

BYLAWS OF THE TEMPLE, CONGREGATION BNAI JEHUDAH

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BYLAWS

(as amended 1965, 1969, 1971, 1975, 1976, 1978, 1979, 1983, 1984, 1989, 1997, 1999, 2001, 2005, & 2021)

OF

THE TEMPLE, CONGREGATION B'NAI JEHUDAH

(The Temple)

Definitions:

As used in these Bylaws, unless expressly defined otherwise herein:

1. "Temple" and "Congregation" each mean The Temple, Congregation B'nai Jehudah.
2. "Corporation" refers to The Temple, Congregation B'nai Jehudah as incorporated under the laws of Missouri now in effect or as hereafter amended.
3. "Board" refers to the Board of Trustees.
4. "Auxiliary" refers to any formal or informal group of Temple members formed for specific purposes consistent with the missions of the Congregation and recognized by the Board.

ARTICLE I: MEMBERSHIP

Section 1. Membership has been and shall continue to be available to those persons of the Jewish faith who subscribe to the principles of Reform Judaism and who have met and shall meet the standards and fulfill the qualifications and other requirements of the Bylaws and Resolutions of the Board of Trustees.

Section 2. There shall be categories of membership as determined by the Board of Trustees. The criteria to be an Eligible Voter shall be determined by Board policy, subject to provisions contained elsewhere in these Bylaws.

Section 3. The members of the Congregation shall make such individual contributions into the congregational treasury for the purpose of supplying revenues necessary for the maintenance, development, and progress of the Congregation and its purposes and activities, as shall be established and determined by the Board of Trustees.

Section 4. The Board of Trustees, from time to time, shall: determine and thereafter review the annual contribution made by each member and may revise the same as justified by change or lapse of time; provide for the suspension or expulsion of members for the nonpayment of required annual contributions, assessments, or pledges into the congregational treasury; and reinstate the members.

Section 5. Membership shall be available upon application for membership on forms specified by and submitted to and approved by the Board of Trustees, which shall pass upon such application as well as any request for adjustment in annual contributions and which shall have the exclusive right to accept, revise or reject the same. Annual contributions to The Temple are a condition of membership, unless waived in whole or in part by the Board of Trustees. The Board of Trustees shall have the right to withdraw or restrict the privileges and benefits of membership for failure to comply with any of the provisions or conditions of any membership agreement of any such

member or that member's failure to respond to a written request of the Board of Trustees for an increase.

Section 6. Honorary membership may be bestowed by the Board of Trustees upon any person whose services to Judaism or The Temple have been such that it is deemed desirable to do so. Such Honorary members shall enjoy all the privileges of regular membership without any obligation to pledge or contribute any income to the congregational treasury.

Section 7. A non-Jewish spouse of a member of the Congregation whose membership is authorized by Sections 1 or 2 hereof, may become a "Non-Jewish former spouse affiliate" of the Congregation upon the termination of his or her marriage to a member spouse by death or dissolution of marriage by making timely application to the Congregation as shall be established and determined by the Board of Trustees. The Non-Jewish former spouse affiliate shall demonstrate some commitment to the principles of Reform Judaism for himself or herself and for any dependents who will be included in the affiliation. Dues, pledges, annual contributions, and requests to modify any of them, shall be determined by the Board of Trustees, and dues, annual contributions, and/or pledges to the Temple are a condition of affiliation, unless waived in whole or in part by the Board of Trustees. The Board of Trustees shall have the right to withdraw or restrict the privileges and benefits of affiliation for failure to comply with any of the provisions or conditions of any agreement of any such Non-Jewish former spouse affiliate, including without limitation, any default in payment thereof, or failure to respond to a written request of the Board of Trustees.

A Non-Jewish former spouse affiliation is not a membership of The Temple and such affiliation shall not carry with it the right to vote, hold office in the Congregation, or transfer the affiliation. Subject to the rules and practices of the Temple, A Non-Jewish former spouse affiliate and his or her dependents otherwise have the right to participate in the religious worship and programs of the Congregation, including, without limitation, Religious School, Confirmation, and Bar or Bat Mitzvah, according to the rules and regulations of the Congregation.

