

**AMENDED AND RESTATED BY-LAWS OF
TEMPLE SINAI, INC.**
Atlanta, GA

Adopted on January 12, 2025

ARTICLE I - NAME

This congregation shall be known as Temple Sinai (hereafter “Temple Sinai”, the “Congregation” and/or the “Corporation”).

ARTICLE II - ETHOS

Temple Sinai is a congregational community that fosters spiritual growth, nurtures genuine connections, and strengthens Jewish life; a mission best realized with full participation from our diverse and broad-based membership. Jewish values guide the decisions made by congregational leadership and inform each aspect of synagogue life. We adhere to the Reform Jewish principles of egalitarianism and informed choice. Temple Sinai is affiliated with the Union for Reform Judaism.

ARTICLE III - MEMBERSHIP

Section 1. Definitions and Classifications. Membership in the Congregation is by choice of the individual, subject to the consent of, and procedures established by, the Board of Trustees (as defined under Article V). The relative ability or inability to pay any particular sum of money or donate goods or services of any kind shall have no bearing when determining eligibility for membership.

A. Membership Classifications. There will be two membership classifications, each having specific associated membership criteria, rights and privileges: (i) Regular Member and (ii) Associate Member. The Board of Trustees may establish, from time to time, such further classifications of membership as it shall deem necessary.

- (i) Regular Member. A Regular Member of the Congregation must satisfy the following criteria:
 - a. Be at least 18 years old;
 - b. Be either (a) Jewish; (b) a non-Jewish spouse or non-Jewish domestic partner of a Jewish Regular Member; or (c) a non-Jew who becomes divorced or widowed from his or her spouse who, at the time, was a Jewish Regular Member, or similarly becomes disengaged from or a survivor of a domestic partner who, at the time, was a Jewish Regular Member; and
 - c. Not be the child of a Regular Member, and be either (a) a full-time student, or (b) a dependent of that Regular Member unless, in either case, the child joins Temple Sinai as a separate Regular Member.
- (ii) Associate Member. An Associate Member must satisfy the following criteria:
 - a. Be a regular member in good standing in another Jewish congregation in the metropolitan Atlanta area, or have a principal place of residence located at least 75 miles from the city of Sandy Springs (or such other distance as determined by the Board of Trustees); and

- b. Be otherwise eligible to be a Regular Member.

B. Membership Household. A “Membership Household” shall mean:

- (i) An adult couple, whether married or not, sharing a household with unmarried children who reside in the household and are not self-supporting; or
- (ii) A single parent with unmarried children who reside in the household and are not self-supporting; or
- (iii) A single person, not a member of any other Membership Household; or
- (iv) Following the death of the Jewish spouse/partner or divorce,
 - a. the surviving spouse/partner without other religious affiliation; or
 - b. the custodial non-Jewish surviving spouse/partner who is the parent or guardian of one or more child(ren) born of or adopted by a Jewish parent and being raised exclusively as a Jew along with unmarried children who reside in the household and are not self-supporting.

C. Good Standing. A Member shall be in “Good Standing” if they are current in all financial obligations to the Congregation, including but not limited to all annual member commitments, fees and other financial pledges and obligations. A Member’s Good Standing may be verified upon request by the Executive Director of the Congregation.

Section 2. Membership Privileges

- A. General.** Except as provided otherwise in this Section, only Regular Members in Good Standing and children of Regular Members in Good Standing will have the full rights and privileges of membership in the Congregation, including participation in programs offered through the Center for Learning & Engagement, opportunities to mark significant life cycles, and other privileges the Board of Trustees may determine from time to time. Except as limited by Article III, Section 2(D), all Regular Members in Good Standing shall be eligible for election by the Congregation or Board of Trustees as Officers or Trustees.
- B. Voting Rights.** All Regular Members in Good Standing shall have the right to vote at all Congregational meetings.
- C. Non-Member Participation.** The Board of Trustees (i) may provide for non-Member participation in Congregational activities and the use of the Congregation’s facilities, and (ii) may allow guests or visitors of Members, or members of out-of-town congregations, to attend High Holy Day services.
- D. Certain Membership Privileges Reserved for Jewish Members.** Only Regular Members who self-identify as Jewish are eligible to serve as President, President-Elect or Vice President of Spiritual Life.

Section 3. Member Commitments and Other Fees. The Board of Trustees will determine and maintain a system of member commitments and other fees to be charged or assessed annually per Membership Household. To remain in Good Standing, Members are required to contribute to the support of the Congregation in accordance with the member commitments and fees determined by the Board of Trustees, or to have made alternative financial arrangements in support of the Congregation with the Executive Director. The Board of Trustees has full discretion to determine that a category of Regular Members (such as young adults below a specified age) may be subject to an alternate member commitment and fee structure (this may include the absence of member commitments and fees).

Section 4. Divorced Regular Members. If two Members become divorced from each other (or terminate their domestic partnership), each such Member will be jointly and severally responsible for any unpaid dues or other fees charged or assessed prior to such divorce or termination, including any outstanding pledges or similar obligations in effect prior to such divorce or termination.

Section 5. Approval, Suspension and Termination of Membership. The Board of Trustees will maintain written policies governing the process for membership approval, suspension of membership rights and privileges, and the termination of membership. Such policies (a) may take into account those factors that the Board of Trustees deems reasonable and appropriate to further the best interests of the Congregation; (b) may include the right, under appropriate circumstances, to waive any application requirement, to waive a failure of a Member to maintain Good Standing, or to waive, extend or modify any financial obligation owing from a Member; and (c) may include the right to suspend or terminate a Member's membership for, among other reasons, failure to meet financial obligations owing to the Congregation or disruption of the Temple Sinai community in ways that threaten its educational, spiritual, or community-based missions. Potential members whose applications are rejected and Members whose memberships are suspended or terminated may contest such actions to the Board of Trustees, which reserves sole discretion in the final determination of Membership.

