

Adat Shalom ByLaws

Latest revision: 5.3.5 revision approved by the Board of Directors on 2/27/24 and approved by the Congregation on 5/19/24 (Annual Meeting).

BYLAWS OF THE ADAT SHALOM RECONSTRUCTIONIST CONGREGATION

PREAMBLE

To participate in a congregation committed to the principles of Reconstructionist Judaism and to establish procedures to govern us as a Reconstructionist congregation, we, the members of Adat Shalom Reconstructionist Congregation (the “Congregation”), do hereby enact and adopt the following as the Bylaws of the Congregation.

Article I NAME, PURPOSES, POWERS, LOCATION, AFFILIATION, CORPORATE SEAL, AND FISCAL YEAR

1.1 Name. The official corporate name of the Congregation shall be the Adat Shalom Reconstructionist Congregation.

1.2 Purposes. The purpose of the Congregation shall be to establish and maintain such educational, religious, charitable, social, and recreational activities as will help further the cause and objective of Reconstructionist principles in viewing Judaism as an evolving religious civilization in which the revered traditions and values of the past are given modern interpretation and meaning.

1.3 Powers. The Board of Directors of the Congregation (the “Board of Directors”) shall not cause the Congregation to incur liabilities in excess of the net saleable value of the Congregation's assets at any time. At any time that the liabilities of the Congregation exceed the net, fair saleable value of its assets, the Board of Directors shall cause the Congregation to increase assets through fund raising or other means or to reduce liabilities through creditor forgiveness of debt or other means.

1.4 Location. The principal office of the Congregation shall be at 7727 Persimmon Tree Lane, Bethesda, MD 20817.

1.5 Affiliation. The Congregation shall be affiliated with the Jewish Reconstructionist Communities (the "JRC") in association with the Reconstructionist Rabbinical College (the "RRC"), or any successor organization.

1.6 Corporate Seal. The Board of Directors may adopt and alter the seal of the Congregation.

1.7 Fiscal Year. The fiscal year of the Congregation shall, unless otherwise decided by the Board of Directors, end on June 30 in each year.

1.8 Dissolution and Distribution of Assets. In the event of dissolution of the Congregation, any and all assets of the Congregation available after payment of all debts and liabilities shall be distributed in kind or sold expeditiously and the proceeds distributed to the JRC or its successor, or to a local group of Reconstructionist affiliation, or as otherwise determined. The decision as to such distribution and the form in which the distribution should be made shall be left to the members of the Congregation.

Article II MEMBERSHIP

2.1 Qualification. Any person 18 years of age or older, committed to pursuing the purposes and activities of the Congregation, shall be eligible for membership.

2.2 Membership Categories and Dues. The Board of Directors shall be responsible for creating and/or modifying categories of membership in the Congregation, and for assigning dues that will be assessed to each membership category, provided however, that a child of a member of the Congregation shall be included within the parent's membership, provided that the child is under the age of 26.

2.3 Vote of Members. Subject to the provisions of Section 2.5 of these Bylaws, on all matters affecting the Congregation with respect to which members are entitled to vote, each adult member shall have one vote. For

purpose of this Section 2.3, an “adult member” shall not include any person under the age of 26 who, pursuant to Section 2.2 hereof, is included in his/her parent’s membership in the Congregation.

All matters which require a vote of members of the Congregation shall be approved by the affirmative vote of a majority of the members entitled to vote on the matter (i.e., members in Good Standing, as set forth in Sections 2.5 and 2.5 of these Bylaws) who are present at the meeting in person, who participate in a virtual meeting, or by proxy, except that a vote to remove the Rabbi or the President, or to take any extraordinary actions of the Congregation, shall require the approval of two-thirds (2/3) of such members. For the purpose of these Bylaws, extraordinary actions shall mean dissolution of the Congregation, sale of the Congregation’s building at 7727 Persimmon Tree Lane, Bethesda, Maryland 20817, or a merger where Adat Shalom Reconstructionist Congregation is not the surviving entity.

2.4 Applications. Applications for membership shall be made in writing to the Board of Directors in such form as it may from time to time establish. Applications may be accepted or rejected by the Board of Directors, subject to veto by a vote of a majority of voting members of the Congregation. A member of the Congregation shall remain a member unless and until such person is suspended or removed, resigns, or such person has not been a member in Good Standing (as defined in Section 2.5 hereof) for a period of three months.