Section 8. All rights and benefits of membership (except as otherwise provided in Section 9 of the Articles of Agreement, being a part of Article II of Articles of Acceptance) may be enjoyed by any member of the family of a member who permanently resides with the member and is not self-supporting.

Section 9. The Board of Trustees shall set the policy related to each member's financial obligation to The Temple.

ARTICLE II: BOARD OF TRUSTEES

Section 1. In those years when there is a President Elect, the Board of Trustees (hereinafter "the Board") shall be composed of twenty-one (21) persons, who include up to seven (7) Officers, the President, The President Elect, the Immediate Past President, the three Vice Presidents, and the Secretary/Treasurer, all elected by and from among the members of the Congregation eligible to vote; twelve (12) Trustees elected by and from among the members of the Congregation eligible to vote; the Immediate Past President of the Congregation; and a representative from Temple

Sisterhood and a representative from the Temple Brotherhood who shall each be a Trustee for one year only in accordance with Article IX of these Bylaws. In those years when there is no President Elect, the composition of the Board shall remain the same, though its composition shall be of twenty (20) persons.

Section 2. Except for the Immediate Past President of the Congregation, who is automatically a member of the Board and the representatives of the Temple Sisterhood and Temple Brotherhood, the Officers and the Trustees shall be elected at Annual Meetings of the membership of the Congregation by those members eligible to vote.

Section 3. Any member of the Board shall be expelled from the Board and such person's position, whether Trustee, Officer, or Immediate Past President, shall be deemed vacant if such person ceases to be a member entitled to vote at meetings of the membership; or if a resolution evidencing good cause for such person's removal is enacted by the affirmative vote of at least seventy-five (75%) percent of the members of the Board in attendance at a duly convened meeting of the Board. Each member of the Board shall receive at least fifteen days written notice that such proposal may be submitted for consideration and balloting.

Section 4. In case of the death, resignation or expulsion of any Trustee, the Board shall fill the resulting vacancy until the next Annual Meeting at which an election shall fill that vacancy for the unexpired term. In the case of the death, resignation or expulsion of the Immediate Past President, the vacancy shall be filled by the next most Immediate Past President available to serve. In the case of the death, resignation, or expulsion of the Representative of the Sisterhood or the Representative of the Brotherhood, the vacancy shall be filled by appointment from the appropriate auxiliary.

Section 5. When the Board consists of twenty (20) or twenty-one (21) members, eleven (11) members of the Board shall constitute a quorum for the transaction of the business of the Board, and the act of the majority of all members of the Board present at a meeting of the Board at which a quorum is present shall be the act of the Board, unless otherwise herein provided. When the Board consists of less than twenty (20) members, a number equal to fifty percent (50%) of the number of members shall constitute a quorum for the transaction of the business of the Board, and the act of the majority of all members of the Board present at a meeting of the Board at which a quorum is present shall be the act of the Board, unless otherwise herein provided.

Section 6. No member of the Board shall receive any compensation for his/her services as such Trustee, but may be compensated for any additional services rendered apart therefrom upon express understanding approved by the Board that said additional services are not gratuitous.

Section 7. In odd-numbered years, six (6) Trustees shall be elected for a two-year term at the Annual Meeting, and in even-numbered years, six (6) Trustees shall be elected for a two-year term at the Annual Meeting. In even-numbered years, an additional Officer position, that of the President Elect, shall be filled by election to serve a one-year term.

In odd-numbered years, five (5) Officer positions, the President, the three Vice Presidents, and the Secretary/Treasurer, shall be filled by election to serve a two-year term. In each and every year

there shall be the President, the three Vice Presidents, the Secretary/Treasurer, and the Immediate Past President serving as Officers of the Congregation. In alternate years, only, there shall be a President Elect serving as an Officer of the Congregation and if at the time of election the President Elect was a Vice President or the Secretary/Treasurer, a person shall then be elected to serve the unexpired portion of the time of such office as provided in Section 1 of Article II.