ARTICLE IV - OFFICERS

Section 1. Composition. The "Officers" of the Congregation shall include the following positions: President, President-Elect, Immediate Past President, Vice President of Community, Vice President of Development, Vice President of Learning, Vice President of Membership Engagement, Vice President of Spiritual Life, Secretary, Vice President of Governance, Treasurer and Assistant Treasurer.

Section 2. Election and Term of Service of Officers. Each Officer shall be elected at an Annual Meeting of the Congregation for a term of two (2) years and shall serve until their successor is duly elected. At the discretion of the Nominating Committee (see Article VI), an Officer may be nominated for election to one (1) additional one-year term upon the culmination of their two-year term, except the Treasurer and Assistant Treasurer may be nominated for two (2) additional one-year terms. No Officer so elected shall be eligible to serve in the same office for more than three (3) consecutive years, except that the Treasurer and the Assistant Treasurer shall be eligible to serve in the same office for up to four (4) consecutive years. A one (1) year hiatus from elected leadership would be necessary before any Officer who serves the full two or three-year term is eligible to serve in another Officer position except that after serving their term, (A) a Vice President, Secretary or Treasurer shall immediately be eligible to serve in a different position as President-Elect, Assistant Treasurer, Secretary, or as an At-Large Board member and (B) after serving their term, an Assistant Treasurer shall immediately be eligible to serve as President-Elect, Treasurer, Secretary, or as an At-Large Board member. A Vice President may, at the sole discretion of the Nominating Committee, be asked to serve concurrently as Secretary.

Section 3. President. The President shall preside at all meetings of the Congregation and of the Board of Trustees, shall carry into effect all resolutions of the Board of Trustees and the Congregation, and shall generally perform such other duties as are normal and customary for their office. The President shall be an ex-officio non-voting member of all committees with the exception of the Nominating Committee.

Section 4. President-Elect; Vice Presidents. The President-Elect shall assist the President with all presidential duties and shall perform said duties in the absence of the President. In the event of the President's death, disability, resignation, disqualification or removal from office, the President-Elect shall assume the office of the President and perform all presidential duties until the election of the President's successor. The President-Elect and each of the Vice Presidents shall perform such duties as designated by the President and/or the Board of Trustees.

Section 5. Secretary. The Secretary shall perform duties as are customary for the office of the Secretary as well as the role of parliamentarian and as designated by the President and/or the Board of Trustees.

Section 6. Treasurer. The Treasurer shall oversee the delegation of the Finance authorities granted to the Executive Director pursuant to the Board of Trustees's Delegations of Authority as described in Article XI, Section 8 of these Bylaws and shall perform such duties as are customary for the office of the Treasurer and are designated by the President and/or the Board of Trustees. The Treasurer, along with the Finance Committee and Executive Director,

shall prepare a budget for the upcoming fiscal year and present it to the Board of Trustees for approval at a meeting held prior to the Annual Meeting of the Congregation. The Treasurer shall chair the Finance Committee, and the Treasurer or Assistant Treasurer shall either serve as a member or ex-officio member of the Endowment Committee.

Section 7. Assistant Treasurer. The Assistant Treasurer shall assist the Treasurer and shall perform such tasks and functions as may be designated by the Treasurer.

Section 8. Vacancies. Vacancies that occur in any office shall be filled as soon as possible by the Board of Trustees. All persons so appointed shall fill the unexpired term of the person in whose place they have been appointed and shall be eligible for election to such number of full terms of office as set forth herein by the Congregation at the Annual Meeting upon completion of the unfinished term to which they have been so appointed.

Section 9. Removal of an Officer. Barring reasons such as gross negligence related to the performance of their duties, the commission of a crime, or commission of an act of moral turpitude, the removal of an Officer from their elected position is not anticipated. If deemed necessary, an Officer may be removed from their position by two-thirds (2/3) of the voting members of the Board of Trustees. The action of the Board of Trustees may be appealed by the Officer to the Congregation and may be overruled by a majority of those present who are entitled to vote at any regular or special meeting of the Congregation; provided, however, that a quorum for purposes of this Section (as otherwise described in Article VII, Section 3) shall consist of at least seventy (70) voting members.

ARTICLE V – BOARD OF TRUSTEES

Section 1. Composition. The Board of Trustees is intended to constitute a board of directors within the meaning of O.C.G.A. § 14-3-801 *et. seq.*, and each individual serving on the Board of Trustees constitutes a director thereof. The Board of Trustees shall consist of the current Officers of the Congregation, twelve (12) Trustees (the “At-Large Trustees”), one (1) representative of the Men’s Club of Temple Sinai (the “Brotherhood Trustee”), and one (1) representative of the Women of Temple Sinai (the “Women of Sinai Trustee”), who shall all be elected by the Congregation. The Board of Trustees may also include up to two (2) Trustees appointed by the President, in consultation with the President-Elect (the “Presidential Trustees”) and approved by the Board of Trustees. Past Presidents, with the exception of the Immediate Past President, shall be non-voting members of the Board of Trustees. Annually, the President shall appoint a teenage representative as a non-voting ‘Observer’, who shall otherwise participate as if they were a member of the Board of Trustees. Annually, the President, in consultation with the Senior Rabbi(s) and Executive Director, shall designate Temple Sinai Clergy and representatives from the Temple Sinai Senior Staff to serve as non-voting members of the Board.