2.5 Members in Good Standing. A member shall be in good standing unless delinquent in the performance of such membership responsibilities as may be specified by the Board of Directors including, but not limited to, the payment of dues and charges (“Good Standing”). A member shall be delinquent in the payment of dues and charges if (a) one-third (1/3) of the sum of the dues, tuition, and mandatory building fund assessment is not paid seven days before the beginning of Rosh Hashanah unless the Board of Directors specifies otherwise and notifies all members no less than 45 days prior to Rosh Hashanah, or (b) the dues, tuition, and mandatory building fund

assessment are not fully paid by the Annual Meeting. The President or President's designee may grant special dispensation to members.

2.6 Rights and Privileges. Except as otherwise provided below, and subject to the Charter and Bylaws of the Congregation and to such rules as may be determined by the members, all members in Good Standing shall enjoy the same powers, rights, and privileges, as follows:

(a) to attend all meetings of the Congregation;

(b) to have a voice and a vote at all meetings as provided herein;

(c) to be a member of the Board of Directors or any committee of the Congregation ("Committee"), and to hold office in the Congregation;

(d) to take advantage of all services, activities, and programs offered by the Congregation and to receive preference over non-members in the allocation of seats for High Holy Day services, all subject to the payment of such charges as may be assessed in connection therewith; and

(e) to use resources available from the Congregation for family or personal rituals commonly observed in Reconstructionist Judaism. In addition to the powers, rights, and privileges set forth in these Bylaws, the members of the Congregation shall have such other powers, rights, and privileges as are vested in them by law or the Charter, and as the membership may from time to time designate. A child who is included in his/he parent's membership in the Congregation pursuant to Section 2.2 of these Bylaws may be nominated and shall be eligible to serve on the Board of Directors (voting or ex officio) and all Committees.

2.7 Suspension or Removal. A member in Good Standing may be suspended or removed for cause by a vote of at least two-thirds (2/3) of the members who are present at a Congregation meeting, whether in person or by proxy. A member in Good Standing may be suspended or removed for cause only after reasonable notice to the membership (specifying the identity of the member proposed to be removed, and a statement of the cause for such removal) and an opportunity for such member to be heard. A member who is

not a member in Good Standing may be suspended or removed by concurrence of the President and the Treasurer, provided that at least 30 days prior to such suspension or removal, the member received notice of potential suspension or removal and an opportunity to pay the delinquency in order to resume membership in Good Standing status. Suspension or removal of a member shall not eliminate such member's responsibility for dues or debts accrued and payable to the Congregation.

2.8 Resignation. A member of the Congregation may resign by delivering a written resignation to the President, Vice President, Treasurer, or Secretary of the Congregation, to a meeting of the Congregation members, or to the Congregation at its principal office. Such resignation shall be effective upon the date of the written resignation or upon its receipt, whichever is earlier (unless specified to be effective at some later time) and acceptance thereof shall not be necessary to make it effective unless such notice so states. Resignation shall not eliminate a member's responsibility for dues or debts accrued and payable to the Congregation.

Article III MEETINGS

3.1 Annual Meetings. The annual meeting of the Congregation members shall be held at such time and date in May of each year as the Board of Directors may determine. The annual meeting may be held at the principal office of the Congregation or at such other place within the United States as the Board of Directors shall determine. If circumstances prevent an in-person meeting, the meeting may be held virtually. If an annual meeting is not held as herein provided, a special meeting of the Congregation members may be held in place thereof with the same force and effect as the annual meeting, and in such cases all references in these Bylaws (except in this Section 3.1) to the annual meeting of the members shall be deemed to refer to such special meeting. Any such special meeting shall be called and notice shall be given as provided in Sections 3.2 and 3.4.

3.2 Special Meetings. Special meetings of the Congregation members may be called by the President, the Board of Directors, or by a minimum of 40 members of the Congregation entitled to vote.

3.3 Conduct. Meetings shall be conducted in "Town Meeting" style except when any given practice conflicts with law or with these Bylaws.

3.4 Notice. Except as otherwise provided herein, notice of annual or special meetings shall be provided to all members of the Congregation and may be given (a) in writing, by first-class mail or electronic mail directed to their addresses as they appear on the books of the Congregation, and sent not less than 10 days prior to such meeting (notice of meetings in the Congregation's regular bulletin will suffice for notice of meetings provided such bulletins are sent not less than 10 days prior to the applicable meeting); (b) by electronic mail, or generally recognized mode of overnight delivery, at least 48 hours before the meeting; or (c) in person, or by telephone at least 48 hours before the meeting. Such notice need not specify the purposes of a meeting, unless otherwise required by law, Charter or these Bylaws or unless there is to be considered at the meeting (a) amendments to these Bylaws or (b) removal or suspension of a Congregation member, the President, or a Rabbi. A notice regarding suspension or removal of a President or a Rabbi must include a statement of the cause(s) for such proposed removal. There must also be an opportunity for such person to be heard by the Congregation membership. Whenever notice of a meeting is required, such notice need not be given to any member if a written waiver of notice, executed by such member (or such member's attorney so authorized) before the meeting, is filed with the records of the meeting. A waiver of notice need not specify the purposes of the meeting unless such purposes were required to be specified in the notice of such meeting.

