

**BYLAWS
of
TEMPLE RODEF SHALOM**

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**BYLAWS
of
TEMPLE RODEF SHALOM**

ARTICLE I – Name

The Congregation shall be known as Temple Rodef Shalom, a non-stock corporation organized under the laws of the Commonwealth of Virginia.

ARTICLE II – Purposes

The purposes of this Congregation are: (i) to promote the fundamental and enduring principles of Judaism and to ensure the continuity of the Jewish people; (ii) to enable its members to develop a relationship with God and each other through communal worship, study of Torah, and assembly; (iii) to foster our spiritual link to Israel; and (iv) to apply the principles of Reform Judaism to the values and conduct of the individual, the family, our community, and the society in which we live.

ARTICLE III – Religious Practices

The Congregation shall be guided in the practices of Reform Judaism by the interpretations of the Central Conference of American Rabbis and the Union for Reform Judaism.

ARTICLE IV – Congregation and Membership

Section 1: Any Jewish person who subscribes to the purposes of the Congregation as set forth in Article II of these Bylaws and who is 18 years of age or older may be an individual member of the Congregation as long as that person meets the financial obligations of membership as prescribed in Article XVII.

Section 2: Membership is available to households (including children who are younger than twenty-six (26) at the start of the Temple fiscal year) in which there is at least one adult who is Jewish. A household can include one adult or two adults who are married or who are in a committed relationship and are living together as a unit. In addition:

- a. In the case of divorce, separation or death, a non-Jewish spouse or committed partner who subscribes to the purpose of the Congregation may retain Temple membership.

b. The Senior Rabbi may approve for membership non-Jewish individuals, such as a divorced or widowed spouse or committed partner, who are seeking to raise Jewish children but who previously were not affiliated with Temple Rodef Shalom.

c. The Senior Rabbi may approve other special circumstances for membership after consultation with the President.

Section 3: A member who fails to meet the financial obligations of membership for a period of one year may be removed from the rolls of membership with the prior approval of the President.

Section 4: Members of the Congregation are invited to participate in the meetings and programs of any committee of the Congregation. Members are entitled and encouraged to review the agenda and the minutes of all meetings of the Congregation, the Executive Board, and the Congregational Board.

Section 5: The following positions in Temple governance may be held only by Jewish members of the Congregation: officers; chairs of Standing Committees; chairs of committees or task forces concerned with religious practices, and search committees; At-Large Members of the Congregational Board; and representatives of the Temple to affiliated organizations. The President may, however, appoint non-Jewish members to all other positions, including as chairs of special committees established for specific tasks and limited duration and as Designated Advisors. Additionally, Standing Committees may designate non-Jewish members to direct subcommittees or to direct specific programs or activities.

ARTICLE V – Meetings of the Congregation

Section 1: Regular meetings of the Congregation shall be held in the fall and the spring at a time and place determined by the Executive Board.

Section 2: Only members in good standing may be counted as part of a quorum or may vote on matters brought before the Congregation. A member in good standing is a member who is not more than one calendar quarter behind in the member's financial obligations.

Section 3: Seventy-five (75) members eligible to vote shall constitute a quorum. A quorum must be present at any meeting at which business is transacted or a vote is taken committing the Congregation to any proposal or action.

Section 4: Each member shall have one (1) vote. In the case of a household, each adult spouse or committed partner shall be counted as a separate voting member.

Section 5: Members may not participate in or vote at Congregational meetings by proxy or by mail.

Section 6: The Nominating Committee, as provided in Article X, shall be elected at the Fall Congregational Meeting. All elections and the approval of the Budget shall take place at the Spring Congregational Meeting. The Spring Meeting in each year shall be the Annual Congregational Meeting.

Section 7: A special meeting of the Congregation may be called at any time by the President on his or her own motion and must be called by the President within thirty (30) days on request of the Executive Board, Congregational Board, or on a petition presented to the President which has been signed by at least twenty-five percent (25%) of the adults who are eligible to vote.

Section 8: A regular meeting may be postponed by the President or the Executive Board for no more than thirty (30) days.

