

**BYLAWS
OF
TEMPLE BETH EL, INC.
AMENDED AND RESTATED AS OF JUNE 24, 2013**

**ARTICLE I
NAME AND LOCATION**

Section A. Name. The name of the corporation is Temple Beth El, Inc. Both Temple Beth El, Inc. and its congregation shall be referred to as the “**Temple**”.

Section B. Location. The principal location of the Temple is Mecklenburg County, North Carolina.

Section C. Other Locations. The Temple may have ancillary locations at such other places, either within or without the State of North Carolina, as the Board of Directors of the Temple (the “**Board**”) may from time to time determine.

**ARTICLE II
STATEMENT OF PURPOSE**

Section A. Specific Purpose. The purpose of the Temple is to promote the fundamental and enduring principles of Judaism and to ensure the continuity of the Jewish people; to enable its members to develop a relationship with God through communal worship, study of Torah and assembly; and to apply the principles of Reform Judaism to the values and conduct of the individual, the family and the society in which we live.

Section B. General Purpose. It is expressly declared that the Temple exists solely for the purposes set forth in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended to date (the “**Code**”), and has not been formed for pecuniary profit or financial gain, and no part of the assets or net earnings, income or profit of the Temple shall inure to or be distributed to the benefit of any donor, director, officer, employee or private individual, except that the Temple shall be authorized and empowered to pay reasonable compensation for services rendered and to make payment and distributions in furtherance of the purposes set forth herein.

Section C. Limitations.

1. *Legislative and Political Activity*. No substantial part of the activities of the Temple shall consist of carrying on propaganda or otherwise attempting to influence legislation, and the Temple shall not participate in or intervene in (including the publishing or distributing of statements in connection with) any political campaign on behalf of or in opposition to any candidate for public office. The Temple may make the election provided in Section 501(h) of the Code with respect to influencing legislation and, only if it so elects, may make lobbying or grassroots expenditures that do not normally exceed the ceiling amounts prescribed by Sections 501(h)(2)(B) and (D) of the Code.

2. *Private Inurement*. The property, assets, profits and net income of the Temple are dedicated irrevocably to the purposes set forth in Article II, Sections A and B.

3. *Exempt Activities.* Notwithstanding any other provisions of the Articles of Incorporation of the Temple (the “**Articles**”) and these Bylaws, the Temple shall not carry on any activities not permitted to be carried on:

a. By a corporation exempt from federal income tax under Section 501(c)(3) of the Code, or

b. By a corporation, contributions to which are deductible under Section 170 (c)(2) of the Code.

ARTICLE III MEMBERSHIP IN UNION FOR REFORM JUDAISM

The Temple will be a member of the Union for Reform Judaism (the “**Union**”), will abide by the Constitution and Bylaws of the Union and will pay dues to the Union as specified in the Union’s Constitution and Bylaws.

ARTICLE IV GUIDANCE FOR RELIGIOUS PRACTICE

The Temple interprets Judaism in the context of Reform Judaism.

ARTICLE V MEMBERSHIP

Section A. Eligibility for Membership. Any of the following, as determined by a member of the Temple’s clergy (the “**Clergy**”), shall be eligible for membership in the Temple (“**Membership**”): (1) any person who is of the Jewish faith or is on the path to conversion to the Jewish faith; (2) any couple or family in which one or both spouses or partners is of the Jewish faith or on the path to conversion to the Jewish faith; (3) the surviving non-Jewish spouse or partner of a member of the Jewish faith; and (4) a non-Jewish parent raising a child or children in the Jewish faith (each a “**Member**” and together the “**Members**”). Any child, under 18 years of age (or under 22 years of age and continuing education as a full-time student), of a Member shall also be deemed a Member.

Section B. Membership Requirements. The Board shall establish the requirements, financial and otherwise, for Membership and the procedures to be followed by candidates for Membership. The Board shall at all times maintain, directly or through the appropriate committee, expressly or otherwise, a policy permitting persons who are otherwise eligible, but cannot meet financial requirements without undue hardship, to be Members.

Section C. Non-Members. The Board may, in its discretion, extend to non-Members any privileges it may deem advisable, except that non-Members shall not have the right to vote, hold office, serve as committee chairpersons or the right to education as described in Section E, 6 below.