3.5 Quorum. At all meetings of the Congregation, annual and special, a quorum for the transaction of business shall consist of the lesser of (i) 40 members in Good Standing, or (ii) 20% of the members in Good Standing at the time of the Congregation meeting in question. A lesser number may adjourn the meeting to some future time, not less than six (6) nor more than 20 days from the date thereof, and at least three (3) days notice of such adjourned meeting shall be given by first-class mail or electronic mail to all members in Good Standing who are absent from said meeting.

3.6 Secret Ballot. Voting shall be by secret ballot only if (a) the vote is for the election of Congregation officers or members of the Board of Directors or the appointment of the Rabbi, (b) the vote is for the removal of Congregation members, members of the Board of Directors, officers, or the Rabbi, (c) one-fourth (1/4) of those present in person or by proxy request a secret ballot, (d) the President requests a secret ballot, or (e) a secret ballot is otherwise required by these Bylaws.

3.7 Action by Writing. Any action required or permitted to be taken at any meeting of the members of the Congregation may be taken without a meeting if all members entitled to vote on the matter consent to the action in writing, and the written consents are filed with the records of the meetings of the Congregation members. Such consents shall be treated for all purposes as a vote at a Congregation meeting.

3.8 Proxies. Members in Good Standing may vote at annual or special meetings of the Congregation either in person, virtually if the meeting is held in virtual rather than in-person format, or by written proxy dated not more than one month before the date of the meeting named therein, which proxies shall be filed, before being voted, with the Secretary or other person responsible for recording the proceedings of the meeting. A proxy is valid only for one meeting and shall count for purposes of establishing a quorum. Proxies shall specify that the absent member in Good Standing grants to another specified member in Good Standing the right to vote as he or she deems appropriate, on behalf of such absentee member in Good Standing on one or more motions, resolutions, or amendments that are to be considered at such meeting. The President shall ensure that proxy forms clearly detailing the aforementioned types of proxies are provided to all members in Good Standing prior to all annual or special meetings of the Congregation. Unless otherwise specified by their terms, proxies are revocable if revoked in writing by the grantor thereof. The Board of Directors may make such rules as it deems necessary or appropriate for any voting by proxy, provided that any such rules do not conflict with these Bylaws.

Article IV BOARD OF DIRECTORS

4.1 Composition. There shall be a Board of Directors of the Congregation, which shall consist of (a) the Officers of the Congregation (i.e., the President (or co-Presidents, as the case may be), five (5) Vice Presidents, a Treasurer and a Secretary); (b) the Chairperson of the Religious Practices Committee; (c) the Chairperson of the Torah School Council, (d) no more than five (5) at-large members whose portfolios shall be designated by the President in consultation with the Board of Directors before each election; (e) the most recent past President who is willing to serve (ex-officio, with the right to vote); and (f) the Rabbi, Hazzan, Education Director and Executive Director (all ex officio without the right to vote). Nothing in these Bylaws shall preclude past presidents of the Congregation from serving in any capacity. Except for the office of the President, which may be shared by two persons in a co-presidency, each seat on the Board of Directors shall be held by no more than one person. Thus, by way of example, if the Religious Practices Committee is led by co-Chairpersons, only one of the Co-Chairpersons shall hold the designated seat on the Board of Directors.

4.2 Powers and Duties. The Board of Directors has the duty and responsibility to operate the Congregation as a Religious corporation under Maryland law. It shall set Congregation policy after obtaining such advice and input as may be needed from the membership and/or the Committees of the Congregation. The Board of Directors may delegate particular powers not otherwise addressed in these Bylaws to (i) the Congregation's professional and/or administrative staff in connection with the day-to-day operation of the Congregation and its building, and (ii) the Committees of the Congregation. The foregoing notwithstanding, the Board of Directors shall have ultimate oversight and control of the property of the Congregation, shall designate the bank or banks wherein the funds of the Congregation shall be deposited, and shall be responsible for all expenditures and disposal of Congregational funds and other property, except as provided in Section 1.8 hereof.