Section 9: The matters listed here require an affirmative vote of the Congregation. For matters requiring an affirmative vote, the notice of the meeting must include a reference to the matters upon which votes will be taken.

a. By a simple majority of the members eligible to vote who are present and voting:

- i. The election of officers, elected Endowment Directors and At-Large members of the Congregational Board.
- ii. The approval of the persons selected to serve on a Nominating Committee.
- iii. The approval of an annual budget for the Congregation.

b. By a vote of two-thirds (2/3) of the members eligible to vote who are present and voting:

- i. The hiring of a member of the Clergy and any modification, extension or renewal of a Clergy contract, and the essential terms thereof, as well as the termination of a Clergy contract.
- ii. Any contract that obligates the Congregation to a total amount in excess of \$100,000 for the purchase, sale, exchange, lease or encumbrance of real estate.
- iii. Special assessments.
- iv. Amendment of these Bylaws other than the vote required to dissolve the Congregation or terminate the Endowment which are both inviolate and cannot be changed.

c. An officer may be removed from office by a vote of three-fourths (3/4) of the members eligible to vote who are present and voting.

Section 10: Notwithstanding Section 3 of this Article, the Congregation can be dissolved and the Endowment can be terminated only when at least three-quarters (3/4) of all members eligible to vote are present at a Congregational meeting and voting in favor of such dissolution or termination.

ARTICLE VI – Notice and Regular Order

Section 1: Unless a different form, method, or period is required by statute, whenever notice of a meeting of the Congregation is required to be given by these Bylaws or statute such notice shall be given in writing to each member at the address of such person as it appears on the records of the Congregation. Such notice shall be deemed to be given when: (i) deposited in the United States mail; (ii) delivered to an express delivery service; or (iii) sent by electronic means. Unless a different notice period is provided in these Bylaws or required by statute, such notice shall be provided in advance by at least thirty (30) days. Whenever possible, a copy of such notice shall also be posted on the website maintained by the Congregation and included in any regularly distributed publications of the Congregation.

Section 2: To the extent not inconsistent with these Bylaws or other law, all meetings of the Congregation, the Executive Board, and/or the Congregational Board will be conducted in adherence to the procedures established in the most recent version of Roberts Rules of Order; provided, however, that Roberts Rules of Order will not apply to other operations of the Congregation and provided further the President may vote on any and all matters properly coming before the meetings of the Congregation, Executive Board, Congregational Board, or committee, as the case may be.

ARTICLE VII – Governance Structure

Section 1: The formal governance structure of the Congregation includes the Congregation as a whole; the Officers, who together also constitute the Executive Board; the Congregational Board; Standing Committees; special committees, groups and task forces; and the individual volunteers who serve in any of these capacities, as well as Designated Advisors, At-Large Members of the Congregational Board, and elected Endowment Directors. Together, these volunteers, serving in these various capacities comprise a collective voice of the Congregation between Congregational meetings. A Designated Advisor is a member with a special skill set appointed by the President to address a specific task or responsibility, often in conjunction with and in support of one or more paid staff. Up to three (3) At-Large Members of the Congregational Board may be elected for two-year terms, each of which shall carry out various responsibilities as the President shall assign.

Section 2: There will be four (4) Centers, each of which is directed by a specific Vice-President. The Centers are:

- a. Community Engagement
- b. Internal Operations
- c. Membership and Congregational Engagement
- d. Youth

Section 3: The Center for Membership and Congregational Engagement includes the following Standing Committees:

- a. Adult Education
- b. Caring
- c. Membership
- d. Music and Performing Arts

In addition, the Vice President for Membership and Congregational Engagement is responsible for overseeing TRS efforts to ensure inclusion, including all related committees, and for providing support to the Women of TRS and the Men of TRS. The Vice President is assisted by the Assistant Vice President for Membership and Congregational Engagement.

Section 4: The Center for Youth includes the following Standing Committees:

- a. Camp
- b. Religious School
- c. Youth

In addition, the Vice President for Youth is responsible for providing support to the Nursery School Parents Council. The Vice President is assisted by the Assistant Vice President for Youth.

