda of such meetings, shall be promptly published to members of the Congregation.

Section 3. Duties and Responsibilities of Directors. The Directors shall govern the affairs of the Congregation except as otherwise provided in these Bylaws. Each Director (except for Past President Directors) shall actively serve on at least one standing committee or an ad hoc committee. Subject to the provisions of these Bylaws, the

Directors shall advocate the mission of the Congregation, establish its broad fundamental policies, protect its financial stability, provide for and protect its physical assets, engage in strategic planning, and ensure the implementation of its policies. Without limiting the generality of the foregoing, the Directors shall:

- a. Have the care, custody and control of the Congregation's property; make and enforce rules and regulations governing the use of the Congregation's property and approve contracts in the name of and on behalf of the Congregation; provided however, that to the extent any contract or the amount of such contract has otherwise been approved in connection with the annual budget or other expenditures, no further approval from the Directors for such contract shall be required, unless the total amount to be paid under the contract exceeds the sum of ~~fifty-one hundred~~ thousand dollars (\$~~5100~~,000.00);
- b. Submit to the general membership of the Congregation for ratification any disposition, sale or encumbrance of real property of the Congregation or any substantial portion of its personal property. Any expenditure of greater than \$500,000.00, exclusive of gifts, grants or bequests for the acquisition of any property, shall be submitted to the general membership for approval;
- c. Have the authority to borrow necessary funds in the name of the Congregation for the purpose of carrying out the normal functions of the Congregation;
- d. Approve the annual budget and estimated income and expenses and all other financial matters relating to the Congregation.
- e. Subject to the provisions of these Bylaws (including Article IX, Section 3), have the authority to hire, retain and terminate the Senior, Associate and/or Assistant Rabbi(s), Cantor(s) or Assistant Cantor(s), other clergy, ~~Educational Director, Religious School Director, the~~ Executive Director and such other ~~key~~-rabbinical or administrative staff, whose annual salary plus benefits exceed \$~~1050~~,000.00 per year. The Directors shall also approve the terms of these ~~se~~ contracts ~~of for their~~ employment;
- f. Have the authority to function through committees as established by these Bylaws or appointed by the President;
- g. Have the authority to accept or reject any gifts, grants or bequests, or to designate the use, designation, or expenditure of any gift, grant or bequest which is not otherwise limited by the grantor of same.

Section 4. Special Meetings of Directors. Special meetings of the Directors shall be called by the President whenever it is deemed necessary. Special meetings may also be called at the written request signed (i) by at least twenty-five percent (25%) of the voting membership of the Directors or (ii) one hundred members or ten percent (10%) of

the voting membership of the Congregation, whichever is less. A request so originating shall state the purposes of the meeting, which shall take place not less than three (3), nor more than fourteen (14) business days after being called. If the President fails or is unable to issue a call for this special meeting within three (3) business days after being requested to do so, then any other Officer or Director shall issue the call.

Section 5. Notice of Special Meetings of Directors. Notice of a special meeting of the Board of Directors shall state the time, date and place of the meeting and the purpose for which it is called. No business shall be transacted at a special meeting except that stated in the call without the unanimous consent of all Directors present either in person, via teleconference, or via video conference (no proxies are allowed) at that meeting provided a quorum is present. Written notice of such special meetings shall be given in the name of the President (or the Director issuing the call for the meeting) and sent to all of the Directors as promptly as possible under the circumstances.

Section 6. Method of Notification. The times of notification as listed in the above sections shall be determined by the date of mailing of the notice. Notification shall be sent in accordance with Article XIX of these Bylaws.

Section 7. Minutes of Meetings. Minutes of all meetings of the Directors (except meetings held in executive session) shall be maintained and indexed in the appropriate minute book of the Congregation. A synopsis of the meetings of the Directors (except meetings held in executive session) shall be timely published to the members of the Congregation.

Section 8. Voting. Each Director, whether Elected or Appointed, shall have one vote. All matters to be voted on by Directors shall require a quorum to be present (either in-person, via teleconference or via audio conference) and the approval by a majority vote of the Directors present and voting at any meeting at which such matters are brought for action, unless these Bylaws, the Articles of Incorporation of the Congregation or Georgia law provides otherwise.

