



BYLAWS

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ARTICLE I – Name

The name of the corporation shall be Congregation Sha'arei Israel, Inc. (the "Synagogue").

ARTICLE II – Offices

The principal office of the Synagogue in the State of North Carolina shall be located at 7044 Falls of Neuse Road, Raleigh, NC 27615, or at such other place as shall be lawfully designated by the Board of Directors ("Board"). The Synagogue may have such other offices, either within or without the State of North Carolina, as the Board may designate or as the affairs of the Synagogue may require from time to time.

ARTICLE III – Mission

The mission statement of the Synagogue is to be a vital, caring, spiritual home, strengthened by our connection to Orthodox Judaism, Israel, and the greater community and to develop and enrich our unique Jewish identities through ritual, celebration, education, and social action. The aims and purposes of this Synagogue are to be carried out through any and all lawful activities, including others not specifically stated in the Articles of Incorporation of the Synagogue ("Charter") but incidental to the stated aims and purposes, provided that any such activity shall conform to any applicable restrictions or limitations set forth in the Synagogue's Bylaws.

It is intended that the Synagogue be operated so that it might qualify at any time as an organization exempt from federal income tax under Sections 501(a) and 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provisions of any future United States Internal Revenue Law (referred to herein as the "Code"), that it will qualify at all times as an organization to which deductible contributions may be made pursuant to Sections 170, 642, 2055 and 2522 of the Code, and that it will qualify as other than a private foundation described in Section 509 of the Code. The Synagogue is a religious corporation within the meaning of Section 501(c)(3) of the Code. No part of the net earnings or the property of the Synagogue shall inure to the benefit of or be distributable to, its Directors, officers, members or other private individuals or persons, except that the Synagogue shall be authorized and empowered to pay reasonable compensation for goods and services rendered and to make payments in furtherance of the purposes set forth in the paragraph just above. The Synagogue shall not carry on propaganda or otherwise attempt to influence legislation in any manner which is not permitted under the Code.

ARTICLE IV – Members

4.01 Membership

(a) Any Jewish person age 18 or older shall be eligible for membership.

(b) There shall be the following types of membership:

(i) Family Membership. Such membership shall be extended to all households of either:

- a. two married adults provided that at least one of whom meets the requirements of Section .01(a) of this Article above and the two Adults do not have a parent/child relationship with each other;
- b. one female adult who meets the requirements of Section .01(a) of this Article;

and

any children of the female adult who are under the age of 18 living in the household or who are students whose permanent residence is still with the Adult(s).

- c. one male adult who meets the requirements of Section .01(a) of this Article;

and

any children of the male adult born of a Jewish mother or converted under Jewish law (*halakhah*) as determined by the Rabbi who are under the age of 18 living in the household or who are students whose permanent residence is still with the Adult(s)..

An Adult who does not meet the requirements of Section .01(a) of this Article above shall be eligible for participation in Synagogue activities to the extent permissible under Jewish law (*halakhah*) in the Rabbi's determination, and shall be permitted to serve as a member of all committees of the Synagogue, other than the Ritual Committee, but shall not be eligible to serve as a member of the Board nor as an officer of the Synagogue nor a Committee Chair.

(ii) Single Membership. Such membership shall be extended to individuals who meet the requirements of Section .01(a) of this Article and each shall be entitled to one vote on all membership votes of the Synagogue. Such membership shall be extended only to an individual without children who are under the age of 18 living in the household or who are students whose permanent residence is still with the individual member. Single Membership shall not be available to an individual whose spouse meets the requirements

- of Section .01(a) of this Article above.
- (iii) Retired Membership. Such membership shall be extended to a household of up to two married individuals one of whom is over the age of 65 and not working.
 - (iv) Associate Membership. Such membership shall be extended to households that would eligible for membership but are already a member in good standing at another synagogue in the area.
 - (v) Professional Membership. Such membership shall be extended to the Rabbi(s) and other Jewish professionals as designated by the Board and their other head of household. They are entitled to all membership privileges, but are not entitled to a vote on membership votes of the Synagogue. Professional members may not be elected as members of the Board.
 - (vi) Other Memberships. Other categories of membership may be determined by the Board from time to time.

(c) Applications for membership shall be made in writing to the Membership Committee, which shall report on each application to the Board for appropriate action.

(d) A majority vote of the members present at a regular or special meeting of the Board shall be required to elect an applicant to membership.

(e) All members shall pay dues, fees, and assessments as shall be determined from time to time by the Board.

(f) If (a) any member ceases to continuously meet the qualifications for membership as described in Section .01 of this Article above including but not limited to the failure to pay dues for a period of one year, (b) attempts to transfer such member's membership to another person or entity in contravention of the Article entitled TRANSFER AND ASSIGNMENT OF INTEREST of these Bylaws, or (c) engages in any pattern of action, statement, or conduct which is contrary to the best interests of the Synagogue as determined by a vote of sixty-six and two-thirds percent (66 2/3%) of the Board, such member's membership shall be automatically terminated and all membership privileges of the terminated member shall cease as of the date of a written notice to such member setting forth such member's termination from the Synagogue. A member may resign at any time, but such resignation does not relieve the member from any obligations the member may have to the Synagogue.

4.02 Privileges of Membership.

(a) Except as noted in Section .01 of this Article above, members in "good standing" as determined by the Board (A member "in good standing" is considered to be one whose dues and assessments are paid or arrangements have been made to be paid and the member is current on those arrangements.) shall enjoy some or all of the following privileges depending on the type of membership as determined by the Board:

- (i) To attend all meetings of the Synagogue;
- (ii) To vote at all membership meetings as specified above, one vote per

- household;
- (iii) To hold office or be a member of the Board as specified above;
- (iv) To participate in religious services in the Synagogue;
- (v) To reserve high holiday seats;
- (vi) To enroll their children in the Religious School of the Synagogue, subject to applicable rules and regulations established by the Board;
- (vii) To use the Synagogue's facilities for any religious ceremony, subject to applicable rules and regulations established by the Board, including use of the Mikvah;
- (viii) To receive Synagogue communications such as mailings and emails;
- (ix) To receive discounts on Synagogue programs as may be offered to members from time to time.