The Board of Directors may make such rules and regulations, consistent with the Charter and Bylaws, as it may deem advisable, for the proper conduct of its meetings and the meetings of the Congregation membership, and for the furtherance of the purposes of the Congregation and its administration. After

seeking recommendations of the Program Council, the Board of Directors may make such rules and regulations, consistent with the Charter and Bylaws, as it may deem advisable, for the proper conduct of meetings of the Program Council.

4.3 Election. The Board of Directors (including all Officers identified in Section 4.1 hereof) shall be elected annually by the membership of the Congregation at the regular annual membership meeting or a special membership meeting called for that purpose. Subject to Section 3.5 hereof, the election shall be by a majority of the vote of the members in Good Standing present in person, virtually, or by proxy. If no such majority is obtained in an election for a particular position, then there shall be a runoff election between the two candidates who received the most votes, and the candidate who receives the most votes in the runoff election shall be elected to that position.

4.4 Tenure. Each member of the Board of Directors (a "Director") shall hold office from June 1 following the Director's election and shall continue holding office until the following June 1, or, if earlier, until such Director resigns, is removed, dies, or becomes disqualified. A Director who ceases to be a member in Good Standing shall automatically cease to be a Director. No Director (except the ex officio non-voting Directors identified in Section 4.1 hereof) shall serve more than three (3) consecutive years in the same position on the Board of Directors.

4.5 Suspension or Removal. A Director, other than the President, may be suspended or removed from the Board of Directors for cause by a vote of at least two-thirds (2/3) of the duly elected Directors. A Director may be suspended or removed from the Board of Directors for cause only after reasonable notice is provided to all Directors, specifying the identity of the person proposed to be removed and a statement of the cause(s) for such removal, and an opportunity for such person to be heard by the Board of Directors.

4.6 Resignation. A Director may resign by delivering a written resignation to: (a) the President, any Vice President, the Treasurer, or the Secretary of the Congregation, (b) a meeting of the Board of Directors, or (c)

the Congregation at its principal office. Such resignation shall be effective upon the date of its receipt (unless specified to be effective at some later time), and acceptance thereof shall not be necessary to make it effective unless it so states. Resignation from the Board of Directors shall constitute resignation from any office or Committee position within the Congregation which such person may hold at that time.

4.7 Vacancies. Any vacancy in the Board of Directors shall be filled through appointment by the President and confirmation by the Board of Directors for the unexpired term of such position. Should the office of President become vacant, the remaining Officers shall immediately elect an Acting President from among the Vice Presidents. As soon as practicable, the Secretary shall call a meeting of the Board of Directors, which shall elect a President or two Co-Presidents from among the members in Good Standing in the Congregation. Vacancies in the office of Vice President shall also be filled through the procedures provided in this Section. However, if the office of President and the office of each of the Vice Presidents become vacant at the same time, the Board of Directors shall appoint a President, who shall then fill the offices of Vice President through the procedures provided in this Section. Each successor Officer, appointed or elected in accordance with the procedures provided in this Section, shall hold office for the unexpired term of such office or, if earlier, until such successor resigns, is removed, dies, or becomes disqualified. The Board of Directors shall have and may exercise all powers conferred by the Bylaws and the laws of the State of Maryland notwithstanding the existence of one or more vacancies in its number.

4.8 Regular Meetings; Executive Session. Regular meetings of the Board of Directors may be held at such places and at such times as the Board of Directors may determine, including virtually, and shall be open to all members of the Congregation. From time to time, when necessary to discuss personnel or legal issues, the President may convene the Board of Directors in “executive session”, which shall mean only those persons who are members of the Board and who are not employees of the Congregation. Notwithstanding the foregoing, ex officio members of the Board of Directors (i.e., the Rabbi, Hazzan, Education Director or Executive Director), the general counsel of the

Congregation, or any other person (such as an expert in a field relevant to the matter at hand) may attend an executive session solely by invitation of the President, provided that any invitation to a person, other than an ex officio member of the Board of Directors or the general counsel of the Congregation, shall be approved in advance by majority vote of the Board of Directors.

4.9 Special Meetings. Special meetings of the Board of Directors may be called by the President at the President's discretion, and must be called by the President at the request of one-fourth of the members of the Board of Directors, which request shall state the reason for and purpose of the meeting. In the event the President, within three (3) days after receiving such a request, fails to issue a call for a special meeting, any other Officer or Director may issue such call. Special meetings shall be open to all members of the Congregation unless such a meeting is convened in "executive session", as provided in Section 4.8, for the purpose of discussing personnel or legal issues.

4.10 Notice.

4.10.1 Regular Meetings. Notice shall be given of not less than seven (7) days prior to any regular meeting of the Board of Directors by any of the means specified in Section 4.10.3 for giving notice.

