

TEMPLE DE HIRSCH SINAI BYLAWS

(Rev. 03/17/2017)

ARTICLE I

NAME

The name of this congregation is Temple De Hirsch Sinai (sometimes referred to herein as "Temple"). It has been incorporated as a Washington nonprofit corporation under the same name and is an affiliate of the Union for Reform Judaism.

ARTICLE II

VISION AND MISSION

Vision:

Temple De Hirsch Sinai leads the community in Reform Jewish thought and practice, enriching the lives of our members and our community as we explore our Jewish possibilities together.

Mission:

Temple De Hirsch Sinai serves a large, diverse, multi-campus Reform Jewish congregation in the greater Seattle area and provides leadership in promoting Jewish ethical and moral concepts. We uphold the traditional values of our historic congregation and strive to create a progressive and contemporary Jewish environment providing worship, education, lifecycle events, community building, and community service opportunities to all of our members.

ARTICLE III

MEMBERSHIP

Section 1. Any person of the Jewish faith, upon written application, agreeing to the philosophy and objectives of this congregation as stated in these bylaws, is eligible for membership. When the spouse or partner of a member is not Jewish, that spouse or partner shall also be a member, subject to the limitations set out in Section 8 of this Article.

Section 2. Applications for membership shall be subject to approval by a majority of the Board of Trustees (hereinafter "Board") present.

Section 3. Categories of membership may be established by the Board.

Section 4. All members of the congregation shall make an annual contribution to the Temple, according to rules determined by the Executive Committee. The annual contribution is due on the first day of the fiscal year or payable in accordance with an agreed upon schedule.

Section 5. All members of the congregation shall be required to pledge and make payments to the Capital Fund, according to rules determined by the Executive Committee.

Section 6. A member, to be in good standing, shall be current in financial obligations. Any member more than ninety (90) days in arrears is not in good standing and may be suspended or terminated from membership by a two-thirds (2/3) vote of the Board present. Any member who is recommended to the Board for suspension or termination shall be notified by certified mail.

Section 7. Members in good standing, upon payment of any applicable fees, shall have the privilege, whether or not employed by the Temple unless otherwise noted below, to:

- a. Participate in and vote at all meetings of the congregation. In the case of a married couple or partners, each spouse or partner shall have such rights to vote and participate. Each member's child whose age is at least eighteen (18) and less than twenty-three (23) shall also have such rights regardless of whether the child has his or her own membership in the congregation.
- b. Serve on standing committees, ad hoc committees, and task forces.
- c. Subject to Article III, Section 8, be eligible for any elected position as provided in these bylaws; provided, however, a member employed by the Temple more than twenty (20) hours per week shall not be entitled to hold any elected office.
- d. Obtain tickets for the High Holy Days services as prescribed by the Board.
- e. Enroll in the Religion School any children in the member's family.

- f. Use the services of the Temple's professional staff and clergy.
- g. Use the Temple's facilities.
- h. Participate in all programs, religious services, and activities of the congregation.
- i. Obtain cemetery property in accordance with established cemetery policies.
- j. Receive congregational communications, including emails and written communication.

Section 8. Spouses and partners shall each be entitled to exercise all the privileges of membership, except that to hold any elected position an individual must be Jewish. Where a dissolution of marriage occurs or relationship between partners ends, each party wishing to retain Temple membership must maintain separate membership in the congregation.

Section 9. Resignation shall be submitted in writing, by email, by phone, or in person; if by phone or in person, Temple staff will follow up in writing or by email. All financial obligations shall be reviewed prior to acceptance of resignation by the Board.

Section 10. An application for reinstatement of membership shall be considered in the same manner as a new application.

ARTICLE IV MEETINGS OF THE CONGREGATION

Section 1. The congregation shall meet annually in May in a place and on a date and time set by the Executive Director in consultation with the President.

Section 2. Members in good standing at the Annual Meeting shall:

- a. Elect the Officers of the congregation.
- b. Elect members of the Board.
- c. Pursuant to Article VIII, Section 7, elect two (2) members and one (1) alternate to the Nominating Committee from a list of candidates submitted by members to the Executive Director no more than thirty (30) days and no less than ten (10) days before the Annual Meeting and from those nominated at the Annual Meeting.
- d. Act on any other business referred by the Board.
- e. Consider and take appropriate action on any other business referred to the congregation by written petition of twenty-five (25) members in good standing, submitted to the Secretary of the congregation no less than thirty (30) days prior to the Annual Meeting.