Article VII

Congregational Officers

Section 1. Composition and Term of Officers. The Officers of the Congregation (the "Officers") shall consist of a President, an Executive Vice President, a Vice President of Finance and three other Vice-Presidents, all of whom shall be members in good standing.

- a. The President and the Executive Vice President shall each be elected for a term of two years, and shall not serve consecutive terms in the same office.
- b. The four Vice-Presidents shall be elected pursuant to these provisions as follows:

- (i) Each year, two Vice-Presidents will be elected for a two-year term.
- (ii) No person can be elected to be a Vice-President for more than two consecutive two-year terms; provided however that if a Vice-President fills an unexpired term, such shall not constitute part of a consecutive term.
- ~~(iii) During the first year of implementation of these Bylaws, two (2) Vice-Presidents shall be elected for only a one (1) year term and the other two (2) Vice-Presidents shall be elected for a two (2) year term. The one-year term as served by a Vice-President during the first year of implementation of these Bylaws shall not constitute part of a consecutive term.~~

Section 2. Vacancy of Officers. All Officers shall be elected at the annual meeting of members of the Congregation. However, except as provided below, including subsection 6.d., if a vacancy occurs in any of these offices during a term, the Directors, by a majority vote, will select a person to fill the unexpired term, upon the recommendation of the Nominating Committee. The Nominating Committee shall submit the name(s) of person(s) recommend to fill the unexpired term (each of whom has agreed to serve if approved) no later than forty-five (45) days following the vacancy.

Section 3. Authority and Responsibilities of Officers. The Officers shall have the authority and shall be responsible to make and implement decisions with respect to the day to day management and operations of the Congregation, subject to the provisions of these Bylaws and the final authority vested in the Board of Directors. The Officers shall also have the right to approve and enter into contracts that are consistent with and do not exceed line items approved in the annual budget and subject to the limitations set forth in these Bylaws.

Section 4. Reporting by Officers. The Officers shall report all significant decisions and substantive actions taken on behalf of the Congregation at the next regularly scheduled meeting of the Board of Directors, ahead of "Old Business." All such significant decisions and substantive actions taken by the Officers shall be recorded in the minutes of the meetings of the Directors, and a synopsis of same shall be timely published to the Congregation.

Section 5. Duties of President. The duties of the President shall be:

- a. To preside at the meetings of the Congregation and the Board of Directors;
- b. To enforce these Bylaws and the Articles of Incorporation of the Congregation;

- c. To appoint the chairpersons and members of all the standing committees and all other committees which may be authorized by the Directors unless otherwise provided;
- d. To establish any ad-hoc committees which may be reasonably necessary to carry out the objectives of the Congregation and to appoint the chairpersons and members of those committees;
- e. To sign all official documents and be custodian of all titles, documents, and books of records belonging to the Congregation;
- f. To call special meetings of the Board of Directors or of members of the Congregation in accordance with these Bylaws.†
- g. To have the power to sign all legal or financial documents, notes, conveyances and bonds after proper authorization by the Directors. Such signatures shall have no effect in binding the Congregation unless such instrument is countersigned by one of the other Officers; notwithstanding the foregoing, the President alone shall be authorized to sign checks which are less than \$100.00;
- h. To name a Parliamentarian from any of the voting members of the Board of Directors;
- i. Subject to the provisions of these Bylaws, to assign duties and responsibilities among the four Vice-Presidents.
- j. To serve as delegate, and to appoint additional delegates, to regional and national United Synagogue of Conservative Judaism meetings, and to such other groups with which the Congregation is affiliated.

Section 6. Duties of Executive Vice President. The duties of the Executive Vice President shall be:

- a. To assist the President in the discharge of his or her duties;
- b. To coordinate and supervise any standing or special Committees as directed by the President;
- c. To discharge the duties of the President in case of his or her disability during such disability.
- d. To assume the office of President in case of his or her resignation or other reason for vacancy;

- e. To oversee and ensure the execution of Strategic Planning and goal-setting for the Congregation and the Board of Directors.
- f. To oversee and ensure the review of the Bylaws.
- g. To co-chair the Board of Trustees (as set forth in Article VIII, Section 3).

Section 7. Duties of Vice Presidents.