Section 5: The Center for Community Engagement includes the following Standing Committees:

- a. Israel
- b. Social Action

Section 6: The Center for Internal Operations oversees the following administrative functions, none of which is a Standing Committee but some or all of which may be assisted by Designated Advisors:

- a. Archives
- b. Fine Arts
- c. Human Resources and Employee Relations
- d. Library
- e. Physical Plant
- f. Resource Development
- g. Security

Section 7: Standing Committees, special committees, groups and task forces meet at the call of their chairs to conduct their regular business. In addition, Standing Committees, special committees, groups, task forces and Designated Advisors within a given Center meet as the Vice President responsible for that Center determines. Center meetings shall seek to ensure the full and free flow of information among volunteers working within a given Center and seek to achieve maximum coordination of activities within that Center.

ARTICLE VIII – Officers

Section 1: The Officers of the Congregation shall be a: (i) President; (ii) President-Elect (in alternate years); (iii) Vice-President - Membership and Congregational Engagement; (iv) Vice-President – Youth; (v) Vice-President - Community Engagement; (vi) Vice-President - Internal Operations; (vii) Assistant Vice-President - Membership and Congregational Engagement; (viii) Assistant Vice-President – Youth; (ix) Treasurer; (x) Assistant Treasurer; and (xi) Secretary.

Section 2: Each officer, other than the President-Elect, shall be elected to and hold office for a term of two (2) years, or until his or her successor is duly elected. The term shall commence with the beginning of the fiscal year following the election. A President shall not serve successive terms. No other officer shall serve in his or her respective office for more than two (2) consecutive elected two-year (2) terms or on the Executive Board for more than four (4) consecutive two-year (2) terms, excluding a term as President.

Section 3: The officers of the Congregation shall perform the usual duties incident to their offices, including those hereinafter specifically prescribed. In addition, all officers shall perform such additional duties as may be assigned to them by the President.

ARTICLE IX – Duties of Officers

Section 1: It shall be the duty of the President to preside (or designate an officer to preside) at all meetings of the Congregation, the Executive Board, and the Congregational Board; to act as executive head of the Congregation and principal lay leader; and to perform all other duties incident to the office. The President shall designate all Committee Chairpersons subject to approval by the Executive Board. The President shall be an ex-officio member of all committees, with the exception of any Nominating Committee. The President shall make an annual report to the Congregation at the time of the Annual Congregational Meeting.

Section 2: It shall be the duty of each Vice-President and Assistant Vice-President to supervise, coordinate, assist and guide the activities of the leaders assigned within their respective Centers. Each Assistant Vice-President also shall serve as an Assistant Secretary, as the need arises.

Section 3: The Treasurer shall be the custodian of all funds, shall be the disbursing agent of the Congregation, and shall maintain a set of books of account disclosing monies received, liabilities incurred and expenditures made in connection with the operation of the Congregation. The Treasurer also shall be in charge of the collection of membership support and other monies payable to the Congregation, and shall maintain a permanent set of books that shall accurately disclose the status of membership with regard to the payment of membership support, pledges, and assessments. The Treasurer shall notify the President of delinquencies. Any and all of these duties may be delegated to the Assistant Treasurer and to full-time Senior Staff. At all meetings of the Executive and Congregational Boards, the Treasurer shall report on the status of memberships and shall provide the Board with a statement of income and disbursements of the current year and the financial condition of the Congregation. Similar reports shall be rendered at each regular meeting of the Congregation. Within sixty (60) days after the end of the fiscal year, the Treasurer shall submit to the Executive and Congregational Boards a written statement of operations, prepared in standard accounting format, showing all receipts and expenditures for that year. The Treasurer shall serve as Chair of the Financial Management Committee.

Section 4: The Assistant Treasurer shall serve under the Treasurer, who shall assign specific duties.

Section 5: The Secretary shall keep an accurate record of the formal proceedings of all meetings of the Congregation, the Executive Board and the Congregational Board. The Secretary shall maintain and make available upon request to the membership the current Bylaws of the Congregation. The Secretary shall maintain a current Policy Book to provide a permanent record and ready reference on policies adopted by the Executive Board, Congregational Board, and/or the Congregation applicable to more than a one-time action. The Policy Book shall be available to all members of the Congregation, and it shall be a responsibility of the Secretary to advise the President when proposed actions are inconsistent with previously established policy.