4.03 Annual Meeting

The annual meeting of the members shall be held at such time and at such place as may be determined from time to time by the Board for:

- (i) the appointment of the Board consistent with the Charter and the Article entitled BOARD OF DIRECTORS of these Bylaws,
- (ii) the reporting on the activities and financial condition of the Synagogue, and
- (iii) the transaction of such other business as may lawfully come before the meeting.

At least ten (10) days, but not more than two (2) months, prior notice (written or electronic) of place and purpose (including an agenda) for which the meeting is called shall be given by the Secretary of the Synagogue to the members.

4.04 Special Meetings

Special meetings of the members shall be called by a vote of the Board, at the request of the President of the Synagogue ("President"), or the vote of ten percent (10%) or more of the members based on the list of members on the most recent first day of Rosh Hashanah. Said requests shall state the reason for and the purpose of the meeting. In the event that the President fails to issue a call for the special meeting within five (5) days after being requested to do so, any other officer may issue such call. No business shall be transacted at a special meeting except for the purposes stated in the call. At least ten (10) days, but not more than two (2) months, prior notice (written or electronic) of place and purpose (including an agenda) for which the meeting is called shall be given by the Secretary of the Synagogue to the members.

4.05 Matters Requiring Consent of the Members

Unless otherwise stated in the Charter or these Bylaws, all matters presented to the members for approval or consent shall require the vote of a majority of those present in person or by proxy at a meeting of the members. The following matters affecting the

Synagogue shall require the approval of a majority of all the members, present or not present at a meeting:

- a) The sale of all or substantially all of the assets of the Synagogue; or
- (b) The merger, dissolution or consolidation of the Synagogue.

4.06 Quorum

Members entitled to vote may take action on a matter at any annual or special meeting only if a quorum exists with respect to that matter. Unless the **Charter** or these Bylaws impose other quorum requirements, 10% of the votes entitled to be cast on the matter, represented in person or by written proxy, shall constitute a quorum for action on that matter. Once a member is represented for any purpose at a meeting, he or she shall be deemed present for quorum purposes for the remainder of the meeting and for any adjournment of that meeting. A lesser number may adjourn the meeting to some future time, not less than fifteen (15) nor more than thirty (30) days from the date thereof, and the Secretary shall thereupon give at least five (5) days notice, by mail, of such adjourned meeting, to all members of the Synagogue.

4.07 Proxies

Members who are entitled to vote may vote at any annual or special meeting by proxy in writing, which shall be filed with the Secretary of the meeting before being voted. A proxy may be held and voted only by another qualified member. Such proxy shall entitle the holders thereof to vote at any adjournment of such meeting, but shall not be valid after the final adjournment thereof. No proxy shall be valid after the expiration of eleven months from the date of its execution unless the member executing it shall have specified therein the length of time it is to continue in force, which shall be for some limited period.

4.08 Non-liability of Members.

The members shall not be personally liable for the debts, liabilities or obligations of the Synagogue.

ARTICLE V – TRANSFER AND ASSIGMENT OF INTEREST

5.01 Transfer and Assignment of Interests.

No member shall be entitled to transfer, assign, convey, sell, encumber or in any way alienate all or any part of his or her membership interest (collectively, "transfer") except with the approval of the Board.

5.02 Substitution of Members.

A transferee of a membership interest shall have the right to become a substitute member only if consent is given by the Board.

5.03 Transfers in Violation of this Agreement.

Upon a transfer in violation of this Article, such transfer shall be null and void and of no force or effect, the transferee shall have no rights to exercise any rights as a member, and the member that attempts to transfer its membership interest in the Synagogue shall cease to be a member in accordance with Section .01 of the Article entitled MEMBERS of these Bylaws above.

ARTICLE VI- BOARD OF DIRECTORS

6.01 Powers

Subject to the limitations of the Charter, these Bylaws, and the North Carolina Nonprofit Corporation Act, all powers of the Synagogue shall be exercised by or under authority of, all property of the Synagogue shall be controlled by and all affairs of the Synagogue shall be conducted and managed by, the Board. The primary function of the Board shall be to establish corporate policies for the direction of the committees, if any, the officers and the management of the Synagogue and to formulate the basic rules and regulations governing the operation and management of the Synagogue. The Board may delegate the management of the activities of the Synagogue to any person or persons, the officers, a management company, or committees however composed, provided that the activities and affairs of the Synagogue shall be managed and all corporate powers shall be, subject to the above limitations, exercised under the ultimate direction of the Board. Without prejudice to such general powers, but subject to the same limitations, it is hereby expressly declared that the Board shall have the following powers, subject only to any reserved powers vested solely in or jointly with the members, in addition to the other powers enumerated in these Bylaws

- (a) The power to select and remove all officers, agents and employees of the Synagogue; prescribe powers and duties for them as may not be inconsistent with law, the Charter or these Bylaws; and fix their compensation;
- (b) The power to conduct, manage and control the affairs and activities of the Synagogue and to make such rules and regulations not inconsistent with law, the Charter or these Bylaws, as they may deem best;
- (c) Except as restricted by Section .05 of the Article entitled MEMBERS of these Bylaws above, the power to borrow money and incur indebtedness for the purposes of the Synagogue, and to cause to be executed and delivered, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges or other evidences of debt and securities; and
- (d) The power to carry on a business and apply any revenues that result from the business activity to any activity in which it may lawfully engage.