- a. Subject to the provisions of these Bylaws, the duties of the four Vice-Presidents shall be allocated among them, including overseeing and assisting in the management of (with staff support and committees) programming, operations, financial, education, and administrative areas of the Congregation, along with such other portfolios and duties as the President shall determine are needed from time to time.
- b. One of the Vice Presidents shall be responsible for: (1) preparing, or causing to be prepared, minutes of meetings; (2) authentication records of the Congregation; (3) tabulating votes at meetings, and (4) ensuring minutes of meetings of the Congregation and Directors are timely published to the members of the Congregation, and regularly maintained in an appropriate minute book of the Congregation.
- c. The Vice-President of Finance shall be responsible for overseeing financial matters relating to the Congregation, including the budget, newly established endowment funds and other fiscal issues. The Budget and Finance Committee shall be part of the portfolio of the Vice President of Finance. The Vice President of Finance may also serve as either the chairperson or a co-chairperson of the Budget and Finance Committee, and shall serve as liaison to the Ahavath Achim Congregation Endowment Fund, Inc.

Section 8. Ex-Officio Members of Committees. All Officers shall serve as ex-officio members on all committees with the exception of the Nominating Committee.

Article VIII

Board of Trustees

Section 1. Responsibilities of the Board of Trustees. The Board of Trustees (the "Trustees") is honorary in nature, with both past Presidents and other worthy honorees appointed for life to will advise and counsel the Directors and Officers on all matters within the purview of the Directors and Officers. ~~and carry out such other duties as set forth in~~

~~these Bylaws.~~ In addition, the members of the Board of Trustees shall (i) advocate the mission of the Congregation, (ii) participate in fundraising on behalf of the Congregation, (iii) ~~assist participate~~ in strategic planning and setting annual goals for the Board of Directors, (iv) ~~assist in provide~~ Board development and leadership training, (v) recommend honorees and award recipients of the Congregation, and ~~(ivvi)~~ provide such further assistance as may be requested from time to time by the Officers or the Board of Directors. Further, ~~it is the expectation that~~ members of the Board of Trustees shall have the right to will serve on, and may chair, any Standing or ad hoc committees of the Congregation, including but not limited to search committees and the Nominating Committee, except as otherwise provided in Article XII Section 1.d.

Section 2. Membership of the Board of Trustees. Each past president of the Congregation shall be a member of the Board of Trustees during his/her lifetime. In addition, such other former Directors and/or other synagogue leaders, financial supporters, educators and such others as are deemed appropriate by the Directors, in consultation with the Officers, the Nominating Committee, and the Co-Chairpersons of the Board of Trustees (the "Chairpersons of Trustees"), ~~shall may~~ be appointed for ~~life, one year terms and may be reappointed without limitation.~~ Appointments to the Board of Trustees shall be made by the Board of Directors, by majority vote, at any meeting where a quorum is present. All Trustees shall be members in good standing.

Section 3. Chairperson of Trustees. The Board of Trustees shall have two Chairpersons, One of whom the Co-Chairpersons of Trustees shall be the a past president of the Congregation and ~~shall be elected for a two (2) year term by a majority vote of the Trustees. The the~~ other ~~Co-Chairperson of the Board of Trustees~~ shall be the Executive Vice President of the Congregation. ~~The Chairpersons of Trustees shall not serve consecutive terms.~~ The Chairpersons of the Trustees shall act as the liaison to the Board of Directors, ~~and shall serve as a voting members of the Board of Directors.~~

Section 4. Meetings of the Board of Trustees.

a. — The Board of Trustees shall meet ~~independently from the Board of Directors up to at least~~ two times per year and shall be convened by either of the Chairpersons of Trustees ~~as set forth below,~~ at such times and places as the Chairpersons deems appropriate. The Agenda for the Board of Trustees shall be established by the Chairpersons of Trustees, ~~in consultation with the President.~~

b. — ~~In addition to those meetings set forth in Section 4(a) above, the Board of Trustees shall meet at least two times a year with the Board of Directors, with one of those meetings consisting of the review of the annual budget of the Congregation. The Trustees shall have the right to participate in discussion and debate at any meeting of the Board of Directors, but shall not have the right to vote at such meetings, unless they also hold the position of a voting Director.~~