Section 3. Notice of each meeting of the congregation stating the purpose of the meeting shall be sent to all members no less than twenty (20) days prior to the date set for such meeting. Notice is effective if mailed to the address submitted by the member in the membership application or such other address as member may thereafter designate in writing. Notice may be given to members in an electronic transmission as provided in Article XVII.

Section 4. Special meetings of the congregation may be called by the President, the Executive Committee, the Board, or upon written petition of twenty-five (25) members in good standing, submitted to the Temple office. A special meeting, requested by petition, shall be convened by the President within sixty (60) days of receipt of such request. Notice of such special meeting, stating the purpose of the meeting, shall be sent to all members no less than fifteen (15) days prior to the date set for such meeting.

Section 5. One hundred (100) voting members in good standing shall constitute a quorum. Members may vote at any meeting either in person or by proxy; however, no single member is authorized to hold more than two (2) proxies. A member may appoint a proxy to vote for the member by submission of (a) an appointment form signed by the member or the member's attorney-in-fact, or (b) an electronic transmission sent in accordance with the provisions for the electronic notice under Article XVII. An appointment of proxy is effective when an appointment form or an electronic transmission (or documentary evidence thereof, including verification information) is received by the person authorized to tabulate votes for Temple. The proxy has the same power to vote as that possessed by the member, unless the appointment form or electronic transmission contains an express limitation on the power to vote or direction as how to vote on a particular matter, in which event Temple must tabulate the votes in a manner consistent with that limitation or direction. The appointment of proxy is valid for the meeting in question. Notwithstanding the foregoing, a proxy

appointment is only valid if the proxy is also a member in good standing at the time of the meeting or vote. A valid proxy shall constitute presence at the meeting for the purpose of determining a quorum. The proxy appointment may leave the name of the designee blank, in which case the person authorized to tabulate votes for Temple will assign the proxy to a member in good standing who is attending the meeting or vote in person.

Members may participate in a meeting using a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time, and participation by such means shall constitute presence in person at the meeting.

ARTICLE V OFFICERS AND THEIR DUTIES

Section 1. The elected Officers shall be President, President Elect, Secretary, Treasurer, and up to five (5) Vice Presidents as determined by the Board. Any two or more offices may be held by the same person except for the offices of President and Secretary.

Section 2. To qualify for election as an Officer, the individual must be a current elected member of the Board who will have served at least one (1) full year as Trustee at the time of assuming said office or must have previously served as a Trustee or Officer.

Section 3. The Officers shall be elected by a majority vote of the members of the congregation in good standing who are present at the Annual Meeting, and shall hold office for a term of one (1) year or until they are succeeded. Officers shall assume their duties on the first day of the fiscal year. No person shall serve in the same office for more than three (3) consecutive terms, with the exception of the office of Treasurer.

Section 4. Subject to Article V, Section 2, a vacancy occurring in any office shall be filled for the unexpired term by the Board, upon recommendation of the Nominating Committee. A meeting of the Nominating Committee shall be called for this purpose by its chairperson within thirty (30) days of said vacancy, or as soon thereafter as reasonably possible.

Section 5. The President shall:

- a. Preside at all meetings of the congregation, Board, and Executive Committee.
- b. Be an ex-officio member of all committees except the Nominating Committee.
- c. Sign official documents as required, except that with the approval of the Board, this authority may be delegated to one or more members of the staff, Executive Committee, or Board.
- d. Establish ad hoc committees and task forces with the approval of the Executive Committee.
- e. Appoint chairpersons of all committees except as otherwise provided for in these bylaws.
- f. Appoint a Parliamentarian.
- g. Conduct annual performance evaluations of the Senior Rabbi and the Executive Director with the assistance of the Executive Committee and the Board.
- h. Perform such other duties as usually pertain to the office of the President.

Section 6. The President Elect shall succeed to the position of President when that office is vacated, and shall serve as an aide to the President and carry out such duties as assigned by the President, the Executive Committee, or the Board.

Section 7. The Vice Presidents shall serve as aides to the President and carry out such duties as assigned by the President, the Executive Committee, or the Board.

Section 8. In the absence or inability of the President to serve, the President Elect shall temporarily assume the duties of the President. In the absence or inability of the President and President Elect to serve, one of the Vice Presidents, selected by lot, shall temporarily assume the duties of the President.