4.10.2 Special Meetings. Reasonable notice of the time and place of special meetings of the Board of Directors shall be given to each Director. Such notice need not specify the purposes of a meeting, unless otherwise required by law, the Charter, or these Bylaws or unless there is to be considered at the meeting (a) contracts or transactions of the Congregation with interested persons, (b) amendments to these Bylaws, or (c) removal or suspension of a Congregation member, a Director, an Officer, or full-time Clergy of the Congregation.

4.10.3 Reasonable and Sufficient Notice. Except as otherwise expressly provided, it shall be reasonable and sufficient notice to Directors to send notice (a) in writing, by mail, or electronic mail directed to their addresses as they appear on the books of the Congregation, and sent not less

than five (5) days prior to a meeting; (b) electronic mail, or generally recognized mode of overnight delivery, at least 48 hours before a meeting; (c) in person or by telephone at least 24 hours before the meeting; or (d) by publication in the Congregation's regular bulletin mailed or emailed at least seven (7) days prior to the applicable meeting. Whenever notice of a meeting is required, such notice need not be given to a Director if a written waiver of notice, executed by such Director (or such Director's attorney so authorized) before the meeting, is filed with the records of the meeting, or to any Director who attends the meeting without protesting prior thereto, or at its commencement, the lack of notice to the Director. A waiver of notice need not specify the purposes of the meeting unless such purposes were required to be specified in the notice of such meeting.

4.11 Quorum. A quorum for the transaction of business at any regular or special meeting of the Board of Directors shall consist of a majority of the Board of Directors, except when a matter set forth in the Tikkun Olam Guidelines requires a "supermajority" vote (i.e., the greater of (i) 80% of the Directors in attendance, or (ii) two-thirds (2/3) of the total number of Directors on the Board of Directors at the time of the vote). Any meeting may be adjourned by a majority of the votes cast upon the question of adjournment, whether or not a quorum is present, and the meeting may be held or adjourned without further notice.

4.12 Action by Vote. When a quorum is present at any meeting of the Board of Directors, a majority of Directors present and voting shall decide any question, unless otherwise provided by law, the Charter, or these Bylaws. Nothing in this Section 4.12 shall prohibit the Board of Directors from deciding, by majority vote, that a question of unusual import to the Congregation (e.g., whether to make a material change in a contract with professional personnel) shall be decided by a supermajority vote. Each position on the Board of Directors (including President, in the case of co-Presidents, but excluding ex-officio professional staff of the Congregation) has one vote.

4.13 Action by Writing. Any action required or permitted to be taken at any meeting of the Board of Directors may be taken without a meeting if all Directors consent to the action in writing and the written consents are filed with the records of the meetings of the Board of Directors. Such consents shall be treated for all purposes as a vote at a meeting.

4.14 Virtual Meetings. Directors may participate in a meeting of the Board of Directors by means of a telephone conference, video conference or similar communication method if all persons participating in the meeting can hear each other at the same time. Participation in the meeting by these means constitutes presence in person at a meeting.

4.15 Definition of Director. The term “Director” in these Bylaws means “trustee” as that term is defined and used in subtitle of Title 5 of the Corporations and Associations Article of the Annotated Code of Maryland as amended from time to time.

Article V COMMITTEES

5.1 Functions of Committees--In General. Committees of the Congregation may be “standing” (i.e., a permanent committee that meets regularly) or other, and formed for the purposes of carrying out the policies and programs of the Congregation, as established by the Charter and Bylaws of the Congregation, the members of the Congregation and the Board of Directors. All Committees of the Congregation shall report to and be responsible to the Board of Directors.

5.2 Standing Committees

5.2.1 The following Committees shall be Standing Committees of the Congregation: Program Council, Finance, Nominating, Religious Practices, Endowment Fund and Torah School Council.

5.2.2 At the regular annual membership meeting of the Congregation (or a special meeting called for that purpose), the membership shall elect, for one-year terms, Chairpersons (or Co-Chairpersons, as the case may be) and, if nominated, Vice-Chairpersons for all Standing Committees except for the

Nominating Committee and the Endowment Committee. Said election shall proceed in the same manner as elections for the Board of Directors as provided by Section 4.3 of these Bylaws.

5.2.3 Notwithstanding any other provision of these Bylaws, if a Chairperson of a Standing Committee resigns, and if that Standing Committee has a Vice-Chairperson, the Vice-Chairperson shall have the right to fill the vacancy. If the Vice-Chairperson declines to fill the vacancy, or if the Standing Committee does not have a Vice-Chairperson, the vacancy shall be filled through appointment by the President and confirmation by the Board of Directors for the unexpired term of such position. If a Vice-Chairperson of a Standing Committee resigns, the vacancy shall be filled through the appointment by the President and confirmation by the Board of Directors for the unexpired term of such position.