~~Section 5. — Notice of Meetings. — Voting meetings of the Board of Trustees may be called by either of the Chairpersons of Trustees whenever it is deemed necessary and with at least seven (7) days prior notice to the Trustees. A meeting may also be called at the written request signed by at least twenty-five percent (25%) of the membership of the Board of Trustees. A request so originating shall state the purposes of the meeting, which shall take place not less than fourteen, nor more than thirty (30) days after being called. If the Chairpersons of Trustees fails or is unable to issue a call for this special meeting within seven (7) days after being requested to do so, another Advisor shall issue the call. Notification of all meetings of the Board of Trustees shall be sent in accordance with Article XIX of these Bylaws.~~

~~Section 6. — Quorum and Voting. — At all meetings of the Board of Trustees, a quorum for the transaction of business shall be twenty-five percent (25%) of the Trustees (no proxies are allowed). A lesser number may adjourn the meeting to a date certain and the Chairpersons of the Trustees shall give all members at least seven (7) days prior notice of the newly scheduled meeting. Each Trustee shall have one vote. All matters to be voted on by the Board of Trustees shall require a quorum to be present and the approval by a majority vote of the Trustees present and voting at any meeting at which such matters are brought for action, unless these Bylaws, the Articles of Incorporation of the Congregation or Georgia law provides otherwise.~~

Article IX

The Senior Rabbi

Section 1. Qualifications. The pulpit and position of Senior Rabbi of the Congregation shall be occupied by a Rabbi ordained by a recognized rabbinic institution.

Section 2. Search Committee. When the position of Senior Rabbi (the “Rabbi”) of the Congregation is to be filled, there shall be a committee for the purpose of seeking out qualified candidates and making specific recommendations to the Directors. The committee shall be appointed by the President and shall consist of a minimum of eleven (11) members who are both Directors and non-Directors, and shall reflect the general make-up of the Congregation. ~~In addition, the Board of Trustees shall select two Trustees to serve on the search committee~~ The President shall designate a committee member as Chairperson of the Senior Rabbi Search Committee.

Section 3. Election of Rabbi. The Senior Rabbi shall be elected by the members of the Congregation, upon the recommendation of the Directors ~~and the Trustees~~, at the annual meeting or at a special meeting called for that purpose, by a majority of those ~~present voting~~ (in person, via conference call, via video conference, by proxy or absentee ballot). ~~and voting.~~

Section 4. Authority and Engagement of Rabbi. The contractual terms under which the Senior Rabbi shall be engaged and retained shall be determined by the Directors,

~~with input from the Board of Trustees.~~ The Senior Rabbi shall be the halachic authority and Mara Datra of the Congregation.

Section 5. Responsibilities.

- a. The Senior Rabbi, along with the Directors ~~and Trustees,~~ shall have the responsibility of promoting and implementing the mission and policies of the Congregation. The Senior Rabbi shall seek the advice and guidance of the Directors or of any special committee or committees which may be set up for this purpose to determine the views of the Congregation and the most effective way of discharging his or her duties.
- b. The Senior Rabbi shall advise the Directors in the selection of additional Rabbinical staff, and shall be responsible for supervising the clergy of the Congregation, including assistant or associate rabbis, as well as cantors or assistant cantors.

Section 6. Honorific Titles. Honorific titles and its privileges to rabbis of the Congregation shall be extended by the Board of Directors ~~with approval from the Board of Trustees.~~

Article X

The Cantor

Section 1. Retention of Cantor. The Cantor of the Congregation shall be engaged by the Board of Directors ~~upon consultation with the Board of Trustees~~ under such terms and conditions as are established by the Directors. However, there is no requirement that the Congregation employ or engage a cantor.

Section 2. Search Committee. When the position of Cantor of the Congregation is to be filled, as determined by the Board of Directors, a committee shall be formed for the purpose of seeking out qualified candidates and making specific recommendations to the Directors. The committee shall be appointed by the President and shall consist of a minimum of eleven (11) members who are both Directors and non-Directors and shall reflect the general make-up of the Congregation. ~~In addition, the Board of Trustees shall select two Trustees to serve on the search committee.~~ The President shall designate a committee member as Chairperson of the Cantor Search Committee.

Section 3. Responsibilities of Cantor. The responsibilities of the Cantor shall include, but is not limited to, the management and implementation of the cantorial and the musical programs and activities of the Congregation. The Cantor shall be guided in the performance of his or her duties by the Senior Rabbi and an appropriate committee which the President may appoint for this purpose.