Section 8. Any member who has the right to vote at meetings of the members of the Congregation shall be eligible to serve as a Trustee or Officer. No person who has been elected as a Trustee for three (3) successive terms of two (2) years each shall be eligible for reelection as a Trustee or for appointment under Section 4 of this Article except if such person shall immediately thereafter serve as an Officer as hereinafter provided. No person who has served one (1) term as an Officer of the Congregation shall be eligible for immediate reelection or for appointment under Section 4 of this Article for the same Officer position, except for: a person may serve up to (but not more than) three (3) successive terms as a Vice President, and the Secretary/Treasurer is eligible to be reelected one time, serving a maximum of two terms. A person, after having served the maximum number of successive terms as a Trustee, may immediately serve as an Officer. A person, after having served the maximum number of terms as an Officer, may immediately serve as a Trustee. Election to fill an unexpired term, whether Trustee or Officer, shall not be considered in the foregoing limitation. Nothing in this Section shall preclude a member of the Congregation from again serving as a Trustee after one (1) year from the expiration of the Trustee's third (3rd) successive term. Nothing in this Section shall preclude an Officer of the Congregation from again serving in that same Officer position after one (1) year from the expiration of the Officer's two-year terms in that same position.

Section 9. If, at an Annual Meeting of the Congregation, there be nominations for Trustees or Officers other than those of the nominating committee:

- (a) A majority of the votes cast by eligible voters at the annual meeting of the Congregation shall be necessary for election of each of the Officers referred to in Article III, Section I of the Bylaws; the nominee receiving the lowest number of votes upon each balloting shall be eliminated until a majority is obtained;
- (b) The six (6) Trustees to be elected at each Annual Meeting shall be those nominees receiving the greatest number of votes cast by eligible voters present at such annual meeting of the Congregation upon a balloting;
- (c) The voting referred to in Sections A and B above shall be by written secret ballot, which shall contain the names of the candidates and, wherever necessary, the office each nominee is seeking, plus appropriate individual boxes or lines in order for the voter to indicate his/her choice or preferences; the ballot form shall designate in separate alphabetical order the nominees presented by the Nominating Committee and the nominees presented by others. For each ballot, eligible voters may cast only one vote for each Officer position, and may cast up to six votes, spread among six nominees for Trustee positions.

Section 10. The Board shall have the right to select and employ the rabbi(s), and to terminate their services, with notice to the Congregation. It shall have the exclusive right to define the duties

of all rabbis, to delegate these duties as it sees fit, to determine their respective salaries, and to renew their contracts. It shall also have the exclusive power to appoint, direct and remove all employees of the Congregation and to determine their duties and salaries, provided, however that with respect to administrative and non-clergy staff, the Board may delegate any of its duties.

Section 11. The Board shall have an audit made annually of the Books of Accounts and Records of the Congregation by a Certified Public Accountant.

Section 12. The Board, in order to provide additional revenue for the Congregation, shall have the right, subject to the prior approval of a majority of members of the Congregation assembled, upon at least 15 days notice of said purpose, at a duly convened meeting of the membership, to levy necessary assessments upon all the members of the Congregation in addition to the individual membership contributions as determined by the Board. The Board may, in its discretion, abate any contribution agreed to be made or other obligation that may be owing to the Congregation by any member. The Board is authorized to accept voluntary donations or contributions to the treasury of the Congregation.

