

CONGREGATION KOL AMI OF FREDERICK *BY-LAWS*

ARTICLE I: NAME

This congregation shall be known as Congregation Kol Ami of Frederick, located in Frederick County, Maryland.

ARTICLE II: PURPOSE

The purpose of this congregation 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.

ARTICLE III: UNION FOR REFORM JUDAISM

This congregation will be a member of the Union for Reform Judaism (URJ), will abide by the Constitution and Bylaws of the Union, and will pay dues to the Union as specified in the Union's bylaws.

ARTICLE IV: GUIDANCE FOR RELIGIOUS PRACTICE

The congregation shall interpret Judaism in the context of Reform Judaism.

ARTICLE V: MEMBERSHIP

Section 1. Any person of the Jewish faith, either by birth or by choice, according to the Reform Jewish Rabbinic criteria, may join the congregation on approval of the person's application by the Board of Trustees.

Section 2. The membership unit shall be an individual or a group of individuals residing in the same household declaring themselves to be a family unit. In the case of a family unit, all members of the family unit over the age of eighteen (18) shall each have one vote where a member is entitled to vote, but in no event more than two votes per membership unit. Non-Jewish spouses and non-Jewish children shall be considered members of the family unit. Each member must be in good standing to vote. Good standing shall mean that all financial obligations to the congregation are current. Unmarried children up to age of twenty-five (25) shall be included in the family unit (but not for voting purposes), wherever they reside.

Section 3. Any synagogue member in good standing, and who has the right to vote, may serve as an officer of the congregation. The offices of President and Vice President

shall be held by members of the Jewish faith, and the majority of the remaining officer positions shall be held by individuals of the Jewish faith. At least eighty (80) percent of the voting members of the Board of Trustees shall be members of the Jewish faith.

Section 4. Membership entitles each family, household, or individual the right to participate in the activities, religious or secular, that the congregation shall sponsor, subject to the rules and regulations established by the Board of Trustees.

Section 5. Death or divorce shall not terminate an existing membership of the surviving or remaining individual, regardless of the survivor's religious affiliation.

Section 6. The Board of Trustees may establish, and rescind if necessary, special membership classifications.

ARTICLE VI: DUES

Section 1. Each membership unit shall pay such annual dues, fees, assessments and other charges for the maintenance and support of the congregation, and for the erection or acquisition of suitable facilities, as may be established by the Board of Trustees under these By-Laws and Policies.

Section 2. No individual shall be deprived of any rights and privileges of membership solely by reason of financial inability, however, a member may be suspended or limited in rights of membership, or the membership may be terminated, by the Board of Trustees, in accordance with the provisions of the Policies, for failure to pay dues, fees assessments or other charges or obligations, or for conduct unbecoming a member.

Section 3. The Financial Secretary, after informing the President and Treasurer, may waive, extend, or modify any financial obligation due from a member, which shall be reviewed on an annual basis. The Financial Secretary, in accordance with the Executive Committee, shall establish procedures with the intent of preserving the privacy of the member, who may request a waiver or modification of financial obligations.

Section 4. Resignations from the congregation shall be submitted in writing to the Board of Trustees. Resignation or removal shall not relieve a member from payment of any obligation due to the congregation.

ARTICLE VII: MEETINGS

Section 1. Annual Meeting. The annual meeting of the congregation shall be held within sixty days prior to the commencement of the fiscal year. At this meeting, reports shall be submitted by the president, the treasurer, the rabbi, and such other officers, staff, affiliates, and committees as may be requested to do so by the Board of Trustees. A budget for the coming fiscal year shall be approved and trustees and officers shall be elected at the annual meeting. Every membership unit of the congregation shall be

notified by mail or electronic mail at least 21 days prior to the holding of the annual meeting, and written notice of such meeting shall include a copy of the agenda, the proposed budget, and the names of all nominees for the Board of Trustees.

Section 2. Special meetings of the congregation may be called by the president at any time, or shall be called at the request of a majority of the Board of Trustees or on written application of 20 percent of the eligible voting members of the congregation. The call for a special meeting shall set forth the purpose of the meeting, and written notice thereof shall be mailed or e-mailed to the membership at least fifteen (15) days prior to the time of such meeting. No business shall be transacted at such meeting except that specified in the notice.

Section 3. In the event that any meeting is adjourned before the completion of its scheduled agenda or is impossible to hold as scheduled, because of the lack of a quorum, as described in Section 4 of this Article, a notice of the resumption or rescheduling of the meeting shall be mailed or e-mailed to members at least seven (7) days prior to the time of such reconvened or rescheduled meeting. At such rescheduled meeting, the quorum requirements of Section 4 below shall not apply and a quorum shall consist of those members present and voting.