Section 6: Promptly at the end of their terms of office, all officers shall transfer Congregational records and property to their successors, or, if a successor has not been selected, to the President.

Section 7: If the President ceases to serve during a term for any reason, the Executive Board shall appoint an acting President to fill the office of President for the remainder of the unexpired term by majority vote. That person may be, but need not be, the President-Elect, if one is then in office. In the case of absence, disability, or vacancy in the office of any other officer, the President shall appoint a person to replace such officer who shall serve on an interim basis until confirmed as an officer by a majority vote of the Executive Board.

ARTICLE X – Nominations and Elections

Section 1: Nominations of all officers, At-Large Members of the Congregational Board, and the elected Endowment Directors shall be made by a Nominating Committee. The President, with the advice and consent of the Executive Board and the Congregational Board, shall recommend five (5) members who then shall not be eligible for nomination by the committee, one of whom shall be designated by the President as the committee chairperson. No more than two members of the Nominating Committee may be members of the current Congregational Board. Immediately following the Fall Meeting, the names and contact information for the members of the Nominating Committee shall appear in the monthly Temple publication or in a separate Congregational mailing together with a summary of the Committee's timetable. Deliberations of the Nominating Committee shall be confidential.

Section 2: The slate of nominees presented by the Nominating Committee shall consist of one nominee for each office. All nominees must be members in good standing. Nominations by the Nominating Committee shall be reported to the Secretary.

Section 3: Additional nominations to any elective office may be made by petition of seventy-five (75) voting members of the Congregation. Such petition must be filed with the Secretary at least sixty (60) days before the election. The Secretary shall provide notice of such nominations to the Congregation with the notice of the Congregational meeting.

Section 4: A President-Elect shall be elected every two (2) years, and shall serve as President-Elect during the second year of a current President's term. The President-Elect shall automatically become President at the conclusion of the current President's term. The President-Elect may serve concurrently in any other office he or she currently holds.

Section 5: All elections shall take place on the day and in the manner as described in Article V of these Bylaws.

ARTICLE XI – Attendance at Non-Congregational Activities

Section 1: The President is the principal lay representative of the Congregation in matters outside of the Congregation, and the Clergy are the representatives of the Congregation with respect to matters reserved to the Clergy. The President is the principal delegate to conferences and conventions of the Union for Reform Judaism and his or her reasonable expenses for each are to be reimbursed in full by the Congregation. The Congregation shall reimburse the President for expenses associated with any other meetings at which he or she represents the Congregation. Expenses reimbursed shall be within the resources provided by the Congregational budget and related policies.

Section 2: The President may appoint Temple representatives to various meetings and organizations, as appropriate. Insofar as practical, expenses of these representatives shall be defrayed by the Temple.

ARTICLE XII – Temple Clergy

Section 1: The Congregation may hire one or more Rabbis and Cantors, who shall be the Clergy of the Congregation. The Clergy shall be the spiritual leaders of the Congregation, called to serve its religious, educational, and pastoral needs. The Clergy's pre-eminence in these areas of unique competence must be recognized by the Congregation and its lay leadership. The Clergy shall consider lay desires and recommendations pertaining to religious practices; however, the Congregation recognizes the Clergy's freedom of the pulpit.

Section 2: The Senior Rabbi is the principal leader and authority within the Congregation on matters pertaining to worship and religious practices, religious education, Jewish ethics, and Jewish culture. All Clergy shall be under the direction of the Senior Rabbi. The stated duties of all members of the Clergy shall be agreed upon by the Senior Rabbi and approved by the Executive Board. The Senior Rabbi may delegate to another Temple Clergy any matter for which he or she has a duty or authority under these Bylaws.

Section 3: When the Executive Board and the Congregational Board determine there is a need for a new member of the Clergy for a term of more than one year, a special search committee shall be appointed by the President and approved by the Executive Board, to recommend nominee(s) and compensation. Upon the committee's recommendation to the Executive Board, and upon the Executive Board's approval of the recommendation, the recommendation shall be submitted to the Congregational Board for approval.