ARTICLE III: OFFICERS

Section 1. The Officers of the Congregation shall be a President, Three Vice Presidents, a Secretary/Treasurer. They shall be elected by the membership biennially at the regular Annual Meeting from among the members of the Congregation who are eligible to vote at meetings of the membership. The Immediate Past President will also serve as an Officer. In even-numbered years, there shall be an additional Officer, a President Elect. A President Elect shall be elected by the membership every other year at the regular Annual Meeting from among the membership. When an existing Vice President or Secretary/ Treasurer is elected to be President Elect, the President Elect shall there upon be deemed to have automatically resigned as a Vice President or Secretary/ Treasurer, as the case may be, and the membership at the same annual meeting that the President Elect shall be elected shall also elect a person to fill the unexpired portion of the two-year term of the office vacated by the President Elect. The President may designate and assign portfolios of responsibility to the other Officers, in addition to any portfolios designated and assigned within these Bylaws. The Officers shall perform such other duties as may be assigned to them by the Board. No elected Officer shall receive any compensation for his/her services as such.

Section 2. The President shall preside at all meetings of the Congregation and of the Board; shall sign all official documents; and shall call special meetings as herein provided. The President shall, in conjunction with the Secretary/Treasurer, execute, on behalf of the Congregation, all legal instruments. At the expiration of the President's term, the President shall deliver to the duly qualified successor the property and effects of the Congregation then in the President's possession.

During any temporary absence, temporary incapacity, or temporary disability of the President, the authority and duties of that office shall temporarily devolve upon the President Elect. If the President Elect is unable to serve or there is no President Elect, the Immediate Past President shall promptly convene a meeting of the Board, whether regular or special to temporarily fill the office of President until the next annual meeting, at which an election shall fill that office. At such meeting of the Board, chaired by the Immediate Past President, one of the Vice Presidents or

Secretary/ Treasurer, or if they are unable to serve another board member shall be appointed by the Board to temporarily fill the office of the President.

Section 3. The President Elect shall automatically be nominated for the office of President at the conclusion of the President Elect's term of office. If during a term when the President Elect is in office, the office should become vacant, the office of President Elect shall remain vacant until the second Annual Meeting following such vacancy.

Section 4. The Secretary/Treasurer shall keep a record of all proceedings of the Congregation and the Board and issue all notices and shall be the custodian of the Seal and all the papers of the Congregation.

The Secretary/Treasurer shall collect all monies due to or received by the Congregation, deposit the same in such bank account or accounts of the Congregation as may be designated by the Board, and keep proper and full books of account and records of all money, funds and securities belonging to, collected by or paid out by the Congregation, always open to inspection by the Board or any of its designated representatives, and shall make a report thereof to the Board on a regular basis as determined by the Board and submit a financial statement to the members at the Annual Meeting. At the expiration of the Secretary/Treasurer's term, the Secretary/Treasurer shall surrender to the duly qualified successor all monies, funds, securities, books, papers, documents, and other property of the corporation then in the Secretary/Treasurer's possession.

At his/her discretion, the Secretary/Treasurer may delegate any of his/her duties to the Executive Director, if one shall be employed by the Board. Such Executive Director shall assist the Secretary/Treasurer in all duties, and work under the supervision of the Board. In the absence of the Secretary/Treasurer, the Executive Director shall perform the Secretary/Treasurer's duties.

Section 5. All checks or other orders for the disbursement of funds of the Congregation shall be signed as authorized by the Board.

Section 6. If the office of Vice President or the office of Secretary/Treasurer becomes vacant, the Board shall fill the vacancy until the next Annual Meeting at which an election shall fill that office for the unexpired term.

Section 7. The Congregation shall purchase and maintain at its cost a blanket fidelity bond covering all Officers, Trustees, employees, and members of the professional staff of this Congregation, in such amount, form and terms as, the Board shall approve.

ARTICLE IV: MEETINGS OF MEMBERS

Section 1. The annual meeting of the members of the Congregation shall be held during either April or May, upon a date to be designated by the Board.

Section 2. Special meetings of the Congregation may be called by the President, or in the President's absence or disability by the Officer duly designated to serve in his/her place temporarily. It shall be the duty of the President to call a special meeting of the members of the

Congregation whenever ten percent (10%) of the Congregation eligible to vote make a written request therefor, stating the purpose or purposes of such meeting.