Section 4. Honorific Titles. Honorific titles and its privileges to Cantors of the Congregation shall be extended by the Board of Directors ~~with approval from the Board of Trustees.~~

Article XI

Standing and Ad Hoc Committees

Section 1. Chairpersons and Reporting. After the annual meeting of the Congregation, the President shall appoint and remove the chairs of the Standing Committees and the chairs of such other committees as may be necessary, with the exception of the Nominating Committee as specified in Article XII. All committees shall report their activities to their respective Vice President liaison and to the Directors (either in person or in writing) at each regularly scheduled meeting of the Board of Directors. Appointments of chairpersons of committees shall be for a term of one (1) year.

Section 2. Standing Committees.

- (a) Designation of Standing Committees. The Standing Committees of the Congregation shall include, but are not limited to the following (a) Adult Education and Programs; (b) Youth and Family Education and Programs; (c) Budget and Finance; (d) Operations and Facilities Administration; (e) Religiousity ~~Life~~ and Worship; (f) Communications and Marketing; (g) Membership; and (h) Development.; ~~and (i) Facilities.~~ The Directors, by majority vote, shall have the right from time to time, and as necessary and appropriate to change the name, number and duties of the standing committees; provided, however, that all ongoing needs and functions of the Congregation are met.
- (b) Responsibilities of Standing Committees. The responsibilities of the Standing Committees shall include, but are not necessarily limited to, human resources and development, contract review, administrative support, building and grounds, architectural, museum, fundraising, cemetery, community and social action, governance, strategic planning, and Board development and orientation. Such responsibilities may be carried out through subcommittees of the Standing Committees.

Section 3. Budget and Finance Committee. The Budget and Finance Committee shall make periodic reviews of the financial operations of the Congregation and shall report their findings to the annual meeting of the members of the Congregation and from time to time at regular meetings of the Board of Directors, (but no less than four (4) times per year). It shall present a proposed budget for each new fiscal year to the Directors no later than two months before the close of the then current fiscal year. All expenditures not specifically approved in the budget and which exceed the sum of \$15,000.00 in the aggregate shall be presented to the Budget and Finance Committee prior to a vote of the Board of Directors. Furthermore, in no event shall the annual budget be exceeded by

more than \$245,000.00 in any fiscal year, without such excess expenditure first being presented to the Budget and Finance Committee prior to a vote of the Board of Directors.

Section 4. Ad Hoc Committees and Changes in Standing Committees. The President may, from time to time, designate ad hoc committees as Standing Committees or change the status of a Standing Committee. Any such changes shall be presented to and approved by the Board of Directors by a majority vote at any meeting where a quorum is present. A description of all current Standing and other Committees of the Congregation, members, and duties shall be detailed in the Procedures and Policy Manual described in Article XIII, Section 2 of these Bylaws.

Article XII

Nominating Committee

Section 1. Composition and Selection of Nominating Committee. The Officers and Board of Trustees shall present to the chairperson of the Nominating Committee a description of the needs and interests of the Congregation in order to ensure representation of all demographic groups of the Congregation. The Nominating Committee shall consist of nine members, one of whom shall be the immediate past president of the Congregation and who will serve as its chairperson (the "Chairperson of the Nominating Committee"). It is recommended that persons who serve on the Nominating Committee be persons who are actively involved in the Congregation or are familiar with the operations and programs of the Congregation. The other eight members shall be selected as follows:

- a. Eight ~~Six~~ members of the Nominating Committee shall be elected at a meeting by the Board of Directors on a date designated by the President, but no later than the date of the third meeting of the fiscal year. These members shall be selected from a list of nominees who have either expressed interest in serving on the Nominating Committee or who have had their name submitted by a member of the Congregation, a rabbi or cantor of the Congregation, or the Executive Director. In addition, nominations may be made from the floor of the meeting of the Directors (so long as any such person(s) being nominated from the floor) have agreed to serve if elected. Four of these nominees may be current members of the Directors; the other two of these nominees shall not be current Directors.
- b. ~~In addition, the Board of Trustees shall elect two members to the Nominating Committee who shall not be current Directors. These members shall be elected within thirty (30) days after the Board of Directors elects members to the Nominating Committee as set forth in Section 1.a. above. The members of the Nominating Committee elected by the Board of Trustees shall be selected from the lists of nominees as set forth in Section 1.a. above. In addition, nominations may be made from the floor of the meeting of the Board of Trustees.~~