Section 9. The Secretary shall arrange for the recording of the minutes of all meetings of the congregation, Board, and Executive Committee; shall sign, with the President, official documents as required by third parties or the Board; and shall perform such duties as pertain to the office or as assigned by the President, the Executive Committee, or the Board.

Section 10. The Treasurer shall serve as chairperson of the Finance Committee and shall perform such other duties as pertain to the office or as assigned by the President, the Executive Committee, or the Board.

ARTICLE VI BOARD

Section 1. There shall be a Board consisting of the following voting members: the elected Officers of the congregation; not less than fourteen (14) or more than twenty-two (22) other members ("Trustees") as determined by the Board, half of whom shall be elected each year by the congregation; the Immediate Past President; the President of Men of Reform Judaism, and the President of Women of Reform Judaism, or their designees. The total number of voting Board members, including Officers, shall not exceed twenty-seven (27). Non-voting members shall be representatives of the Past Presidents Committee, Temple De Hirsch Sinai Youth (TDSY), The Tribe, any non-Board committee chairpersons appointed by the President, and any members elected to the Regional or National Board of the Union for Reform Judaism or Hebrew Union College-Jewish Institute of Religion. Trustees shall have all the rights and obligations of directors under the Washington Nonprofit Corporation Act. Only voting members shall have the right to attend executive sessions of the Board.

Section 2. Unless filling an unexpired term, Trustees shall assume their duties on the first day of the fiscal year. No Trustee shall serve more than three (3) full consecutive terms without serving as an Officer of the congregation. One (1) term is two (2) years; however, if a Trustee is filling an unexpired term, one (1) year or more shall be considered a full term.

Section 3. The Board shall:

- a. Manage the business and affairs of Temple, including promoting the welfare of the congregation and adopting an annual budget.
- b. Subject to the provisions of Article XV, recommend to the congregation, for action at a congregational meeting, initial employment or termination of the Senior Rabbi.
- c. Subject to the provisions of Article XVI, employ or terminate employment of the Executive Director.
- d. Develop and maintain a statement of responsibility for its own conduct and annually evaluate its performance.

Section 4. The Board shall meet monthly unless it determines otherwise. Special meetings of the Board may be called at any time by the President, Executive Committee, or upon written request to the Secretary by not less than ten (10) members of the Board. Unless waived in writing, all voting members of the Board shall be given no less than (5) five days' notice of all regular meetings, including an agenda which shall state all actions to be considered. Unless waived in writing, all voting members of the Board shall be given no less than twenty-four (24) hours' notice of special meetings stating the purpose thereof. Notice is effective if mailed to the address originally submitted by the Trustee in the Temple membership application or such other address as the Trustee may thereafter designate in writing. Notice may be given to Trustees in an electronic transmission as provided in Article XVII. Members of the Board may participate in a meeting of such Board by means of a conference telephone or similar communications equipment where all persons participating in the meeting can hear each other at the same time. Participation by such means shall constitute presence in person at a meeting. Board members may only vote at a meeting by means of a conference call or similar communications equipment if they have been connected during the discussion.

Section 5. Any elected Officer or Trustee absent from three (3) consecutive meetings of the Board without approval of the President may be removed by a two-thirds (2/3) vote of the Board present.

Section 6. A vacancy occurring in the position of an elected Trustee shall be filled by the Board for the unexpired term upon recommendation of the Nominating Committee and subject to the provisions of Article VI, Section 2.

Section 7. Twelve (12) voting members of the Board, including three (3) elected Officers, shall constitute a quorum at Board meetings.

ARTICLE VII
EXECUTIVE COMMITTEE

Section 1. Members of the Executive Committee shall be the Officers and the Immediate Past President, who is the then-living person who most recently served as President.

Section 2. The Executive Committee shall:

- a. Transact all necessary business between meetings of the Board and such other business as may be referred to it and make minutes of Executive Committee meetings available for Board review.
- b. Have the authority to sign checks as established by the Board.
- c. Work with the President to establish ad hoc committees and task forces.

Section 3. The Executive Committee shall hold no less than nine (9) meetings annually unless it determines otherwise. Meetings may be called by the President or by four (4) of its members upon written, oral, or email notice. Members of the Executive Committee may participate in a meeting of such Committee by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

Section 4. Any Executive Committee member who is absent for three (3) consecutive meetings of the Executive Committee without approval of the President may be removed from office by a two-thirds (2/3) vote of the Board present.

Section 5. Four (4) members of the Executive Committee shall constitute a quorum for the transaction of business.