Section 3. Written notice of each annual or special meeting shall be delivered to each member entitled to vote either electronically or by the United States Postal Service at his or her address as it appears on the Congregation's records at least twenty (20) days in advance in the case of annual meetings and at least fifteen (15) days in advance in the case of special meetings, but not more than thirty (30) days in advance in either case. The notice of a special meeting shall further state the purpose or purposes for which the meeting is called.

Section 4. Seventy-five (75) members of the Congregation eligible to vote shall constitute a quorum. A majority of all eligible votes cast shall be necessary for the affirmative action of the meeting, unless otherwise provided by law.

ARTICLE V: MEETINGS OF BOARD OF TRUSTEES

Section 1. The Board shall hold regular meetings at least every other month. Regular or special meetings of the Board may be held at any place in Missouri or Kansas, commonly known as the Greater Kansas City area, or virtually. Prior notice of each meeting shall be given by the Secretary and minutes of each previous meeting shall be sent out to the members of the Board prior to the date of the next meeting.

Section 2. Special meetings of the Board may be called by the President or by four (4) Trustees upon at least five (5) days prior written notice given in advance thereof, stating the purpose or purposes thereof.

ARTICLE VI: RABBIS

Section 1. The Rabbis shall perform the duties of their respective offices in accordance with the policies set forth by the Board.

Section 2. Only graduates of recognized theological schools teaching the principles of Reform Judaism shall be eligible for a Rabbinical office with the Congregation.

ARTICLE VII: RELIGIOUS SCHOOLS

Section 1. The Congregation shall establish and maintain such religious schools as may be determined by the Board for the children of its members in good standing.

Section 2. In order to be enrolled in a Religious School of the Congregation, a child must have a parent or legal guardian who is a member of the Congregation in good standing. Exceptions to this provision, both as to membership and good standing, may be granted by the Board.

ARTICLE VIII: COMMITTEES

Section 1. Except as provided in Section 2 herein, or elsewhere in these Bylaws, the President may appoint any committees necessary to conduct the business of The Temple. The President shall

be an ex-officio member of every committee which the President may appoint, except the Nominating Committee.

Section 2. Standing Committees:

(a) The Nominating Committee shall be a standing committee of the Congregation.

(i) The Nominating Committee shall have the following powers and duties:

- (1) Nominate eligible persons as Officers of the Congregation for election at its Annual Meeting;
- (2) Nominate eligible persons as Trustees of the Congregation for election at its Annual Meeting;
- (3) Recommend to the Board, in the event of a Trustee or Officer vacancy, a person to fill such vacancy;
- (4) Perform any other duties designated by the Board within the general purposes of the Committee.

(ii) The President of the Congregation shall appoint the Nominating Committee to consist of not less than eight (8) members from the Board and Congregation, and a past-president to chair said committee.

(iii) Duties and Powers of the Nominating Committee

- (1) The Nominating Committee shall report a complete list of nominees for election as Trustees and Officers to the Secretary/Treasurer, who shall provide notice, either electronically or by the United States Postal Service, a copy of the same to each member entitled to vote at least twenty (20) days prior to the Annual Meeting at which the election is to take place. These nominations shall be advisory only in nature, and any member eligible to vote shall have the right to propose additional nominees for consideration at the Annual Meeting, provided that any such nominations are made with the consent of the nominee and a written list thereof is delivered to the President not less than ten (10) days in advance of the Annual Meeting. The President shall provide notice, either electronically or by the United States Postal Service, of any such additional nominations to all members eligible to vote not less than seven (7) days in advance of the meeting.

(b) The Endowment Committee shall be a standing committee of the Congregation:

(i) The Endowment Committee shall have the following powers and duties:

- (1) Oversee funds and property, both real and personal, in order to augment, develop, expand, and extend the purposes and activities of The Temple;
- (2) Invest and re-invest monies and/or property of the Congregation. It is without authority to expend funds without the approval of the Board of Trustees.