Section 4. The quorum for both a regular and special congregational meetings shall be 15 percent of the units of membership in good standing, represented by at least one voting member.

Section 5. Only members who are present at a meeting will be entitled to vote. Neither proxy votes nor absentee ballots will be accepted.

ARTICLE VIII: OFFICERS

Section 1. The officers of the congregation shall consist of a President, one or more Vice President(s), one Treasurer, and such other officers as the Policies may provide. The officers shall be elected for a one-year term at each annual meeting of the congregation from among the members of the congregation entitled to vote. No person shall serve in any office for more than three (3) successive terms in the same position. A partial term shall count as one-year. If a vacant officer position is filled prior to the Congregational Annual Meeting, that officer may serve up to, but not more than, four (4) years. Newly elected officers shall assume office no later than the beginning of the fiscal year.

Section 2. The duties of the President shall be to preside as chair at all Congregational and Board of Trustee meetings and to appoint all committees. The President shall be an ex-officio member of all committees except the Nominating Committee. S/he shall call the annual meeting and special meetings, and perform such other duties as are incident to the office. The president shall appoint the chairpersons of all committees unless

otherwise provided in these bylaws. The President, along with another officer, shall sign all legal documents and enforce the By-Laws.

Section 3. The Vice President(s) shall perform such duties as are incident to the office or as may be assigned by the President. The Vice President(s) shall automatically succeed to the office of the President in case of vacancy only until the next annual meeting and shall act as President in case of his or her absence or disability. The duties of the Vice President(s) shall be the supervision and coordination of the committees – with the exception of Budget and Finance.

Section 4. The Treasurer shall be the custodian of all funds of the congregation and shall be the disbursing agent of the congregation as authorized by the Board of Trustees. The Treasurer shall present a financial report at all regularly scheduled meetings of the Board of Trustees and of the congregation. The Treasurer shall chair or serve on the Budget and Finance Committee and the Investment Committee, if any, and on any other committees directly involving financial matters of the Congregation. The Treasurer shall appoint a Budget and Finance Committee annually, which shall prepare a proposed budget for approval by the Board of Trustees and the Congregation at its annual meeting. He/she shall ensure that the Congregation, to the best of his/her abilities, has complied with the provisions of federal, state and local tax laws that may apply. At the request of the Board of Trustees, the Treasurer shall submit to an annual audit of the congregation's financial records by an independent Certified Public Accountant selected by the Board of Trustees. The Treasurer shall perform such other duties as are incident to the office or as may be assigned by the President.

Section 5. The Secretary(ies) shall keep accurate and complete type-written minutes of meetings of the congregation, the Board of Trustees, and the Executive Committee, maintain the Policy Manual of the Board approved policies, send out notices of all meetings, and perform other such duties as are incident to the office according to applicable law, or as duly specified by action of the Board of Trustees. The Board of Trustees may delegate some of these responsibilities to the administrator of the congregation, but the Secretary(ies) shall be responsible for the performance of any delegated matters. Minutes of Board of Trustees meetings and congregation meetings shall be kept in a binder and available for review by members, with electronic back-up.

Section 6. If the congregation opts to have a Financial Secretary, he/she shall maintain a register of all members of the congregation with the complete data as to membership, and keep a correct accounting of the dues and charges owing or paid by members, supervise the collection of dues and deposits of same, and the preparation of bills for dues and other charges. The Financial Secretary(ies) shall perform such other duties as are incident to the office or as may be assigned by the President.

Section 7. The President, Vice-President(s), Treasurer, Financial Secretary(ies), and Secretary(ies), and any other staff designated by the Board of Trustees, shall be

covered by a general liability policy in amounts to be determined by the Board of Trustees. The costs shall be paid by the congregation.

Section 8. The Board of Trustees shall determine the number of signatures required for specified amounts of disbursements of congregational funds from time to time.

ARTICLE IX: BOARD OF TRUSTEES

Section 1. The Board of Trustees shall consist of the officers of the congregation and, except as provided in Section 2 of this article, not less than three (3) or more than fifteen (15) members elected by the congregation for a term of three years. The immediate past president of the congregation shall serve on the Board of Trustees with the right to vote for a three-year term.