ARTICLE VIII
NOMINATIONS AND ELECTIONS

Section 1. There shall be a Nominating Committee of nine (9) members. It shall consist of:

- a. The Immediate Past President as of the new fiscal year, who shall act as Temporary Chairperson. If for any reason the Immediate Past President is unable or unwilling to act, then the Board shall fill the position of a temporary chairperson.
- b. The Presidents of the Men of Reform Judaism and Women of Reform Judaism who assume office at the commencement of the new fiscal year, or their appointees.
- c. The four (4) members elected at the Annual Meetings of the congregation, two (2) of whom shall be elected each year, each for a two (2)-year term. Unsuccessful candidates for elected positions on the Nominating Committee shall be considered alternates, and shall assume such positions for the balance of the term following the unsuccessful election as provided in Section 2.f. below.
- d. Two (2) members of the Board appointed by the President with the approval of the Board at its first meeting in the new fiscal year.
- e. The President Elect as an ex-officio member without vote.

Section 2. A member shall not serve more than two (2) consecutive terms on the Nominating Committee. A Nominating Committee vacancy occurring in those members elected at Annual Meetings shall be filled from the alternates in order of the number of votes each received. Any further vacancies shall be filled by the action of the President in consultation with the Board. The Nominating Committee shall serve for the full fiscal year following its selection.

Section 3. Duties of the Nominating Committee shall be to:

- a. Hold its initial meeting no later than October 15th of each year.
- b. Solicit the congregation for names of prospective Board members no later than December 31st of each year.
- c. Select Board member candidates with qualifications based upon written criteria established by the Board.

- d. Nominate one person for each Officer position subject to Article V, Section 2.
- e. Nominate one person to each open position on the Board.
- f. Obtain prior consent of each person nominated.

Section 4. The Nominating Committee shall send a written and signed report of those nominated to the President no later than the last day of February of each year and shall send a copy of the report to each member of the congregation no later than March 10th of each year.

Section 5. Twenty-five (25) members of the congregation in good standing, by petition submitted to the President prior to April 10th, may nominate for election any member of the congregation in good standing to a Trustee position on the Board.

Section 6. Twenty-five (25) members of the congregation in good standing, by petition submitted to the President prior to April 10th, may nominate for election a candidate to any office consistent with Article V, Section 2, of these bylaws.

Section 7. Not more than thirty (30) days nor less than ten (10) days prior to the date of the Annual Meeting, any member in good standing who wishes to run for the Nominating Committee may nominate himself/herself or another member in good standing by informing the Executive Director in writing or via electronic transmission. Candidates may also be nominated from the floor at the Annual Meeting. To be eligible, all candidates nominated shall give their consent.

Section 8. No Board member can have more than one (1) vote.

Section 9. No member of the Nominating Committee shall be nominated by that committee for an elected office or position on the Board.

Section 10. Election of Officers and Trustees shall be by ballot at the Annual Meeting of the congregation by those present and eligible to vote. If there is only one (1) nominee for any vacant office or any vacant position on the Board, election may be by voice vote. A majority of all votes cast shall elect the Officers and Trustees. In the event that there are more candidates than vacant positions on the Board, the candidates with the highest number of votes shall be elected.

ARTICLE IX BUDGET AND FINANCE

Section 1. The fiscal year shall be July 1st through June 30th.

Section 2. The Board shall determine the fiscal policies of the Temple with authority to direct and control use of funds and properties of Temple.

Section 3. Members shall pay an annual contribution, assessments and other fees in accordance with the policies determined by the Board.

Section 4. In an emergency, the Executive Committee shall be empowered to expend up to an amount fixed by the Board. Such an expenditure shall be approved by no less than four (4) members of the Executive Committee.

Section 5. The Executive Director, in consultation with the President, or other authorized Officers, shall be empowered to expend no more than an amount fixed by the Board for unanticipated expenses.

Section 6. The Board shall require an annual audit or review of the financial records of Temple by a certified public accountant (CPA) or CPA firm recommended by the Finance Committee. The selection of a CPA or CPA firm and the audit report or review shall not be considered final until accepted by the Board.

Section 7. The Board shall have the power to establish and designate fund categories and shall adopt rules governing their receipt and use.

Section 8. Unrestricted Funds: The General Fund shall be the depository for all membership contributions and such other unrestricted funds as the Board may establish.