Section 2. Election and Term of Service. At each Annual Meeting of the Congregation, six (6) At-Large Trustees, the Brotherhood Trustee, and the Women of Sinai Trustee shall be elected by the Regular Members of the Congregation. Each At-Large Trustee shall be elected to serve for a term of two (2) years and the Brotherhood Trustee and the Women of Sinai Trustee shall be elected to serve for a term of one (1) year, and all shall serve until their successors are duly elected and qualified. The Presidential Trustees shall serve on the Board of Trustees from the time of their appointment until the next Annual Meeting of the Congregation, which shall constitute a full term regardless of the month of the appointment of such trustee. No Brotherhood Trustee, Women of Sinai Trustee or Presidential Trustee shall be eligible to serve for more than two (2) full consecutive terms. Trustees shall be ineligible to serve on the Board of Trustees for a period of one (1) year after serving a full term of two (2) years (in the case of At-Large Trustees) or after serving two (2) consecutive terms of one (1) year each (in the case of the Brotherhood Trustee, the Women of Sinai Trustee, or a Presidential Trustee.) However, At-Large Trustees, the Brotherhood Trustee, the Women of Sinai Trustee, and Presidential Trustees who have completed their term of service are immediately eligible to be elected to an Officer position.

Section 3. Regular Meetings and Executive Sessions. The Board of Trustees shall hold at least six (6) regular meetings over the course of a fiscal year. Board meetings shall be open to the Congregation though the President may convene an “Executive Session” of any Board of Trustees meeting. Unless otherwise indicated by the President, an Executive Session shall consist only of the voting members of the Board of Trustees. The agenda of any Executive Session shall be limited to matters of a sensitive or confidential nature.

Section 4. Special Meetings. Special meetings of the Board of Trustees may be called by the President as deemed necessary or upon the written request of six (6) or more voting Board members.

Section 5. Quorum. A quorum at any regular or special meeting of the Board of Trustees shall consist of a majority of the Board entitled to vote. A Board member shall be counted in quorum if they are present at the meeting in person or, if provided, through an interactive online platform that provides the capacity to participate in discussion and vote.

Section 6. Voting. Members of the Board of Trustees shall have the right to vote at Board meetings only when present (in person or through an interactive online platform that enables electronic voting).

Section 7. Vacancies. Vacancies that occur on the Board of Trustees shall be filled as soon as possible by the Board; provided, however, that all persons so appointed as At-Large Trustees shall serve only until the next Annual Meeting of the Congregation at which time a successor At-Large Trustee shall be elected by the Congregation to fill the second year of the Trustee's term, if applicable. All persons so appointed to fill a vacancy on the Board of Trustees shall be eligible for election as a member of the Board of Trustees by the Congregation upon completion of the unfinished term to which they have been so appointed. In the event of chronic absenteeism on the part of a voting member of the Board of Trustees, the absentee Board member, with agreement of the President, shall be deemed to have automatically resigned their Board position, and that position shall be considered vacant. For purposes of this Section, chronic absenteeism shall be deemed to mean absence from three (3) or more regular or special meetings of the Board in any year of the Board member's term, unless excused by vote of the Executive Committee.

Section 8. Powers and Duties. The Board of Trustees shall govern the affairs of the Congregation, have charge of its property and revenues, and take such actions as shall in its judgment best promote the welfare of the Congregation, subject to the provisions of these By-laws, with full power to delegate its powers to a committee or individuals. In furtherance and not in limitation of the foregoing, the Board of Trustees shall have the power to:

- A. Accept Members of the Congregation;
- B. Hire and remove such employees including but not limited to, the Clergy, Executive Director, and other professionals who are designated by the President or the Professional Relations Committee as may be necessary;
- C. Authorize the appropriation and use of funds;
- D. Authorize the execution of short-term leases of real or personal property for periods not to exceed five (5) years;
- E. Purchase or otherwise acquire, hold, own, or lease real property and to convey, sell, assign, transfer, lease, mortgage, encumber, exchange or otherwise dispose of such property when authorized by a majority of those present and entitled to vote at any annual or special meeting of the Congregation, or when authorized as provided in subparagraph (F) herein below;
- F. Authorize the Officers of the Congregation to borrow money on behalf of the Congregation, to execute such evidence of indebtedness as may be necessary, and to secure the same by pledge or mortgage of the whole or any part of the assets of the Congregation other than real property, or to secure the same by pledge or mortgage of real property where an existing loan of the Congregation is refinanced without increasing the underlying debt; provided, however, the Board of Trustees may not mortgage real property of the Congregation or borrow an amount which, at time of loan, causes the aggregate loans payable of the Congregation to exceed 50 per cent (50%) of the gross revenues of the Congregation as reflected on the income statement for the previous fiscal year unless

authorized by a majority of those present and entitled to vote at any annual or special meeting of the Congregation.