Section D. Honorary Members. The Board may, in its discretion, establish and award honorary Memberships. Persons receiving honorary Memberships shall be entitled to the full privileges of Membership.

Section E. Rights and Privileges of Members. Except as otherwise provided in these Bylaws, all Members aged 18 years and older shall have all of the following rights:

1. *The Right to Vote.* The right to vote at meetings of the Members;
2. *The Right to Hold Office.* The right to be eligible for nomination, and, if elected or appointed, to serve on the Board or hold any position of the Temple, including committee memberships;
3. *Right of Petition.* The right to petition the Board and officers of the Temple (each an “**Officer**” and together the “**Officers**”), and further, to present their petition to the Board;
4. *The Right of Participation.* The right to participate in the activities, religious or secular, that the Temple shall sponsor, subject to the rules and regulations established by the Board, the Clergy and the Officers;
5. *The Right of Attendance.* The right to attend any Regular or Special Meeting of the Board, provided, however, that (a) this right shall not extend to those portions of Board meetings that are held in executive session; and (b) only members of the Board may vote at such meetings as set forth in these Bylaws;
6. *The Right to Education.* The right to have their children receive a religious education and to become Bar or Bat Mitzvah and to be confirmed; provided, however, that (a) the Board may, directly or through the appropriate committee, establish the standards and procedures, financial and otherwise, for any such education; and (b) children enrolled in formal non-Jewish religious education are not entitled to such right to education. The Board shall at all times maintain, directly or through the appropriate committee, expressly or otherwise, a policy permitting persons who are otherwise eligible, but cannot meet financial requirements without undue hardship, to such right to education.

Section F. Involuntary Suspension or Termination of Membership.

1. *Process.* A Member’s Membership may be involuntarily suspended or terminated by the Board (a) for failure to continue to meet the requirements set forth under this Article; (b) for failure to make payment for Membership to, or otherwise communicate in writing with, the Temple for a period of at least 12 months; or (c) for engaging in conduct the Board deems prejudicial to the Temple’s purposes and interests. “**Suspension**” for the purpose of this Section means the cessation of Membership for a designated, finite period or the reduction of the rights of Membership for a designated, finite period, the provisions for which shall be provided by the Board. “**Termination**” for the purpose of this Section means the termination of Membership.
2. *Notice.* Any such Member will be given prompt notice of the proposed suspension or termination and the reasons for the proposed suspension or termination and an opportunity to be heard by the Board, either orally or in writing, prior to the effective date of the proposed suspension or termination.
3. *Payment Due.* Suspension or termination shall not relieve a Member from payment of any obligation due to the Temple.

Section G. Resignation. Resignation from the Temple shall be submitted to the Executive Director in writing. Resignation shall not relieve a Member from payment of any obligation due to the Temple.

ARTICLE VI MEETINGS AND PROCEDURES

Section A. Annual Meetings. Within two months before the start of each fiscal year, the Members shall hold an Annual Meeting. The President shall set the date of the Annual Meeting.

Section B. Special Meetings. Special Meetings of the Members for any purpose or purposes may be called (a) by the President in his or her discretion, (b) pursuant to a resolution approved by the Board, or (c) by petition signed by at least ten percent of the Members entitled to vote pursuant to Article V.

Section C. Notice. The Secretary shall cause to be delivered to every Member household a meeting notice, which shall include the time, the place and, in the case of a Special Meeting only, the nature of the business to be transacted. Notice shall be delivered at least ten days before an Annual Meeting and at least five days before a Special Meeting.

Section D. Quorum. The quorum for a Members meeting shall be 50 Members in good standing and entitled to vote; provided, however, that less than a quorum shall have the power to adjourn the meeting to another time.

Section E. Actions. The election of officers and Board members shall be conducted at Annual Meetings of the Members. Additionally, at any properly called meeting of the Members, the following may be acted upon: (1) any duly proposed amendment to these Bylaws, (2) any question submitted by at least ten percent of the Members entitled to vote at the time of the meeting, (3) any question submitted by the Board, and (4) any question that at least a majority of the Members present at a Meeting vote to consider.

