BY-LAWS OF
MOUNT ZION HEBREW CONGREGATION

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ARTICLE I.
PURPOSES

The purpose of this congregation shall be to establish and maintain a religious institution for the worship of God in accordance with the faith, practice and tenets of Reform Judaism and incident thereto to establish and maintain a house of worship, a religious school, and a cemetery, and to conduct such religious, educational, cultural, and communal activities as may be deemed desirable for the accomplishment of its religious purpose.

ARTICLE II.
MEMBERSHIP

Section 1. The following persons are eligible for membership:

A. All persons of the age of eighteen (18) years or over of the Jewish faith by birth or through conversion, both according to Reform Jewish rabbinic criteria, shall be eligible for membership; all persons on the journey to becoming Jewish and who are working with a Mount Zion rabbi are recognized as meeting the criteria set forth above.

B. All non-Jewish spouses or domestic partners of Jewish Members shall be eligible for membership, which membership status shall not be affected in the event of the death of, or divorce from, the Jewish Member, or the dissolution of the domestic partnership.

C. All non-Jewish parents or guardians of a Jewish child shall be eligible for membership regardless of the marital status of the parents.

For the purposes of these By-laws, members of the congregation will be called "Members", and members of the Board of Directors will be called "Directors".

Section 2. All Members shall be eligible to serve the congregation in all capacities except as provided herein. The following roles shall be reserved to Jewish Members of the congregation as defined by Section 1(A) above: voting at the Annual Meeting, serving on the Board of Directors and as an Officer of the congregation; serving as a Committee Chair of the following committees: Nominating, MaZAL, Religious School, Worship, any Pulpit Search, and any future standing committee if so determined by the Board of Directors.

Section 3. In addition to the sanctions provided in Section 5, any Member may be suspended or terminated by the Board of Directors for cause; such action shall not be taken until the Member has first been give fifteen (15) days notice of the proposal to take such action and the reasons therefore by registered or certified mail addressed to the Member at his or her last address on the records of the congregation and until the Board of Directors has afforded the Member an opportunity to be heard, at least five days in advance of the action.

Section 4. No Member who has been terminated or suspended from membership for nonpayment of dues or for any other sums due the congregation or for any other reason shall be eligible for membership or to reinstatement unless and until such dues or sums shall be paid or the Board of Directors shall otherwise determine.

Section 5. Any Member who, according to the policies and procedures established by the Board of Directors, shall be in default in the payment of dues, building fund obligations, religious school fees or other amounts owing to the congregation, shall be subject to such sanctions, including suspension or termination of membership as the Board of Directors shall provide. Specifically, the Board of Directors may exclude such person and his or her family during the period of suspension from the religious school or other activities of the congregation.

ARTICLE III.
DUES

Section 1. The Board of Directors may levy dues or assessments or both upon Members of the congregation. The dues, assessments or other payments levied by the Board shall be due from each Member or family unit and shall be payable in accordance with policies and procedures relating to such payments as may be established and published by the Board of Directors. In fixing the dues of a Member, the Directors shall take into account ability to contribute to the support of the congregation. The Directors may admit a person to membership

without payment of dues.

Section 2. The Board of Directors shall have the power to revise the amount of the dues by increasing or decreasing the amount and shall further have the power to abate or suspend the payment of dues or to compromise and settle all obligations of the Members to the congregation.

ARTICLE IV.
MEETINGS

Section 1. The Annual Meeting of the congregation shall be held at such date and time in each year after April 15 and before June 1. The notice of an annual meeting shall set forth the time and place of such meeting and shall contain a list of the person nominated to be officers of the congregation and of the persons nominated to be Directors as presented by the Nominating Committee and by petition of Members pursuant to Art. VI, section 13 of the By-laws.

Section 2. Special meetings of the congregation may be called by the Board or the President(s) at any time. They shall be called within ten (10) days after the Board or the President(s) shall have received requests from ten percent of the members or 50 members, which ever is fewer, for such special meeting. The notice of a special meeting shall specify the object or objects thereof, and no business shall be transacted at such special meeting other than the business specified in each notice.

Section 3. All meetings of the congregation shall be held at Mount Zion Hebrew Congregation or at such place in Minnesota as designated by the Board.

Section 4. Notice of all annual and special meetings of the congregation shall be sent to all Members of the congregation. Notice of an annual meeting shall be given at least fifteen (15) days in advance thereof and of the special meetings seven (7) days in advance thereof. Notice shall be deemed given as of the date of the communication.

Section 5. Each Member and Member's Jewish spouse or Jewish domestic partner

shall each be entitled to one (1) vote at any meeting of the congregation.