Section 4: At least four (4) months prior to the expiration of the current contract for a member of the Clergy, the President shall make recommendations concerning new contract terms, including compensation, to the Executive Board, and, upon its approval, to the Congregational Board, and upon its approval to a meeting of the Congregation for its approval.

Section 5: The terms of engagement or continued employment of each member of the Clergy shall be embodied in a written contract.

Section 6: The Clergy may attend, as non-voting members, all meetings of the Executive Board, the Congregational Board, and the Congregation. The Clergy shall leave a meeting upon the request of the President. With respect to a meeting of the Congregation, the Clergy shall leave the meeting during the vote on the approval of a contract for any member of the Clergy or whenever requested to be absent by a vote of twenty percent (20%) of those present and voting at the meeting.

Section 7: The Senior Rabbi shall be consulted with respect to the selection and the evaluation of all Clergy and Senior Staff.

ARTICLE XIII– Executive Board

Section 1: The Executive Board shall serve as the Board of Directors for corporate purposes pursuant to the corporate laws of the Commonwealth of Virginia and shall be composed of the President, the President-Elect (in alternate years), the four Vice-Presidents, the two Assistant Vice-Presidents, the Treasurer, the Assistant Treasurer, and the Secretary. Minutes of the meetings of the Executive Board shall be recorded and maintained as part of the permanent records of the Congregation.

Section 2: The Executive Board shall be responsible for the general management and supervision of the affairs of the Congregation, including the employment of all Senior Staff, with the power and authority to make appropriate rules, regulations, policies and guidelines consistent with these Bylaws. The Executive Board shall provide direct support to the follow Standing Committees:

- a. Endowment
- b. Financial Management
- c. Leadership Development
- d. Strategic Planning

The Executive Board has the responsibility to coordinate with the Clergy on Congregational matters related to religious practices, including the appointment of committees and working groups related to religious practices.

Section 3: The Executive Board shall have ten (10) scheduled meetings each year. Additional meetings may be called by the President. A quorum shall consist of a majority of the members of the Executive Board. The agenda for a given meeting of the Executive Board shall be provided to each member of the Board at least two (2) days prior to the meeting.

Section 4: Any action that may be taken at a meeting of the Executive Board may be taken without a meeting through a written consent of such action signed (or acknowledged electronically) by a majority of the Executive Board and filed with the minutes of the Executive Board. Any one or more of the members of the Executive Board may participate in a meeting of the Executive Board by means of a conference telephone or similar communications so long as all of the persons participating in the meeting can communicate with each other.

ARTICLE XIV – Congregational Board

Section 1: The Congregational Board shall consist of: (i) the Officers; (ii) the Chairpersons of all Standing Committees; (iii) the immediate three (3) past Presidents; (iv) the President or a designated representative of the Women of TRS, the Men of TRS, and TRSTY; and (v) up to three (3) At-Large Members of the Congregational Board elected to serve for terms of two (2) years. Each member of the Congregational Board shall be entitled to one (1) vote. All past Presidents, other than those listed above, shall be non-voting members of the Congregational Board. Minutes of the meetings of the Congregational Board shall be recorded and maintained as part of the permanent records of the Congregation.

Section 2: Only members in good standing may serve on the Congregational Board.

Section 3: Paid employees of the Temple may serve on the Congregational Board only at the discretion of the President.

Section 4: Before all actions in Article V, Section 9 are put before the Congregation they shall be approved by the Congregational Board by a majority vote. In addition, the Congregational Board shall by a majority vote approve the contracts, renewals, and modifications, including compensation, of the Executive Director.

Section 5: The Congregational Board shall have eight (8) scheduled meetings each year, with one (1) or more meetings devoted to orientation, leadership development and strategic planning. Additional meetings may be called by the President or upon the request of five (5) members of the Congregational Board, made to the Secretary, who shall give reasonable notice as the circumstances warrant. A quorum shall consist of a majority of the members of the Congregational Board then serving. The agenda for a given meeting of the Congregational Board shall be provided to each member of the Board at least two (2) days prior to the meeting.