5.3.1 Program Council. There shall be a Standing Committee called the Program Council, the purpose of which shall be to develop, coordinate, and implement programming for the Congregation. The Program Council shall be comprised of (i) Chairpersons of the then existing Committees that serve the programmatic needs of the Congregation, including its Torah School (ii) a Secretary, who shall keep minutes or notes of all Program Council meetings, (iii) a Programs Coordinator, who shall be responsible for coordinating certain Congregational programs and events that are not assigned to one or more of the Committees represented on the Program Council; and (iv) the Vice President for Programming who shall serve as the Chairperson of the Program Council. The makeup of the Program Council shall be reviewed from time to time by the Board of Directors and may be changed upon recommendation of the Program Council and approval of the Board of Directors. Election of the Programs Coordinator, Secretary of the Program Council and Chairpersons and Vice-Chairpersons (or Co-Chairpersons, as the case may be) of the Committees that serve the programmatic needs of the Congregation shall proceed in the same manner as elections for the Board of Directors as set forth in Section 4.3 hereof. Meetings of the Program Council shall be open to members of the Congregation.

5.3.2 Nominating Committee.

5.3.2.1 There shall be a Standing Committee called the Nominating Committee, consisting of six (6) members of the Congregation in Good Standing, appointed by the President and confirmed by the Board of Directors, plus as many of the three (3) most recent past-Presidents of the Congregation as are willing to serve on the Committee. The Nominating Committee may invite advisors to meet with the Committee, and except for such invitees, the meetings of the Nominating Committee shall be closed. Advisors shall not have the right to vote on matters before the Nominating Committee.

5.3.2.2 The members of the Nominating Committee shall be appointed no later than November 30 of each year for a term ending when a successor Nominating Committee is appointed. Promptly upon its appointment, (a) notice of those persons constituting the Nominating Committee shall be sent to the members of the Congregation, and (b) the Nominating Committee shall commence solicitation of candidates for Officers of the Congregation, At-large Members of the Board of Directors (with portfolios designated in accordance with Section 4.1 hereof) and Chairpersons (or Co-Chairpersons) and Vice-Chairpersons of the Standing Committees and of the Program Council Committees. Notwithstanding the foregoing, the Nominating Committee shall not be required to nominate a Vice-Chairperson for every Committee, whether a Standing Committee or other. The Nominating Committee shall submit a slate of candidates to the President no later than March 15. The President shall mail an announcement of the Nominating Committee's slate of candidates to the members of the Congregation no later than March 30, including: a notice that "alternative nominations are permitted under the Bylaws provided they are received by the President no later than April 15"; and also including any statement the Nominating Committee may wish to include regarding their selections. No later than 14 days prior to the scheduled election, the President shall mail election materials to all Congregation Members in Good Standing, including: (1) a ballot including the Nominating Committee's slate and all alternative candidates or slates which have been submitted by April 15; (2) a statement that "nominations are permitted from the Floor for all Officers and members of the Board of

Directors”; and (3) any statement the Nominating Committee may wish to include regarding their selections. The Board of Directors may change the foregoing timetable as it deems necessary and appropriate. Nothing herein shall preclude nominations from the floor at the annual meeting of the Congregation. The dates set forth in this Section are for guidance purposes only; the failure to meet any date shall not invalidate the nomination process.

5.3.3 Finance Committee. There shall be a Standing Committee called the Finance Committee. The Finance Committee shall be made up of members appointed by the agreement of the Chairperson thereof and the Treasurer of the Congregation, with any lack of concurrence between them resolved by the President. The Finance Committee shall report to the Treasurer and shall assist with the Treasurer’s tasks described in Section 6.5 hereof. The meetings of the Finance Committee shall be open to members of the Congregation except when matters that would qualify for executive session of the Board of Directors (e.g., confidential information with respect to personnel contracts) are discussed, in which instances such portions of meetings addressing confidential may be attended only by members of the Finance Committee and Officers of the Congregation.

5.3.4 Religious Practices Committee. There shall be a Standing Committee called the Religious Practices Committee that works with the Rabbi, the Hazzan and any other Clergy of the Congregation to maximize meaningful religious observance for the Congregation’s membership. The meetings of the Religious Practices Committee shall be open to members of the Congregation.

