BYLAWS OF SHAARE TORAH

PREAMBLE

Shaare Torah is a transformative Jewish community that connects every participant to each other, the Jewish people, Jewish tradition, humanity and God. Shaare Torah is a welcoming, vibrant and passionate Conservative synagogue community (*Kehillah*), dedicated to the ideals of the Jewish tradition (*Masoret*), and to acts of kindness (*Hesed*).

ARTICLE I
Tax-Exempt Status

Shaare Torah is a nonprofit corporation organized under the laws of the State of Maryland and recognized as tax exempt organization pursuant to Section 501(c)(3) of the United States Internal Revenue Code.

ARTICLE II
Location and Fiscal Year

Shaare Torah's principal place of business will be in the State of Maryland and within Montgomery County. The Congregation will maintain a registered office and a registered agent consistent with the requirements of the Articles of Incorporation and as required by Maryland law. The fiscal year of the Congregation is from July 1 to June 30.

ARTICLE III
Affiliation

This Congregation is affiliated with the United Synagogue of Conservative Judaism.

ARTICLE IV
Membership

Section 1. Any of the following persons, 18 years of age or older, who supports the goals of synagogue life as expressed in the membership application process, is eligible to become a member.

a. A Jewish person (in accordance with the Rabbinical Assembly's Committee on Jewish Law and Standards).
b. A spouse or partner of a Jewish person. Such members may retain their membership independent of a relationship with such Jewish spouse or partner.
c. A parent or guardian of a dependent child who is Jewish. Such a member may retain their membership independent of the Jewish child.

Nothing in these Bylaws, or any resolution of the Board of Directors, is intended to or will impose upon any person who is not Jewish any obligation of membership.

For the purposes of these Bylaws, the congregation does not include Messianic Jewish practices in its definition of Judaism.

Section 2. The Board of Trustees ("Board") will dictate the requirements for, the terms and conditions of, and the privileges of the various categories of membership, including, for instance, Honorary Members.

Section 3. The Board has the authority to suspend or expel a member. A two-thirds vote of the entire Board is necessary to take disciplinary action against any member. Disciplinary action may be appropriate if, for instance, the member has:

a. Renounced Judaism;

b. Violated the rules and regulations of the Congregation, and failed to remedy that violation after being provided with a reasonable opportunity to do so; or

c. Failed to meet financial obligations to the Congregation for a period of not less than six months, during which time the member has failed to seek and obtain a variance consistent with the policies and procedures set forth by the Board or its designee (*e.g.*,, the Finance Committee, for instance).

Section 4. Prior to any adverse action under this Article, the Board will provide the member at issue with written notice of its intention to consider suspending and/or expelling the member from the Congregation. The notice will minimally provide the member with a brief explanation of the action to be taken, the reasons for such action, and the date and time that the Board will meet to consider this matter. The Board will provide this notice no fewer than fifteen days before the meeting in question. The Board will communicate its decision to the member no more than seven calendar days after it meets to consider the issue at the date and time provided in the notice. If, for any particular member, the Board ultimately decides to suspend and/or expel a member, the affected member may appeal the matter of the Board's decision to the membership of the Congregation. This matter will be considered by the full Congregation no more than sixty days after the Board's decision is communicated in writing to the affected member. If the Annual Meeting is more than sixty days after the result is communicated to the affected meeting, then the Board will call a special meeting of the membership consistent with the provisions of these Bylaws. The Congregation will vote on this matter consistent with the voting provisions of these Bylaws. A majority vote of a quorum of the membership is necessary to override the decision of the Board.

Section 5. Members may apply for special consideration regarding the payment of dues and/or other financial obligations to the Congregation. The Board, or its designee, will create a "variance" process to consider all such applications.

Section 6. A member is in good standing if the member meets the criteria for membership established by the Board in accordance with Article IV Section 2, and the member complies with

all financial obligations to the Congregation, subject to the variance process set forth above. The Treasurer, or its designee, will determine whether a member is in good standing.

ARTICLE V
Privileges of Membership and Dues

Section 1. All members in good standing have the following privileges:

a. To attend all meetings of the Congregation, the Board, and committees with the exception of meetings of the:

   i. Executive Committee;

   ii. Executive Sessions of the Board; and,

   iii. Variance Committee (if a Variance Committee is appointed by the President).

b. To speak, and, with the exceptions of Honorary Members, to make motions and to vote at all annual and/or special meetings of the Congregation;

c. To serve on committees except the Religious Life and Education committees; and,

d. Any other privileges that the Board may adopt.