- be. Selection of all members of the Nominating Committee shall be by a majority of those present and voting. All members of the Nominating Committee must be members in good standing of the Congregation.
- cd. The Chairperson of the Nominating Committee shall have solicited from the Board of ~~Trustees~~ Directors, the Trustees and the Congregation, within 60 days of the new fiscal year, for names of persons desiring and willing to be considered by the Directors for selection to the Nominating Committee. Solicitation of persons to be considered for the Nominating Committee shall be through publication in the various mediums of communication regularly utilized by the Congregation.
- de. In no event shall the Nominating Committee consist of more than two past presidents, including the chairperson. The Chairperson shall be responsible for contacting those elected and confirming their membership on the Nominating Committee. The chairperson of the Nominating Committee is only allowed to vote in the case of tied balloting.

Section 2. Vacancies. Any vacancy in the position of Chairperson of the Nominating Committee during the course of a year shall be filled by the most recent past president who is still a member in good standing of the Congregation, and who is willing and able to serve in that capacity. Any other vacancy on the Nominating Committee during the course of a year shall be filled by the Directors, in a manner consistent with the selection provisions set forth in Subsection 1.a. above.

Section 3. Quorum and Voting.

- a. There must be at least six (6) members of the Nominating Committee present, either in-person, via conference call, or via video conference, to have a quorum of the Committee. All voting in Nominating Committee deliberations shall be by secret ballot. Each candidate must receive a majority vote in order to be nominated to the slate.
- b. The Nominating Committee shall meet throughout the year, evaluate potential leaders, and solicit input from the Board of Directors, the Trustees, the Rabbis, the Executive Director, and the Congregation. A slate of Officers and Elected Directors shall be presented to the Board of Directors no later than the April meeting. The slate of the Officers and Elected Directors shall be sent to the members of the Congregation at least twenty (20) days prior to the Annual Meeting, in accordance with Article XIX of these Bylaws.
- c. Any person serving on the Nominating Committee shall not be eligible to be nominated by that Committee to be on its slate.
- d. Each Nominating Committee shall serve until such time as a new Nominating Committee is selected in accordance with these Bylaws.

- e. ~~The Nominating Committee may also submit names and recommendations to the Officers and Directors of persons to serve on the Board of Trustees.~~

Section 4. Nomination of Officers or Directors by Petition. Additional nominations for Officers or Directors may be made by petition over the signature of at least twenty-five members of the Congregation who are members in good standing, submitted to the President not later than fifteen days prior to the Annual Meeting. Only those persons nominated by the Nominating Committee and those proposed by written petition shall be presented to the Congregation for election.

Section 5. Election of Officers and Directors. The procedure for elections is as follows:

- a. Election of Officers and Elected Directors shall be held at the Annual Meeting, except as otherwise provided in these Bylaws;
- b. ~~Only those present (in person or by proxy) Voting~~ at the Annual Meeting ~~may vote~~ for Officers and Elected Directors may only be by those present (in person, via conference call, via video conference, or by proxy) or by absentee ballot;
- c. Voting shall be by voice vote unless there is more than one nominee for any one office, in which case voting for that office shall be by written ballot, and shall require a majority vote. If there is no majority on the first ballot, there shall be a run-off between the two nominees receiving the most votes; and
- d. Officers and Elected Directors shall assume their duties following the close of the meeting at which they are elected.

Section 6. Qualifications to Serve as Officer and Director. No person shall be nominated for, eligible to be nominated, elected or appointed as a member of the Directors or as an Officer unless they are a member in good standing of the Congregation.

Article XIII

Parliamentary Practice and Behavior: Policies and Procedures

Section 1. Rules of Order and Behavior. The current edition of "Roberts Rules of Order Newly Revised" shall be the standard for parliamentary procedure in this Congregation in the absence of any other rule or law governing the procedure in a particular situation. As Conservative Jews, ethical and moral behavior is imperative and values of *derech eretz* and *kavod*, mutual respect and honor, take precedence in guiding our discussions and deliberations.