Section 6. The presence of ten percent (10%) of the Membership, or one hundred (100) Members, whichever is less, entitled to vote shall constitute a quorum at any meeting of the congregation, but a lesser number may cause adjournment of the meeting from time to time. Voting by proxy at any meeting of the congregation shall not be permitted. Voting by electronic means shall be permitted.

Section 7. The most current edition of Robert's Rules of Order shall govern parliamentary practice at meetings of the congregation in all respects not in conflict with any provision of the Articles of Incorporation or of these By-Laws.

ARTICLE V.
BOARD OF DIRECTORS

Section 1. Except as limited by law, by the Articles of Incorporation or by these By-Laws, the congregation shall be governed and managed by the Board of Directors which shall consist of the Officers and Directors of the congregation.

Section 2. The Board of Directors shall meet regularly for the transaction of business; provided however, that a regular meeting may be omitted from time to time. The frequency of the regular meetings may change from time to time as determined by the Directors. Special meetings of the Board of Directors may be called by any Officer of the congregation at any time. Upon the written request of four (4) Directors requesting the calling of a special meeting thereof and specifying the object of such special meeting, the President(s) or any other Officer shall call such special meeting for such object, and such meeting shall be held within ten (10) days from the receipt of such written request. A notice of each regular meeting shall be sent to each Director not less than three (3) days prior to the date for such meeting. Such notice shall set

forth the time and place of the meeting. A notice for a special meeting shall be sent not less than five (5) days prior to the date of such meeting; the notice shall set forth the time, place and object of the meeting.

Section 3.

A. A quorum of the Board of Directors for the transaction of business shall consist of twelve (12) Directors. Only Directors present or participating via conference call or other electronic means may vote. There shall be no proxy voting.

B. Unless otherwise expressly stated elsewhere or in these By-Laws, any action requiring approval by the Board of Directors is approved if a majority of Directors present at the meeting vote in favor of the action. Personal presence is as defined at Section 6.

Section 4. If a non-exofficio Director of the Board of Directors shall be absent from three (3) successive regular meetings of the Board, the Directors may remove the Director from office and may declare the office vacant.

Section 5. The Board of Directors, upon the affirmative vote of at least two-thirds (2/3) of the Directors present constituting at least fifteen (15) Directors elected in accordance with Article VI, Section 2, shall have the power at any regular or special meeting to remove from office any Officer or any Director provided due notice is given to such Officer or Director at least five (5) days in advance of the meeting and at such meeting he or she is afforded a hearing by the Board of Directors.

Section 6.

A. A conference among Directors by means of communication through which the Directors may simultaneously hear each other during the conference is a meeting of the Board of Directors, if the same notice is given of the conference, as would be required for a meeting, and if the number of Directors participating in the conference is a quorum. Participation in a meeting by this means constitutes personal presence at the meeting.

B. A Director may participate in a meeting of the Board of Directors by any means of communication through which the Director, other Directors participating, and

all Directors physically present at the meeting may simultaneously hear each other during the meeting. Participation in a meeting by this means constitutes personal presence at the meeting.

Section 7. Except for actions requiring approval by all Directors, an action permitted to be taken at a meeting of the Board of Directors may be taken by verbal, written or electronic action approved by the number of Directors that would be required to take the same action at a meeting of the Board of Directors at which all Directors were present. The action is effective when approved by the required number of Directors.

Section 8. A Senior Rabbi shall be selected by the Board of Directors in accord with Article XVIII of the By-Laws. All other professional employees, including, but not limited to, an Associate or Assistant Rabbi, professional Cantor, and an Educator, shall be approved by the Board after a recommendation by the Executive Committee and/or the Senior Rabbi by a majority vote of the Board.

ARTICLE VI.
OFFICERS AND DIRECTORS

Section 1. The Officers of the congregation shall be a President(s), a President(s) elect, three (3) Vice Presidents without numerical rank, a Secretary, a Treasurer, and such other subordinate Officers as the Directors shall determine. All Officers shall be elected at the Annual Meeting of the congregation. All Officers shall serve a term of two (2) years.

Section 2. There shall be no fewer than twenty-two (22) and no more than twenty-nine (29) regular voting Directors. At least Ten Directors shall be elected each year at the Annual Meeting by the congregation to serve a two (2) year term. At any election of Directors, no ballot shall be valid which contains votes for more names than the number of Directors then to be elected.

Section 3. To permit the Board to provide additional expertise or representation, or to name members who are undertaking critical roles in the congregation, the Board may elect up to two (2) additional Directors at any time. The Board shall place the issue on its agenda for the first meeting after the Annual Meeting but may also consider the issue thereafter at any time.

Such Directors serve terms that conclude at the next Annual Meeting.

