

**BYLAWS OF  
TEMPLE BETH ZION OF BUFFALO, NEW YORK**  
[Updates Approved by the Congregation June 29, 2023]

**ARTICLE I: NAME**

The name of the Congregation shall be Temple Beth Zion of Buffalo, New York, as constituted by Chapter 293 of the Laws of 1880 of the State of New York, and which is hereinafter referred to as the “Congregation.”

**ARTICLE II: MISSION AND PURPOSE**

Temple Beth Zion is a Reform Congregation that enriches Jewish lives, promotes Jewish values, strengthens Jewish bonds and fosters lifelong learning. Our Congregation celebrates the rich diversity of our Jewish community, preserves sacred traditions while encouraging innovation, and affirms our Judaism through words and deeds.

**ARTICLE III: COMMITMENT TO REFORM JUDAISM**

The mode of worship of this Congregation shall be in accordance with the principles of Reform Judaism.

**ARTICLE IV: MEMBERSHIP**

1. All adults who believe in the teachings of the Jewish faith, and their spouses, domestic partners or significant others, are eligible for membership in the Congregation. A non-Jewish member who, after separation or divorce or as a surviving spouse, domestic partner or significant other, is still active in Congregational life, may retain membership status in the Congregation.
2. Membership categories, application procedures, dues and assessments shall be established by the Board of Trustees [herein also referred to as the Board].
3. Members shall have all rights and privileges of membership as may be established by the Board, subject to the rules and regulations of the Congregation as may be established by the Board, including the right to:
  - A. worship
  - B. use Congregational facilities;
  - C. enroll children in religious school;
  - D. participate in adult studies and programs; and
  - E. support from Clergy through life cycle events.
4. Members shall remain in good standing by observing all rules and regulations of the Congregation and by timely paying all dues and assessments.
5. Any Member of this Congregation who desires to resign from the Congregation shall notify the Board or its designee in writing.
6. Membership may be terminated by the Board for failure to pay dues or assessments in a timely manner, or for other good cause.

## **ARTICLE V: MEMBERSHIP MEETINGS**

1. **ANNUAL MEETING:** The Annual Meeting of the Members of the Congregation shall be held in the month of June in each year at a date, place and hour to be fixed by the Board, for the election of Trustees and for the transaction of any other business of the Congregation. Unless otherwise required by law, notice shall be given of the Annual Meeting at least twenty days prior to the date thereof, and in case of any adjournment thereof, five days notice shall be given; such notice shall be in such form and manner as the Board shall determine or as permitted by law. The President of the Congregation shall present a report to the Members at the Annual Meeting on the activities of the Board and the Congregational Committees for the preceding year, the financial status of the Congregation, and a report on the budget adopted by the Board for the ensuing year.

2. **SPECIAL MEETINGS:** Special meetings of the Members of the Congregation may be called at any time by the President or the Board, or shall be called by the President or the Secretary upon the written request of fifty Members. The written request shall state the purpose or purposes of the meeting, and shall be delivered to the Secretary of the Congregation. Notice of each special meeting of the Members shall state the purpose or purposes for which the meeting is called. The place and time of the meeting shall be given to Members by mailing at least ten days prior to the date of such meeting, or as permitted by law. Only the business stated in the notice shall be conducted at a special meeting.

3. **QUORUM:** One hundred Members, or such greater number as may be required by law, who are present in person or by proxy, shall constitute a quorum at any meeting of the Members of the Congregation. Unless otherwise provided herein, a majority vote of members present in person or by proxy at a meeting of the Congregation shall be sufficient to constitute Congregational action. The Secretary shall determine the form of proxy.

4. **TELEPHONE AND VIDEO CONFERENCE MEETINGS PERMITTED -** To the extent permitted by law and notwithstanding anything set forth above, the Annual Meeting and any special meeting of Members may be convened, and any Member may participate in the Annual Meeting and any special meeting of Members, including voting, by means of conference telephone, video, or similar communications equipment enabling all Members participating in the meeting to hear one another. Such participation in a meeting constitutes presence in person. Electronic communication is hereby permitted to provide notice of meetings, cancel meetings, and serve as a means for Members to cast votes.