Section F. Votes. Unless otherwise specified, all matters will be determined by the affirmative vote of at least the majority of Members present in person (or by absentee ballot as specified below) and entitled to vote on the subject matter. Proxy votes shall not be permitted at meetings of the Members. A Member who is physically incapacitated may vote by absentee ballot submitted in writing to the Secretary at least three days before the applicable meeting of Members. To be voted, an absentee ballot must include the signature of the Member, and the date of the meeting.

Section G. Ballot. All votes at meetings of Members shall be taken by raised hand, unless the President or at least ten percent of those Members present request a secret ballot.

ARTICLE VII BOARD OF DIRECTORS

Section A. General Powers. The affairs of the Temple are vested in the Board. All powers of the Temple, unless otherwise specified, are entrusted to the Board and include, but are not limited to: (1) identification of long-term and short-term goals and performance objectives of the Temple; (2) general oversight of the business, funds, records, property and other assets of the

Temple; and (3) matters of policy, including, but not limited to, those regarding Membership, fiscal, religious, educational, administrative, building and other policy matters.

Section B. Number, Qualifications and Term.

1. *Composition.* The Board shall consist of (a) Officers elected in accordance with Article VIII; (b) one representative designated by each of the Temple chapters of the Union for Reform Judaism's Women of Reform Judaism, Men of Reform Judaism and North American Federation of Temple Youth; (c) one representative designated by the group recognized by the Board as the Temple's senior adult group; (d) one person appointed by the President; (e) 12 persons elected by the Members; (f) the immediate past president; and (g) all honorary life presidents. Clergy and the Executive Director shall be *ex officio*, non-voting members of the Board. All members of the Board must be Members in good standing and of the Jewish faith.

2. *Terms.* The Board members referenced in (a) Section B(1)(a) shall serve on the Board only during the term of their respective offices as set forth in Article VIII; (b) Section B(1)(b) shall serve shall serve one-year terms; (c) Section B(1)(c) shall serve a one-year term; (d) Section B(1)(d) shall serve a one-year term; and (e) Section B(1)(e) shall serve three-year terms, with four being elected at each Annual Meeting of the Members; provided, however, that any such Board member specified in Section B(1)(e) above may not serve more than two consecutive three-year terms.

3. *Resignation and Removal.* A Board member may resign by submitting his or her resignation in writing to the Board. A Board member may be removed (a) if he or she is a Board member referenced in Section B(1)(a), in accordance with the terms set forth in connection with removal from office in Article VIII; (b) if he or she is a Board member referenced in Section B(1)(b) or (c), by the applicable designating group in such group's discretion; (c) if he or she is a Board member referenced in Section B(1)(d), by the President in his or her discretion; and (d) if he or she is a Board member referenced in Section B(1)(e), (f) or (g), by the affirmative vote of at least two-thirds of members of the Board, not including the Board member under consideration.

4. *Vacancy.* In case of the death, resignation or removal from office of a Board member referenced in (a) Section B(1)(a), the vacancy shall be filled in accordance with the provisions for a vacancy from office set forth in Article VIII; (b) Section B(1)(b) or (c), the vacancy shall be filled by the applicable designating group; (c) Section B(1)(d), the vacancy shall be filled by the President; and (d) Section B(1)(e), the vacancy shall be filled by the President until the next Annual Meeting of Members occurs, at which time an election shall be held for the then-unexpired portion of the term, if any. For the avoidance of doubt, if a seat on the Board becomes vacant, it shall be filled promptly by the party specified above; provided, however, that the vacancies of Board members referenced in Section B(1)(f) or (g) shall not be filled by any party.

Section C. Indemnification. Except as otherwise specified herein, the Temple shall defend, indemnify and hold harmless all Officers, Board members and committee members and trustees appointed by the Temple from and against any claims, actions, liabilities, causes of action, threats of action, suit or proceedings, whether civil, criminal, administrative or investigative, by reason of the fact of such person's service to the Temple or by reason of such person's service at the Temple's request. Such indemnified persons shall also be entitled to

indemnification of expenses to be paid in advance of final disposition of an action and to reimbursement of any amounts paid by such persons. The rights of indemnification under this provision shall be construed to provide for, and require, payment of indemnification to the fullest extent, and at the earliest times, permitted under Chapter 55A of the North Carolina General Statutes, as amended, and any further statute governing nonprofit corporations that may be enacted. The Temple shall not be required, under any circumstances, to indemnify, defend and hold harmless any individual when such individual has committed any *ultra vires* acts or any illegal acts.