ARTICLE VI – NOMINATIONS AND ELECTION OF OFFICERS AND TRUSTEES

Section 1. Nominating Committee

- A. Composition and Term.** Not later than October 31 of each fiscal year, the Board of Trustees shall consider the recommendations of the Immediate Past President (or an appropriate replacement designated by the President) and appoint a Nominating Committee for a term of one (1) year. The Nominating Committee shall consist of seven (7) Regular Members of the Congregation including:
- (i) the Immediate Past President of the Congregation (if willing and able to serve), or, if not, any other Past President (if willing and able to serve) and
 - (ii) six (6) additional at-large members including two (2) current members of the Board of Trustees. Not more than two (2) of the at-large members may serve on the Nominating Committee for a second consecutive term. All at-large members not currently serving on the Board shall have a working knowledge of or be familiar with life at Temple Sinai.
 - (iii) Except for the Immediate Past President, current Officers of the Congregation shall be ineligible to serve on the Nominating Committee.
- B. Chairperson.** The President shall designate a member of the Nominating Committee as chairperson. If the Immediate Past President is designated as chairperson, then the President, at their discretion, may ask the Immediate Past President to serve one additional consecutive year as chairperson of the committee.
- C. Ex-Officio Member of the Nominating Committee.** The chairperson of the immediately preceding year's Nominating Committee shall sit as an ex-officio, non-voting member of the current Nominating Committee, except when the Immediate Past President serves as Chairperson for second consecutive year as provided in subsection B. above.
- D. Limitations Regarding Elected Positions.** No voting member of the Nominating Committee may be nominated during their term on the Committee for any office or as an At-Large member on the Board of Trustees.
- E. Notice to the Congregation.** Within thirty (30) days following selection of the Nominating Committee, the Congregation shall be notified in writing of the members of the Nominating Committee and invited to recommend candidates for open positions.
- F. Duties of the Nominating Committee; Meetings; Vacancies.** The Nominating Committee is charged with ensuring appropriate representation of the Congregation on the Board of Trustees. The Nominating Committee shall meet no less than three (3) times in its first six (6) months and such additional times as are necessary during the period leading up to the Annual Meeting of the Congregation. A quorum of five (5) members is required for any actions or decisions by the Nominating Committee. If feasible, vacancies on the Nominating Committee shall be filled as soon as possible and at least forty (40) days before the date of the next Annual Meeting. Individuals resigning from the Nominating Committee shall not be eligible for nomination as Officers or members of the Board of Trustees.

Section 2. Report of the Nominating Committee. At least forty (40) days prior to the Annual Meeting of the Congregation, the Nominating Committee's recommended slate of Trustees and Officers shall be communicated in writing to the Congregation

Section 3. Nomination by Petition. Any Regular Member in Good Standing desiring to be nominated and serve as a Trustee or Officer, or another Regular Member in Good Standing acting on his or her behalf, may initiate a written petition for nomination of such Member. Such written petition for nomination must be signed by fifty (50) additional Regular Members in Good Standing and must be submitted to the Chair of the Nominating Committee at least thirty (30) days prior to the Annual Meeting. The Chair of the Nominating Committee shall cause to be communicated in writing to the Members of the Congregation a list of those members nominated by written petition at least twenty-five (25) days prior to the Annual Meeting.

Section 4. Elections.

- A. Procedures.** Prior to election, all nominees (including any made pursuant to Article VI, Section 3) shall be introduced to the Annual Meeting by the Chair of the Nominating Committee or, if not present, by the President. There shall be no discussion concerning any nominee at the Annual Meeting.
- B. Voting.** There shall be no cumulative voting, but a Member need not vote for as many vacancies as remain to be filled. The voting may be oral, unless there is more than one nominee for a position, in which case the voting shall be by secret ballot. Any votes cast by written ballot shall be counted and certified by the Executive Director (or their staff designee), Secretary and Treasurer. The nominees with the majority of votes cast shall be elected to their respective positions.

ARTICLE VII - MEETINGS OF THE CONGREGATION

Section 1. Annual Meeting. The Annual Meeting of the Congregation shall be held each year on such date and at such place as shall be designated by the President and Executive Director. Written notice of the Annual Meeting shall be communicated to Members of the Congregation at least thirty (30) days prior thereto. The election of Officers and Trustees (see Article VI. Section.4) as described above shall take place at the Annual Meeting.

Section 2. Special Meeting. Special Meetings of the Congregation shall be called by the President, as deemed necessary, or at the request of a majority of the entire Board of Trustees, or upon the written application of twenty-five (25) Regular Members in Good Standing. Written notice of each Special Meeting indicating the matter and/or business to be addressed shall be communicated in writing to each Member of the Congregation at least fourteen (14) days prior thereto. No business other than what has been communicated shall be transacted at any Special Meeting.

Section 3. Quorum. At all meetings of the Congregation, seventy (70) Regular Members of the Congregation shall constitute a quorum for the transaction of business. A member shall be counted in quorum if they are present at the Meeting in person or, if provided, through an interactive platform that provides the capacity to participate in discussion and vote.

Section 4. Voting. At the Annual Meeting and all Special Meetings of the Congregation, any resolutions shall be approved by the votes of Regular Members in Good Standing present (in person or through an interactive platform that enables electronic voting). Voting by proxy shall not be permitted.

ARTICLE VIII – CLERGY

Section 1. Senior Rabbi(s).

- A. Selection.** The Senior Rabbi(s) shall be selected by the voting members of the Board of Trustees upon such terms and conditions as the Board may determine. Such selection of the Senior Rabbi(s) shall be subject to ratification of the Congregation at an annual or special meeting of the Congregation by a majority of those present and voting.

- B. Removal.** A Senior Rabbi may be removed by a majority of the voting members of the Board of Trustees. The action of the Board of Trustees may be appealed by such Senior Rabbi to the Congregation and may be overruled by a majority of those present and entitled to vote at an annual or special meeting of the Congregation; provided, however, that a quorum for purposes of this Meeting shall consist of at least 150 Regular Members in Good Standing.

Section 2. Duties and Privileges. The Senior Rabbi(s) shall be the chief religious leader(s) of the Congregation and shall perform such duties as are normal and customary for the position.

Section 3. Additional Clergy. The Board of Trustees, as deemed appropriate and necessary for the leadership of the Congregation, may employ additional clergy to assist the Senior Rabbi(s), on such terms and conditions as shall be determined by the Board of Trustees. The duties and responsibilities of any additional clergy shall be determined by the Senior Rabbi(s) and approved by the Board of Trustees.