Section 6: The President may declare that any member of the Congregational Board (other than an Officer, a Past President and representatives of the Women of TRS, the Men of TRS and TRSTY) who is absent without adequate reason from three successive regularly called meetings of the Congregational Board shall have forfeited his or her position on the Congregational Board.

ARTICLE XV– Committees

Section 1: The Standing Committees and the duties of each are listed below. As appropriate, the Standing Committees coordinate with the Clergy and Senior Staff. Each Standing Committee shall have at least one Chairperson, who shall be appointed by the President.

a. **Adult Education.** The Adult Education Committee implements and oversees a program of adult Jewish learning. The Committee’s goal is to grow the community of adult learners, while deepening each adult member’s connections to Judaism and to each other.

b. **Camp.** The Camp Committee provides oversight and policy and budget review with regard to Temple camp activities.

c. **Caring.** The Caring Committee arranges transportation, visitation, special services and other programs for congregants in need of assistance, and assists members with funeral and Shiva arrangements.

d. **Endowment.** See Article XIX.

e. **Financial Management.** The Financial Management Committee develops and oversees, on a continuing basis, financial plans for the Congregation. The Committee shall prepare and submit a proposed budget for the forthcoming fiscal year to the Executive and Congregational Boards for approval prior to the Spring Congregational Meeting. The Committee shall provide for an annual audit of the Treasurer's accounts and related financial records by a Certified Public Accountant who shall not be a member of the Congregation. Selection of the CPA, and the terms of employment, shall be subject to approval by the Executive Board. The audit report shall be reviewed by the Committee, and submitted to the Executive Board with appropriate comments of the committee.

f. **Israel.** The Israel Committee works to enhance the Congregation’s connections to the historic land, the modern state, and the people of Israel. The Committee promotes programs about Israel and about US-Israeli relations. It encourages travel to Israel to strengthen understanding and support, and it develops projects that encourage and enhance contact between members and Israeli communities and organizations.

g. **Leadership Development.** The Leadership Development Committee develops and provides an ongoing consultation and training programs designed to enhance the leadership skills of current and potential Congregational leaders.

h. **Membership.** The Membership Committee fosters affiliation of persons who are qualified for membership. To encourage maximum membership participation, retention and the sense of community for all Congregants, the Committee helps to identify

members who have common interests and to provide them with social programs and activities tailored to their interests.

i. **Music and Performing Arts.** The Music and Performing Arts Committee collaborates with the Cantors to provide programs that increase the Congregation's appreciation of Jewish music and cultural heritage. The Committee, with oversight by the Senior Cantor, plans and implements all related programs, including music, dance, and theater that are performative in nature.

j. **Religious School.** The Religious School Committee provides oversight and policy, curriculum and budget overview of the Religious School. The Committee promotes building and strengthening relationships among parents, students, and families.

k. **Social Action.** The Social Action Committee facilitates the Congregation's social justice and civic initiatives and related volunteer activities.

l. **Strategic Planning.** The Strategic Planning Committee provides an assessment of the Temple's physical, programmatic, and administrative needs in a strategic plan prepared every five (5) years. The Committee provides a periodic assessment of efforts to implement each plan. Upon request, the Committee assists other committees with their strategic planning needs.

m. **Youth.** The Youth Committee provides oversight and policy and budget review of the youth programming.

Section 2: Special Committees may be appointed by the President or by the Executive Board, on an ad hoc basis, to conduct whatever other functions as are determined when such Committee is appointed, and the President or the Executive Board shall designate under which Center, if any, such Special Committee falls. Each such Special Committee may be known as a committee, a group, or a task force, as the President or the Executive Board designates.

Section 3: Each Committee shall formulate its own rules and regulations, subject to the provisions of these Bylaws and the policies of the Executive Board and the Congregation, for the orderly conduct of the affairs of the committee within the scope of its designated activities.