Section D. Regular Meeting. The Board shall meet at least ten times annually. The Board shall provide, by resolution, the time and, if not at the Temple, the place (within or without the State of North Carolina) for holding each Regular Meeting of the Board.

Section E. Special Meeting. Special Meetings of the Board may be called by or at the request of any Officer or any two voting Board members. Notice of any Special Meeting shall be given to each Board member in accordance with Section G below and shall specify the purpose for such Special Meeting. Any action taken at a Special Meeting (1) without such notice, or (2) outside of the scope of purpose specified in such notice, shall be void.

Section F. Emergency Meeting. The President may call an Emergency Meeting of the Board when a subject of unusual importance arises. Notice of any Emergency Meeting shall be given to each Board member in accordance with Section G below and shall specify the purpose for such Emergency Meeting. Any action taken at an Emergency Meeting (1) without such notice, or (2) outside of the scope of purpose specified in such notice, shall be void. The first order of business at any Emergency Meeting shall be a formal vote that the purpose of the meeting as specified in the meeting notice is an emergency, worthy of immediate consideration by the Board. If the Board determines by such vote that the purpose of the meeting as stated in the notice is not worthy of immediate consideration, the meeting shall be immediately adjourned by the President.

Section G. Notice. Special and Emergency Meetings of the Board shall be held upon five and one day of prior written notice, respectively. Such notice shall specify the time, date and location of the meeting.

Section H. Quorum. At least one-third of the number of voting Board members holding office shall constitute a quorum for the transaction of business at any meeting of the Board.

Section I. Votes. Unless otherwise specified, the act of at least a majority of the Board members present at a meeting at which a quorum is present shall be the act of the Board. The President shall not vote on any matter that comes before the Board unless the initial vote of the Board results in a tie. For avoidance of doubt, the unanimous written consent of the Board in lieu of a meeting shall include the approval of the President to be effective.

Section J. Proxy Votes. No proxy votes shall be allowed at meetings of the Board.

Section K. Executive Session. The Board may deliberate in executive session and vote upon matters pertaining to hiring, firing, retention, compensation and management of personnel, matters relating to the possible termination of a Member, ongoing or potential legal actions and matters and other matters that are reasonably appropriate for executive session. In executive session, the Board shall, except to the extent it determines otherwise, exclude all

persons who are not members of the Board, all non-voting members and all employees of the Temple. The Board shall report, and include in its minutes, any actions taken in executive session.

Section L. Conference Telephone Meetings. Any Board member may participate in a meeting of the Board by means of a conference telephone or similar communications device that allows all persons participating in the meeting to hear each other, and such participation in a meeting shall be deemed presence in person at such meeting.

Section M. Committees. The Board may by resolution from time to time create committees, which shall have and may exercise the authority specified by the Board by resolution.

Section N. Advisory Boards. For the purpose of recognizing persons assisting the Temple in various ways and for the purpose of obtaining the advice and counsel of persons sympathetic with the goals of the Temple, the Board may from time to time establish a Board or Boards of Advisors whose members shall serve at the discretion of the Board.

Section O. Transition. Notwithstanding any other provision of these Bylaws, in order to transition from the Board composition and Board terms in existence prior to the adoption of these Bylaws to the Board composition and Board terms set forth in Section B above, (1) one of the appointees of the President, chosen by the President in his or her discretion, that currently occupies a seat on the Board shall continue in such position until the end of his or her respective term, at which time such Board seat shall extinguish; and (2) one Board seat from each of the Member classes whose terms expire at the 2014, 2015 and 2016 Annual Meeting of Members, respectively, shall extinguish upon the expiration of each such term.

ARTICLE VIII OFFICERS

Section A. Positions. The Officers shall be a President, one or more Vice Presidents, a Secretary and a Treasurer as each such position is designated by the Board. The Board, in its discretion, may also appoint one or more assistant treasurers, assistant secretaries and other officers. Officers must be Members in good standing and of the Jewish faith and may not occupy more than one office at a time.