Section 4. Any person eligible to vote shall be eligible to election as a Director of the congregation; provided, however, that a Member may be disqualified from service as an Officer or Director if that person is or has been convicted of a crime that affects the ability to obtain insurance for the congregation or the Board of Directors, and further provided that a Member and his or her spouse or domestic partner shall not be eligible for election to the Board of Directors to serve at the same time, either as Officers or Directors; and provided further, that no person may serve as a Director for more than five (5) successive years. Any person who has served as a Director for a period greater than three (3) successive years may not serve again as a Director until after a lapse of two (2) years. These successive year-of- service restrictions apply only to congregationally-elected and Board-appointed Directors, and do not include periods of service as an Officer or ex-officio Director. A spouse or domestic partner of a Director serving pursuant to Section 6 or Section 7 of this Article shall be eligible for election.

Section 5. Any person eligible to vote shall be eligible to election as an Officer of the congregation. The President(s) and President(s)-elect shall each serve one (1) two-year term. The President(s)-elect shall succeed to the office of the Presidency. Other Officers may be elected to the same office two consecutive times, after which they are ineligible to run for that office until after a lapse of two (2) years. For purposes of this re-election limit, all Vice-President offices shall be treated as the same office.

Section 6. The President(s) or chair person or designee of any affiliated organization of the congregation, including but not limited to, the Women of Reform Judaism, the Brotherhood of Mount Zion Hebrew Congregation, and the St. Paul Organization of Reform Temple Youth (SPORTY) shall, during their terms of office, be ex- officio members of the Board of Directors with full power to vote thereat. The Board shall, from time to time, designate the subsidiary organizations whose President(s) shall have this privilege.

Section 7. All past President(s) who are Members of this congregation in good standing shall be ex-officio members of the Board of Directors and shall have full right to vote thereat.

Section 8. In case of a failure to elect any Officer or Director at any Annual Meeting of the Members or an adjournment thereof, such Officer or Director may be elected at a special

meeting of the congregation called for that purpose or for that purpose among others.

Section 9. All Officers and Directors shall hold office for the term for which they shall have been elected and thereafter until their successors have been elected and shall have qualified.

Section 10. No Director and no Officer of the congregation shall receive any compensation for his or her services.

Section 11. The respective Officers, at the expiration of their respective terms of office and upon the election and qualification of their successors, shall deliver up to such successor the books, records, papers and other property of the congregation which shall come into their possession as such Officer.

Section 12. Nominations of all Officers and Directors shall be made by the Nominating Committee in the manner hereinafter described.

Section 13. In addition to nominations made by the Nominating Committee, further nominations for Officers or Directors may be made by petition of ten (10) Members of the congregation, in writing, signed by such Members and bearing the acceptance of such nominations by the nominee and filed with any Officer of the congregation at least ten (10) days prior to the date of the Annual Meeting. In the event of the nomination by petition, notice of such nomination must be mailed to all Members of the congregation at least five (5) days before the Annual Meeting.

Section 14. There shall be no nominations for Officers or for Directors other than in the manner prescribed herein. There shall be no nominations from the floor at the Annual Meeting of the congregation.

Section 15. In the event that two (2) individuals share any office or position identified above, the two (2) individuals shall share one (1) vote.

Section 16. In the event that a vacancy of any Officer, except for President(s) or President(s)-elect, or of any Director, shall occur or result from any cause, the Board of Directors shall fill the vacancy by electing a person to serve as such Officer or Director until the expiration of the elected term. In the event of a vacancy in the office of President, the President(s)-elect shall succeed to the office of President, serving until the next Annual Meeting, and then for one

complete term thereafter. If the office of President-elect becomes vacant, through resignation, by the President(s)-elect succeeding to the vacant office of President, or from any other cause, a replacement President(s)-elect shall be elected by the congregation at the next Annual Meeting; a nomination for the replacement President(s)-elect shall be made in accordance with Article XV of these by-laws, and additional candidates may be nominated by petition in accordance with Section 13 of this By-law.

ARTICLE VII.
PRESIDENTS

The President (or in the event of a dual presidency, Presidents) shall be the Chief Executive Officer of the congregation and of the Board of Directors and when present shall preside at all meetings of the congregation and of the Board of Directors. The President(s) or President's designee shall sign all contracts and other instruments for and on behalf of the congregation as shall be directed or authorized by the congregation or by the Board of Directors. The President(s) shall see that the provisions of the Certificates of Incorporation and of these By-Laws are enforced. The President(s) shall appoint all standing committees of the Board of Directors except as provided herein for the Nominating Committee. The President(s) shall appoint all special committees of the congregation and of the Board of Directors except where the action creating such committees provides for another method of selection. The President(s) may remove a member of any committee appointed by the President(s) and may appoint a successor. The President(s) shall see that orders and resolutions of the Board are carried out.