5.3.5 Endowment Fund Committee. There shall be a standing committee called the Endowment Fund Committee to perform the fiscal management of an Adat Shalom endowment fund consistent with the needs of the Congregation and the legal requirements for such funds. The committee shall comprise the Committee Chairperson, to be appointed by the President and subject to approval by the Board of Directors; the Treasurer; the Vice President for Development; and two members of the Congregation who are in good standing and not concurrently members of the Board of Directors, to be appointed by the Chairperson and subject to approval by the President.

The Executive Director shall serve as ex-officio member of the Committee. Appointments for Chairperson and the two Congregation members will be for a three-year term or portion thereof, not to exceed five consecutive years.

5.3.6 Torah School Council. There shall be a Standing Committee called the Torah School Council (the “TSC”), which shall act as an advisory group to the Director of Education and provide guidance and direction regarding: (i) the Congregation’s Torah School programming, (ii) the Hebrew study program for the Congregation’s youth, (iii) academic programming for post-bar and bat mitzvah-age students enrolled in the Congregation’s educational program, and (iv) other matters pertaining to the Congregation’s formal education program for its youth. The TSC, in coordination with the Director of Education, the Clergy, administrative staff and Chairperson of any related Congregation committee, shall assist in the implementation of policies relevant to the TSC mission and make recommendations to the Board of Directors regarding such policies.

The TSC shall be represented on the Board of Directors and the Program Council by the TSC Chairperson, provided however that the TSC Chairperson may delegate the TSC seat on the Program Council to another representative of the TSC. Should the TSC be chaired by two co-Chairpersons, only one of the two co-Chairpersons shall serve on the Board of Directors. The meetings of the TSC shall be open to the members of the Congregation. The TSC Chairperson (or co-Chairperson, as the case may be) shall preside over the meetings of the TSC, unless unable to do so, in which event the Vice Chairperson shall preside.

5.4. Other Committees and Task Forces. In addition to the Standing Committees specifically provided by Article 5 of these Bylaws, the Congregation shall have other Committees as deemed appropriate by the Board of Directors. The Board of Directors may authorize the formation of any Committees, or terminate the function of any Committees, other than Standing Committees, as the Board of Directors deems appropriate. All Committees that are not Standing Committees shall have Chairpersons who are appointed by

the President and confirmed by the Board of Directors. The President may create special task forces at any time upon notice to the Board of Directors and the Congregation, which notice shall identify the mandate of the task force and the Chairperson selected by the President for such task force. Such notice to the Congregation shall also identify any criteria to serve on the task force (e.g., particular expertise or experience related to the task force's mandate) so that members of the Congregation wishing to serve on the task force may notify the Chairperson, who shall be responsible for selecting task force members.

Article VI OFFICERS AND AGENTS

6.1 Officers. The Officers of the Congregation shall be members in Good Standing and shall consist of the President (one individual, except when the position may be shared by two individuals, each serving as co-President), five (5) Vice Presidents, a Treasurer and a Secretary. Each Officer elected by the membership of the Congregation or pursuant to Section 4.7 hereof shall be a Director. The Congregation may also have such agents, if any, as the Board of Directors may appoint. The Board of Directors may also appoint one or more Assistant Secretaries and Assistant Treasurers with such duties and responsibilities as shall be determined by the Board of Directors. Such assistant officers shall not, by virtue of their appointment, become Directors.

6.2 Tenure. Each Officer shall hold office from June 1 following the date of that Officer's election, and shall continue holding office until the following June 1 or, if earlier, until the resignation, removal, death or disqualification of such Officer. Any assistant officer or agent appointed pursuant to Section 6.1 hereof shall hold office for such term as shall be determined from time to time by the Board of Directors.

6.3 President. The President shall be the chief executive officer of the Congregation and shall preside at all meetings of the Congregation and of the Board of Directors, except as the members or Board of Directors otherwise determine.

6.4 Vice Presidents. The five (5) Vice Presidents shall be: Vice President for Personnel and Administration, Vice President for Community Engagement, Vice President for Programming, Vice President for Lifelong Jewish Learning and Vice President for Development. The Vice Presidents shall have such duties and powers as the Board of Directors or the President shall determine; shall actively assist the President in the exercise of the President's powers and duties; and jointly shall have and may exercise all powers of the President during the absence of the President or in the event of the President's temporary incapacity.