Section B. Election and Term. Officers shall be elected at the Annual Meeting of Members for a term of one year; provided, however, that Officers may not serve in any one position for more than six consecutive terms.

Section C. Compensation. Officers will not be compensated for their services as such, but may be reimbursed by the Temple for reasonable expenses actually incurred in carrying out their duties as Officers.

Section D. Resignation and Removal. Any Officer may resign at any time by giving notice to the President or Executive Director. The resignation of any Officer shall take effect upon receipt of notice thereof or at such later date as shall be specified in such notice; and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. Any Officer elected or appointed by the Board may be removed from office, with or without stated cause, by the affirmative vote of two-thirds of all of the members of the Board,

not including the Officer under consideration. Vacancies resulting from the removal or resignation shall be filled by the Board.

Section E. Duties of Officers. The duties of each Officer shall be as follows:

1. *President.* The President shall be the chief executive officer of the Temple, subject to the control of the Board, and shall perform all duties and exercise all powers incident to that office and such other powers and duties as may be prescribed by the Board. The specific powers and obligations of the President include:

- a. Presiding at all meetings of the Members and of the Board, except that he or she may designate another person to preside at such meetings or any portion thereof;
- b. Signing all official documents or instruments of the Temple as authorized by the Board;
- c. Making regular reports to the Board; and
- d. Such other powers as specified elsewhere in these Bylaws, in the Articles or in the North Carolina Nonprofit Corporation Act.

2. *Vice President(s).* The Vice President(s) shall perform such duties as may be assigned by the President or the Board. The Vice President shall automatically succeed to the office of the President in case of vacancy and shall act for the President in case of his or her absence or disability. If there is more than one Vice President, the Board shall designate the order of succession.

3. *Treasurer.* The Treasurer shall perform such duties as may be assigned by the President or the Board. The Treasurer shall be the custodian of all funds and securities of the Temple and shall be the disbursing agent of the Temple as authorized by the Board. The Treasurer shall present a financial report at all meetings of the Board and at all Annual Meetings of the Members.

4. *Secretary.* The Secretary shall perform such duties as may be assigned by the President or the Board. The Secretary shall keep accurate and complete minutes of meetings of the Board, the Members and the Executive Committee; maintain a complete and current set of the organizational documents of the Temple; maintain the manual of Board-approved policies, if any; send out notices of all meetings; and perform such other duties as are incident to the office according to applicable law, if any. The Board may delegate some of these responsibilities to the administrator of the Temple, but the Secretary shall be responsible for the performance of any delegated matters.

Section F. Executive Committee. There shall be an Executive Committee of the Board that shall consist of the Officers, the immediate past president, the honorary life presidents and up to two other persons appointed by the President. All members of the Executive Committee must be Members in good standing. The Executive Committee shall study significant matters of policy and administration and make any applicable recommendations to the Board. The Executive Committee may receive prior Board authorization to take final action on specific questions and, except as otherwise specified, is authorized to negotiate agreements with and to otherwise manage and review personnel who have been previously hired by the Temple.

Clergy and the Executive Director (and any other Senior Professional authorized by the Board to attend Executive Committee meetings pursuant to Article IX, Section E) shall be non-voting, *ex officio* members of the Executive Committee. The Executive Committee may act without prior Board authorization if circumstances do not reasonably permit consultation with the Board, in which event they shall inform the Board at its next meeting. The President shall serve as chairperson of the Executive Committee. Only members of the Executive Committee may attend its meetings, except to the extent the President determines otherwise. If an immediate past president or honorary life president is removed pursuant to Article VII, Section B(3), he or she shall be removed from the Executive Committee.

Section G. Executive Committee Report on Professional Contracts. At least twice each year, the Executive Committee shall inform the Board as to whether the contracts of any Clergy or Senior Professionals will expire in the succeeding twelve months and whether negotiations are underway.

ARTICLE IX CLERGY AND SENIOR PROFESSIONALS

Section A. Senior Rabbi.