Section 2. In addition to the privileges enumerated in Section 1, members who are Jewish and in good standing are eligible for the following roles:

a. Officers of the Congregation,
b. Vice President under Article XIII Sections 2 and 3 (Vice President for Religious Life, Vice President of Education)
c. Executive Committee Members
d. Trustees of the Congregation
e. Religious Life or Education Committees

Note: Dues, like many other topics and issues will be clarified by policy, not bylaw.

Section 3. Members in good standing may enroll their children in Religious School of the Congregation, subject to any rules and regulations, which may be established by the Board.

Section 4. The Board, or its designee, will propose annual membership dues and other financial obligations of membership, if any, as a part of the annual budgeting process. The Board, in its discretion, may create different categories of members (*e.g.*, single-person membership, family membership, senior membership, etc.), although it is under no obligation to do so. The Board may also, in its discretion, prescribe a different fee schedule for new members (*i.e.*, members approved within any given fiscal year) or membership categories.

ARTICLE VI
Officers and Executive Committee of the Board

Section 1. The elected officers of the Congregation are the President, a First Vice President, Treasurer, and Secretary. These Officers are members of the Board for as long as they retain their position as an Officer of the Congregation. By their election to such positions, the Officers automatically serve as Trustees on the Board. Further, the Officers will perform the duties prescribed by these bylaws and by parliamentary authority adopted by the Congregation.

Section 2. The "Executive Committee" of the Board will consist of the Officers. In addition, for each year, the President will also add no fewer than three (3) and no greater than five (5) additional Executive Committee members from the Board of Trustees based on the Congregation's strategic plan for that given year. The Executive Committee will never consist of fewer than seven (7) members and no greater than nine (9) members.

Section 3. The Executive Committee is responsible for managing, at the President's direction, the affairs of the Congregation in between Board meetings consistent with the Board's strategic vision. The Executive Committee also manages all personnel matters involving the Rabbi, the Cantor (if any), and the Executive Director (if any), including the negotiation of any employment contracts for those individuals, which the Executive Committee may, in its discretion, delegate to one or more members of the Congregation with sufficient experience to fulfill these obligations for the Executive Committee. If the Congregation employs an Executive Director, the Executive Director will manage all employment-related issues associated with all other employees. If the Congregation does not employ an Executive Director, then the Executive Committee will supervise all Director-level employees as well. Junior staff will be supervised consistent with the Congregation's organizational chart, which will be determined by the Executive Committee. During each meeting of the Board, a member of the Executive Committee will update the Board about any actions that the Executive Committee took since the previous Board meeting.

Section 4. Any Officer may be removed from office in accordance with the provisions of these Bylaws. Any President removed from office is ineligible to serve *ex officio* on the Board of Trustees.

Section 5. In the event of a vacancy of any Officer other than President, a successor will be elected by the Board to fill the vacancy for the unexpired term. In the event of the death, resignation, or incapacity of the President, the First Vice President will become President and the new First Vice President will be elected by the Board to fill the vacancy for the unexpired term.

Section 6. The President is the presiding Officer over the operations of the Congregation. The President presides over the Board. The President may sign, with the Secretary or any other proper Officer, any deeds, mortgages, bond, contracts or other instruments, which the Board has authorized them to execute. Any candidate for the position of President must have served at least one term as an Officer. The President will serve a term of 1 year. A President may serve only two consecutive terms.

Section 7. The First Vice President will assume the duties of the President if s(he) is unable to fulfill those duties for any reason. The First Vice President will serve a term of 1 year. A First Vice President may serve only two consecutive terms.

Section 8. The Treasurer is responsible for the finances of the Congregation. The Treasurer will serve a term of one year. The Treasurer may serve consecutive terms.

Section 9. The Secretary is responsible for recording a written history for the meetings and affairs of the Congregation through meeting minutes and such other documentation that, from time to time, the President may request. The Secretary is responsible for maintaining all Congregational policies. The Secretary will serve a term of one year. The Secretary may serve consecutive terms.

ARTICLE VII
Board of Trustees

The Board of Trustees will oversee the business and affairs of the Congregation consistent with the purposes for which the Congregation has been created and otherwise in accordance with the terms and provisions of these Bylaws, as amended from time to time.