6.02 Number, Qualification, and Term

There shall be eight (8) members of the Board ("Director" or "Directors"). Directors shall be individuals whom are members in good standing of the Synagogue. All Directors shall have equal and full voting responsibilities as members of the Board. The composition of the Board shall be as follows:

- (a) Seven (7) Directors to be elected by the members for a term of one (1) year.
 - a. Four (4) of these seven Directors shall be the officers (President, Vice-President, Secretary, and Treasurer).
- (b) The Rabbi shall be a Director.

The Religious School Director shall serve as an ex-officio member without voting rights.

6.03 Election

The members shall elect the Directors by a plurality vote at the annual meeting to serve for the terms as set forth in Section .02 of this Article above. The Directors shall be elected from individuals placed on the ballot list by _____ and other individuals nominated in writing by at least _____ members submitted before the vote is taken to elect Directors. All nominees shall have accepted their nominations prior to being submitted to the members.

This list, along with a statement of procedure for submitting additional nominations, shall be distributed to the members prior to the meeting. Upon the date set for the meeting, the members shall vote on all nominated candidates either by casting a vote in person at the meeting or by proxy as provided in Section .07 of the Article entitled MEMBERS of these Bylaws. If a quorum of the members is not established pursuant to Section .06 of the Article entitled MEMBERS of these Bylaws, a majority of the members so represented may adjourn the meeting from time to time without further notice so long as the new date, time or place is announced at the meeting before adjournment. Notice of the adjourned meeting, however, must be given if a new record date for the adjourned meeting must be fixed under applicable law.

6.04 Resignations and Vacancies

Any Director may resign at any time, effective upon giving written notice to the President, the Secretary, or the Board, unless the notice specifies a later time for the effectiveness of such resignation. If the resignation is effective at a future time, a successor may be appointed before such time to take office when the resignation becomes effective. Resignation as a Director of the Synagogue shall also constitute resignation as an officer and as a member of all Committees of the Board.

All vacancies on the Board, including those existing as the result of the removal of a Director, will be filled by the Board. Each Director appointed to fill a vacancy shall hold office until the expiration of the term of the replaced Director and until such replacement Director's successor has been appointed and qualified.

A vacancy or vacancies shall be deemed to exist in the case of the death, resignation or removal of any Director.

6.05 Removal

All Directors shall serve at the pleasure of the members. Any Director may be removed at any time without cause if the number of votes cast to remove the Director would be sufficient to elect the Director at a meeting to elect Directors at any regular or special meeting of the members. A Director elected by members may be removed by the members only at a meeting called for the purpose of removing the Director and the

meeting notice must state that the purpose, or one (1) of the purposes, of the meeting is removal of the Director. The Board of the Synagogue may remove a Director without cause who has been elected by the Board by the vote of two thirds (2/3) of the Directors then in office. In the event any one or more of the Directors shall be so removed, new Directors may be appointed to fill the unexpired term or terms of the Director(s) so removed in accordance with Section .04 of this Article above.

6.06 Compensation and Out-of-Pocket Expenses.

The Board may, by resolution, authorize reimbursement of expenses incurred in service of the Synagogue. Such authorization may prescribe the procedure for approval and payment of such expenses by Directors and designated officers of the Synagogue. Nothing shall preclude a Director from serving the Synagogue in any other capacity and receiving compensation for such services.

ARTICLE VII – MEETINGS OF THE BOARD

7.01 Place of Meetings.

All meetings of the Board shall be held at the principal office of the Synagogue or at such other place as may be designated for that purpose in the notice of meeting or, if not stated in the notice, by resolution of the Board.

7.02 Annual Meetings

The annual meeting of the Board shall be held at such time and at such place as may be determined from time to time by the Board. The purpose of the annual organization meeting shall be for organization, election of officers, and the transaction of such other business as may properly be brought before the meeting.

7.03 Regular Meetings

Regular meetings of the Board shall be held at such dates, times and places as the Board shall specify; provided, however, that should specified date fall upon a holiday observed by the Synagogue at its principal office, then said meeting shall be held at the same time on the next day thereafter which is a full business day. No notice of any regular meeting of the Board need be given if the Board has so fixed the time and place of such meetings.

7.04 Special Meeting.

Special meetings of the Board may be called for any purpose at any time by the President, Chairman of the Board, or in writing by 1/3 of the Directors.

7.05 Notice Requirements

Regularly scheduled meetings do not require notice. Notice of annual meetings and of any special meetings, setting forth the place and the day and hour of the meeting, shall be given to each Director, by any usual means of communication not less than calendar (5) calendar days if sent by mail and two (2) calendar days before the meeting if delivered by electronic means to each Director. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, with postage thereon prepaid. If notice is by electronic means, such notice shall be deemed to be delivered when the transmission is confirmed. Neither the business to be transacted at, nor the purpose of, any regular or special meeting need be specified in the notice or any waiver of notice of such meeting, unless specifically required by law or these Bylaws

7.06 Waiver of Notice

A Director's attendance at or participation in a meeting waives any required notice of the meeting unless the Director at the beginning of the meeting (or promptly upon his arrival) objects to holding the meeting or transacting business at the meeting and does not thereafter vote for or assent to action taken at the meeting. Whenever the Board is authorized to take any action after notice to any person or persons, or the lapse of a prescribed period of time, the action may be taken without such requirements if at any time before or after the action is completed the person or persons entitled to such notice or entitled to participate in the action to be taken submit a signed waiver of notice or of such requirement.

7.07 Quorum

At all meetings of the Board, 1/2 of the total Directors then in office shall constitute a quorum for the transaction of business. When a quorum is once present to organize the meeting, it is not broken by the subsequent withdrawal of any of those present, and a meeting may be adjourned despite the absence of a quorum.