(ii) Structure of The Endowment Committee

- (1) The Endowment Committee shall consist of not less than ten (10) members;
 - (2) Four (4) members shall be members of the Board elected annually at the Board Meeting next following the Annual Meeting of the Congregation;
 - (3) Two (2) members shall be Past Presidents of the Congregation;
 - (4) There shall be four (4) additional congregational members, each serving a different four-year term (the "Additional Members"). The Additional Members will be nominated by the Nominating Committee and elected by the Congregation at the Annual Meeting to a four (4) year term, such that a single member will be elected at each Annual Meeting. Financial management expertise is preferred, but not required. In the event of a vacancy, the Nominating Committee shall nominate a member to the Board to fill the vacancy until the next Annual Meeting at which an election shall fill that position for the remainder of the unexpired term. The Chairperson of the Endowment Committee will be appointed by the President each year.
- (c) The Operational Resource Committee shall be a standing Committee of the Congregation.
- (i) The Operational Resource Committee shall have the following powers and duties:
 - (1) Oversee and advise the Board on the management of general and financial operations of the Temple;
 - (2) Develop financial management policies;
 - (3) Implement a reporting system by which the Board shall monitor and assess operational financial health and performance;
 - (4) Monitor the operational financial health and performance of the Temple on a regular basis and provide this information to the Board;
 - (5) Prepare a budget for presentation to the Board that will include planned expenditures and disbursement of funds;
 - (6) Submit the proposed budget to the Board with adequate time to allow review and approval no later than 20 days prior to the Annual Meeting.
 - (ii) Structure of the Operational Resource Committee
 - (1) The Operational Resource Committee shall consist of no more than twelve (12) members appointed in consultation with the President and the Secretary/Treasurer;
 - (2) The Secretary/Treasurer shall chair the Committee;
 - (3) The Board President, and the President elect shall be ex-officio members of the Committee;
 - (4) There shall be up to eight (8) congregational members who will each serve a two-year term;
 - (5) Financial management expertise is preferred, but not required.
- (d) The Art Committee: The Art Committee shall be a standing Committee of the Congregation.

- (i) Structure of the Art Committee:
 - (1) Per the terms of the MOU effective June 18, 2020, the Art Committee shall be structured as a chairperson and four members, plus four members appointed by the president of the Congregation. Each appointed member of the Art Committee shall serve a two-year term. Two members shall be appointed in even numbered years and two members will be appointed in odd numbered years. The Congregation’s Educator/Curator shall act as staff liaison to the Art Committee. The Educator/Curator shall present a budget each year relating to the Collection for the approval of the Art Committee. In the event there is no Educator/Curator, the Executive Director shall serve as the staff liaison. Upon the Donor’s death or inability to serve, the President of the Congregation shall appoint the Chairperson of the Art Committee to serve a two-year term.
- (ii) Duties of the Art Committee are set forth in the Memorandum of Understanding effective June 18, 2020:
 - (1) Accept or reject all gifts of art objects;
 - (2) Create policies regarding, and approve, all loans of art objects;
 - (3) Approve all deaccessions of art and obtain board approval for such deaccessions;
 - (4) Give guidance on placement of art and artifacts at the request of staff and the Educator/Curator;
 - (5) Determine the use of endowment funds whose purpose is for the acquisition, repair, or refurbishment of the Congregation’s art objects, or art objects in the Michael Klein Collection;
 - (6) Make policy decisions concerning art objects including programming and expenditures;
 - (7) The Art Committee, unless designated by the Board or staff, shall not be involved with ritual items in active use. “Retired” ritual items will become the responsibility of the Art Committee.
- (e) The Board may, by resolution adopted by a majority of the Board (or the whole Board), create such other committees as it may, from time to time, deem proper and may determine the number of members, frequency of meetings, and duties thereof.
- (f) The Board may, by resolution adopted by a majority of the Board (or the whole Board), at any time remove any member of the executive committee or of any other committee designated by it hereunder for cause.

ARTICLE IX: AUXILLARY ASSOCIATIONS

Section 1. Auxiliary units of the Congregation have been, and such additional units may hereafter be formed, with the prior approval and at the discretion of the Board. Governing documents of any auxiliary are subject to approval by the Board. In the event of dissolution of any

auxiliary any property of said auxiliary becomes the property of the Congregation. The auxiliaries are bound by the established policies of the Congregation.