Section 2. Policies and Procedures. The Executive Director shall maintain and regularly update a policy and procedural manual, which sets forth policies and procedures adopted by the Board of Directors with respect to operational, membership and administrative matters relating to the Congregation, which shall include, but is not limited to, dues, religious school, seats and cemetery plots. Such policies and procedures shall not be inconsistent with these Bylaws. Furthermore, such policies and procedures shall not abrogate any contractual rights of members of the Congregation. The Board of Directors shall have the authority to promulgate any rules or procedures with respect to the operation of the Board of Directors not inconsistent with these Bylaws.

Section 3. Removal from Office. An Officer or Director may be removed from office upon a finding by a two-thirds vote of the Board of Directors, with a quorum being present, for the reasons set forth in Subsection 3(a) below, and in accordance with the following procedure.

- a. The Officer or Director may only be removed from office in the event of (i) theft from the Congregation; (ii) gross negligence of his or her duties to the Congregation; (iii) incompetence in fulfillment of his or her duties to the Congregation; (iv) conviction of a crime of moral turpitude, which in the reasonable judgment of the Board of Directors, is likely to have a material impact on the performance of his or her duties.
- b. An ad hoc committee (the "Investigation Committee") shall be appointed by the President or Executive Vice President if the President is the Officer sought to be removed from office. The Investigation Committee shall consist of five people, comprised of one Director, one Officer, ~~one member of the Board of Trustees~~, and ~~three~~ ~~two~~ members of the Congregation. The Investigation Committee shall determine whether reasonable grounds exist for removal from office, by a majority vote of all members of the Investigation Committee. The Officer or Director sought to be removed shall have the right to present any evidence or other information to the Investigation Committee, which he or she deems appropriate.
- c. The Investigation Committee shall present their findings to a meeting of the Board of Directors to be held in executive session. The officer or Director sought to be removed from office shall have the right to present any information or evidence he or she deems appropriate to the Board of Directors concerning the alleged grounds for removal.
- d. If the Investigation Committee finds that reasonable grounds exist for removal from office, the Board of Directors shall vote whether to remove such Officer or Director. The vote shall be conducted by secret ballot. The Officer or Director sought to be removed from office shall not be entitled to vote.

Article XIV

Review and Amendments

Section 1. Periodic Review. These Bylaws shall be periodically reviewed at least every five (5) years by a committee appointed by the President and chaired by the Executive Vice President.

Section 2. Amendments. Any proposal to amend one or more Sections of these Bylaws shall first be presented to the Board of Directors for its consideration and recommendation. In the event the Board of Directors fails to recommend the proposed Amendment, then the Amendment may be proposed to the Congregation by petition, signed by at least one hundred (100) members or ten percent (10%) of the voting membership of the Congregation, whichever is less. If the Amendment is recommended by the Directors or petitioned by members of the Congregation, it shall then be voted on at the next annual or special meeting of the Congregation with proper notice to the membership. This notice to the membership stating the proposed changes must be given not less than fourteen business days in advance of said meeting. If two-thirds of the members present voting (in person, via conference call, via video conference, or by proxy) or absentee ballot ~~vote~~ in favor the proposal (a quorum being present), it shall be adopted.

Article XV

Endowment Funds

Section 1. Endowment Entities. In addition to any current Endowment Funds of the Congregation, the Directors may establish such other Endowment Funds from time to time as appropriate. These Funds may be established as separate legal entities or may be separately administered funds of the Congregation. Endowments held by a separate legal entity shall be established as a nonprofit institution under Georgia law and qualifying as a tax-exempt charitable entity under the United States Internal Revenue Service code. Such entities shall establish their own boards of directors consisting of no fewer than three individuals, at least one of whom shall be appointed by the President of the Congregation. Such separately incorporated entities shall govern such endowments so as to fulfill their respective purposes in support of the mission of the Congregation. Acceptance of all endowment funds and their purposes and restrictions shall be subject to a majority vote of the Directors.