Section 1. The Board will consist of the Officers, defined above, Vice Presidents elected under Article XIII Sections 2 and 3, and the at-large Trustees. The Rabbi and the Executive Director are *ex-officio* members of the Board, without the right to vote.

Section 2. The Board consists of the Officers, those certain Vice Presidents that are elected under Article XIII Sections 2 and 3, and no fewer than fifteen (15) Trustees and no more than twenty-one (21) trustees. For each fiscal year, the President may, consistent with Article XIII, appoint certain Vice Presidents from the fifteen (15) to twenty-one (21) elected Trustees, which the President deems to be necessary for the management of the affairs of the Congregation.

Section 3. The Board will supervise the affairs of the Congregation in between Annual Meetings of the Congregation. The Board sets Congregation policies, proposes the annual budget, oversees the finances of the Congregation as presented by the Treasurer periodically, and provides strategic direction to the President.

Section 4. Prior to the beginning of each fiscal year, the Board will approve the budget of the Congregation, which it will then recommend to the Congregation for a vote in accordance with these Bylaws. The Congregation recognizes that it is not possible to predict, with precision, the expenses or the revenue of the Congregation for any given year. Consequently, in any given fiscal year for which a budget has been approved, the Executive Director, in consultation with the Finance Committee, may approve any unbudgeted expense or any budgeted expense that exceeds the budgeted amount, up to one thousand dollars ($1,000.00). If these additional expenses exceed $1,000.00, then the Board must approve them. Notwithstanding the foregoing, the Board may delegate, in the form of a policy such as the "Capital Assets Reserves Policy," the ability for the Executive Committee to approve certain emergent expenditures necessary for the Congregation to conduct its business in between meetings of the Board. The Board may also delegate its duties under this Section to a "Finance Committee," which will report the state of Shaare Torah's finances to the Board.

Section 5. The Board will meet monthly between September and June of each year. The Board will not meet in July or August of any given year unless the President deems such a meeting to be necessary. The President, in his/her discretion, may cancel a meeting for any month. However, the President may not cancel more than one consecutive meeting. Special meetings of the Board may be called by the President or by the written request of at least three (3) Board members. For any Board meeting, at the discretion of the President, the Board may meet in person or in such other manner in which all attending Board members can hear the business of the Board and participate in Board meetings.

Section 6. The President will, in consultation with the Executive Committee, set an agenda for each Board meeting. The affairs of the Board will be recorded by the Secretary in the form of meeting minutes. On occasion, however, the Board will consider matters that are particularly sensitive. Examples of such matters include, for instance:

a. Matters involving the personal privacy of Congregation members, including but not limited to issues of suspension or expulsion;

b. Employment matters that the President or a majority of the Executive Committee deem to be sensitive;

c. Legal issues concerning the Congregation;

d. Contract matters; and,

e. Other matters not contemplated by these Bylaws but that at least two members of the Executive Committee believe ought to be considered in Executive Session.

These matters will be considered in "Executive Session," for which no notes or documents will be kept. Executive Sessions are presumptively private. Meeting minutes will reflect the fact that an Executive Session occurred and, as a general matter, the reason why an Executive Session was held, but will not otherwise reflect the content of the discussion during the Executive Sessions. The President may, in his or her discretion, invite non-Board members to an Executive Session if, and only if, the invited person can provide material facts to aid the Board in the consideration of matters to be considered during Executive Session. *Ex Officio* members of the Board do not participate in Executive Sessions unless specifically invited to do so by the President.

Section 7. A Trustee may be removed from office if (a) the Trustee fails to attend three (3) or more consecutive regular meetings of the Board without being excused from such meetings by the President, or (b) if the Trustee fails to remain a member in good standing as defined by these Bylaws. Removal requires a two-thirds vote of the remaining members of the full Board.

Section 8. For any Board meeting, a quorum exists if a majority of sitting Board members attend the meeting directly (*i.e.*, in person) or electronically (*i.e.*, in accordance with the final sentence of Article VII Section 5). Unless otherwise provided by these Bylaws, a motion for Board action succeeds if a quorum exists at the meeting at which the motion is made and a

majority of the attending Board members vote in favor of the motion. For any motion put before the Board at a Board meeting, a Board member may vote in person or telephonically. From time to time, Board action may be required in between Board meetings. A special meeting may be called in accordance with Article VII Section 5 of these Bylaws. Separately, the President and the Secretary each, individually, have the authority to bring a motion for Board action by email sent to all Board members (except in the case of personnel matters, in which case, as necessary, the Rabbi and/or Executive Director may be excluded from such emails). The Board may vote on any motion made by email through email, in which case the number of "yes" votes necessary for a motion to pass will be based on the number of Board members sitting on the Board at the time the motion is made.