7.08 Voting of Directors

The vote of a majority of the Directors at a meeting at which a quorum is present shall be the act of the Board, unless a vote of a greater number is required by law or by these Bylaws. At all Board meetings, each Director shall have one vote. Vote by proxy will not be allowed.

7.09 Presumption of Assent

A Director who is present at a meeting of the Board shall be presumed to have concurred in any action taken at the meeting unless he objects at the beginning of the meeting (or promptly upon his arrival) to holding it or transacting business at the meeting, and his dissent or abstention from the action taken is entered in the minutes of the meeting, or he delivers written notice of his dissent or abstention to the presiding officer of the meeting before its adjournment of the meeting. The right of dissent or abstention is not available to a Director who votes in favor of the action taken.

7.10 Action by Consent

Action required or permitted under North Carolina law to be taken at a Board meeting may be taken without a meeting. If all Directors consent to taking such action without a meeting, the affirmative vote of the number of Directors that would be necessary to authorize or take such action at a meeting is the act of the Board. The action must be evidenced by one (1) or more written consents describing the action taken, signed in writing or electronically by each Director, and included in the minutes filed with the corporate records reflecting the action taken. Action taken is effective when the last Director signs the consent, unless the consent specifies a different effective date.

7.11 Participation in Meetings by Conference Telephone

Directors may participate in a meeting of the Board through the use of conference telephone or similar communication equipment, as long as all Directors participating in such meeting can hear one another. Participation in a meeting pursuant to this Section constitutes presence in person at such meeting for all purposes, including determining whether a quorum exists.

ARTICLE VIII – OFFICERS

8.01 Officers

The Synagogue shall have a President, a Vice President, a Secretary, and a Treasurer and such other officers as are elected. One person may be elected to more than one office, except that the offices of President and Secretary may not be held by the same person. Officers shall be individuals, members in good standing of the Synagogue, and shall be serving, or shall have previously served, as a Director.

8.02 Election

All officers shall be elected or appointed at the annual meeting of the members. Vacancies may be filled or new offices created and filled at any meeting of the Board.

8.03 Subordinate Officers

The Board may elect or authorize the appointment of such officers other than those described in Section .01 of this Article above, as the business of the Synagogue may require, each of whom shall hold office for such period, have such authority and perform such duties as are provided in these Bylaws or as the Board from time to time may authorize or determine.

8.04 Term of Office

The President and all Vice-President shall be elected for terms of one (1) year and may be re-elected for one (1) additional one-year term; they may be reelected to the same office only after a two-year interval. The Secretary, Treasurer, and any other officer shall be elected for terms of one (1) year and may be re-elected for up to three (3) additional one-year terms; thereafter, they may be re-elected to the same office only after a two-year interval. Each officer shall hold office until the expiration of the term for which he is elected and thereafter until his successor has been elected or appointed and qualified, except where removed from office as hereinafter provided. A vacancy in any office because of death, resignation, removal, disqualification or otherwise may be filled by the Board for the unexpired portion of the term.

8.05 Duties

All officers as between themselves and the Synagogue shall have such authority and perform such duties in the management of the Synagogue, in addition to those described in these Bylaws, as usually appertain to such officers of corporations not for profit, except as may be otherwise prescribed by the Board. The following specific authority and duties are set forth:

- (a) President. The President shall be the chief executive officer of the Synagogue. Within the policies and objectives prescribed by the Board he shall establish

operating procedures for, and administer and direct, all aspects of the Synagogue's operating activities. In addition, he shall have the power to execute documents where by law the signature of the President is required. In general, he shall have all powers and shall perform all duties usually vested in the office of the president and chief executive officer of a corporation, subject to the right of the Board to delegate powers to other officers or Committees of the Board, except those powers which may be exclusively conferred by law upon the office of the President. In addition, it shall be the function of the President:

- (i) To preside at all meetings of the Synagogue and of the Board;
- (ii) To call all the meetings of the Synagogue and of the Board;
- (iii) To sign all agreements, contracts, deeds, bonds, mortgages, and other documents for the Synagogue, pursuant to appropriate resolutions by the Synagogue or the Board, if necessary.
- (iv) To designate at his discretion the Executive Director to countersign all checks, vouchers and notes, together with the Treasurer, as may be directed by the Synagogue or Board, or any two of the President, Executive Director, or Treasurer.
- (v) To appoint all Standing Committee chairpersons and any other special committees as deemed necessary. The President shall be an ex-officio member of all such committees, without the right to vote
- (vi) To enforce the Charter and Bylaws of the Synagogue and perform all the duties incident to the position and office.
- (vii) To present a report of the state of the Synagogue at each annual meeting of the Synagogue.

- (b) Vice President. In the absence or disability of the President, the Vice Presidents, in their order, shall perform all duties of the President, and when so acting shall have all of the powers and be subject to all of the restrictions upon the President. The Vice Presidents shall have such other powers and perform such other duties as from time to time may be prescribed, respectively, by the Board and these Bylaws. They shall be ex-officio members, without the right to vote, of such Standing Committees of the Synagogue as is set forth in the Bylaws. They shall serve as liaison officers between these Standing Committees and the Board.
- (c) Secretary. The Secretary of the Board shall keep minutes of the meetings of the Synagogue and the Board in electronic or hard copy form with instruments (computer media or books) provided for that purpose; see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; carry on all correspondence of the Synagogue and Board; sign such instruments or documents as may be necessary to effectuate the proper directions of the Synagogue or the Board; be custodian of the corporate records; furnish the Treasurer and the Dues and Assessment Committee with the names of all persons who have become members of the Synagogue; and in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him by the President or by the Board.
- (d) Treasurer. The Treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct accounts of the properties and business transactions of the Synagogue, including accounts of its assets, liabilities,