Section 2. Such auxiliary units of the Congregation shall be privileged to use the facilities of the congregation subject to the Regulations and Resolutions of the Board.

Section 3. No such auxiliary unit may pledge the credit of the corporation or incur any obligations on its behalf.

ARTICLE X: FISCAL YEAR

Section 1. The Fiscal year of the Congregation shall begin on June 1st of each year and end on May 31st of the following year. However, the Board may change the fiscal year for a good cause.

ARTICLE XI: RULES OF ORDER

Section 1. The rules of proceedings at all meetings of the membership of the Congregation, at all meetings of the Board, and at all meetings of all Committees, shall be determined by Robert's Rules of Order, latest revised edition.

ARTICLE XII: CONFLICTS OF INTEREST POLICY

Section 1. The Board will create and periodically review policies regarding conflict of interest.

ARTICLE XIII: AMENDMENTS

Section 1. Amendments or additions to these Bylaws of this Congregation shall be presented in writing, prepared either by the Board or by at least 20 percent (20%) of the Congregation in good standing, and filed with the Secretary/Treasurer.

Section 2. Such proposed amendments or additions to or deletions from the Bylaws may be acted upon thereafter at any Annual Meeting of the Congregation or at a special meeting. Copies of any proposed amendments, deletions or additions shall be delivered to each member of the Congregation with the required notice of the meeting, within the time and the manner specified for such notice in these Bylaws. Electronic delivery shall be deemed an acceptable form of delivery. Such amendments, deletions or additions shall be adopted by the majority vote of the members of the Congregation present who are eligible to vote.

Section 3. Contemporaneous with the adoption of the Articles of Acceptance under the General Not-For-Profit Corporation Act, the last prior amended Bylaws of this Congregation and all subsequent amendments thereto are hereby repealed without effect on the tenure of office of Trustees, Officers, committees, committeemen or other appointed or elected Officers or representatives of this corporation.

ARTICLE XIV: INDEMNIFICATION

Section 1. The corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative by reason of the fact that he is or was a Trustee, Officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another company, partnership, joint venture, trust or other enterprise against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding, to the extent and under the circumstances permitted by The General and Business Corporation Law of Missouri now in effect or as hereafter amended. Such indemnification (unless ordered by a court) shall be made as authorized in a specific case upon a determination that indemnification of the Trustee, Officer, employee, or agent is proper in the circumstances because he has met the applicable standards of conduct set forth in The General and Business Corporation Law of Missouri now in effect or as hereafter amended or The General Not-For-Profit Corporation Law of Missouri now in effect or as hereafter amended. Such determination shall be made (1) by the Board by a majority vote of a quorum consisting of Trustees who were not parties to such action, suit or proceeding, or (2) if such quorum is not obtainable, or even if obtainable a quorum of disinterested Trustees so directs, by independent legal counsel in a written opinion, or (3) by the members of the corporation. The foregoing right of indemnification shall not be deemed exclusive of any other rights to which those seeking indemnification maybe entitled under any Bylaw, agreement, vote of members of the corporation or disinterested Trustees or otherwise, and shall continue as to a person who has ceased to be a Trustee, Officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such a person.

ARTICLE XV: DISSOLUTION

Section 1. In the event of dissolution of the Temple, no members, trustees, officers, or other representatives shall be entitled to any distribution or division of its remaining property, assets, or proceeds, except that the Temple shall be authorized to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the Temple's purpose. The balance of all assets or property owned, held, or received by the congregation from any source, after the payment of all debts and obligations, shall be distributed, as the Board shall determine, to a similar non-profit organization or foreign non-profit organization qualifying for tax exempt status under Section 501(c)(3) of the Internal Revenue Code or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not disposed of shall be disposed of by a court of competent jurisdiction in the county in which the principal office of the organization is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.