## **ARTICLE VI: GOVERNANCE**

The Congregation shall be governed by a board of no fewer than sixteen nor more than eighteen Trustees, fourteen of whom shall be nominated and elected as provided for by these Bylaws, one of whom is the Immediate Past President (Ex-officio), and up to three of whom shall be, ex-officio designees of the active auxiliaries (Sisterhood, Brotherhood, TBaZY), If there is not a designee of an auxiliary, the Board, in consultation with the Governance Committee, may choose to fill that Trustee position with a Member of the Congregation for a term of one year. Ex-officio Trustees shall have the same voting rights as elected Trustees.

## **ARTICLE VII: BOARD OF TRUSTEES**

1. **NOMINATION:** The Governance Committee shall, at least thirty days before the Annual Meeting, nominate a candidate for each vacancy on the Board of Trustees that is to be filled at the Annual Meeting. A list of such nominations shall be mailed to each Member of the Congregation by the Secretary at least twenty days before such annual meeting. Other nominations for the Board may be made by petition of twenty-five Members, and filed with the Secretary of the Congregation at least ten days before the Annual Meeting. The Secretary shall mail to each Member of the Congregation, at least five days before the Annual Meeting, a list of all additional nominations for Trustees made by petition. The Governance Committee shall designate the term for which the candidate is being nominated.

2. **ELECTION:** Trustees shall be elected by the Members of the Congregation at the Annual Meeting.

3. **TERMS OF OFFICE:**

A. **Elected Trustees:** Except as provided below, the term of office of each elected Trustee shall be three years. No Trustee shall be eligible for election to more than two successive full three-year terms unless at least one year shall have intervened between the termination of such second term and any such re-election. A Trustee, elected to fill the remaining term created by a vacancy as provided for in this Article, shall be eligible for election to a full 3-year term upon expiration of the term of the vacancy for which first elected, and shall be eligible for re-election to a second full-term, if the remaining term was for one year or less. A Trustee who served as 1st Vice-President during the last year of a second consecutive term shall be eligible for re-election to the Board. A Trustee who has served as President during the last year of their final consecutive term shall be eligible for re-election to the Board for a one-year term.

B. **Ex-Officio Trustees:** Any ex-officio Trustee shall be limited to three consecutive years on the Board of Trustees, but said Trustee will be eligible to serve as an Elected Trustee upon completing their ex-officio term.

4. **CREATION OF VACANCIES:** The office of any Trustee shall be deemed vacant as the result of death, resignation from the Board, termination of membership in the Congregation, or removal by the Board or Congregation for cause. In addition, the Board may declare the office of any Trustee vacant because of absence from at least 1/2 of the meetings of the Board in any 12-month period, upon a recommendation of the Governance Committee. The office of a Trustee who is the President shall be deemed vacant when they become the Immediate Past President if there remains time to be served in the term for which they were elected or appointed.

5. **FILLING OF VACANCIES:** A vacancy created pursuant to Section 4 of this Article may be filled by the Board who may appoint a member of the Congregation to serve until the next Annual Meeting, at which time the remaining term of the of the seat shall be filled by a vote of the Members of the Congregation. In case of a failure to elect any or all of the Trustees at an annual meeting the Board shall have the power to fill, by appointment, any vacancies thus created until the following annual election.

6. **ELIGIBILITY:** Trusteeship shall be reserved to Members of the Congregation who are Jews by birth, adoption, or conversion. No employee of the Congregation, or parent, spouse, or child of an employee of the Congregation may serve as a Trustee.

7. **DUTIES AND POWERS:** The Board shall have entire charge, control, direction and management of the affairs of the Congregation. The Board shall carry out all measures in its power to promote the interests of the Congregation. In addition to any other duties and powers given it hereunder, the Board shall submit a report on the budget for the ensuing fiscal year to the Annual Meeting, and levy any dues or assessments that may become necessary to implement such budget. The powers of the Board shall not be limited to the specific powers mentioned above, but shall include all powers granted by law.