Section 4: Each chairperson of a Standing Committee shall be responsible for making recommendations to the Financial Management Committee for the formulation of the budget, and for the management of that element of the budget applicable to that particular committee's activities. Financial resources budgeted for a committee shall be disbursed by the Treasurer only upon the authority of the committee's chairperson or such other individual as shall be designated by the committee chairperson.

Section 5: Each chairperson of a Standing Committee shall be responsible for submitting a written annual report to the President, on a schedule to be established by the President, for appropriate use in the President's report to the Congregation at the Spring Congregational meeting.

ARTICLE XVI– Executive Director and Senior Staff

Section 1: The Executive Director shall be the chief administrator of the Congregation and shall report to the President. The Executive Director shall work closely with the Clergy, Officers, Executive and Congregational Boards, and Committees and shall be responsible for all aspects of the administration and operation of the Congregation not specifically assigned to the Clergy or to others pursuant to these Bylaws. The Executive Director has the authority to enter into non-employment contracts for budgeted items up to, but not to exceed, fifty thousand dollars (\$50,000).

Section 2: The Senior Staff includes the: (i) Director of Lifelong Learning; (ii) Director of Congregational Engagement; (iii) Director of Philanthropy; (iv) Director, Early Childhood Programs; (v) Religious School Director; (vi) Camp Director; (vii) Director of Youth Engagement; (viii) Director of Caring and Member Services; and (ix) all other positions so designated by the President from time to time.

Section 3: When the Executive Board determines there is a need to hire a member of the Senior Staff, a special committee shall be appointed by the President and approved by the Executive Board to recommend to the Executive Board one or more nominees for the position. The recommendation shall include suggested compensation. The special committee shall include, among others appointed, the chairpersons of the committees that have primary oversight over the position. The special committee shall consult with the Senior Rabbi and the Executive Director.

ARTICLE XVII – Annual and Membership Support and Special Assessments

Section 1: The annual membership support shall be established by vote of the Congregation as part of the regular budget process and the same shall be due and payable by each member in advance quarterly by the first day of July, October, January, and April. The President may modify the amount of such support due from individual members under special circumstances.

Section 2: New members joining during a quarter shall be responsible for annual membership support on a prorated basis, commencing on the first day of the month in which they join the Congregation.

Section 3: The resignation of a member shall not relieve the member from the payment of any financial obligations then due to the Congregation at the time of resignation.

Section 4: Young Adult Members are adults under the age set from time to time by the Executive Board and households in which all adults are under that age. The Executive Board may establish a special level of membership support for Young Adult Members. Any member paying a membership rate as a Young Adult shall have all of the privileges of membership, as provided in these Bylaws, with the exception of the member rate discount available for members enrolling children in the Nursery School.

Section 5: Each adult member in good standing is entitled, without additional charge, to a seat for the religious services on the High Holy Days. Additional tickets shall be made available, without additional charge, for the children of members in good standing within age limits established by the Executive Board, from time to time.

Section 6: Normally, only children of a member in good standing shall be admitted to the religious school. However, the President may modify this provision under special circumstances. In addition, adults not yet members of the Congregation, but actively in the process of conversion under the guidance of a member of the Clergy, may enroll their children in Religious School with the approval of the Senior Rabbi and the Religious School Director. The cost of religious education of the Temple's youth is a shared responsibility between the Congregation, as a whole, and the parents or guardian(s) of each student.

ARTICLE XVIII – Budget and Fiscal Year

Section 1: The Congregation shall conduct its financial affairs on a fiscal year basis of July 1 through June 30.

Section 2: The Executive Board and the Congregational Board shall review, approve or amend, as appropriate, the proposed budget submitted for their consideration by the Financial Management Committee. A copy of the budget proposed by the Executive Board and the Congregational Board for the ensuing fiscal year shall be provided to all members of the Congregation with the Notice of the Annual Congregational Meeting. The budget for the ensuing year shall be as approved at the Annual Congregational Meeting.

Section 3: The annual budget presented to the Congregation for approval shall be accompanied by a plan for providing the necessary funds to meet all recommended expenditures, including, whenever possible, a reasonable contribution to a reserve.

