

BYLAWS
OF
TEMPLE BETH EL, INC.
AMENDED AND RESTATED AS OF JUNE 4, 2024

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 (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 Board may elect that the Temple be a member of the Union for Reform Judaism (the “**Union**”). If such an election is made, the Temple will abide by the Constitution and Bylaws of the Union and will pay dues to the Union either as specified in the Union’s Constitution and Bylaws or as mutually agreed to by the Temple and the Union.

ARTICLE IV GUIDANCE FOR RELIGIOUS PRACTICE

The Temple interprets Judaism in the context of Reform Judaism, irrespective of its membership in the Union.

ARTICLE V MEMBERSHIP

Section A. Eligibility for Membership. Each of the following, as determined in accordance with the requirements established 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) each member of a 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 of a Member under 23 years of age 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, a written 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 exigent circumstances, extend to a non-Member any rights and privileges of Members it may deem advisable in light of such non-Member’s specific circumstances, except that such non-Member shall not have the right to vote, hold office, serve as a committee chairperson, or to education as described in Section E(5) below.

Section D. Honorary Members. The Board may, in its discretion, establish and award the title of Honorary Member to a non-Member. An Honorary Member shall be entitled only to the right of participation as described in Section E(3) below.

Section E. Rights and Privileges of Members. Except as otherwise provided in these Bylaws, all Members shall have all of the following rights; provided, however, that Members under the age of 18 shall only have the rights in Sections E(3) and (5) below:

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. *The Right of Participation.* The right to participate in the activities, religious, secular, or educational, that the Temple shall sponsor, subject to the rules and regulations established by the Board, the Clergy and the officers of the Temple (each an “**Officer**” and, together, the “**Officers**”);
4. *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; and
5. *The Right to Childhood Religious 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, a written policy permitting persons who are otherwise eligible, but cannot meet financial requirements without undue hardship, 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 by the Board under this Article V; (b) for failure to make a required payment for Membership to the Temple for a period of at least 6 months from the most recent due date; or (c) for engaging in conduct the Board, in its sole discretion, deems prejudicial to the Temple’s purposes and interests. “**Suspension**” for the purpose of this Section F 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 F means the termination of Membership.
2. *Notice.* Any such Member will be given prompt written notice of the proposed Suspension or Termination and the reasons for the proposed Suspension or Termination and a reasonable opportunity to be heard by the Board or designated representatives of the Board 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 Senior Administrator 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 Temple shall hold an Annual Meeting of the Members. 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 their 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 management of the affairs, properties, and work 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 no more than 20 members, constituted as follows: (a) up to eight Officers elected in accordance with Article VIII, including the President, First Vice President, Secretary, Treasurer and such additional Officers as determined by the Board; (b) one person appointed by the President; (c) 10 persons elected by the Members; and (d) the immediate past President. The Senior Rabbi and the Senior Administrator 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 a one-year term; (c) Section B(1)(d) shall serve only during the period that they are the immediate past President; and (d) Section B(1)(c) shall serve three-year terms, with classes consisting of four, three, and three being elected at each Annual Meeting of the Members, as applicable; provided, however, that any such Board member specified in Section B(1)(c) above may not serve more than two consecutive three-year terms.

3. *Resignation and Removal.* A Board member may resign by submitting their resignation in writing to the Board. A Board member may be removed (a) if they are a Board member referenced in Section B(1)(a), when they are removed from office in accordance with the terms set forth in Article VIII; (b) if they are a Board member referenced in Section B(1)(b), by the President in their discretion; and (c) if they are a Board member referenced in Section B(1)(c) or (d), by the affirmative vote of at least two-thirds of the 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), the vacancy shall be filled by the President; and (c) Section B(1)(c), 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 a vacancy of the Board member referenced in Section B(1)(d) shall not be filled by any party and shall remain vacant until the next immediate past President.

Section C. Indemnification.

1. *General.* Subject to the provisions of Chapter 55A of the North Carolina General Statutes, as amended, and any further statute governing nonprofit corporations that may be enacted, the Temple shall indemnify all current or former Officers, Board members and committee members made or threatened to be made a party to any threatened, pending or completed action, suit or other proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that such person is or was an Officer, Board member or committee member against any judgments, fines, penalties, amounts paid in settlement and costs, charges and expenses reasonably incurred in responding to or defending such proceeding (including reasonable attorneys' fees and disbursements). Notwithstanding the foregoing, no indemnification may be made to or on behalf of any

such person if in respect of the proceeding for which indemnification is sought a judgment or other final adjudication adverse to them establishes that (a) their acts were *ultra vires* or illegal, constituted willful misconduct or were committed in bad faith; (b) their acts were the result of their active and deliberate dishonesty and were material to the cause of action so adjudicated; or (c) they personally gained a financial profit or other advantage to which they were not legally entitled.