Section 2. The following shall be ex-officio members of the Board of Trustees without the right to vote: presidents of sanctioned auxiliary groups affiliated with the congregation; chairpersons of the standing committees who are not otherwise members; the Rabbis; the Executive Director; the Director of Education; or members of the Board of Trustees of the URJ or the East District Council. The Board of Trustees may also, from time to time, elect other non-voting honorary trustees whose experience and counsel the board believes will be of value in the conduct of the affairs of the congregation.

Section 3. Trustees who are not officers shall not be elected for more than nine consecutive years.

Section 4. The Board of Trustees shall fill any vacant office or any vacancy on the Board of Trustees other than president, until the next congregational election. At that time the congregation will elect candidates to fill any unexpired terms.

Section 5. The Board of Trustees may have an Executive Committee consisting of the President, Vice President(s), Treasurer, Financial Secretary (ies), Secretary(ies), and the immediate Past President. The Executive Director and the Senior Rabbi shall be members ex-officio, without voting privileges. Its purpose shall be to advise the President between meetings of the Board and to perform whatever functions the President shall deem necessary, consistent with the responsibilities delegated to other committees created pursuant to these By-Laws. The Executive Committee shall hold monthly meetings on a date fixed by the President. A majority of the voting members of the Executive Committee shall constitute a quorum, provided that the President and/or Vice President(s) are present, and a vote of a majority of those present and voting shall be necessary to carry any motion at meeting of the Executive Committee. The Executive Committee shall implement policies adopted by the Board of Trustees and shall work with the Congregation's staff to carry out such policies. The Executive Committee shall carry out the day-to-day operations and management of the congregation.

Section 6. The Treasurer shall have the possession of securities, valuable papers and books of the congregation, custody of which may from time to time be entrusted to the other officers in the performance of their duties.

Section 7. Except as otherwise provided, the Board of Trustees shall manage the affairs of the congregation and shall have full power and authority to establish necessary policies, rules, regulations and procedures for the discharge of its functions and conduct of its operation. Upon request of the President it may delegate some of its functions as it may specify to an Executive Committee composed of the officers of the congregation.

Section 8. In the performance of its duties the authority of the Board of Trustees shall include, among other things, the power to:

- a. Consider and approve or disapprove applications for membership in the congregation; suspend, terminate or limit the rights of membership or establish appropriate classifications thereof, as provided in the By-Laws.
- b. Terminate the membership of any member of the congregation for conduct unbecoming a member, provided two-thirds of the entire Board of Trustees votes for removal.
- c. Engage all employees of the congregation and determine the duties, compensation and duration of employment of such employees. The Board of Trustees may make specific delegation of this authority to the relevant committee chairperson or officers of the congregation. Engagement of Rabbis and provisions applicable to such engagements shall be controlled by Article XII of this document.
- d. Review and approve the budget recommended by the Budget and Finance committee, to determine all dues, fees, assessments and other charges, to be submitted to the congregation, of the anticipated income and expenditures for succeeding fiscal year; make such changes in the budget as may be required from time to time; and authorize expenditures pursuant to the budget. The budget must be approved by a majority of the members present and entitled to vote at the annual meeting of the congregation.
- e. Authorize the creation of auxiliary organizations of the congregation and ensure that they shall be in keeping with the purposes of the congregation.
- f. Purchase, sell, mortgage or lease real estate, subject to the approval of the congregation, except that such approval shall not be required for leases not exceeding two years.
- g. Fill all vacancies among any of the officers or the elected trustees until the next annual meeting upon nomination by the President.
- h. Perform such other functions as may be necessary and proper in its judgment to promote the welfare of the congregation.

Section 9. The Board of Trustees shall hold regular meetings in accordance with a schedule proposed by the President at its first meeting of the fiscal year. Special

meetings may be called by the President or shall be called by the President upon written request of a simple majority of members of the Board of Trustees. The Secretary shall give notice of any special meeting, stating the purpose thereof. Notice will be in writing, at least three (3) days in advance. In an emergency, oral notice will be given and a meeting may be held without three (3) day notice, provided that a quorum of two-thirds (2/3) of the voting members of the Board of Trustees attend.

Section 10. A majority of the voting members of the Board of Trustees shall constitute a quorum, and a vote of a majority of those present and voting shall be necessary to carry any motion at meetings of the Board of Trustees.

Section 11. The President may vote at meetings of the Board of Trustees only:
a. To break a tie or create a tie on any issue requiring a majority, or
b. Where a motion or resolution requiring a two-thirds vote would otherwise fail to carry by a single vote.