ARTICLE VIII
Nominating Procedures

Section 1. Each year, the Executive Committee will form a Nominating Committee of three (3) or more Congregation members to nominate candidates for Officer, certain enumerated Vice President (*see* Article XIII), and Trustee positions that will be vacated in the ensuing fiscal year. The Nominating Committee will act in a manner consistent with the instructions of the Executive Committee. The President is not eligible to sit on the Nominating Committee.

Section 2. Trustees serve a term of no more than three (3) consecutive years or until their successors are elected. The term of office for all Trustees and Officers begins at the close of the annual meeting at which they are elected. The terms of office for the Trustees will be staggered so that approximately one-third of the Trustees are elected each year.

ARTICLE IX
Meetings

Section 1. The Congregation will hold its annual meeting during the month of May or June of each calendar year, on such day as the President may designate. The Secretary, or its designees, will provide notice of the annual meeting in writing, by mail or by electronic mail, to all members of the Congregation, directed to respective mail or electronic mail address that appears on the books of the Congregation. Such notice will be provided no fewer than fourteen (14) days prior to the annual meeting. Separately, no fewer than the fourteen days prior to the annual meeting, the Congregation will place a notice of the annual meeting on its webpage.

Section 2. At the annual meeting, the Congregation will conduct such elections as may be necessary in that given year under these Bylaws. Furthermore, the Board will present the Congregation with a budget, which the Board will submit to the Congregation for a vote of approval. Finally, the Congregation will receive a report from the Officers regarding matters the President deems to be pertinent for the Congregation. Separately, the President has the authority to submit to the Congregation any other issues that, consistent with these Bylaws, the President deems to be relevant. Finally, the Congregation will be provided with an opportunity present new business and ask questions about the good and welfare of the Congregation.

Section 3. If, between annual meetings, a matter requiring a Congregational vote arises, a Special Meeting may be called by the President or by petition of any twenty-five (25) members in good standing, which is submitted to the President or Secretary. If the President fails to call such a meeting within five (5) days after requested in writing to do so, any other Officer may call such a meeting. At least seven (7) days prior to such meeting, the Congregation will give notice of the Special Meeting in writing, by mail or electronic mail, to all members of the Congregation to their respective addresses as they appear on the books of the Congregation. The notice will declare the purpose for which the special meeting is to be held. No other business will be transacted at such special meeting other than that set forth in the notice referred to above.

Section 4. A quorum is the lesser of twenty-five (25) members of the Congregation or one-quarter of the total membership.

ARTICLE X
Rabbi

Section 1. The pulpit of the Congregation is and will continue to be occupied by an ordained Rabbi. The Rabbi will perform the duties assigned to the Rabbi by the Board, and such other duties that are consistent with these Bylaws and the Guide to Congregational Practices of the United Synagogue of Conservative Judaism, and in a manner consistent with the standards set by the Rabbinical Assembly.

Section 2. The Executive Committee is tasked with supervising the Rabbi. If a vacancy exists, the Executive Committee, or its designee, is responsible for searching for a new Rabbi for the Congregation.

Section 3. The Executive Committee, or its designee, is responsible for negotiating the terms of the Congregation's contract with the Rabbi irrespective of whether it is the first contract or a subsequent contract. However, before a Rabbi can be presented with a first contract, that Rabbi must be approved by the Congregation at an annual meeting, or at a special meeting called for that purpose. A quorum must be in attendance at said meeting. A majority of votes cast by the members of the Congregation is necessary to approve a Rabbi. Absentee ballots may be accepted if the process for collecting and counting votes is announced by the Board in the notice of the annual or special meeting.

ARTICLE XI
Cantor

Section 1. Nothing in these Bylaws should be construed to require the Congregation to employ a Cantor. Nonetheless, if the Executive Committee decides, with the advice and counsel of the Board, to hire a full-time Cantor, s(he) must be approved by the Congregation at an annual meeting, or at a special meeting called for that purpose. A quorum must be in attendance at said meeting. A majority of the votes cast by members of the Congregation is necessary to approve a Cantor. Absentee ballots may be accepted if the process for collecting and counting votes is announced by the Board in the notice of the annual or special meeting. The Cantor will perform the duties assigned to the Cantor by the Board, by these Bylaws, and by the Guide to Congregational Practices of the United Synagogue of Conservative Judaism.