1. *Duties*. A Senior Rabbi shall be elected as the spiritual leader of the Temple and as such shall be responsible for the conduct of all religious services and activities and for life cycle functions as well as for other rabbinical duties. He or she shall oversee the other members of the Clergy, if any, and shall perform other duties as directed by the Board.

2. *Election*. The Senior Rabbi shall be elected in the following manner:

a. A special committee appointed by the President with the approval of the Board shall recommend a candidate to be elected;

b. Upon approval of the Board, this recommendation shall be submitted to the Members at a Regular or Special Meeting; and

c. A majority vote of the Members at a meeting at which a quorum is present shall be required for the election of the Senior Rabbi.

3. *Membership*. The Senior Rabbi and his or her family shall be considered Members, with all rights as such, except as otherwise specified. The Senior Rabbi shall have the right to attend all meetings of the Board, the Executive Committee and the Members, without voting rights, except when requested to absent himself or herself. The Senior Rabbi shall also be a non-voting member of all committees.

Section B. Associate or Assistant Rabbi. The Board may engage one or more Associate or Assistant Rabbis. An Associate or Assistant Rabbi shall be recommended by the Senior Rabbi and a committee appointed by the President, and appointed by the Board based on such recommendation. An Associate or Assistant Rabbi and his or her family shall be considered Members, with all rights as such, except as otherwise specified. An Associate or Assistant Rabbi shall have the right to attend all meetings of the Board, the Executive Committee and the Members, without voting rights, except when requested to absent himself or herself.

Section C. Cantor. The Board may engage one or more Cantors. A Cantor shall be recommended by the Senior Rabbi and a committee appointed by the President, and appointed by the Board based on such recommendation. A Cantor and his or her family shall be considered Members, with all rights as such, except as otherwise specified. A Cantor shall have the right to attend all meetings of the Board, the Executive Committee and the Members, without voting rights, except when requested to absent himself or herself.

Section D. Executive Director. The Board may engage an Executive Director, who shall serve as the senior administrator of the Temple. The Executive Director shall be recommended by the Senior Rabbi and a committee appointed by the President, and appointed by the Board based on such recommendation. The Executive Director and his or her family shall be considered Members, with all rights as such, except as otherwise specified. The Executive Director shall have the right to attend all meetings of the Board, the Executive Committee and the Members, without voting rights, except when requested to absent himself or herself.

Section E. Other Senior Professionals. A need may arise for the engagement of other Senior Professionals, such as an educator. The Board may engage any such Senior Professional, in its discretion, and determine, among other things, such individual's rights as a Member and rights to attend meetings of the Board, the Executive Committee and the Members.

Section F. Termination of Clergy and Senior Professionals. To the extent not inconsistent with any valid and enforceable contract, the Board may terminate the employment of a Clergy member or Senior Professional, or allow such employment to end by not renewing or otherwise extending an employment contract or relationship. The final decision regarding whether to rehire, renew, terminate, not renew, decline to negotiate a new contract upon an expiration or otherwise end the employment of a Clergy member or Senior Professional shall be made by the Board. However, in all such events the President shall have the responsibility for negotiating and proposing to the Board the terms of agreements to be entered into with a Clergy member or Senior Professional or informing the Board that such negotiations or proposals are not forthcoming. In the event that the President fails or does not intend to conduct negotiations with a Clergy member or Senior Professional, the Board may direct the President to use his or her best efforts to do so upon terms that the President in good faith believes are reasonable, which negotiated agreement would then be proposed to the Board for its consideration. In the event a motion to terminate employment, a motion not to renew a contract or a motion to otherwise end the employment of a Clergy member or Senior Professional is made at a meeting of the Board, such Clergy member or Senior Professional shall be given a good faith and reasonable opportunity to address the Board prior to any approval of the motion. A submission to the Board of a matter designated in this provision shall, if time constraints reasonably require a decision to be made promptly, constitute an "emergency" for the purposes of Article VII, Section F.

ARTICLE X NOMINATIONS

Section A. Nominating Committee. By February first of each year, the President shall appoint a Nominating Committee consisting of the President, the Vice Presidents, if any, the immediate past president, two other Board members and three Members that are not Board members or otherwise occupying an office. After the Nominating Committee is formed, it shall choose a chairperson who shall not be the President. The Nominating Committee shall nominate

one candidate for each position to be filled. Selections of the Nominating Committee shall be reported to the Board not less than 30 days before the Annual Meeting of Members.