ARTICLE IX – COMMITTEES

Section 1. Standing Committees. As soon as practical following the Annual Meeting, the chairperson and members of the following Standing Committees shall either be selected as outlined herein or, if not otherwise provided, may be appointed by the President.

- A. Finance Committee.** The Treasurer shall serve as chairperson of this Committee. The Committee shall meet periodically and/or when requested to do so by the Treasurer, the President, or the Board of Trustees. This Committee shall periodically review the financials and fiscal health of the Congregation, designate financial institutions with which to deposit funds, direct investment of non-Endowment funds, review and make recommendations regarding real property transactions, ensure maintenance of adequate insurance coverage, determine financial policies (in partnership with the Board of Trustees and the Executive Director), and consider and advise the Board of Trustees on any financial matters which they have referred to the Finance Committee. The Committee shall submit to the Board of Trustees not later than forty-five (45) days prior to the beginning of each fiscal year, a proposed operating budget for the Congregation. This Committee shall cause to be performed an annual audit by a Certified Public Accountant. The members of the Finance Committee shall be appointed by the Treasurer and the Executive Director. The members shall serve one-year renewable terms and may be replaced or their membership terminated during or after their terms by the President.
- B. House Committee.** This committee shall advise the Board of Trustees with respect to the planning, acquisition, construction, expansion, renovation or improvement of facilities for religious services, the religious school, the preschool and other Congregational activities. Prior to the start of each fiscal year, the Committee shall develop and present an annual budget to the Board of Trustees for approval. The Committee, in conjunction with the Executive Director, shall be authorized to make expenditures within the approved budget. The Committee shall supervise the maintenance and repair of any buildings and surrounding grounds, and it shall periodically inspect the buildings and surrounding grounds and make recommendations as to their maintenance. The Committee shall advise the Board of Trustees of any matters referred to it. This Committee shall further determine the use of the facilities by Members, non-members and/or non-affiliated organizations, and it shall report its findings and recommendations to the Board of Trustees. The Committee shall review from time to time the rules for the use of the Congregation facilities and report its recommendations to the Board of Trustees. If neither the Treasurer nor the Assistant Treasurer is a member of the Committee, the President shall have the right to appoint one or both to serve as an ex-officio member of the Committee.

- C. Executive Committee.** The Executive Committee shall be chaired by the President and

shall consist of the Officers of the Congregation, the Senior Rabbi(s), Senior Director of Lifelong Learning and Engagement, and the Executive Director(s), with all staff serving as ex-officio members. Other individuals (members or staff) may be invited to participate in one or more meetings at the discretion of the President. The purpose of the Executive Committee shall be to make recommendations to the Board of Trustees, to advise the President and to take such actions as deemed necessary and prescribed within these By-laws. The Executive Committee shall meet periodically as determined by the President.

- D. Professional Relations Committee.** This Committee shall: (1) facilitate the performance evaluations of as well as provide guidance and support for the Senior Rabbi(s), the Bunzl Family Cantorial Chair, the Executive Director(s), the Director of the Center for Learning & Engagement and such other employees as may be requested by the President; (2) negotiate employment agreements on behalf of the Board of Trustees with those employees whom the Board determines should be offered such agreements; and (3) supervise the integration of newly hired clergy and other senior professional staff into the life of the Congregation. The Committee shall be comprised of seven (7) members, to include the President, the President-Elect, three Past Presidents (if willing and able to serve) to be appointed by the President (which appointees shall include the Immediate Past President if willing and able to serve), and two current Officers to be appointed by the President. If not one of the members of the Committee, the President shall have the right to appoint the Treasurer to serve as an ex-officio member. As soon as practicable following the Annual Meeting of the Congregation, the President shall designate a member of the Committee as chairperson. The Committee shall meet throughout the year as needed and report its process updates to the Board of Trustees at least once per year, or more frequently, if requested by the Board of Trustees. The term of membership on this Committee for Past Presidents shall be two (2) years, and Past Presidents may be appointed to this Committee for an additional two (2) year term. The term of membership for Officers shall expire upon conclusion of their terms as Officers.
- E. Learning Advisory Committee.** The Vice President of Learning shall serve as the chairperson of the Learning Advisory Committee. This Committee shall: (1) participate in the strategic planning process for educational programming at Temple Sinai across member demographics; (2) provide guidance and support and make recommendations to the Senior Director of the Center for Learning & Engagement regarding the Congregation's learning programs; and (3) review policies regarding the Congregation's educational programs and services. The members of this committee should be representative of Congregational member demographics and shall also include at least one (1) teenage representative. As a source for advice and input on the Congregation's educational programs, the Committee should meet at least once per fiscal year. The Committee may establish subcommittees to perform such functions as may be necessary.
- F. Women of Sinai.** There shall be a group referred to in these By-laws as "Women of Sinai", but Women of Sinai has complete discretion to select an alternative name by which it may refer to itself. Women of Sinai shall be open to membership of all Members of the Congregation, and dues (if desired) shall be set by the Board of Trustees. It shall not perform any act or function inconsistent with these By-laws and/or rules or policies established by the Board of Trustees.
- G. Brotherhood.** There shall be a group referred to in these By-laws as "Brotherhood", but Brotherhood has complete discretion to select an alternative name by which it may refer to itself. Brotherhood shall be open to membership of all Members of the Congregation, and dues (if desired) shall be set by the Board of Trustees. It shall not perform any act or function inconsistent with these By-laws and/or rules or policies established by the Board of Trustees.
- H. Past Presidents Committee.** This Committee shall provide resources and advice to, and shall serve as a sounding board for, the current President, Officers and Board of Trustees.