The President(s) shall be ex-officio a member of all committees of the congregation and of the Board of Directors except the Nominating Committee. The President(s), while acting as presiding officer, shall have no vote except either in the case of a tie, or if the vote would create a tie; the President(s) shall have one vote which shall be cast in the event of a dual presidency, by the individual present or by agreement of both. The President(s) shall perform such other duties as usually appertain to the office of President(s) of similar congregations and other such duties as are prescribed by statute or the Board.

ARTICLE VIII.
PRESIDENT(S)-ELECT AND VICE PRESIDENTS

The President(s)-elect (in the event of a dual presidency) or any Vice President shall, at the request of the President(s) preside at meetings of the congregation or of the Board of Directors. The President(s)-elect and the Vice Presidents shall assist the President(s) and carry out such function and duties as the president(s) or Board of Directors shall, from time to time, request. In the event that the President(s) are unable, for whatever reason, to act, the President(s)-elect shall have all of the powers of the president(s) during such inability.

ARTICLE IX.
SECRETARY

The Secretary shall take meeting minutes to create a full and correct record of the Annual Meeting, all Board of Directors' meetings, and all Executive Committee meetings.

ARTICLE X.
TREASURER

The Treasurer shall be the Chief Fiscal Officer of the congregation. The Treasurer or the Treasurer's designee shall either have custody or know the location of all securities, insurance policies, deeds, abstracts, contracts and all similar instruments. The Treasurer shall direct the keeping of proper books of account showing all receipts and disbursements and all financial transactions concerning the congregation. The Treasurer or an appointed designee shall see that all policies of insurance of the congregation are kept in force, shall direct the deposit of all monies and funds of the congregation, shall supervise the disbursement of said funds in accordance with the procedures adopted by the Board of Directors, and shall prepare and render an annual financial report of the congregation to the members thereof.

ARTICLE XI.
INDEMNIFICATION

Section 1. To the full extent permitted by Minnesota Statutes Chapter 317A, and

subject to the requirements thereof, the congregation shall indemnify each person made or threatened to be made a party to any threatened, pending or completed civil, criminal, administrative, arbitration, or investigative proceeding, including a proceeding by or in the right of the congregation, against judgments, penalties, fines (including, without limitation, excise taxes assessed against the person with respect to an employee benefit plan), settlements, and reasonable attorneys' fees and disbursements, incurred by the person in connection with the proceeding. To be entitled to indemnity from the congregation, the acts or omissions of the person to be indemnified must satisfy the following conditions: the acts or omissions were made in good faith, were within the scope of the person's responsibilities as a Director, Officer, Member, employee or agent, of the congregation, and did not constitute willful or reckless misconduct.

Section 2. Insurance. The congregation may purchase and maintain insurance on behalf of any person who is or was a Director, Officer, employee or a member of a committee of the congregation against any liability asserted against such person and incurred by such person in any such capacity.

Section 3. Indemnification of Other Persons. This Article does not limit the power of the congregation to indemnify other persons.

ARTICLE XII.
BONDS, BOOKS OF ACCOUNT, AUDIT FISCAL YEAR

Section 1. The financial documents of the congregation shall be open in a reasonable and appropriate manner to inspection by the Directors of the Board of Directors.

Section 2. The financial documents of the congregation shall be periodically audited or compiled by an independent auditor or committee designated by the Board of Directors. The resulting report shall be submitted to the Board of Directors as soon as
prepared and a summary of such report shall be made available at the Annual Meeting of the congregation.

Section 3. The fiscal year of the congregation shall be established by the Board of Directors.

Section 4. All withdrawals from the bank account or accounts of this congregation, other than accounts of the Directors of Mount Zion Cemetery, shall be signed or authorized by such person or persons designated by the Board of Directors. All withdrawals of funds by the Directors of Mount Zion Cemetery shall be by such person or persons designated by the Directors of Mount Zion Cemetery.

ARTICLE XIII.
SEATING AT RELIGIOUS SERVICES

The Board of Directors may require that admission to such religious services as may be designated by the Board be by ticket only. The Board of Directors may establish such rules and regulations relating to seating as may be necessary.

ARTICLE XIV.
EXECUTIVE COMMITTEE

The Officers of the congregation shall constitute an Executive Committee, which subject to subsequent ratification by the Board, shall act on behalf of the Board of Directors between meetings, and shall also perform such executive functions as are assigned to it by the President(s) and shall consider such other matters and carry out such functions as are delegated to it by the Directors. The Executive Committee shall distribute copies of the minutes of its meeting to the Board of Directors at the first meeting of the Board of Directors after the meeting of the Executive Committee for which the report is made.