Section B. Member Nominations. Nomination for any elective office or Board vacancy may also be made by written petition of 20 Members, said nominations to be filed with the Secretary at least 10 days prior to the Annual Meeting. There shall be no nominations at the floor of the Annual Meeting.

Section C. Restrictions. Any candidate for office or for Board membership must meet the qualifications specified elsewhere in these Bylaws. Members of the Nominating Committee may be nominated for office. No person shall be nominated unless he or she indicates a willingness to serve.

Section D. Notice. Notice of the candidates for office and for Board membership, whether nominated by the Nominating Committee or by petition of the Members, must be delivered to the Members not less than 15 days prior to the Annual Meeting of Members; provided, however, that if member nominations are made pursuant to Section B above after the date such notice is delivered, a revised notice, including such additional member nominations, shall be delivered to the Members not less than five days prior to the Annual Meeting of Members.

Section E. Election. Elections shall take place at the Annual Meeting of Members. Voting for offices for which more than one name is proposed shall be by secret ballot. Voting for Officers shall be done for each specific office, including separate votes for each vice presidency. However, election of the Board members referenced in Article VII, Section B(1)(e) may be accomplished in one vote with the persons receiving the most votes being elected for the three-year terms and persons receiving the next higher numbers of votes being elected to fill unexpired terms. If there is more than one unexpired term, the candidate receiving the fourth highest total shall fill the vacancy with the longest unexpired term. Board members may be elected with a plurality of votes less than a majority. A candidate for office other than a Board member shall be deemed elected if he obtains a majority vote of those present and voting at the Annual Meeting of the Members. If no one shall get a majority vote on the first ballot, then those receiving at least twenty percent of the votes on the first ballot shall be resubmitted on a second ballot. Thereafter, if no candidate has a majority of the votes, the two top finishers on the second ballot shall be submitted on a third ballot. If the third ballot ends in a tie, the chairperson of the meeting shall decide the question by the toss of a coin. For any office for which a candidate, or class of candidates, runs unopposed, a comprehensive motion may be proposed to elect such persons, and voting shall not be by secret ballot.

Section F. Beginning of Term. The terms of all Officers and Board members shall begin on the first day of the fiscal year of the Temple.

ARTICLE XI MANAGEMENT AND FINANCES

Section A. Funds. The Board shall establish such funds as the Board in its discretion shall consider desirable to further the purposes of the Temple. The Board may adopt such rules and policies governing the establishment and maintenance of such funds as the Board may determine, subject to the provisions of the Articles and these Bylaws.

Section B. Administration. The Board shall manage and administer in all respects the properties and funds of the Temple in accordance with the Articles, these Bylaws and all applicable laws, obtaining and securing for such purposes such assistance, office space, force, equipment and supplies and other aids and facilities, upon such terms as the Board may deem necessary from time to time.

Section C. Investments. The Board shall hold, use, manage, administer, and, at their discretion, dispose of the properties of the Temple, and shall collect all incomes, revenues and profits arising therefrom. The funds of the Temple arising through the receipt and collection of incomes, revenues and profits, sale of properties or otherwise, shall be invested in such properties and investments as may be determined by the Board from time to time to be fit investments for assets of the Temple, and in the making of any investment, the Board shall not be limited to such investments as may be legal investments for fiduciaries under any present or future statute, decision or rule of law, but the Board shall have absolute discretion in the determination of what properties constitute a suitable investment for any assets of the Temple (subject always, however, to N.C. Gen. Stat. §55A-1-50).

Section D. Rejection of Gifts. Any person, firm or corporation shall have the privilege of making grants to the Temple at any time by way of gift, devise, bequest, condition, or otherwise, and such grants shall be received, used and disposed of by the Board in accordance with the terms of the Articles, these Bylaws, any conditions of the gift and any applicable policies or procedures established by the Board; provided, however, that the Board shall have the power to reject any donation, grant, bequest or devise that in the opinion of the Board is inconsistent with the charitable purposes for which the Temple was formed or as required by any applicable policies or procedures established by the Board.