Section 12. The Board of Trustees shall be covered by a general liability policy in amounts to be determined by the Board and officers. The costs shall be paid from the operating budget.

ARTICLE X: NOMINATIONS AND ELECTIONS

Section 1. Nomination of officers and board members shall be made by a Nominating Committee appointed by the Board of Trustees. The Nominating Committee shall consist of a Past President and no fewer than three or more than five members of the congregation, at least two of whom shall not be on the board. The immediate past President shall be the chairperson of the Nominating Committee.

Section 2. The slate of nominations shall consist of at least one (1) nomination and not more than three (3) for each officer and for each trustee.

Section 3. Before submitting its slate of nominees to the Board of Trustees, the Nominating Committee shall ensure that each prospective nominee is willing to serve in the position for which he/she is to be nominated.

Section 4. Selections of the Nominating Committee shall be reported to the Board of Trustees, and said nominations shall be sent to the congregation by mail or e-mail at least twenty-one days prior to the Annual meeting.

Section 5. Nominations for any elective office may also be made by petition of voting members representing at least fifteen membership units of the congregation. Such nominations must be filed with the Secretary, together with a written agreement of the nominee to serve in the position for which nominated, at least fourteen days prior to the election in order to be deemed valid.

Section 6. The Secretary shall send notice of nominations by petition to all members of the congregation at least seven days prior to the election.

ARTICLE XI: REMOVAL FROM OFFICE

Section 1. Any officer or board member may be removed from office by a two-thirds vote of those members of the congregation present and voting at any regular or special meeting of the congregation. Notice must be served on the officer or trustee proceeded against, and an opportunity to be heard must be given by both the Board of Trustees and the congregation.

Section 2. Any officer or trustee who fails to attend three consecutive meetings or four meetings during a fiscal year of the Board of Trustees may be relieved of his/her office by the President, upon thirty days notice to such Trustee, unless within such thirty day period, an explanation is provided to the Board of Trustees and such explanation is accepted as being satisfactory by a vote of a majority of the Board present and voting.

ARTICLE XII: CLERGY

Section 1. The Rabbis shall be the religious leaders of the congregation, and shall be honorary members of the congregation. The Rabbis' spouses and dependent children shall also be honorary members.

Section 2. A Rabbi shall be elected in the following manner: (1) A special committee appointed by the President of the congregation with the approval of the Board of Trustees shall recommend a candidate to be elected. (2) Upon approval of the Board of Trustees, this recommendation shall be submitted to the congregation at a regular or special meeting. (3) A two-thirds vote of the membership present and voting shall be required for the initial election of the Rabbi.

Section 3. Upon completion of the Rabbi's initial period of service, as defined in his or her contract, the Board of Trustees shall make a recommendation as to the Rabbi's reelection. This recommendation shall be submitted to a regular or special meeting of the congregation. A majority vote of those members present and voting shall be required to act upon the recommendation of the Board of Trustees.

ARTICLE XIII: ADMINISTRATIVE STAFF

To fulfill the educational, religious, cultural, and administrative needs of the congregation, the Board of Trustees, in cooperation with the Rabbi, may create paid positions. Terms of employment shall be established by the Board of Trustees, who shall make such hires.

ARTICLE XIV: COMMITTEES

Section 1. Standing or ad hoc committees shall be appointed by the President, with approval by the Board of Trustees. Each committee shall have a charter with clearly delineated responsibilities and outcomes.

Section 3. The chairperson of each committee shall submit reports in writing to the Executive Committee within thirty days after the end of each quarter of the fiscal year. The reports shall summarize the committee's activities during the quarter and shall discuss plans for the balance of the fiscal year. A final report shall be submitted, prior to the annual meeting.

ARTICLE XV: AUXILIARIES

The congregation shall have such auxiliary organizations as shall from time to time be established and organized by the members. The activities of all auxiliary organizations shall always be conducted in such a manner as will advance the best interests of the congregation. The By-Laws and other regulations of all auxiliary organizations shall be consistent with the By-Laws and Policies of the congregation. The Board of Trustees has the authority to dissolve auxiliaries that are deemed to not be acting in the best interests of the congregation.

ARTICLE XVI: CONTRACTS AND LEGAL DOCUMENTS IN GENERAL

Deeds, contracts, and other legal documents obligating the congregation shall require the approval of the Board of Trustees, and, if approved, must be signed by the President of the congregation. All such legal documents shall be approved as to form, completion, and tax-exempt status impact, if any, by legal counsel to the congregation.