All Past Presidents who are Members of the Congregation shall be members of this Committee. The Immediate Past President shall serve as the chairperson of this Committee. Meetings of this Committee shall be held from time to time at the request of (i) the President, (ii) the chairperson of the Committee or (iii) any combination of three (3) Officers and/or Past Presidents of the Congregation.

Section 2. Other Committees. The Board of Trustees or President may establish such other standing committees as appropriate or necessary.

ARTICLE X - ENDOWMENT FUND COMMITTEE

Section 1. Name and Purpose. There is hereby established an Endowment Fund Committee (referred to in this Article as the “Committee”) which shall be responsible for the administration of the “Temple Sinai Endowment Fund” (referred to in this Article as the “Fund”). The purpose of the Committee is to accept and administer all funds which are received from any sources for the Fund, or which may be transferred to the Fund by action of the Board of Trustees, excluding however, those Special Funds and Discretionary Funds designated by, and under the supervision and control of, the Board of Trustees and/or a member of the clergy.

Section 2. Responsibilities, Powers and Duties. The Committee shall have authority and responsibility for accepting, administering and investing the Fund. In particular, the Committee shall review the proposed purpose and focus of each new endowment fund and determine whether to accept it. The Committee shall also have the right to establish new Fund and Committee policies and guidelines, as well as exclusive authority and responsibility to make recommendations for the disposition of assets from the Fund; however, all such recommendations shall be submitted to the Board of Trustees for approval. Committee recommendations and Board approval shall require a two-third (2/3) vote of the voting members in attendance.

The Committee and the Board of Trustees shall create guidelines that allow the Chairperson of the Committee, the Treasurer of the Congregation, and the Executive Director to collectively approve or deny (in lieu of Committee action) or send to the Committee any endowment allocation request that has been approved by the relevant fund’s Advisory Committee, or in the case of a fund that does not have an advisory committee, is consistent with the purpose of that fund, and is at or below 0.1% of the total value of that fund as of the previous quarterly report for any one allocation request. This approval process only applies to Donor named endowment funds.

Any endowment allocation request over 0.1% of the then total value of a particular fund as of the previous quarterly report will require Committee approval as set forth herein.

The Fund shall be kept separate and apart from any other funds of Temple Sinai, and shall be used or expended only in the manner provided in the By-laws, as well as by any rules and regulations that shall from time to time be adopted by the Committee with the approval of the Board of Trustees.

Section 3. Committee Composition; Nominating Sub-Committee; Vacancies.

A. Committee Composition. The Committee shall be composed of nine (9) members appointed by the Board of Trustees for staggered terms of three (3) years. Members may be appointed for a second successive term; provided, however, that if a member is appointed to fill a vacancy, then such member may serve for two (2) additional consecutive terms. The Committee shall at all times include two (2) voting members of the Board of Trustees, one of whom shall be the Vice President of Development. If neither the Treasurer nor the Assistant Treasurer is a member of the Committee, the President shall have the right to appoint one or both to serve as an ex-officio member of the Committee. Should a member of the Committee be later elected to the Board of Trustees, they may nevertheless continue as a member of the Committee for the remainder of their term, but they shall not be considered as a member of the Board as provided herein. Should a Board representative on the Committee either conclude or terminate their term on the Board prior to the end of their term on the Committee, they may not continue as a member of the Committee, and the Board shall select another representative to serve on the Committee.

- B. Nominating Process.** The Committee shall nominate (as needed) individuals to fill the expiring Committee members' terms. Said individuals shall be presented to the Board of Trustees as recommendations for appointment in accordance with the By-laws. The Board of Trustees may appoint any or all of the members so recommended or may appoint any other eligible persons, in its sole discretion.
- C. Vacancies.** Vacancies on the Committee shall be filled as soon as possible by the Board of Trustees. In consultation with the Committee, the Chairperson of the Committee shall make recommendations to the Board as to who shall fill any vacancies.

Section 4. Officers. Within two (2) weeks of the Board of Trustees' approval of the members of the nominees to the Committee, the President shall appoint a member of the Committee as Chairperson, provided that such Chairperson shall not be a voting member of the Board of Trustees. The Chairperson of the Committee shall appoint members of the Committee as Secretary, Treasurer, and Chair of the Endowment Investment Subcommittee.

- A. Chairperson.** The Chairperson shall officiate at all Committee meetings and shall carry into effect all actions of the Committee. The Chairperson may be removed by the President at any time for failure to effectively lead the Committee, provided that at least five (5) members of the Committee must agree with such removal. The Chairperson is eligible to serve two (2) consecutive terms of two (2) years each; provided, however, that the Chairperson may continue as a member of the Committee after serving as Chairperson and may be re-selected as Chairperson after another member has served as Chairperson for at least one (1) year.
- B. Secretary.** The Secretary shall take minutes at each Committee meeting, which shall be circulated to all Committee members. The Secretary shall serve during the year in which elected.
- C. Treasurer.** The Treasurer shall regularly review the financial records of the Fund and shall present them to the Committee during regular meetings. The Treasurer shall serve during the year in which elected.

Section 5. Meetings/Quorum. A quorum shall consist of five (5) members of the Committee. Except as otherwise provided, when there is a quorum, a majority of those present (in person or through an interactive platform that enables discussion and electronic voting) and voting shall be needed to take action. The Committee shall meet at least three (3) times annually, and the Chairperson shall give at least ten (10) days written notice prior to any meeting.