receipts, disbursements, gains and losses. The books of account shall at all times be open to inspection by any Director. The Treasurer shall monitor all of the general operating funds of the Synagogue and deposit all moneys and other valuables in the name and to the credit of the Synagogue in such depositories as may be designated by the Board. He or she shall countersign, execute and endorse all checks, vouchers, and notes in the name of the Synagogue, together with the President (or the Executive Director, if the President should so designate) or any two of the above three (3) persons and to disburse all monies as may be directed by the President or the Board. He or she shall disburse the funds of the Synagogue as shall be ordered by the Board, shall render to the President and the Directors at their request, an account of all of his or her transactions as Treasurer and of the financial condition of the Synagogue, render a full financial report at the annual meeting of the Synagogue, and at such other times as shall be required of him, and shall take proper vouchers for all disbursements of Synagogue funds. He or she shall present a proposed budget of all income and expenses of the Synagogue, with the advice and consent of the Budget and Finance Committee, to the Board for its approval and adoption prior to the beginning of each fiscal year. He or she shall have such other powers and perform such other duties as may be prescribed by the Board and these Bylaws. He or she shall serve as a voting member of the Investment and Endowment Committee.

8.06 Resignation

Any officer may resign at any time, effective upon giving written notice to the Board, the President or the Secretary of the Synagogue. Any such resignation shall take effect at the date of the receipt of such notice unless the notice specifies a later time for the effectiveness of such resignation.

8.07 Removal

Any officer may be removed at any time without cause if the number of votes cast to remove the officer would be sufficient to elect the officer at a meeting to elect officers at any regular or special meeting of the members. An officer elected by members may be removed by the members only at a meeting called for the purpose of removing the officer and the meeting notice must state that the purpose, or one (1) of the purposes, of the meeting is removal of the officer. Any officer may be removed by the vote of a majority of the entire Board with or without cause, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. Election or appointment of an officer shall not of itself create contract rights.

8.08 Vacancies

Any vacancy in any office, because of death, resignation, removal, disqualification or any other cause, shall be filled in the manner prescribed in these Bylaws for regular election or appointment to such office, provided that such vacancies shall be filled as they occur and not on an annual basis. In the event of a vacancy in the office of President, Executive Vice-President, or First Vice-President, the next Vice-President, in

their order, shall succeed to that office for the unexpired term. Should a vacancy occur in any office, the Board may delegate the powers and duties of such office to any officer or to any Director until such time as a successor for the vacant office has been elected or appointed.

8.09 Compensation

Officers of the Synagogue shall not receive compensation for their service as officers. Nothing shall preclude an officer from serving the Synagogue in any other capacity and receiving compensation for such services.

ARTICLE IX – COMMITTEES

9.01 Committees Generally

(a) The Board may, by resolution adopted by a majority of the number of Directors then in office, provided that a quorum is present, establish one or more committees. Such resolution shall state whether such committee shall have legal authority to act for the Synagogue (hereinafter referred to as "Committees of the Board") or lack such authority (hereinafter referred to as "Advisory Committees"), and whether such committee is either standing or special. There shall be such Standing Committees as may be set forth in this Article or as are approved by the Board. Members of all committees shall serve at the pleasure of the Board. Any committee having legal authority to act for the Synagogue, to the extent provided in the resolution of the Board, shall have all authority of the Board, except with respect to any powers reserved by the members or with respect to:

- (i) The approval of any action for which the North Carolina Nonprofit Corporation Act and these Bylaws also requires approval of the Board;
- (ii) The filling of vacancies on the Board or on any committee which has the authority of the Board;
- (iii) The amendment or repeal of these Bylaws or the adoption of new bylaws
- (iv) The amendment or repeal of any resolution of the Board which by its express terms is not so amendable or repealable;
- (v) The appointment of other committees of the Board or the members thereof;
- (vi) The approval of any conflict of interest transaction, as such transactions are defined in Section 48-58-302 of the North Carolina Nonprofit Corporation Act

(b) The Board shall have the power to establish the manner in which proceedings of any committee shall be conducted. In the absence of any direction, such committee shall have the power to prescribe the manner in which its proceedings shall be conducted. Unless these Bylaws, the Board or such committee shall otherwise provide, the regular and special meetings and other actions of any committee shall be governed by the provisions of the Article entitled MEETINGS OF THE BOARD of these Bylaws applicable to meetings and actions of the Board. Each committee shall keep regular minutes of its proceedings and shall report the same to the Board from time to time, as the Board may require.

9.02 Committees of the Board

At least one (1) Director shall serve on each Committee of the Board. The Board may designate one (1) or more Directors as alternate members of any such committee, who may replace any absent member at any meeting of the committee.

9.03 Advisory Committees

Advisory Committees may be appointed and may consist of one (1) or more persons. Advisory Committee membership may consist of Directors only, Directors and non-Directors, or non-Directors only, and may also include nonvoting members and alternate members. The chairperson and members of Advisory Committees shall be appointed by the President or the Directors of the Synagogue. Advisory Committees shall have no legal authority to act for the Synagogue, but shall report their findings and recommendations to the Board.