Section 2. The Executive Committee will supervise the Cantor and be responsible for negotiating his or her contract.

ARTICLE XII
Executive Director

Section 1. Nothing in these Bylaws should be construed to require the Congregation to employ an Executive Director. Nonetheless, if the Executive Committee decides to hire a full-time Executive Director, s(he) must be approved by a majority vote of a quorum of the Board. The Executive Director will perform the duties assigned to him or her by the Executive Committee, by these Bylaws, and by the Guide to Congregational Practices of the United Synagogue of Conservative Judaism.

Section 2. The Executive Committee will supervise the Executive Director and be responsible for negotiating his or her contract.

ARTICLE XIII
Committees

Section 1. For each year, the Treasurer will form a Finance Committee, which the Treasurer will chair unless otherwise led by a Vice President of Finance appointed by the President.

Section 2. For each year, the President will form a "Religious Life Committee," which, in conjunction with the Rabbi(s) and/or the Cantor (if one is hired) will oversee the religious life of

the Congregation. Each year, the Nominating Committee will nominate a candidate for Vice President of Religious Life. The Congregation will elect a member to fill this position during the Annual Meeting.

Section 3. For each year, the President will form an "Education Committee," which will oversee the education-based initiatives of the Congregation. Each year, the Nominating Committee will nominate a candidate for Vice President of Education. The Congregation will elect a member to fill this position during the Annual Meeting.

Section 4. For each year, the President will form a "Membership Committee" led by a Trustee designated by the President. The Membership Committee will be responsible for the growth of membership for the Congregation and the retention of existing members. The President and the Membership Committee will be responsible for creating a process for vetting new membership applications on a timely basis. The Membership Committee will routinely report to the Board about the receipt of and the disposition of new membership applications.

Section 5. The President has the authority to create such other Committees as may be necessary to conduct the business of the Congregation between Board meetings and Annual Meetings.

Section 6. Aside from the Finance Committee, which will be led consistent with Article XIII Section 1, the President will appoint leaders of each Committee required by these Bylaws promptly after the Annual Meeting. In turn, the leaders of each committee will provide the President with a roster of committee members as requested by the President.

ARTICLE XIV
Auxiliary Organizations

Section 1. The Congregation may have such auxiliary organizations as may from time to time be authorized and constituted by the Board.

Section 2. The activities of all auxiliary organizations of the Congregation will always be conducted in such a manner as will advance the best interests of the Congregation.

Section 3. The bylaws and other regulations of all auxiliary organizations will be consistent with these Bylaws and with policies set by the Congregations.

ARTICLE XV
Parliamentary Authority

Unless contrary to these Bylaws or inconsistent with any special rules or practices adopted by the Congregation or the Board, the rules contained in the current edition of *Robert's Rules of Order Newly Revised ("Robert's Rules")* govern all Board meetings and meetings of the Congregation.

ARTICLE XVI
Changes to these Bylaws

Section 1. Individual congregants may propose amendments to these Bylaws by submitting proposals in writing to the Board, signed by no fewer than ten (10) members in good standing of the Congregation. The Board will consider such proposals at the next Board meeting and will adopt either a resolution recommending approval or a resolution recommending disapproval concerning the proposal.

Section 2. The Board may recommend to the Congregation amendments to these Bylaws by adopting a resolution to that effect.

Section 3. These Bylaws may be amended at the next Annual Meeting or at a special meeting of the Congregation, provided that the amendment and the Board recommendation have been submitted in writing to the Congregation no later than two (2) weeks prior to the meeting. Approval of amendments requires either a two-thirds vote or a vote in favor that exceeds half of the entire membership of the Congregation.

Section 4. An amendment which has been rejected by the Congregation may not be resubmitted for consideration of the Congregation unless twelve (12) months have elapsed since the time of such rejection. However, an amendment rejected at an Annual Meeting may be resubmitted for consideration at the following Annual Meeting even if twelve months have not elapsed.

Section 5. Notwithstanding any provision in these Bylaws, the President may make such typographical changes to these Bylaws as are necessary to clarify (but not alter) the rights and obligations contained herein.