Section 9. Temple maintains a Capital Fund and a Cemetery Fund, both of which have dedicated purposes stipulated by the congregation. In addition, the Board may accept and designate certain funds as restricted. These may include endowment funds or other funds where the principle is restricted by the donor, including but not limited to memorial funds designated for various Temple purposes. In general, endowment funds will be restricted to distribution and spending of earnings only, leaving principal intact. Other donor-restricted funds must be managed, invested and distributions made in accordance with the direction of the donor(s). By accepting the monies to establish such donor-restricted funds, Temple agrees to comply with the restrictions and conditions specified by the donor.

Section 10. Limitation on Expenditures: Subject to Article IX, Section 4 above, which governs in case of an emergency as determined by the Executive Committee in good faith, expenditures of six hundred fifty thousand dollars (\$650,000.00) or more shall be referred to the congregation for approval, upon recommendation of a two-thirds (2/3) vote of the members of the Board present at a Board meeting.

ARTICLE X CEMETERY AND MAUSOLEUM

Section 1. There shall be cemetery and mausoleum facilities owned and maintained by Temple.

Section 2. These facilities shall be governed by rules and regulations established by the Board.

Section 3. There shall be independent records of the cemetery and mausoleum operations.

Section 4. Endowment care shall be provided.

ARTICLE XI BRIDGE FAMILY RELIGION SCHOOL

There shall be a religion school for religious education, which shall be governed by approved policies and regulations as established by the Board.

ARTICLE XII JENNIFER ROSEN MEADE PRESCHOOL

There shall be a school for early childhood education in facilities operated by the Congregation.

ARTICLE XIII STANDING COMMITTEES AND THEIR DUTIES

Section 1. Standing committees shall have a chairperson and, if practical, a vice-chairperson or co-chairperson.

Section 2. Standing committees shall meet no less than once each quarter of the fiscal year, or when they have business to undertake, unless otherwise provided in these bylaws. Minutes of all meetings shall be promptly distributed to the Board.

Section 3. There shall be at least the following standing committees and such others as the Board shall deem appropriate, each of which shall operate in accordance with such written policies, rules and procedures, as shall be specified by the Board:

- a. A Finance and Audit Committee chaired by the Treasurer which shall prepare and present to the Board for its approval, no later than during the month the end of which ends the Temple's fiscal year, an annual budget for the ensuing fiscal year. It shall regularly review the finances of Temple and advise the Board on their status quarterly, or as otherwise requested by the Board.
- b. An Investment Committee, the chairperson of which shall be a current or past member of the Board and no fewer than two (2) other members shall be current members of the Board. The Investment Committee shall have the authority to direct investments of all Temple funds subject to policy established by the Board and to retain and consult with investment counselors. It shall maintain a written, current-status portfolio of Temple's investments and advise the Board on them at least quarterly. At least five (5) affirmative votes of those committee members present shall be necessary for decision on investments. No member of the committee shall become liable or accountable for losses incurred unless caused by bad faith or gross negligence.

- c. An Executive Committee as provided for in Article VII of these bylaws.
- d. A Nominating Committee as provided for in Article VIII of these bylaws.
- e. A Governance Committee, the majority of whose members are currently on the Board, whose duties shall include reviewing and revising these bylaws, planning Board orientations and retreats, developing and maintaining a Board of Trustees Job Description and Conflict of Interest Statement, annually assessing Board performance, and providing for Board education.
- f. A Cemetery Committee which shall support Temple's cemetery and mausoleum facilities as described in Article X and in accordance with applicable law.

Section 5. The Board may provide for other ad hoc committees or task forces as needed such as a Personnel Committee, Worship Committee, and Religion School Committee.

ARTICLE XIV AUXILIARIES

Section 1. Auxiliaries of the Temple are the Men of Reform Judaism, Women of Reform Judaism, and others hereinafter approved by the Board.

Section 2. Bylaws of auxiliaries shall be consistent with these bylaws and current copies shall be on file in the Temple office.

Section 3. Each auxiliary's fiscal year and assumption of office shall be the same as that of Temple.

Section 4. Each auxiliary's fundraising, other than membership dues, in excess of ten thousand dollars (\$10,000.00) shall be as approved by the Board.

Section 5. Each auxiliary's annual financial statement shall be filed with the Treasurer.

ARTICLE XV SENIOR RABBI

Section 1. The initial employment of the Senior Rabbi shall be by a majority vote of at least a quorum, as defined in Article IV, Section 5, of the members in good standing present at a congregational meeting upon recommendation of the Board. The Board must make such recommendation by a two-thirds (2/3) vote of those present at a Board meeting.