9.04 Standing Committees

Standing Committees shall consist of such committees as the Board may authorize from time to time and shall be Committees of the Board. Each such committee shall be deemed discharged when a new committee is appointed for the same task. Standing Committee membership may consist of Directors only, or Directors and non-Directors, provided that at least the chairperson of any Standing Committee must be a Director. All chairpersons of the Standing Committees of the Synagogue shall be appointed by the President, to whom all matters relating to the Standing Committees' respective work shall be submitted for review and recommendations before final action of the Board. Standing Committee chairpersons shall be appointed for a term of one year and may be reappointed annually. Each chairperson, in consultation with the President, shall appoint the members of his committee. Except for the Executive Committee, each Standing Committee will have, as a member of the committee, a staff person who shall carry out the directives of the committee. The Standing Committees of this Synagogue and their duties shall be as follows:

- (a) Finance Committee. The Treasurer shall be the chairperson of this committee. It shall be the responsibility of this committee to make periodic reviews of the financial operations of the Synagogue and to report their findings to meetings of the Board and to the annual meeting of the Synagogue. It shall also present a proposed budget of all income and expenses of the Synagogue to the Board for its approval and adoption prior to the beginning of each fiscal year.
- (b) Religious School Committee. It shall be the responsibility of this committee to propose policy, rules, and regulations for the administration of the Religious School, subject to the approval of the Board. The staff person for this committee is the Religious School Director. This committee shall:
 - (i) Act as a liaison between the parents and the staff;
 - (ii) serve as a forum for new ideas and programs, constructive recommendations, and frank evaluation;
 - (iii) supervise the school's expenditures; and;
 - (iv) propose a budget annually to the Board for their approval.
- (c) Ritual Committee. It shall be the responsibility of this committee to formulate rules and regulations for all religious functions of the Synagogue. It shall offer to the Rabbi such advice and guidance as they may require regarding the character and mode of the various services. It shall also be in charge of seating

arrangements at services during the High Holy Days and at other times during the year and shall have the responsibility of appointing “gabbaim” and ushers and honoring persons with aliyot for the various services. The staff person for this committee is the Rabbi

- (d) Membership and Social Committee. It shall be the responsibility of this committee to recruit and retain members. This committee shall receive applications for membership, investigate such applications, and present them for appropriate action to the Board. It shall notify the Dues and Assessments Committee of changes in membership. The staff person for this committee is the membership director.
- (e) Facilities and Publicity Committee. It shall be the responsibility of this committee to:
 - (i) oversee the regular maintenance, security, and upkeep of the Synagogue's building and grounds;
 - (ii) propose a budget annually to the Finance Committee to be included in the operating budget of the Synagogue;
 - (iii) review all recommendations for building improvements and make proposals to the Board for their approval;
 - (iv) promote all Synagogue activities to the membership and public at large.
- (f) Fund Raising Committee. It shall also oversee the fund raising activities of the Synagogue
- (g) Executive Committee. It shall be the responsibility of this committee to meet regularly with the President for the purpose of providing advice and counsel. This committee shall be composed of the officers of the Synagogue and other members appointed by the President.

9.05 Term of Office

The chairperson and each member of any committee shall serve until the next annual election of Directors and until his or her successor is appointed, or until he or she otherwise ceases to qualify as a chairperson or member, as the case may be, of any committee.

9.06 Vacancies

Vacancies on any committee may be filled for the unexpired portion of the term in the same manner as provided in the case of original appointment.

9.07 Meetings; Quorum

Each committee shall meet as often as necessary to perform its duties at such times and places as directed by its chairperson or by the Board. Unless otherwise stated in the charter of the committee, a majority of the members of each committee shall

constitute a quorum of such committee. Committee members may participate in a committee meeting through the use of conference telephone or similar communications equipment as long as all committee members participating in such meeting can hear one another. A committee member's participation in a meeting in accordance with this Section shall constitute that committee member's presence in person at such meeting for all purposes, including determining whether a quorum exists

ARTICLE X – OFFICIAL POSITIONS

10.01 Election and Terms of Official Positions

The Official Positions of the Synagogue shall be a Rabbi, Religious School Director, **Executive Director**, and such other positions as the Board shall determine. The terms under which Official Positions shall be elected shall be determined by the Board upon the recommendation of a selection committee (the "Selection Committee") nominated by the President with the advice and consent of the Board. The descriptions stated below are subject to more specific terms as determined by the Board and as may be specified in specific employment contracts. Each of the Official Positions shall be elected by the Board upon the recommendation of the Selection Committee, and the Board shall have the authority to terminate Official Positions.

10.02 The Rabbi

The Rabbi shall have the responsibility of implementing the aims and objectives of the Synagogue. The Rabbi shall seek the advice and guidance of the Board or of any special committee or committees which may be set up for this purpose, to determine the view of the Synagogue and the most effective way of discharging responsibilities.

10.03 The Religious School Director

The Religious School Director shall have the overall responsibility of implementing the aims and objectives of the Religious School. The Religious School Director shall report to the Rabbi to determine the most effective way of discharging the Religious School Director's duties.

10.04 The Executive Director (or such similar title assigned to a person with the following duties)

The Executive Director is responsible for implementing Board approved policies and oversees programming, operations, building management, and membership services. The Executive Director shall report to the Board through the President to determine the most effective way of discharging the Executive Director's duties

ARTICLE XI– AUXILIARY ORGANIZATIONS

11.01 Auxiliary Organizations

The Synagogue shall have such auxiliary organizations as shall from time to time be authorized and constituted by the Board. The activities of all auxiliary organizations of the Synagogue shall always be conducted in such manner as will advance the best interest of the Synagogue auxiliary organizations of the Synagogue shall always be conducted in such manner as will advance the best interest of the Synagogue

11.02 Active Auxiliary

An active auxiliary is one that holds elections and operates according to its constitution. An active adult auxiliary has as its primary members Adults who are members of the Synagogue.

11.03 Constitution and Bylaws

The constitution, bylaws, and other regulations of all auxiliary organizations shall be consistent with the Charter, Bylaws, and policies of the Synagogue.