2. *Reimbursement of Expenses.* The Temple shall, to the fullest extent permitted by law, pay expenses incurred in defending any action or other proceeding against a current or former Officer, Board member or committee member referred to in Section C(1) of this Article VII, including but not limited to reasonable attorneys' fees, in advance of the final disposition of such proceeding upon receipt of an undertaking by the person who may be entitled to such payment to repay such advances if, as and when it shall ultimately be determined by a court of competent jurisdiction that they are not entitled to be indemnified by the Temple against such expenses.

3. *Employees.* The Temple may also indemnify a current or former employee or agent (other than an Officer, Board member or committee member) on the same basis on which it shall indemnify an Officer, Board member or committee member under Section C(1) of this Article VII, such indemnification to be made in a particular instance as approved by the Board or provided by agreement approved by the Board. The Temple may advance to such employee or agent (other than an Officer, Board member or committee member) expenses of a proceeding in respect of which it may provide indemnity on the same basis on which it shall advance expenses to an Officer, Board member or committee member under Section C(2) of this Article VII.

4. *Insurance Policy.* The Temple shall have the power to purchase and maintain insurance (a) to indemnify itself for any obligation which it incurs as a result of its indemnification under the provisions of this Article VII, (b) to indemnify any person in instances in which the person may be indemnified pursuant to the provisions of this Article VII; or (c) to the fullest extent such insurance is permitted by the laws of the State of North Carolina, in instances in which the person may not otherwise be indemnified pursuant to the provisions of this Article VII.

Section D. Regular Meeting. The Board shall meet at least ten times annually. The Board shall provide 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 a majority 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 Suspension or 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 of the Board and all employees of the Temple. The Board shall include in its minutes any actions taken in executive session.

Section L. Participation by Telephone or Other Means. Any Board member may participate in a meeting of the Board by telephone or any other means of communication that allows all persons participating in the meeting to simultaneously hear each other during the meeting, 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 of the Board, which shall have and may exercise the authority specified by the Board by resolution. All members of committees of the Board must be Members in good standing.

Section N. Advisory Councils. 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 by resolution from time to time establish one or more Advisory Councils whose members shall serve at the discretion of the Board. All members of any Advisory Council must be Members in good standing.

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 Board seat from each of the Member classes whose terms expire at the end of the Temple's 2023-2024 and 2024-2025 fiscal years, respectively, shall extinguish upon the expiration of each such term; and (2) any other Board seats appointed or designated pursuant to previously adopted

Bylaws of the Temple shall each extinguish upon the expiration of their respective terms at the end of the Temple's 2023-2024 fiscal year.

ARTICLE VIII OFFICERS

Section A. Positions. There shall be no more than eight Officers. The Officers shall include a President, a First Vice President, a Secretary, and a Treasurer, and may also include one or more Vice Presidents, 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 Senior Administrator. 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 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 of an Officer shall be filled by the Board for the remaining term until the next Annual Meeting of Members.

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 oversight 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 they 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 First Vice President shall automatically succeed to the office of the President in case of vacancy and shall act for the President in case of their absence or disability. If there is no First Vice President currently serving, then the Board shall designate the order of succession among the Vice Presidents.

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 Annual Meetings of the Members and as otherwise requested by the Board.

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 duties to the Senior Administrator, but the Secretary shall remain responsible for the performance of any delegated matters.

Section F. Executive Committee. There shall be an Executive Committee of the Board (the “**Executive Committee**”) that shall consist of the President, First Vice President, Secretary, Treasurer, the immediate past President, and the Board member appointed by the President pursuant to Section VII(B)(1)(b). 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. The Senior Rabbi and the Senior Administrator shall be non-voting, *ex officio* members of the Executive Committee. The Executive Committee may exercise the authority of the Board and act without prior Board authorization if circumstances do not reasonably permit consultation with the Board, in which event they shall inform the Board promptly, but in no case later than 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 any member of the Executive Committee is removed from the Board pursuant to Article VII, Section B(3), they shall also be removed from the Executive Committee.

ARTICLE IX CLERGY AND SENIOR PROFESSIONALS

Section A. Senior Rabbi.

1. *Duties.* A Senior Rabbi shall be engaged 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. They shall oversee the other members of the Clergy, if any, and shall perform other duties as directed by the Board.