Section 2. Upon recommendation of the Board, the termination of the Senior Rabbi's employment shall be by not less than a two-thirds (2/3) affirmative vote of at least a quorum of the members in good standing present at a congregational meeting. A quorum is defined in Article IV, Section 5. The Board must make such recommendation by a two-thirds (2/3) vote of those present at a Board meeting.

Section 3. The responsibilities of the Senior Rabbi shall be defined by the Board, and a copy of such responsibilities shall be attached to the contract of the Senior Rabbi.

Section 4. The Senior Rabbi shall be notified of and have the right to attend all meetings of the Board, Executive Committee, standing committees and the congregation, except when requested by the body for some special reason to absent himself. The Senior Rabbi shall be an ex-officio member of all Standing Committees without vote.

ARTICLE XVI EXECUTIVE DIRECTOR

Section 1. The Executive Director shall be employed by the Board and responsible to it.

Section 2. The responsibilities of the Executive Director shall be defined by the Board.

Section 3. The Executive Director shall be notified of and have the right to attend all meetings of the Board, Executive Committee, standing committees and the congregation, except when requested by the body for some special reason to absent him/herself. He/she shall be an ex-officio member of all standing committees without vote.

ARTICLE XVII
ELECTRONIC TRANSMISSION

Notice may be given to members and Trustees in an electronic transmission, provided such members and Trustees have expressly consented in writing (including via electronic transmission) to the Temple, to receive electronically transmitted notices. Such member or Trustee shall designate in the consent the address, location, or system to which these notices may be electronically transmitted. A member or Trustee who has consented to receipt of electronically transmitted notices may revoke this consent by delivering a revocation to the Temple in the form of a record. The consent of any member or Trustee is revoked if (I) the Temple is unable to electronically transmit two consecutive notices given by the Temple in accordance with the consent and (II) this inability becomes known to the Secretary, the transfer agent, or any other person responsible for giving the notice. The inadvertent failure by the Temple to treat this inability as a revocation does not invalidate any meeting or other action.

ARTICLE XVIII
INDEMNIFICATION

Section 1. Right to indemnification: Temple shall indemnify and hold each of its Officers and Trustees harmless against any and all loss except for losses arising out of (a) the Officers or Trustee's acts or omissions finally adjudged to be intentional misconduct or a knowing violation of law, or (b) any transaction in which it is finally adjudged that the Officer or Trustee personally received a benefit in money, property or services to which the Officer or Trustee was not legally entitled. In addition, the Temple may indemnify an individual if:

- (a) The individual acted in good faith; and
- (b) The individual reasonably believed:
 - (i) In the case of conduct in the individual's official capacity with the Temple, that the individual's conduct was in its best interests; and
 - (ii) In all other cases that the individual's conduct was at least not opposed to its best interests; and
- (c) In the case of any criminal proceeding, the individual had no reasonable cause to believe the individual's conduct was unlawful.

If, after the effective date of this Article, the Washington Nonprofit Corporation Act is amended to authorize further indemnification of Trustees or Officers, then Trustees and Officers of the Temple shall be indemnified to the fullest extent permitted by the Washington Nonprofit Corporation Act, as so amended. The Temple may similarly indemnify an employee or Temple member if first approved by a two-thirds (2/3) vote of the Board present.

Section 2. Expenses incurred in defense of such claim may be paid by the Temple in advance of the final disposition of such claim by a two-thirds (2/3) vote of the Board present.

ARTICLE XIX
DISSOLUTION

In the event of dissolution of the Congregation, the Board, after making provisions for the payment of all obligations and liabilities, shall dispose of the remaining assets of the Congregation to such Jewish charitable, educational, religious or scientific organizations as the Board may select that qualify as tax exempt organizations.

ARTICLE XX
PARLIAMENTARY AUTHORITY

The rules contained in *Robert's Rules of Order*, Newly Revised, Current Edition, shall govern this congregation in all cases to which they are applicable and in which they are not inconsistent with these bylaws.

ARTICLE XXI
AMENDMENTS

These bylaws may be amended at any congregational meeting by a two-thirds (2/3) vote of at least a quorum of the members in good standing present, provided that the amendment has been approved by the Board and provided the membership has received fifteen (15) days prior written notice of each proposed amendment. A quorum is defined in Article IV, Section 5.