6.5 Treasurer. At the direction of the Board of Directors, the Treasurer shall be in charge of maintaining the Congregation's funds, securities, and valuable papers and shall keep full and accurate records thereof. The Treasurer shall have such other duties and powers as designated by the vote of members of the Congregation, the Board of Directors or the President. The Treasurer shall also oversee the Congregation's accounting procedures, books of account, and accounting records. Such books and records shall be kept at the principal office of the Congregation, or its resident agent, and shall be open at all reasonable times to inspection by any member of the Congregation who requests such inspection. Each fiscal year, the Treasurer shall report to the members of the Congregation on the finances of the Congregation. A preliminary report shall be made at the annual meeting and a final report shall be issued by the end of the first fiscal quarter. The Treasurer may issue such other written or oral reports on the finances of the Congregation as the Treasurer may from time to time deem appropriate, or as the President, the Board of Directors, or the Congregation members may deem appropriate.

6.6 Secretary. The Secretary shall record and maintain records of all meetings of the Congregation and the Board of Directors in a book or series of books kept for that purpose, which book or books shall be kept at the principal office of the Congregation or its resident agent, and shall be open at all reasonable times to the inspection of any member who requests such inspection. Such book or books shall also contain records of all meetings of incorporators and the original, or attested copies, of the Charter and Bylaws,

and names of all members of the Congregation and the address of each, updated on a regular basis. If the Secretary is absent from any meeting of the Congregation or the Board of Directors, a temporary Secretary chosen at the meeting shall exercise the duties of the Secretary at the meeting.

6.7 Suspension or Removal. The President may be suspended or removed for cause in accordance with the provisions in Sections 2.3 and 3.4. All other Officers may be suspended or removed in accordance with the provision of Section 4.5.

6.8 Resignation. An Officer may resign by delivering his/her written resignation to the President, any Vice President, the Treasurer, or the Secretary of the Congregation, to the Board of Directors at a meeting of the Board of Directors, or to the Congregation at its principal office. Such resignation shall be effective upon the date of the written resignation or upon its receipt, whichever is earlier (unless specified to be effective at some later time), and acceptance thereof shall not be necessary to make effective unless it so states.

6.9 Vacancies. If the office of any Officer becomes vacant, the vacancy shall be filled in accordance with the procedures provided in Section 4.7.

Article VII CLERGY

The Rabbi and Hazzan of the Congregation may be called to the pulpit of the Congregation, after recommendation by the Board of Directors, by a vote of Members in Good Standing at a meeting of the Congregation. The Rabbi and Hazzan shall be encouraged to attend all meetings of the Board of Directors and the Congregation, provided that, by a vote of a majority of the Directors present at a meeting of the Board of Directors or the Congregation, the Rabbi and Hazzan may be requested not to attend a particular meeting. The Rabbi and Hazzan shall be ex-officio members of all Committees, without the right to vote. The Rabbi and Hazzan shall be subject to dismissal or removal only by vote of at least two-thirds (2/3) of those Members in Good Standing present at a special meeting called and held for such purpose. The Rabbi and Hazzan shall have overall responsibility for facilitating the religious and educational

objectives of the Congregation, with responsibilities that shall be more particularly described in employment contracts, and shall involve members of the Congregation to further those objectives in all services, activities and programs of the Congregation which the Rabbi or Hazzan lead, or in which the Rabbi or Hazzan participate. The Rabbi and Hazzan shall enjoy the freedom of the pulpit.

Article VIII EXECUTION OF PAPERS

All deeds, leases, transfers, contracts, bonds, notes, checks, drafts, and other obligations made, accepted, or endorsed by the Congregation shall be executed by the President or by the Treasurer, except as the Board of Directors may generally, or in particular cases, authorize in some other manner.

Any recordable instrument purporting to affect an interest in real estate, approved by the Board of Directors and executed in the name of the Congregation by the President and another Officer, shall be binding on the Congregation in favor of a purchaser or other person relying in good faith on such instrument, notwithstanding any inconsistent provisions of the Charter, Bylaws, resolutions, or votes of the members of the Congregation.

Article IX PERSONAL LIABILITY

To the fullest extent permitted by Maryland statutory or decisional law, as amended or interpreted, no Director, Officer, agent, employee or Clergy of this Congregation shall be personally liable to the Congregation or its members for money damages. No amendment of the Charter of the Congregation or repeal of any of its provisions shall limit or eliminate the benefits provided to such persons under this provision with respect to any act or omission which occurred prior to such amendment or repeal.

Each Officer, Director, employee and Clergy of the Congregation shall be indemnified by the Congregation to the fullest extent permitted under the laws of the State of Maryland.

Article X AMENDMENTS

The Congregation members in Good Standing shall have the sole power, at any meeting of the Congregation (annual or special), to amend, alter, modify or repeal these Bylaws and to adopt new Bylaws, if notice thereof be included in the notice of such meeting.