8. **COMPENSATION:** No Trustee shall be compensated for any service performed for the Congregation as such Trustee. This section shall not preclude any Trustee from receiving reimbursement for expenses directly related to Trustee responsibilities pursuant to authorization of the Board.

9. **MEETINGS:** The Board shall meet no fewer than six times in any fiscal year. When requested in writing by five or more Trustees, the President shall call a special meeting of the Board. In case of refusal or failure on the part of the President to call such special meeting within five days from the mailing of such request, the officer next in rank to the President shall call such meeting. Trustees may participate in a meeting of the Board or any committee thereof by means of a video conference, conference telephone, or similar communications equipment allowing all persons participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

10. **QUORUM:** At any meeting of the Board, a majority of the Trustees then in office shall constitute a quorum. However, a lesser number when not constituting a quorum may adjourn the meeting from time to time until a quorum is present.

11. **VOTING:** Except as otherwise provided by statute, or by the Certificate of Incorporation or by these Bylaws, a majority affirmative vote of the Trustees present at any meeting of the Board at which a quorum is present shall be necessary for the transaction of any item of business of the Board.

12. **REAL PROPERTY:** Any proposal for the sale, mortgage, lease, or other transfer of all or substantially all of the real property assets of the Congregation shall require approval by a two-thirds vote of the Members of the Congregation voting in person or by proxy at a meeting of the Congregation at which a quorum is present. Any sale, mortgage, lease or other transfer of real property assets of the Congregation constituting less than all or substantially all of the assets of the Congregation, but which transfer has a fair market value of more than \$ 500,000, shall require notice to the Members of the Congregation by mail or by publication in the Congregation monthly bulletin prior to a vote by the Board, unless the Board by unanimous vote declares that an emergency exists which requires an immediate vote with respect to such matter.

13. **ACTION WITHOUT A MEETING:** Any action required by any statute or the Certificate of Incorporation or these Bylaws to be taken at a meeting of the Board, or any action which maybe taken at a meeting of the Board, may be taken without a meeting if a consent in writing, (including via electronic mail), setting forth the action so taken, shall be signed by all of the Trustees entitled to vote with respect to the subject matter thereof, and such consent shall have the same force and effect as a unanimous vote of the Board.

## **ARTICLE VIII: OFFICERS**

1. **OFFICERS:** The officers of the Congregation shall be (a) President (b) no more than three Vice Presidents, one of whom may be designated as First Vice President, (c) Secretary, (d) Treasurer, and (e) such other officers as may be elected by the Board. All officers shall be elected from among the Trustees. The offices of Vice President and Treasurer may be held simultaneously by one person. The President may not simultaneously hold the office of Treasurer or Secretary.

2: **TERM OF OFFICE:** The term of office of the President shall be two years. If deemed advisable by the Board of Trustees the President may be elected to one additional year in office, but the President shall not serve more than three consecutive years. All other officers shall be elected for one year. No officer shall serve continuously in any one office for more than three consecutive years except the Vice-Presidents who may serve up to four consecutive years. All officers are subject to removal from the Board for gross misconduct in office.

### **DEFINITION USED HEREIN**

Gross misconduct extends beyond simple negligence or incompetence, and involves misconduct that is intentional, wanton, willful, deliberate, or reckless; or that is performed with deliberate indifference to Temple Beth Zion's interests.

3. **NOMINATION OF OFFICERS:** The Governance Committee shall meet at least thirty days prior to the Annual Meeting of the Board and recommend officers for the following year. The Board shall not be bound by the recommendations of the Governance Committee.

4. **ELECTION OF OFFICERS:** Officers shall be elected by the Board at a meeting of the Board convened immediately following the Annual Meeting of the Congregation.

5. **VACANCIES AND SUCCESSION:** If the office of President is vacated by death, resignation or removal from office, the First Vice President shall assume the office of President. Upon recommendation of the Governance Committee the Board shall elect a new First Vice President. All other vacancies occurring shall be filled by the Board, as herein prescribed.