2. *Engagement.* The Senior Rabbi shall be recommended by a special committee appointed by the President. The Board shall appoint the Senior Rabbi based on such recommendation.

3. *Membership.* The Senior Rabbi and their immediate family members 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 and the Executive

Committee, 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. The Board shall appoint the Associate or Assistant Rabbi based on such recommendations. An Associate or Assistant Rabbi and their immediate family members shall be considered Members, with all rights as such, except as otherwise specified.

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. The Board shall appoint the Cantor based on such recommendations. A Cantor and their immediate family members shall be considered Members, with all rights as such, except as otherwise specified.

Section D. Senior Administrator. The Board may engage a Senior Administrator, who shall serve as the senior administrator of the Temple under a title designated by the Board (e.g., Chief Operating Officer or Executive Director). The Senior Administrator shall be recommended by the Senior Rabbi and a committee appointed by the President. The Board shall appoint the Senior Administrator based on such recommendations. The Senior Administrator and their immediate family members shall be considered Members, with all rights as such, except as otherwise specified. The Senior Administrator shall have the right to attend all meetings of the Board and the Executive Committee, without voting rights, except when requested to absent himself or herself. The Senior Administrator shall also be a non-voting member of all committees.

Section E. Other Senior Professionals. In accordance with any resolution, policy or budget approved by the Board, the Senior Administrator and the Senior Rabbi may engage other senior professionals (“**Senior Professionals**”), in their discretion, and determine, among other things, each such individual’s title and duties. To the extent not inconsistent with any valid and enforceable contract, the Senior Administrator and the Senior Rabbi shall have the power to terminate, renew, not renew, or decline to negotiate or extend a new contract with respect to, the employment of any Senior Professional.

Section F. Continuing Employment of Clergy and the Senior Administrator. To the extent not inconsistent with any valid and enforceable contract, the Board shall have the power to terminate, renew, not renew, or decline to negotiate or extend a new contract with respect to, the employment of a Clergy member or the Senior Administrator. 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 the Senior Administrator is to be made at a meeting of the Board, such Clergy member or the Senior Administrator may be given, at the discretion of the President, 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. Board Nominations. The Board will solicit candidates for Board seats and Officer positions in advance of the Annual Meeting of Members. The Board may delegate the solicitation and consideration of candidates to a Board committee. The Board shall approve a

slate of candidates (one candidate for each position to be filled) not less than 15 days before the Annual Meeting of Members.

Section B. Member Nominations. Nomination for any Officer position or Board seat may be made by written petition of 50 Members in good standing, said nominations to be filed with the Secretary at least 10 days prior to the Annual Meeting of Members. There shall be no nominations on the floor of the Annual Meeting.

Section C. Restrictions. Any Officer candidate or Board candidate must meet the qualifications specified elsewhere in these Bylaws. Members of any nominating committee may be nominated for Officer positions or Board membership. No person shall be nominated unless they indicate a willingness to serve.

Section D. Notice. Notice of the Officer and Board nominations 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 Officers or Board seats for which more than one name is proposed shall be by secret ballot. Voting for Officers and Board members referenced in Article VII, Section B(1)(c) where only one name is proposed may be accomplished in one vote. Board members may be elected with a plurality of votes less than a majority. A candidate for any Officer position shall be deemed elected if they obtain 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.

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 its 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. 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 E. Fiscal Year. The fiscal year of the Temple shall begin on July 1.

Section F. Contracts, Loans, and Deposits.

1. *Contracts.* The Board may authorize any Officer or Officers or 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.* The Board shall determine who shall be authorized from time to time to sign checks, withdrawals, or other orders for the payment of money in the name of the Temple and in what manner the issuance of such checks, drafts or other orders for payment shall be authorized.

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. Minutes and Records. The Temple shall keep correct and complete books and records of all financial accounts and shall keep minutes of the proceedings of the Board and committees established by the Board. All books and records of the Temple may be inspected by any Board member or a Board member's agent or attorney for any proper purpose at any reasonable time.

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 an 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 on the date of 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. Except as otherwise provided herein, these Bylaws may be amended at any time by action taken by a majority of all the members of the Board in office at a duly called meeting of the Board, provided that proper written notice of such meeting is given and that such notice states that the purpose, or one of the purposes, of the meeting is to consider a proposed amendment to the Bylaws and contains or is accompanied by a copy or summary of the amendment or states the general nature of the amendment. Notwithstanding the foregoing, 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 F.
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.