Section 6. Endowment Investment Subcommittee. At its first meeting of the year, the Committee shall select an Endowment Investment Subcommittee consisting of four (4) members of the Committee (including the chairperson of the Committee). The Subcommittee shall meet at least quarterly, and shall make recommendations to the Committee with regard to investments of Fund assets and the designation of the Fund manager. Subject to approval by the Chairperson of the Committee, the chairperson of the Subcommittee may invite up to two (2) additional Temple Sinai members to serve in an advisory capacity as non-voting members on the Subcommittee. The Subcommittee chairperson shall call meetings periodically as deemed appropriate or necessary. At least three (3) voting members of the Subcommittee shall be present (in person or through an interactive platform that enables discussion and electronic voting) in order to constitute a quorum. A member of the Subcommittee may be replaced by another member of the Committee at the discretion of the Committee whenever such member is chronically absent or otherwise fails to participate in the deliberations and activities of the Subcommittee.

Section 7. Annual Report/Audit. A report of the Committee's activities and the status of the Fund shall be presented to the Congregation by the Chairperson or Treasurer of the Committee at the Annual Meeting. The Fund shall be audited annually as part of Temple Sinai's annual financial statement audit.

Section 8. Powers and Liabilities. Members of the Committee shall only be liable for their gross

negligence, willful misconduct, or provable fraud, and such liability shall be on a several and individual basis.

ARTICLE XI - MISCELLANEOUS

Section 1. Seating. Seats for Members in the Temple Sinai Sanctuary, the Freeman Family Chapel and any other worship space shall remain unassigned during worship services.

Section 2. Rules of Procedure. Rules of Procedure at all meetings of the Congregation and the Board of Trustees shall be determined by “Roberts Rules of Order”, latest revised edition, unless otherwise herein provided.

Section 3. By-Law Amendments. Any proposal to amend these By-laws may be initiated by the Board of Trustees or by application of at least fifteen (15) Regular Members of the Congregation. Where any By-Law amendment is initiated by the Board of Trustees, it shall be approved by the Board of Trustees at least twenty (20) days before it shall be presented to the Congregation for action thereon. Where any By-Law amendment is initiated by Regular Members as provided in this sub-section, it shall be presented in writing and shall be submitted to the Board of Trustees at least twenty (20) days prior to the date it shall be presented to the Congregation for action thereon. The proposed amendment(s) may then be acted upon at any Annual or Special Meeting of the Congregation. The proposed amendment(s) shall be sent to all Members of the Congregation in Good Standing with the notice of the meeting at which said amendments are to be considered (see Article VII for required notice). The adoption of a proposal for amendment shall require an affirmative vote of two-thirds (2/3) of the Regular Members present (in person or through an interactive platform that enables discussion and electronic voting) and entitled to vote at the meeting of the Congregation for its adoption. A proposal for amendment which does not meet the required affirmative two-thirds (2/3) vote threshold has been rejected and may not be resubmitted for consideration unless at least twelve (12) months have elapsed since the time of such rejection.

Section 4. Fiscal Year. The Board of Trustees of the Congregation shall establish a fiscal year for financial purposes of the Congregation.

Section 5. Memorials; Donor Recognition.

- A. Sanctuary.** Except as otherwise provided in this section, neither the Sanctuary nor any permanent parts thereof shall honor or memorialize any one or more individuals, groups or entities. The restrictions of this Section 5(A) shall not apply to the Freeman Family Chapel or the Lonnie Cooper Chapel.
- B. Naming Rights.** Donations of one million dollars (\$1,000,000) or greater as determined by the Board of Trustees shall fulfill the financial minimum set by the Board of Trustees for a named “Chair”, “School”, or “Space” and shall entitle the donor to direct the name for such Chair, School, or Space to honor or memorialize any one or more individuals, groups or entities, subject to approval of such name by the Board of Trustees, provided that (i) at least 40% of the pledged amount must have been paid and (ii) the Executive Director reasonably believes that the balance of the pledged amount will be paid.
- C. Donor Recognition Markers.** The Board of Trustees shall establish guidelines concerning donor recognition markers, which guidelines it may revise from time to time in its discretion. Such guidelines shall address, but shall not be restricted to addressing, the following:
 - (i) The types and/or monetary values of donations for which markers may be placed.
 - (ii) The number, size, and location of markers.
 - (iii) The details and content on markers.

- D. Donor Recognition for Temple Spaces.** Provided that (i) at least 40% of the pledged amount must have been paid and (ii) the Executive Director reasonably believes that the balance of the pledged amount will be paid, and upon approval by the Board of Trustees of each such donation, the presence of donor recognition markers shall not change the name of rooms of the building or defined areas of the grounds, and no reference to such rooms or areas, whether in the Congregational newsletter, in publicity, in announcements from the pulpit, or otherwise, shall include a donor name. Notwithstanding the foregoing, the Temple Sinai Library and Learning Center shall continue to be known as the “Rabbi Philip N. Kranz Learning Center,” the “Lehrman Rabbinic Garden” shall continue to be known as such, and each shall continue to be so referred to in the Congregational newsletter, publicity, and announcements.
- E. Other Gifts.** Gifts of a religious, educational, artistic, or utilitarian nature may be given anonymously or, at the donor’s election, may contain an inscription, subject to approval by the Board of Trustees.
- F. Time Period for Donor Recognition Markers.** The Board of Trustees shall determine the time period for all donor recognition markers, including the name of a room of the building or defined area of the grounds and the name of a “Chair”, “Space”, or “School”. Once recognized and named, no additional name shall be permitted for the same room of the building or defined area of the grounds, or for the same Chair, Space, or School during such period except as otherwise determined by the Board of Trustees. All markers and inscriptions thereon that were established before June 1, 2002 shall be permitted.
- G. Yahrzeit Memorial.** Temple Sinai shall maintain a Yahrzeit Memorial for deceased relatives of Regular Members and Associate Members. The manner and design of said memorial shall be determined by the Board of Trustees.
- H. Tree of Life.** Temple Sinai shall maintain a Tree of Life, which may include anonymous or personal inscriptions at the donor’s election subject to approval by the Board of Trustees.