### **6. POWERS AND DUTIES OF THE OFFICERS:**

A. **PRESIDENT:** The President shall preside at all meetings of the Congregation and the Board and appoint all committees of the Board and the Congregation. The President shall have the power to call special meetings of the Congregation as herein provided, and to call a special meeting of the Board. The President may sign and execute all authorized contracts and other obligations and undertakings in the name of, and on behalf of, the Congregation, and shall perform such other duties as may from time to time be assigned to them by the Board.

B. **FIRST VICE PRESIDENT:** The First Vice President, at the request of the President, or in the event of the absence or disability of the President, shall perform any and all duties of the President. The First Vice President shall perform such other duties as may from time to time be assigned to them by the President or the Board.

C. **VICE-PRESIDENTS:** Vice-Presidents shall perform such duties as shall be assigned to

them by the President or the Board.

D. **TREASURER:** The Treasurer shall oversee the financial affairs of the Congregation, except to the extent such powers are reserved to the Audit Committee, and shall perform such duties as are necessary to fulfill the office and shall deliver all financial records to a successor, when duly elected.

E. **SECRETARY:** The Secretary shall be the custodian of the books, records and seal of the Congregation, and shall keep the Bylaws and record all amendments, thereto and shall keep a register showing the names and addresses of all Members of the Congregation. The Secretary shall attend and keep the minutes of all meetings of the Congregation and of the Board, read the minutes, reports and communications, and deliver to a successor the books, records and seal.

F. Other officers shall have such duties as may be assigned to them from time to time by the President or by the Board.

## **ARTICLE IX: COMMITTEES**

1. The Board shall have the power to create such committees as it deems necessary and appropriate. There shall be two types of committees: Committees of the Board and Committees of the Congregation. Committees of the Board shall be comprised of Trustees only and must have at least three (3) members. Committees of the Congregation may be comprised from among the membership of the Congregation. Committees of the Congregation serve in an advisory capacity only and do not have the authority to bind the Board or the Congregation.

2. **COMMITTEES OF THE BOARD:** The members of a Committee of the Board will be elected by a majority of the entire Board. There shall be the following Committees of the Board:

A. **Audit Committee.** The Audit Committee shall be comprised of not less than three (3) Independent Trustees (as defined herein) and shall oversee the accounting and financial processes of the Congregation and the audit of the Congregation's financial statements.

i. **DUTIES AND FUNCTIONS OF THE AUDIT COMMITTEE:**

a. **Annual Auditing:** The Audit committee, if directed by the Board, or as required by law, will engage an independent certified accounting firm ("auditor") on an annual basis to conduct an audit of the Congregation's books and records for purposes of forming an opinion on the Congregation's financial statements. The Audit Committee shall hire, evaluate, and retain (or terminate) the auditor, and will so act without the approval of the Board. Prior to the commencement of each annual audit, the Audit Committee will review the scope and planning of the audit with the auditor. The Committee will meet with the auditor annually to review the results of the audit and the auditor's written opinions. The Audit Committee will review and discuss with the auditor: (1) any material weaknesses in the internal controls of the Congregation as revealed by the audit; (2) the overall performance and independence of the auditor; (3) any restrictions on the auditor's access to the books and records of the Congregation; (4) any significant disagreements between the auditor and the Congregation; and (5) the adequacy of the Congregation's accounting and financial reported processes. The committee will present auditor's report and opinions to the Board with recommendations for improvement of the Congregation's accounting

and financial reporting processes.

- b. Compliance: The Audit Committee also shall be responsible for overseeing compliance with the Congregation's Conflict of Interest and Whistleblower Policies. The Audit Committee will establish one or more methods for the confidential and anonymous submission to the Audit Committee or the Board of questionable or unethical accounting, auditing, or financial matters by Congregation Members and employees.