ARTICLE XIX – Endowment

Section 1: The Temple Rodef Shalom Endowment shall be an integral part of the Congregation to provide a vehicle to receive, accept, and administer gifts, contributions and bequests and devises of monies and properties. The Endowment shall serve as a permanent and perpetual repository for assets intended to finance both the regular and the special needs of the

Temple. Funds shall be distributed as deemed appropriate by the Endowment Directors or as otherwise required by the terms of a particular gift or bequest.

Section 2: The Endowment shall be administered in accordance with such provisions and procedures as shall be established from time to time by the Executive Board, and shall be managed by five (5) Endowment Directors who shall be the President and Treasurer together with three (3) Elected Endowment Directors elected by the Congregation. The Endowment Directors shall be supported by the Executive Director and the Director of Philanthropy.

Section 3: Each Elected Endowment Director shall serve a three (3) year term. Such terms shall be staggered so one (1) Elected Endowment Director shall be elected each year. An Elected Endowment Director may serve for no more than two (2) full consecutive three (3) year terms. In the case of absence, disability, or vacancy of any Elected Endowment Director, the President shall appoint a person to replace that Endowment Director and that person shall serve on an interim basis until confirmed by a majority vote of the Executive Board.

Section 4: If for any reason Temple Rodef Shalom ceases to exist, the assets of the Endowment shall be disposed of as a majority of the Executive Board and the Endowment Directors, voting together as one body, shall direct, consistent with the laws of the Commonwealth of Virginia, except that no direct financial benefit shall inure to any individual or group of individuals unless such group shall constitute a Jewish organized charitable or Jewish religious body.

ARTICLE XX – Limitation of Liability and Indemnification

Section 1: The Congregation shall have the power to indemnify its directors, officers, agents, and employees in accordance with the applicable provisions of law.

Section 2: The Congregation shall indemnify, defend, and hold harmless each member of the Executive Board, the Congregational Board, and each Endowment Director (and his or her executor, personal representative, and heirs) (“Covered Individuals”), whether or not then in office, who were or are a party or are threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative (including an action or suit by or in the right of the Congregation) by reason of the fact that he or she is or was a Covered Individual, against expenses (including all attorney’s fees), judgments, claims, liabilities, fines, and amounts paid in settlement incurred by him or her in connection with such action, suit, or proceeding, unless and until there is a final adjudication by a court of competent jurisdiction that such person is liable for gross negligence, willful misconduct, a knowing violation of criminal law, or a breach of an obligation owed to the Congregation. All attorney’s fees and costs shall be reimbursed immediately by the Congregation as they are incurred by such person, and shall be promptly repaid to the Congregation only upon a final adjudication by a court of competent jurisdiction that such person is liable for gross negligence, willful misconduct, a knowing violation of criminal law, or a breach of an obligation owed to the

Congregation. The foregoing right to indemnification shall be in addition to and not exclusive of, all other rights to which such Covered Individual may be entitled under any Bylaws, agreements, vote, insurance, or otherwise, and shall be made notwithstanding any other determination procedures generally as may be provided by law.

The Congregational Board is empowered, by majority vote of a quorum consisting of disinterested Covered Individuals, to cause the Congregation to indemnify or contract to indemnify any person not specified in this Section 2 who was, is, or may become a party to any matters referenced in this Section, by reason of the fact that he is or was an employee or agent of the Congregation, to the same extent as if that person were specified as one to whom indemnification is granted in this Section.

Section 3: No Covered Individual shall be liable in any proceeding brought by or in the right of the Congregation or brought by or on behalf of members of the Congregation, unless and until there is a final adjudication by a court of competent jurisdiction that such person was engaged in gross negligence, willful misconduct, a knowing violation of criminal law, or a breach of an obligation owed to the Congregation. The limitation on liability provided herein shall not be deemed to supersede or prevent any greater limitation on liability as may be afforded by law from time to time.

Section 4: The provisions of Article XX, Sections 2 and 3, regarding indemnification and limitation of liability have been adopted by the Members of the Congregation or are also contained in the Corporation's Articles of Incorporation, in accordance with the corporate laws of the Commonwealth of Virginia.