ARTICLE XV.
THE NOMINATING COMMITTEE

Section 1. The purpose of this committee is to nominate persons to be elected as Officers or Directors. The Nominating Committee shall consist of up to twenty-five (25) members, each of whom must be a member of the congregation in good standing. The membership of the nominating committee shall be constituted in the manner described herein.

A. The Chair of the Nominating Committee shall be appointed by the President(s) after the Annual Meeting and before first meeting of the new Board of Directors in June.

B. The President(s) and President(s) Elect shall present a slate of up to twenty-four (24) members for election to the committee. The slate shall be elected upon a majority vote of the Board of Directors at its meeting in the month of November of each year. The slate will be developed after consulting with congregation leaders, the Leadership Team, and the Nominating Committee Chair and should broadly represent the congregation.

C. The President(s) may appoint additional members to replace any Nominating Committee member who resigns from or otherwise declines to serve on the Nominating Committee after election by the Board of Directors.

Section 2. A quorum of the Committee shall consist of ten (10) members. No person shall be nominated to serve as an Officer or Director by the Committee unless such person has the affirmative vote of at least two-thirds of members present. No nomination shall take effect until the Executive Director has verified that the nominee is a member of the congregation in good standing.

Section 3. Nominating Committee Chair. The responsibilities of Chair include consultation on nominated Officers or Directors; soliciting potential nominations from members of the congregation; running the meeting(s) of the Nominating Committee and managing the nomination process; maintaining records of elections, Nominating Committee proceedings, and Board Membership and terms; reporting the results of the nomination process to the President, Board, and congregation; and serving as consultant of the nominating process to the President and Leadership Team. The Nominating Committee Chair may delegate any of these responsibilities to members of the Nominating Committee as needed for effective operation of

the committee (e.g., designating a Chair Pro Tempore to chair the meeting(s) so the Chair can carry out responsibilities related to reporting on nominations and conducting the ballot).

Section 4 Officers

A. Candidates for Officer positions are proposed by the President(s) (in the first year of office) or by President(s)-elect (in their second year of office).

B. For each Officer whose term shall expire, the President(s) or President(s)-elect shall identify a single candidate (which may include a pair of individuals proposed to share the office) after consultation with the Senior Rabbi, immediate past President(s), the current President(s) or the President(s)-elect, and the chair of the Nominating Committee.

C. The President(s) or President(s)-elect shall present each candidate to the Nominating Committee with a synopsis of the candidate's qualifications and a summary of the process and result of consultation.

D. The Nominating Committee shall conduct an approval vote on each proposed candidate, with each member casting a vote either for or against the proposed candidate by secret ballot. If the candidate does not receive the minimum number of votes required for nomination, then the President(s) or President(s)-elect shall propose another candidate after appropriate further consultation.

Section 5. Nomination of Incumbent Directors

A. Incumbent Directors who are eligible for an additional term and who seek re-election are reviewed by the Nominating Committee for re-election via approval vote.

B. For each eligible incumbent Director seeking re-election, the President(s) or President(s)-elect shall report to the Nominating Committee on the Director's service to the congregation during his/her present term.

C. The Nominating Committee shall conduct an approval vote on each eligible incumbent Director seeking re-election, with each member casting a vote either for or

against re-election by secret ballot. If the Director does not receive the minimum number of votes required for nomination, then the committee will nominate a candidate for that Director seat during its nomination of new Directors.

Section 6. Nomination of New Directors

A. Nominations should reflect identified needs (e.g skills, experience, demographics) after consultation with the President and the Leadership Team.

B. The Nominating Committee shall nominate one candidate each for each Director position that is expected to be vacant. All Committee members may propose candidates and provide the committee with a synopsis of their qualifications.

C. The Nominating Committee Chair shall consult with other Committee Chairs and congregational leaders to identify additional candidates who fill needs and can effectively represent the congregation.

D. The Committee shall discuss specific needs of the Board and the best candidates to serve. The Committee shall reach a consensus on each nominee for each vacancy, resulting in a primary slate and potential alternates to put to a majority vote.

Section 7. In the event that an Officer or Director whose term shall not expire is nominated to a (different) Officer position, a contingent nomination shall be made to fill the remainder of the term of that Officer or Director. If the nominee is an Officer, the nomination shall be made via proposal of the President(s) or President(s)-elect in accordance with Section 4 of this by-law. If the nominee is a Director, the first available alternate selected by the Nominating Committee in accordance with Section 6 of this by-law, shall serve as the contingent nominee for the vacancy. The election to fill that vacancy, however, shall only be held if the aforementioned Officer or Director is elected to the new office.