## ii. DEFINITIONS USED HEREIN

- a. "Independent Trustee" means a member of the Board of Trustees who: (1) is not and has not for the past 3 years been an employee of the Congregation or any Affiliate of the Congregation and does not have a Relative who has been a Key Employee of the Congregation or any Affiliate of the Congregation; (2) has not received, and does not have a Relative who has received, in the past 3 fiscal years more than \$10,000 in direct compensation from the Congregation or any Affiliate of the Congregation (not including reimbursement of expenses); (3) is not a current employee or does not have substantial financial interest in, and does not have a Relative who is a current officer of, or has a substantial financial interest in, any entity which made payments to, or received payments from, the Congregation or any Affiliate of the Congregation, which in any of the last 3 fiscal years exceeds the lesser of \$25K or 2% of such entity's consolidated gross revenues. Payments do not include charitable contributions.
- b. "Relative" of an individual means their spouse, domestic partner, brothers and sisters (whole or half-blood), children (natural or adopted), grandchildren, great-grandchildren, and spouses of brothers, sisters, children, grandchildren, and great-grandchildren.
- c. "Affiliate of the Congregation" means any entity controlled by, in control of, or under common control with the Congregation.
- d. "Key Employee" means any person in a position to exercise substantial influence over the Congregation's affairs.

3. COMMITTEES OF THE CONGREGATION: The President shall appoint the following Committees from among the membership of the Congregation to advise the Board: Governance Committee, Financial Planning Committee, Ritual Committee, Personnel Committee.

### A. Governance Committee

#### DUTIES AND FUNCTIONS OF THE GOVERNANCE COMMITTEE

The Governance Committee shall nominate Trustees and officers as provided herein. The Governance Committee shall orient new Trustees, create opportunities for Trustee development, and identify qualified prospects from among the Members of the Congregation for future committee and board assignments. The Governance Committee shall recommend to the Board rules of procedure for the conduct of meetings of the Board and the Congregation. The Governance Committee shall periodically review the Bylaws and make recommendations for changes to the Board and Congregation. The Governance Committee shall recommend policies related to Board expectations, behaviors, and complaints against Trustees, and shall address issues of Trustee attendance or other Trustee concerns as requested or deemed necessary. The Chair of the Governance Committee shall not be a current Trustee and, preferably, will be a past president of the Congregation.

## **B. Financial Planning Committee**

### **DUTIES AND FUNCTIONS OF THE FINANCIAL PLANNING COMMITTEE**

The Financial Planning Committee provides oversight of budgeting, collections, fundraising and investments. The committee shall regularly review the Congregation's financial operating results and investments, and shall be responsible for the ongoing monitoring of financial status and making reports not less frequently than quarterly, along with their recommendations, to the Board with respect thereto. The Financial Planning Committee shall monitor all endowments and other funds held in trust by the Congregation. The Financial Planning Committee shall establish investment policies for these funds, including the selection of investment managers for these funds. The Treasurer shall be the chair of the Financial Planning Committee. No member of the Financial Planning Committee may also be a member of the Audit Committee.

## **C. Ritual Committee**

### **DUTIES AND FUNCTIONS OF THE RITUAL COMMITTEE**

In partnership with the Clergy, the Ritual Committee shall develop and recommend policies affecting religious ceremonies and modes of worship.

## **D. Personnel Committee**

### **DUTIES AND FUNCTIONS OF THE PERSONNEL COMMITTEE**

The Personnel Committee shall periodically review, develop and recommend to the Board personnel policies and practices of the Congregation, including matters dealing with employee benefits, staffing patterns, professional development and compensation. The Committee shall make recommendations on contracts for professional staff and Clergy to the Board. Where appropriate, the Personnel Committee's work will be in conjunction with that of the Financial Planning Committee.

4. **OTHER COMMITTEES:** The President, in consultation with the Board, may create, charge for, and appoint from among the Members of the Congregation such Committees of the Congregation as may be appropriate from time to time to meet the education, youth, membership, outreach, social action, cultural, social, and other needs of the Congregation. The President shall appoint the chairs of such committees.

5. **APPOINTMENTS TO CONGREGATIONAL COMMITTEES** – Except as otherwise provided for by these Bylaws, the President shall, in consultation with the Governance Committee, appoint at least two Trustees to serve on each Congregational committee, shall appoint at least two Members of the Congregation who are not Trustees to serve on each Congregational committee, and shall appoint the chairperson of each such committee. All appointments to a Congregational Committee shall be for a term of one year.