Section 2. Endowment Allocations and Purposes. It shall be the responsibility of the Directors to request allocations from Endowment Funds consistent with each Fund's stated purpose. All Endowment Funds shall be designated either restricted or unrestricted in conformity to generally accepted accounting practices. The financial status and activity of each shall be reported to the Directors no less frequently than twice per year by the Vice President of Finance. The Vice President of Finance of the

Congregation shall be responsible for maintaining complete records of each endowment setting forth its principal donors and stated purpose(s).

Article XVI

Indemnification

Section 1. Indemnification. The Congregation shall indemnify and hold harmless to the fullest extent allowed under Georgia law, any Officer, Director or Trustee who shall be made a party or threatened to be made a party to any lawsuit or other legal proceeding, or against judgments rendered or liability incurred or amounts paid in settlement in connection with any such suit or legal proceeding (including all costs, fines and attorneys' fees) so long as the claim of liability arises from actions taken in good faith by said Officer, Director or Trustee in the course of and within the scope of his or her authority as an Officer, Director or Trustee. However, an Officer, Director or Trustee shall not be entitled to indemnification if the claim arises out of conduct which was fraudulent or in willful disregard of, the policies of the Congregation or the duties of such Officer, Director or Trustee. Any Officer, Director or Trustee seeking indemnification hereunder shall promptly notify the Board of Directors upon being made a party to any proceedings or upon notice of any potential claim.

Section 2. Non-Exclusivity of Rights. The right to indemnification conferred in this Article XVI shall not be exclusive of any other right which any person may have or hereafter acquire under any statute, the Congregation's Articles of Incorporation, the Bylaws or any agreement which is entered into by the majority vote of disinterested Directors.

Section 3. Insurance. The Congregation shall maintain insurance, at its expense, to protect itself and any Director, Officer, Trustee, employee, or agent of the Congregation or another corporation, partnership, joint venture, trust, or other enterprise against any expense, liability, or loss, whether or not the Congregation would have the power to indemnify such person against such expense, liability, or loss under Georgia law.

Article XVII

Past Presidents Council

~~**Subsection 1.** There shall be a council of all past presidents of the Congregation (the "Past Presidents Council"), one of whom shall serve as chairperson of the Council.~~

~~**Subsection 2.** The Past Presidents Council shall recommend and otherwise act in an advisory capacity on matters referred to it by the President, or as to any matter which the Council deems appropriate.~~

~~Subsection 3. The President shall keep the Past Presidents Council regularly informed as to all matters affecting the Congregation.~~

Article XVIII

Dissolution

The Congregation may vote to dissolve the Congregation upon a vote of two-thirds of the members ~~being present voting~~ (in person, via conference call, video conference, by proxy) or absentee ballot and voting in favor of dissolution, a quorum being present. A vote to dissolve the Congregation may be voted on at any annual or special meeting of the Congregation and the notice of such meeting shall specifically provide that a vote concerning dissolution will be taken. In the event of the dissolution of the Congregation, and after paying or making provision for the payment of all the liabilities of the Congregation (including adequate perpetual care of any cemetery), the Directors shall dispose of all the assets of the Congregation in such a manner and for such purposes as may be determined in accordance with a majority vote of the members of the Congregation, which shall be taken at the meeting called for the purpose of dissolution. Such purposes may (but shall not be required to) be for the use by another Congregation organized and operating for the same purposes as this Congregation, or to another corporation, fund, or foundation organized for religious, charitable or educational purposes.

Article XVIII

Notices

Notice of the annual and any special meeting of the Congregation, or any special meeting of the Board of Directors called by members of the Congregation, shall be sent by either first class mail (USPS), ~~or unless a member of the Congregation elects to receive notices electronically.~~ If a member does not have an e-mail address the notice shall be sent USPS. Any other notices required to be given by these Bylaws may also be given by either first class mail or electronic delivery unless otherwise specifically required by law or these Bylaws. The times of notification shall be determined by the date of mailing of the notice. Electronic notification shall be considered mailed on the date sent. Any Director or ~~Advisor~~Member may request, in writing that notices be sent by first class mail (USPS), instead of electronically.

Article XIX

Adoption

These Bylaws were initially adopted by a vote of a least two-thirds members of the Congregation present at a special meeting held on March 24, 2010, and were

subsequently Amended by amendments Adopted on June 3, 2012, May 19, 2013, and June 28, 2020.

~~shall be effective as of the Annual meeting of the congregation beginning in the 20210—20211 fiscal year.~~