ARTICLE XII– CONFLICTS OF INTEREST

12.01 Purpose

The purpose of this Article is to protect the Synagogue's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or Director of the Synagogue. This policy is intended to supplement but not replace any applicable state or federal laws governing conflicts of interest applicable to nonprofit corporations.

12.02 Definitions

(a) "Interested Person" means any Director, principal officer or member of a Committee of the Board who has a direct or indirect Financial Interest, as defined below.

(b) "Financial Interest" refers to a person who has, directly or indirectly, through business, investment or family:

- (i) an ownership or investment interest in any entity with which the Synagogue has a transaction or arrangement, or
- (ii) a compensation arrangement with the Synagogue or with any entity or individual with which the Synagogue has a transaction or arrangement, or
- (iii) a potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Synagogue is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are substantial in nature. A Financial Interest is not necessarily a conflict of interest. Under Section .04 of this Article, a person who has a Financial Interest may have a conflict of interest only if the Board or its designated committee to consider such matters decides that a conflict of interest exists.

12.03 Duty to Disclose

In connection with any actual or possible conflicts of interest, an Interested Person must disclose the existence of his or her Financial Interest and all material facts to the Board.

12.04 Determining Whether a Conflict of Interest Exists

After disclosure of the Financial Interest and all material facts, and after any discussion with the Interested Person, the Interested Person shall leave the meeting of the Board while the determination of a conflict of interest is discussed and voted upon. The remaining members of the Board shall decide if a conflict of interest exists.

12.05 Procedures for Addressing the Conflict of Interest

- (a) An Interested Person may make a presentation at the Board meeting, but after such presentation, he or she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement that results in the conflict of interest.
- (b) The President shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement
- (c) After exercising due diligence, the Board shall determine whether the Synagogue can obtain a more advantageous transaction or arrangement with reasonable efforts from a person or entity that would not give rise to a conflict of interest.
- (d) If a more advantageous transaction or arrangement is not reasonably attainable under circumstances that would not give rise to a conflict of interest, the Board shall determine by a majority vote of the disinterested Directors whether the transaction or arrangement is in the Synagogue's best interest and for its own benefit and whether the transaction is fair and reasonable to the Synagogue and shall make its decision as to whether to enter into the transaction or arrangement in conformity with such determination.

12.06 Violations of the Conflicts of Interest Policy

- (a) If any Director or member of a Committee of the Board has reasonable cause to believe that an Interested Person has failed to disclose actual or possible conflicts of interest, it shall inform the Interested Person of the basis for such belief and afford the Interested Person an opportunity to explain the alleged failure to disclose.
- (b) If, after hearing the response of such Interested Person and making such further investigation as may be warranted in the circumstances, the Board determines that the Interested Person has in fact failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

12.07 Records of Proceedings

The minutes of the Board shall contain the following:

- (a) The names of the persons who disclosed or otherwise were found to have a Financial Interest in connection with an actual or possible conflict of interest, the nature of the Financial Interest, any action taken to determine whether a conflict of interest was present, and the Boards' decision as to whether a conflict of interest in fact existed; and
- (b) The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection therewith.

12.08 Compensation Committees

A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Synagogue for services is precluded from voting on matters pertaining to that member's compensation

ARTICLE XIII– GENERAL PROVISIONS

13.01 Authorization

The Board may authorize any officer or officers, agent or agents, in addition to the specific authorization given to the President, a Vice President, Treasurer, and Secretary, above, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Synagogue, and such authority may be general or confined to specific instances. All checks, drafts, or other orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Synagogue shall be signed by such officer or officers, or agent or agents, of the Synagogue and in such manner as shall from time to time be determined by resolution of the Board; in the absence of such determination by the Board, such instruments shall be signed by the Treasurer or an assistant treasurer and countersigned by the President or a Vice-President of the Synagogue.

13.02 Funds

All funds of the Synagogue not otherwise employed shall be deposited to the credit of the Synagogue in such banks, trust companies, or other depositories as the Board may select, or as may be designated by any officer or officers, or agent or agents of the Synagogue to whom such power may be delegated by the Board

13.03 Acceptance of Gifts

The Board or any officer or officers, or agent or agents of the Synagogue to whom such authority may be delegated by the Board, may accept on behalf of the Synagogue any contribution, gift, bequest or devise for the general purposes or for any special purpose of the Synagogue.

13.04 Bond

At the direction of the Board, any officer or employee of the Synagogue shall be bonded. The expense of furnishing any such bond shall be paid by the Synagogue

13.05 Construction and Definitions

Unless the context otherwise requires, the general provisions, rules of construction, and definitions contained in the general provisions of the North Carolina Nonprofit Corporation Act shall govern the construction of these Bylaws. Robert's Rules of Order shall be the standard for parliamentary procedures in this Synagogue, in the absence of any other rule or law governing the procedure in a particular situation. The pronouns of any gender shall include the other genders, and singular and plural forms shall include the other.

13.06 Seal

The Synagogue may have a corporate seal which may be altered at pleasure; but the presence or absence of such seal on any instrument, or its addition thereto, shall not affect its character or validity or legal effect in any respect.

ARTICLE XIV– LIABILITY AND INDEMNIFICATION OF DIRECTORS AND OFFICERS

14.01 Limited Liability of Directors

The liability of the Directors of this Synagogue shall be limited in accordance with the provisions of Section 48-52-102(b)(3) of the North Carolina Nonprofit Corporation Act and the Charter.