## **ARTICLE X: CLERGY**

1. **ELECTION:** Any Rabbi, Associate Rabbi, Assistant Rabbi, Rabbi Emeritus, Cantor, or other Clergy, after having been recommended by the Board, shall be elected to such positions

by the Congregation at either an Annual or Special meeting. All matters pertaining to salaries and compensation of Clergy shall be recommended by the Board and approved by the Congregation.

2. **COMMISSION OF CLERGY:** Upon unanimous recommendation of the Board in consultation with the Clergy, the Congregation may commission as Clergy an individual not otherwise ordained or invested. Such commission shall be effective only during the individual's tenure as Clergy with the Congregation.

3. **DUTIES OF CLERGY:**

A. **Senior Rabbi.** The Congregation may elect a Rabbi to serve in the position of Senior Rabbi. If elected, the Senior Rabbi shall serve the spiritual and religious needs of the Congregation and all of its Members and shall supervise all other members of the Clergy. The Senior Rabbi reports to the Board of Trustees.

B. **Rabbi.** The Congregation may elect one or more Rabbis to serve the spiritual and religious needs of the Congregation and all of its Members together with the Cantor. A Rabbi appointed hereunder shall perform those specific tasks or areas of responsibility as mutually determined with fellow Clergy and approved by the Board of Trustees.

C. **Associate or Assistant Rabbi.** If the Congregation elects a Senior Rabbi, the Congregation may elect a Rabbi to serve in the position of Associate Rabbi or Assistant Rabbi who shall perform those specific tasks or areas of responsibility as may be delegated by the Senior Rabbi.

D. **Cantor.** The Cantor shall be responsible for all musical aspects of ritual and worship. The Cantor shall also be responsible for the teaching and performance of Jewish music relevant to ritual worship and life cycle events and shall perform those specific tasks or areas of responsibility as mutually determined with fellow Clergy and approved by the Board of Trustees.

4. **REPORTING:** If the Congregation appoints a Senior Rabbi, the other members of the Clergy shall report to the Senior Rabbi. If the Congregation does not appoint a Senior Rabbi, all Clergy shall report to the Board of Trustees.

## **ARTICLE XI: PROFESSIONAL STAFF**

1. **ADMINISTRATOR or EXECUTIVE DIRECTOR:** The Board may retain an Administrator or Executive Director who shall manage (a) the financial, facility and other day-to-day business of the Congregation (b) the investment matters of the Congregation as directed by the Financial Planning Committee and personnel matters of the Congregation, except the negotiation and approval of employment contracts with professional staff and Clergy, and (c) such other affairs of the Congregation as are from time to time delegated by the Board. The individual shall report to the Board.

2. **OTHER PROFESSIONAL STAFF:** The Board may retain such other professional staff as deemed necessary to carry out the day-to-day business of the Congregation.

## **ARTICLE XII: CONFLICTS OF INTEREST**

The Board shall implement such conflict of interest policies as it deems necessary and appropriate to the business and purpose of the Congregation or as may be required by applicable law.

### **ARTICLE XIII: INDEMNIFICATION AND INSURANCE**

1. The Congregation shall indemnify every person who is or was a party, or is or was threatened to be made a party, to any action, suit, proceeding or investigation, whether civil, criminal or administrative, by reason of the fact that the person is or was a Trustee or officer of the Congregation or is or was serving at the request of the Congregation as a Director, Officer, agent or Trustee of another Congregation, partnership, joint venture, trust, employee benefit plan or other enterprise (any such person is herein referred to as an "Indemnitee"), against reasonable expenses (including reasonable attorneys' fees), judgments, fines and amounts paid in defense or settlement actually and necessarily incurred by the Indemnitee in connection with such action, suit, proceeding or investigation, or any appeal therein, to the fullest extent permitted by applicable law.