ARTICLE XVII: AMENDMENTS

Amendments to the By-Laws shall be initiated in writing by the Board of Trustees or by at least 20 percent of the membership units of the congregation. These amendments shall be presented in writing to the Secretary of the congregation. Such amendments shall be acted on at any regular meeting of the congregation or at any special meeting called for that purpose. Copies of the proposed amendments shall be mailed or e-mailed to each member along with the notice of the meeting at least thirty days prior thereto. An affirmative vote of two-thirds of the members present and voting shall be necessary to adopt any amendment.

ARTICLE XVIII: PARLIAMENTARY AUTHORITY

The rules of procedure at congregational, board and committee meetings shall be determined by Robert's Rules of Order, latest revised edition, except where these by-laws state otherwise.

ARTICLE XIX: FISCAL YEAR

The fiscal year of the Congregation shall begin on July 1 and end on June 30 of each year.

ARTICLE XX: REAL ESTATE

Before any contract shall be entered into for the purchase, sale, transfer, encumbrance, or lease of real estate by or for the congregation, the Board of Trustees shall ascertain all of the relevant material facts and submit them to the congregation at a regular or special meeting to be called for that purpose. It shall require a vote of two-thirds of the members present and voting to authorize any such action with respect to real estate.

ARTICLE XXI: PROHIBITED ACTIVITIES

Section 1. No member of the congregation shall receive any of the earnings or pecuniary profit from the operations of the congregation. This shall not prevent the payment to any such person of compensation for services rendered to or for the congregation in carrying out any of its tax-exempt purposes.

Section 2. Notwithstanding any other provision of these by-laws, no officer, employee, trustee, or representative of the congregation shall take any action or carry on any activity by or on behalf of the congregation not permitted to be taken or carried on by an organization exempt under section 501c(3) of the IRS and regulations promulgated thereunder, as they now exist or as they may hereafter be amended, or by an organization to which contributions are deductible under section 170(c)(2) of the such code and regulations promulgated there under, as they now exist or as they may hereafter be amended.

ARTICLE XXII: INDEMNITY

Section 1. The congregation shall indemnify any person who is, or who is threatened to be made, a party to any legal proceeding, because he or she was a director, officer, employee, professional staff, rabbi, cantor or agent of the congregation, against expenses (including attorney's fees), judgments, fines and amounts paid in settlement (if approved by the Board of Trustees in advance) actually and reasonably incurred by him/her in connection with such action, suit, or proceeding, if he/she reasonably believed to be in or not opposed to the best interests of the congregation and with respect to any criminal action or proceeding, had no reasonable cause to believe his/her 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 a manner which he/she reasonably believed to be in or not opposed to the best interests of the congregation and, with respect to any criminal action or proceeding, has reasonable cause to believe that his/her conduct was unlawful.

Section 2. Any indemnification under Section 1 of this Article (unless ordered by a court) shall be made by the congregation only as authorized in the specific case, upon the determination that indemnification of the person is proper in the circumstances because he/she has met the applicable standard of conduct set forth in Section 1. Such determination shall be made by (1) the Board of Trustees by a majority vote of a quorum consisting of trustees who were not parties to such action, suit or proceeding; or, if no quorum can be reached, (2) by the affirmative vote of a majority of the members of the congregation, excluding those who are parties to the action, at a duly constituted meeting.

Section 3. Expenses incurred in defending a civil or criminal action, suit or proceeding shall be paid by the congregation in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking (with sufficient security, if required) by or on behalf of the indemnified person to repay such if it shall ultimately be determined that he/she is not entitled to be indemnified by the congregation as authorized in this by-law provision.

Section 4. The congregation shall attempt to purchase and maintain insurance on behalf of any person who is indemnified by Section 1.

ARTICLE XXIII: DISSOLUTION

In the event of dissolution of the congregation, all its assets shall be donated to such religious organizations as shall be designated by the Board of Trustees, and under no circumstances shall such assets revert in whole or in part to the members of the congregation.

ARTICLE XXIV: SEPARABILITY AND CONFORMANCE WITH LAW

Section 1. In the event any article or section of this By-Laws or any portion thereof shall be or becomes legally invalid or unenforceable, such invalidity or unenforceability shall not affect or invalidate any other article or section of these By-Laws.

Section 2. The Board of Trustees shall have authority between annual meetings to amend these By-Laws as necessary to remove any conflict between its provisions and those of any applicable civil law.

These by-laws, adopted on June 1, 2015, nullify and supersede any previous by-laws.