Section 8. The committee's task is to present to the Annual Meeting of the congregation:

A. A nominee or co-nominee(s) to fill the term of each Officer and Director on the Board of Directors whose term expires at the Annual Meeting or before.

B. Twelve (12) nominees for the next Nominating Committee. No more than

six (6) of these nominees may be members of the current Nominating Committee. Furthermore, no member of the current Nominating Committee who also served on the two prior Nominating Committees, may be nominated. Such restrictions apply only to candidates nominated by the committee for the corporate election; prior service on the nominating committee does not disqualify a member from being nominated by petition or appointed by the Board of Directors or President in accordance with Section 1 of this Article.

C. The President(s)-elect shall be automatically nominated by the committee for the office of President.

Section 9. The Nominating Committee shall present the names of its nominees to the President(s) no later than March 8 of each year. The report of the Nominating Committee shall also be made to the Board of Directors during its March meeting. The report, however, need not be approved by the Board. It is presented only for informational purposes.

Section 10. Member households of the congregation shall be notified by written or electronic notice, mailed or transmitted on or before April 15 of each year, of the names of the persons nominated and the office for which such persons are nominated.

Section 11.

A. No member of the Nominating Committee shall be nominated by the Committee for any office or for Director to be elected at the next meeting of the congregation. No member shall propose their spouse, domestic partner, parent, child, or other member of their household as a candidate for Director or for member of the Nominating Committee.

B. If the spouse, domestic partner, parent, child, or other household member of a Nominating Committee member is proposed as a nominee for Officer, Director, or Nominating Committee member, that member shall be excused from the discussion, but may vote.

ARTICLE XVI.

OTHER COMMITTEES

Section 1. The President(s) shall appoint the Chairs and members of committees which shall report to the Board of Directors, except as otherwise specifically provided. Committee Chairs shall recommend new members to the President(s). Committees may be composed of Members of the congregation irrespective of whether such persons are Directors. The President(s) shall report appointments to the Board and may at any time appoint additional members of any committee or fill any vacancies.

Section 2. The President(s) or the Board of Directors may establish committees and task forces from time to time.

Section 3. The Board of Directors by a majority vote may disapprove any appointment made by the President(s) to any committee. Upon such disapproval, the person so appointed shall be removed from such committee and shall not act with such committee.

Section 4. The chair of each committee requiring the expenditure of funds of the congregation for the proper carrying out of its duties and functions shall, after consulting the committee, make a timely request to the Chair of the Budget Committee not later than January 15 of each year. Thereupon, the Budget Committee shall act with respect to such request by recommending to the congregation an appropriation for the purposes of carrying out the functions of such committee. The action of the Budget Committee shall be reported to the Board of Directors not later than at its regular meeting for the month of April at which time the Board of Directors may make such changes as it deems necessary and move to approve the budget. Thereafter, the budget as approved by the Board of Directors shall be reported to the congregation at its annual meeting. All requests for expenditure of funds in excess of budget as approved shall be submitted to the Budget Committee which shall report the same to the Board of Directors with its recommendation.

ARTICLE XVII.
SENIOR RABBI

Section 1. The Senior Rabbi shall perform or delegate all of the functions pertaining to the rabbinical office. The Senior Rabbi or the Senior Rabbi's designee shall conduct religious

services and shall deliver sermons at such times as the Worship Committee shall prescribe. The Senior Rabbi or the Senior Rabbi's designee shall at all times occupy the pulpit except when some special arrangements are made with the President(s) or the chair of the Worship Committee. All references to Senior Rabbi in this Article refer to the Senior Rabbi or the Senior Rabbi's designee.

Section 2.

A. Funerals - The Senior Rabbi shall, if requested, conduct the funeral for a deceased Member of the congregation or any Member of the immediate family (meeting the criteria of Article II, Section 1 of these Bylaws) of a Member of the congregation and when requested or authorized by any two (2) of the following Officers: President(s), President(s)-elect, vice presidents, in accordance with policies adopted by the Executive Committee, the Rabbi shall conduct the funeral of any person of the Jewish faith. The immediate family shall consist of the Member and spouse or domestic partner, their fathers, mothers, children and grandparents.

B. Marriages - The Senior Rabbi: (1) shall on request, officiate at the marriage of any Member of the congregation or the child of any Member of the congregation provided both parties are of the Jewish faith; (2) upon the request or approval by the President(s) or President(s)-Elect or any vice presidents shall perform marriage services of other persons of the Jewish faith; and (3) may officiate at the marriage of any Member of the congregation or any child of any Member to any other person upon request of the Member and upon determination by the Rabbi that the parties have satisfied such requirements as the Rabbi, with the advice of the Executive Committee, shall deem appropriate and in accord with the principles of Reform Judaism.