2. An Indemnitee desirous of obtaining indemnification due under this Article shall submit a demand therefore in writing (the "Demand") to the Board. If such indemnification is payable under applicable law without the specific authorization of the Board, the Congregation shall pay such indemnification within thirty (30) days after the Indemnitee's Demand. In the event that, under applicable law, such indemnification may be made only by the specific authorization of the Board, a meeting of the Board of the Congregation (and the Members of the Congregation, if the Board so directs or if required by applicable law) shall be held within forty-five (45) days after the Demand, at which it shall be determined whether or not the Indemnitee has met the standard of conduct required by applicable law and, if a determination is made that the Indemnitee has met the standard of conduct of applicable law, such indemnification shall be paid within fifteen (15) days after such determination.

Written notice of any determination hereunder shall be delivered to the Indemnitee within five (5) days after such determination is made and the Indemnitee shall have the right to appeal any adverse determination to any court of competent jurisdiction.

3. Actual and necessary expenses (including reasonable attorneys' fees and disbursements) incurred by an Indemnitee in defending or participating in any suit, action, proceeding or investigation described in this Article shall be paid by the Congregation in advance of the final disposition of such action, suit, proceeding or investigation within sixty (60) days after the Indemnitee's written request therefore and receipt by the Congregation of an undertaking, by or on behalf of the Indemnitee, to repay (a) such amount if it shall ultimately be determined that such Indemnitee is not entitled to be indemnified by the Congregation, or (b) the amount by which any advances made hereunder exceed either (A) the amounts or which the Indemnitee is entitled to be indemnified or (B) any amounts of indemnification allowed by any court of competent jurisdiction.

4. Any Demand for indemnification, request for advancement of expenses, or notice of determination required or permitted to be given under this Article shall be deemed given upon personal delivery or three (3) days after depositing in the United States mail, certified or registered mail, postage prepaid, if to the Congregation, at its principal office, or if to an Indemnitee, to the home or business address of such Indemnitee as reflected in the Congregation's records.

5. The provisions of this Article shall be severable, and if any clause, sentence, paragraph,

section or other part hereof shall be adjudged by any court of competent jurisdiction to be illegal, invalid or unenforceable, such judgment shall not affect, impair or invalidate the remainder hereof, which remainder shall continue in full force and effect.

#### **ARTICLE XIV: RABBI MARTIN L. GOLDBERG TEMPLE BETH ZION ENDOWMENT FUND**

There is established in this Congregation a permanent fund known as the “Rabbi Martin L. Goldberg Temple Beth Zion Endowment Fund.” 1. The principal of such Fund shall be kept separate and apart from any other assets of the Congregation.

2. The income generated from the Fund's other assets shall be considered as current income of the Congregation and shall be expended or accumulated as determined by the Congregation's Board. The proceeds from the sale of life memberships are not to be treated as part of the Rabbi Martin L. Goldberg Temple Beth Zion Endowment Fund during the life of that Member. Upon the death of the Life Member the proceeds shall be paid to the Fund.

3. The use of any principal from the Endowment Fund is restricted to a condition of utmost emergency in the Congregation's finances and must be approved as follows:

A. To withdraw an amount up to 5% of the principal of the fund an approval is required by three-quarters of the entire membership of the Board in two successive meetings, a month apart, provided that no more than 5%, of the total principal is withdrawn during the year of the withdrawal and the two preceding years.

B. To withdraw any amount of principal greater than 5% an approval is required by a majority of two-thirds of the total voting Members of the Congregation, in person or by proxy at the Annual Meeting of the Congregation or special meeting of the Congregation called for such purpose, and provided that notice be given to each member in writing of the date, place and purpose of the said meeting at least ten (10) days prior to said meeting.

#### **ARTICLE XV: FISCAL YEAR**

The fiscal year of the Congregation shall end June 30 or on such other date as shall be fixed by the Board from time to time.

#### **ARTICLE XVI: AMENDMENTS**

Any portion, or all, of the Bylaws may be amended or repealed at the Annual Meeting or any special meeting of the Congregation, provided notice is given to each member in writing of the date, place and purpose of the said meeting at least ten (10) days prior to said meeting; and provided the amendment is approved by two-thirds of those members present in person or by proxy at said meeting.

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APPROVED BY CONGREGATIONAL VOTE ON JUNE 23, 2015