Section E. Other Powers. The Board shall have and may exercise any and all other powers that are necessary or desirable in order to manage and administer the Temple and the properties and funds thereof and carry out and perform in all respects the charitable purposes of the Temple according to the true intent thereof.

Section F. Fiscal Year. The fiscal year of the Temple shall begin on July 1.

Section G. Contracts, Loans, and Deposits.

1. *Contracts.* The Board may authorize any Officer or Officers, agent or agents, to enter into any contract or execute and deliver any instrument on behalf of the Temple, and such authority may be general or confined to specific instances.

2. *Checks and Withdrawals.* All checks, withdrawals or other orders for the payment of money issued in the name of the Temple and in excess of \$500.00 shall be signed by, on the one hand, such Officer or Officers or such agent or agents of the Temple as the Board may authorize, and, on the other hand, the Executive Director, in such manner as shall be determined by the Board, unless the Board, in its discretion, determines that certain of such payments are routine and only require one of such signatures.

3. *Deposits.* All funds of the Temple not otherwise employed shall be deposited to the credit of the Temple in such depositories as the Board shall direct.

4. *Loans.* No loans to or from the Temple shall be contracted on behalf of the Temple and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the Board. Such authority may be general or confined to specific instances.

ARTICLE XII GENERAL PROVISIONS

Section A. Robert's Rules of Order. Except to the extent inconsistent with the Articles or these Bylaws, which shall govern in any inconsistency, Robert's Rules of Order shall govern the conduct and proceedings of all Board meetings and of all meetings of committees.

Section B. Notice Generally; Waiver Thereof. All notices required by these Bylaws to be delivered to any party (1) must be in writing unless otherwise specified, and (2) shall be considered effectively given to such party if delivered to such party's address, electronic mail address or facsimile number, as applicable, last appearing on the books of the Temple (a) on the day sent if sent by personal delivery, facsimile, electronic mail or similar electronic means, (b) three business days after delivery to the United States postal service if sent by registered or certified mail (postage prepaid, return receipt requested), and (c) on the next business day after delivery to a overnight courier service if delivered by overnight courier. All notices required by these Bylaws to be delivered to the Members as a group shall be considered effectively given if published in the Temple's regular form of congregational publication. Attendance by a Board member or Member, as applicable, at a meeting shall constitute a waiver of notice of such meeting, except where such Board member or Member, as applicable, attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called. Whenever any notice is required to be given to any Board member or Member, a waiver thereof in writing signed by the individual entitled to such notice, whether before or after the time stated therein, shall be equivalent to the giving of such notice.

Section C. Financial Reports. The Temple shall prepare periodic financial reports treating all of the funds that are held by the Temple, either directly or in component parts, as funds of the Temple.

Section D. Electronic Transactions. The Temple may conduct any action or set of actions by electronic means, such as by electronic mail.

Section E. Inconsistencies. In case any provision of these Bylaws shall be inconsistent with the Articles, the Articles shall govern.

Section F. Amendments. Amendments to the following sections of this document shall require the approval of the Members: Article II; Article IV; Article V; Article VI; Article VII; Article VIII; Article IX, Section A(2); Article X; and Article XII, Section F. Amendments to the aforementioned sections requiring approval of the Members may be made if the below steps are followed:

1. The amendment must be in writing, in the precise language proposed for adoption. Any Member eligible to vote may propose an amendment.
2. The amendment must be circulated in writing to each Board member at a meeting of the Board. Though the Board may vote to recommend approval or

disapproval of the amendment, no amendment shall take effect until approved by the Members as provided for in this Section.

3. A notice including the precise text of the proposed amendment shall be delivered to the Members no less than 30 days prior to the meeting of the Members at which the proposed amendment will be considered.

4. An amendment shall take effect if approved by two-thirds of the Members present and voting at a meeting of the Members or by a majority of the total Members eligible to vote, whichever is less.

5. Amendments to any portion of the Bylaws not specified in this Section shall take effect if approved by the Board.

Section G. Cemetery. All matters relating to the cemetery with which the Temple is affiliated shall be governed by the community Hebrew Cemetery Association, of which the Temple is a member.