Section 3. The Senior Rabbi shall officiate at all religious services as prescribed by the Worship Committee and shall supervise the Religious School and the Hebrew School.

Section 4. The Board of Directors shall provide for a vacation for the Senior Rabbi each year. The Senior Rabbi shall develop a plan for coverage during that vacation and for the time when other professional staff are on vacation.

Section 5. The Senior Rabbi shall submit an annual report, in writing, to the congregation at its Annual Meeting relating to the Senior Rabbi's work with the congregation.

The report shall contain such recommendations as the Senior Rabbi may desire to make.

ARTICLE XVIII.
SELECTION OF THE SENIOR RABBI

Section 1. This Article applies to the selection by the congregation of any person to occupy the office of the Senior Rabbi of Mount Zion Hebrew Congregation.

Section 2. In the event of a vacancy in the office of Senior Rabbi, the President(s) shall appoint a Search Committee which shall be charged with the duty of recommending a person who has been trained and ordained as a Reform Rabbi, to serve the congregation as its spiritual leader.

The Board of Directors shall provide the committee with sufficient funds to enable it to carry out its work of interviewing persons for this purpose, and the committee may take any action it deems necessary to secure for the congregation the person best suited to be such spiritual leader. The committee shall make its report in writing to the Board of Directors and shall recommend the employment of an individual, shall recommend the period of employment of an individual, shall recommend the period of employment and shall recommend the compensation and other benefits to be provided to such individual.

Section 3. The matter of the selection of the Senior Rabbi shall then come before the next meeting of the Board of Directors, which may be regular or special, but notice of the proposal to select a Rabbi shall be given to each Director in advance.

The Board of Directors at such meeting shall, by resolution adopted by the affirmative written ballot of at least two-thirds (2/3) of the Directors present constituting the affirmative vote of at least fifteen (15) Directors elected in accordance with Article VI, Section 2, select a Senior Rabbi and designate the term of office and the compensation. The first written ballot shall determine whether 2/3 of the Directors present shall have voted in the affirmative and a second written ballot of the Article VI, Section 2 Directors shall determine if there are the required number of affirmative votes among those Directors.

Section 4. Subject to any contractual obligation of the congregation fixing the term of

office, the tenure of a Senior Rabbi of the congregation may be terminated by action of the Board of Directors at any regular or special meeting called for that specific purpose, pursuant to resolution adopted thereat by the affirmative, written ballot of at least two-thirds (2/3) of the Directors present constituting the affirmative vote of at least fifteen (15) Directors elected in accordance with Article VI, Section 2. The first written ballot shall determine whether 2/3 of the Directors present shall have voted in the affirmative and a second written ballot of the Article VI, Section 2 Directors shall determine if there are the required number of affirmative votes among those Directors.

ARTICLE XIX.
RELIGIOUS SCHOOL

Section 1. Rules for the conduct and regulation of the Religious School which do not conflict with any provision of these By-Laws may be promulgated from time to time by the Board of Directors.

Section 2. Children of Members of the congregation shall be admitted to the Religious School. Children of non-members may be admitted by the Board of Directors upon recommendation of the Religious School Committee.

Section 3. All persons attending Religious School may be required to pay tuition and fees in such amount as shall be determined by the Religious School Committee and approved by the Board of Directors.

Section 4. The Senior Rabbi, the Senior Rabbi's designee, or the Director of Education may request that a pupil be suspended from the Religious School when no other resolution is feasible. The Senior Rabbi, the Senior Rabbi's designee, or the Director of Education shall take such request to the Religious School Committee which shall make a decision with regard to the request. Either party may request the Board of Directors to review the decision. The Board of Directors has the discretion to adopt or reject such a decision.

Section 5. The Religious School Committee shall make recommendations to the Board with respect to school policies prescribing courses of study and personnel and compensation of instructors.

ARTICLE XX.
UNBUDGETED EXPENDITURES

Section 1. Scope of the By-Laws. No funds shall be expended on behalf of the congregation unless the procedures required by this By-law are followed. No contracts shall be executed on behalf of the congregation unless the procedures required by this By-law are followed. The procedures required by this By-law shall not apply to (a) the expenditure of funds or the execution of a contract for the expenditure of funds which were approved by the congregation as part of its annual budget, or (b) contracts executed under the provisions of Article XVIII.

Section 2. Expenditures under $100,000.00. The Board of Directors may approve expenditures not in excess of $100,000.00 or the execution of contracts for the expenditure of such amounts. Such expenditures shall be reported to the congregation at its Annual Meeting.