Section 6. Mail and Electronic Notice. Wherever in these By-laws it is required that notice to the Congregation or its Members be communicated in writing, it shall be sufficient to make such notice by mail or electronically, provided the Member to whom the notice is to be made has not indicated an intention to receive such notices by mail only.

Section 7. Indemnification. Appendix “A” attached hereto shall be applicable to all Board of Trustee members, Officers, employees, and any agents acting on behalf of Temple Sinai.

Section 8. Delegations of Authority. The Board of Trustees shall, from time to time, approve Delegations of Authority of duties ascribed to by these By-laws.

APPENDIX A

INDEMNIFICATION

(a) Under the circumstances prescribed in paragraphs (c) and (d) of this Appendix A, the Corporation shall indemnify and hold harmless 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 (other than an action by or in the right of the Corporation) by reason of the fact that they are or were a director, officer, employee or agent of the Corporation, or are or were serving at the request of the Corporation as a director, officer, employee or agent of another corporation, foundation, 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 or her in connection with such action, suit or proceeding if they acted in a manner they reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe their 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 they reasonably believed to be in or not opposed to the best interests of the Corporation, and with respect to any criminal action or proceeding, had reasonable cause to believe that their conduct was unlawful.

(b) Under the circumstances prescribed in paragraphs (c) and (d) of this Appendix, the Corporation shall indemnify and hold harmless any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the Corporation to procure a judgment in its favor by reason of the fact they are or were a director, officer, employee or agent of the Corporation, or are or were serving at the request of the Corporation as a director, officer, employee or agent of another corporation, foundation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees) actually and reasonably incurred by them in connection with the defense or settlement of such action or suit, if they acted in good faith and in a manner they reasonably believed to be in or not opposed to the best interests of the Corporation; provided, however, that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable to the Corporation, unless and only to the extent that the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which the court shall deem proper.

(c) To the extent that a director, officer, employee or agent of this Corporation has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in paragraphs (a) and (b) of this Appendix, or in defense of any claim, issue or matter therein, they shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by him or her in connection therewith.

(d) Except as provided in paragraph (c) of this Appendix and except as may be ordered by a court, any indemnification under paragraphs (a) and (b) of this Appendix shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification of the director, officer, employee or agent is proper in the circumstances because they have met the applicable standard of conduct set forth in paragraphs (a) and (b). Such determination shall be made (1) by 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 (2) if such a quorum is not obtainable, or, even if obtainable, if a quorum of disinterested trustees so directs, by the firm of independent legal counsel then employed by the Corporation in a written opinion.

(e) Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the Corporation in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of the director, officer, employee or agent to repay such amount if it shall ultimately be determined that they are not entitled to be indemnified by the Corporation as authorized in this Appendix.

(f) The indemnification and advancement of expenses provided by this Appendix shall not be deemed exclusive of any other rights, in respect of indemnification or otherwise, to which those seeking indemnification or advancement may be entitled under any bylaw, resolution or agreement, either specifically or in general terms, approved by the affirmative vote of the Board of Trustees taken at a meeting the notice of which specified that such

by-law, resolution or agreement would be placed before the Board of Trustees, both as to action by a director, officer, employee or agent in their official capacity and as to action in another capacity while holding such office or position, except that no such other rights in respect to indemnification or otherwise, may be provided or granted to a director, officer employee or agent pursuant to this subsection by a Corporation to the extent prohibited by Georgia law.

(g) The Corporation may purchase and maintain insurance on behalf of any person who is or was a director, 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 corporation, foundation, partnership, joint venture, trust or other enterprise, against any liability asserted against them and incurred by them in any such capacity, or arising out of their status as such, whether or not the Corporation would have the power to indemnify him or her against such liability under the provisions of this Appendix.

(h) If any expenses or other amounts are paid by way of indemnification, otherwise than by court order or by an insurance carrier pursuant to insurance maintained by the Corporation, the Corporation shall, not later than the next Annual Meeting of the Board of Trustees unless such meeting is held within three (3) months from the date of such payment, and, in any event, within fifteen (15) months from the date of such payment, send by first class mail to its Trustees of record a statement specifying the person paid, the amounts paid, and the nature and status at the time of such payment of the litigation or threatened litigation.

(i) For purposes of paragraphs (a) and (b) of this Appendix, reference to “the Corporation” shall include, in addition to the surviving or new Corporation, any merging or consolidating Corporation of a merging or consolidating Corporation) absorbed in a merger or consolidation with the Corporation so that any person who is or was a director, officer, employee or agent of such merging or consolidating Corporation, or is or was serving at the request of such merging or consolidating Corporation as a director, officer, venture, trust or other enterprise, shall stand in the same position under the provisions of paragraphs (a) and (b) of this Appendix with respect to the Corporation as they would if they had served the Corporation in the same capacity; provided, however, no indemnification under paragraphs (a) and (b) of this Appendix as permitted by this subsection shall be mandatory under this subsection without the approval of such indemnification by the Board of Trustees of the Corporation in the manner provided in paragraph (d) of this Appendix.

(j) The indemnification and advancement of expenses provided by or granted pursuant to this Appendix shall, unless otherwise provided when authorized or ratified, continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such a person.