14.02 Indemnification of Directors and Officers

Any Director or officer, or his executor or administrator, shall be entitled to indemnification in accordance with Sections 48-58501 through 48-58-509 of the North Carolina Nonprofit Corporation Act and the Charter and this Article. The Synagogue shall indemnify each Director and each officer who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Synagogue) by reason of the fact that he is or was a Director or officer of the Synagogue, or is or was serving at the request of the Synagogue as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding if he acted in good faith and in a manner he reasonably believed in the case or his conduct in his official capacity with the Synagogue, that his conduct was in the Synagogue's best interest; in all other cases that his conduct was at least not opposed to the Synagogue's best interest; and in the case of a criminal proceeding, had no reason to believe that his conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he reasonably believed to be in or not opposed to the best interests of the Synagogue, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful.

14.03 Indemnification in Actions by the Synagogue

The Synagogue shall indemnify each Director and each officer who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the Synagogue to procure a judgment in its favor by reason of the fact that he is or was a Director or officer of the Synagogue, or is or was serving at the request of the Synagogue as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust or other enterprise against expenses (including attorneys' fees) actually and reasonably incurred by him in connection with the defense or settlement of such action or suit if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the Synagogue and except that no indemnification shall be made in respect of any claim, issue or

matter as to which such Director or officer shall be adjudged to be liable to the Synagogue unless and only to the extent that the court in which such action or suit was brought shall determine upon application that, despite that adjudication of liability but in view of all the circumstances of the case, such Director or officer is fairly and reasonably entitled to indemnity for such expenses which such court shall deem proper.

14.04 Success on Merits or Otherwise

To the extent that a person who is or was a Director, officer, employee or agent of the Synagogue, or of any other corporation, partnership, joint venture, trust or other enterprise with which he is or was serving in such capacity at the request of the Synagogue, has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Sections .02 and .03 of this Article, or in defense of any claim, issue or matter therein, he shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by him in connection therewith.

14.05 Applicable Standard

Any indemnification under Sections .02 and .03 of this Article (unless ordered by a court) shall be made by the Synagogue only as authorized in the specific case upon a determination that indemnification of the Director or officer is proper in the circumstances because he has met the applicable standard of conduct set forth in Sections .02 and .03 of this Article. Such determination shall be made (a) by the Board by a majority vote of a quorum consisting of Directors who were not parties to such action, suit or proceeding, or (b) if such a quorum is not obtainable, or, even if obtainable but a quorum of disinterested Directors so directs, by independent legal counsel in a written opinion.

14.06 Non-Exclusivity of Article

The indemnification provided by this Article shall not be deemed exclusive of any other rights to which a Director or officer seeking indemnification may be entitled under any statute, provision in the Charter, Bylaws, agreement, vote of members or disinterested Directors or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a Director or officer and shall inure to the benefit of the heirs, executors and administrators of such a person.

14.07 Insurance

The Synagogue shall have power to purchase and maintain insurance on behalf of any person who is or was a Director, officer, employee or agent of the Synagogue, or is or was serving at the request of the Synagogue as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the Synagogue would have the power to indemnify him against such liability under the provisions of this Article.

14.08 Definition

For purposes of this Article, references to the “Synagogue” shall include, in addition to the resulting Synagogue, any constituent corporation (including any constituent of a constituent) absorbed in a consolidation or merger which, if its separate existence had continued, would have had power and authority to indemnify its directors, officers, employees or agents, so that any person who is or was a director, officer, employee or agent of such constituent corporation, or is or was serving at the request of such constituent corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, shall stand in the same position under the provisions of this Article with respect to the resulting or surviving corporation as he would have with respect to such constituent corporation if its separate existence had continued.

14.09 Intent; Severability

The intent of this Article is to permit indemnification of Directors and officers of the Synagogue to the fullest extent permitted by the North Carolina Nonprofit Corporation Act. If the North Carolina Nonprofit Corporation Act is amended or other North Carolina law is enacted to permit further elimination or limitation of the personal liability of Directors and officers, then the liability of Directors and officers of the Synagogue shall be eliminated or limited to the fullest extent permitted by the North Carolina Nonprofit Corporation Act, as so amended, or by such other North Carolina law, as so enacted. The invalidity or unenforceability of any provision in this Article shall not affect the validity or enforceability of the remaining provisions of this Article.

ARTICLE XV– FISCAL YEAR

The books of the Synagogue shall be on a fiscal year basis beginning on the 1st day of August and ending on the 31st day of July of each year. An annual report shall be prepared and sent to each member of the Board, and to such other persons as the Board may designate, no later than one hundred twenty (120) days after the close of the fiscal or calendar year. Such annual report shall be prepared in conformity with the requirements of the North Carolina Nonprofit Corporation Act now in effect and as it may hereafter be amended.

ARTICLE XVI– DISSOLUTION

The dissolution of the Synagogue shall be governed by the Articles of Amendment to the Charter, but only to the extent those provisions are consistent with federal tax law and the North Carolina Nonprofit Corporation Act.

ARTICLE XVII– AMENDMENT

These Bylaws may be amended or repealed, and new bylaws may be adopted, upon the approval by members by the lesser of two-thirds (2/3) of the votes cast at a meeting properly called for such purpose where a quorum is present or a majority of the voting power. A proposal for amendment, which has been rejected by the Synagogue, may not be resubmitted for the consideration of the members unless twelve (12) months have elapsed since the time of such rejection. The resulting bylaws may contain any provision for the regulation and management of business of the Synagogue not inconsistent with law and the Charter. Any amendment of the Charter inconsistent with these Bylaws shall operate to amend the Bylaws pro tanto, and those bylaws or parts of bylaws which merely summarize or restate the provisions of the Charter or the provisions of the North Carolina Nonprofit Corporation Act or other law applicable to the Synagogue shall be operative with respect to the Synagogue only so far as they are descriptive of existing law and of the Charter as amended.

CERTIFICATION

I certify that these Bylaws were adopted by a meeting of the Board of the Synagogue the _____th day of _____, 2010, and of the members of the Synagogue the _____th day of _____, 2010.

_____, President