Section 3. Expenditures under $50,000.00. The Executive Committee may approve expenditures not in excess of $50,000.00 or the execution of contracts for the expenditure of such amounts. Such expenditures or contracts shall be reported to the Board monthly.

Section 4. Expenditures under $10,000.00. The Executive Director is authorized to expend not in excess of $10,000.00 or to execute contracts for the expenditure of not more than $10,000.00 on behalf of the congregation without the prior approval of the Board of Directors or the Executive Committee. Such expenditures or contracts shall be subject to review by the Executive Committee and the Board of Directors and shall be reported to both groups by the Executive Director monthly.

Section 5. Expenditures over $100,000.00.

A. The Board of Directors may approve expenditures of more than $100,000.00 or the execution of contracts for the expenditure of such amounts, but only pursuant to the procedures prescribed in this section.

B. The Board of Directors may approve such expenditures or contracts only with the affirmative vote of sixty percent (60%) of the Directors present constituting the affirmative vote of at least 13 Directors elected in accord with Article VI, Section 2. In the event that a written ballot is required, if 60% of the Directors present vote in the affirmative, a second ballot shall be taken of the Article VI, Section 2 Directors to be sure that the required number of Directors vote in the affirmative.

C. After approval of such expenditures or contracts by the Board of Directors, notice of such approval shall be served on all Members of the congregation by notice within five (5) calendar days of the meeting at which approval was granted. The notice shall state the amount of the expenditure that was approved, the terms of or restrictions upon the expenditure and the source of funds for the expenditure.

D. A special meeting to review such expenditures or contracts, may be called by filling a petition with the President(s) of the congregation requesting a congregation meeting to review the action of the Board of Directors. The petition must be signed by ten percent (10%) of the Members of the congregation who are authorized to vote at the meeting and must be filed with the President(s) no later than ten (10) calendar days after the notice of approval was sent.

E. The President(s) shall call a meeting of the congregation in accordance with rules prescribed by these By-Laws. Such meeting shall consider the Board's action in approving the expenditures or contracts and shall be conducted in the manner prescribed by these By-Laws, except that the cost of mailing notice of such a meeting must be paid by the Member or Members of the congregation initiating the petition.

Section 6. Additional Authority for Expenditures. Any expenditures or contract for an expenditure which may be authorized by the Executive Director also may be authorized by the Executive Committee or the Board of Directors. Any expenditure or contract for an expenditure which may be authorized by the Executive Committee also may be authorized by the Board of Directors. Expenditures or contracts authorized by the Executive Committee under this section shall be reported to the Board of Directors monthly.

ARTICLE XXI.

MANAGEMENT OF INVESTMENTS AND ENDOWMENTS

{Deleted by Board action October 10, 2017; anticipated to be replaced; therefore Article XXI heading and numbering remain}

ARTICLE XXII.
AMENDMENTS

Section 1. Authority of Board of Directors. These By-laws may be amended or altered by the Board of Directors at any meeting. The Board of Directors shall not, however, adopt, amend or repeal a by-law fixing a quorum for the meetings of Members, prescribing procedures for removing Directors, filling vacancies in the Board of Directors, or fixing the number of Directors or their classifications, qualifications or terms of office, but may adopt or amend a By-law to increase the number of Directors. Upon due notice, the Board of Directors may propose the adoption, amendment or repeal of a By-law fixing a quorum for the meetings of Members, prescribing procedures for removing Directors or filling vacancies in the Board of Directors, or fixing the number of Directors or their classifications, qualifications or terms of office, for action by the Members at the Annual Meeting of the congregation. The vote required to take action at the Annual Meeting on such proposed amendments shall be the same as required in Section 2 B. of this Article.

Section 2.

A. **Authority of Members.** If at least 50 Members with voting rights or ten percent (10%) of the Members with voting rights, whichever is less, sign, date, and deliver to the President(s) or the Treasurer one or more written demands for a meeting of the Members to adopt, amend, or repeal By-Laws adopted, amended, or repealed by the Board of Directors, the Board shall either:

(1) Place the item or items which are the subject of demand on the agenda for action at the Annual Meeting, with notice to the Members as required for an annual meeting; or

(2) If no annual meeting will occur within 90 days of receipt of the written demand or demands, cause a special meeting of the Members to be called and held on notice no later than 90 days after receipts of the demand or demands at the expense of the congregation.

The demand may be signed in counterpart form and shall contain a proposed resolution for action by the Members which shall set forth the provisions proposed for adoption, amendment, or repeal. The notice of the meeting shall set forth the proposed resolution.

B. **Vote Required.** At such annual meeting or special meeting, a majority of the Members with voting rights present and voting, a quorum being present, may act to adopt, amend, or repeal By-Laws adopted, amended, proposed or repealed by the Board.