

RESTATED AND AMENDED BY-LAWS

OF

BETH EL SYNAGOGUE

(As of August 2, 2018)

TABLE OF CONTENTS

ARTICLE I - DEFINITIONS 1

ARTICLE II - PURPOSE 1

[ARTICLE III – RESERVED] 1

ARTICLE IV - MEMBERSHIP 1

ARTICLE V - DUES 2

ARTICLE VI - PRIVILEGES OF MEMBERSHIP 2

ARTICLE VII - MEETINGS OF THE CONGREGATION 3

ARTICLE VIII - BOARD OF DIRECTORS 4

ARTICLE IX - OFFICERS..... 6

ARTICLE X - NOMINATIONS AND ELECTIONS 8

ARTICLE XI - EXECUTIVE COMMITTEE 8

ARTICLE XII- AFFILIATE ORGANIZATIONS AND COMMITTEES 9

ARTICLE XIII - AMENDMENTS 9

ARTICLE XIV - CONDUCT OF MEETINGS..... 10

APPENDIX A 11

APPENDIX B 12

BETH EL SYNAGOGUE AMENDED AND RESTATED BY-LAWS

ARTICLE I - DEFINITIONS

Beth El Synagogue is referred to herein as “the Synagogue” or “the Congregation.” The Board of Directors (or the “Board”) is the body referred to as the Board of Trustees in the Amended Articles of Incorporation dated June 10, 1971 (the “Articles”), and a Director herein is a member of the Board of Directors.

ARTICLE II - PURPOSE

The general purpose of the Synagogue is to be a Jewish congregation guided by Conservative Jewish values and the Beth El Mission Statement and the Beth El Vision Statement as amended by the Board of Directors from time to time.

[ARTICLE III – RESERVED]

ARTICLE IV - MEMBERSHIP

Section 1. The criteria for membership in the Congregation (the “Membership Policy”) shall be as set forth in writing, and as may be amended in writing from time to time, by the Board of Directors, subject to the approval of the Congregation. Unless otherwise provided in the criteria, each member of the household of a member of the Congregation, provided that such member of the household is over the age of 17, is a member of the Congregation (subject, however, to Section 4 below). The Membership Policy will be available and readily accessible to the Congregation (*e.g.*, on the Synagogue’s web site).

Section 2. The Board of Directors may confer honorary membership on any deserving person.

Section 3. A Membership Committee appointed by the Board of Directors will establish and oversee implementation of procedures for administering the Membership Policy.

Section 4. Any member of this Congregation may be suspended or expelled by the Board of Directors, if it is determined by the Board of Directors that the member has failed to abide by the rules and by-laws of the Congregation, including the failure to meet financial obligations to the Congregation, or who has dealt with the Congregation in an illegal, dishonest, unethical, or violent manner, or in a fashion that lacks integrity or is harmful or detrimental to the congregation.

The procedure for suspension or expulsion shall be as follows:

- A. The Chief Operating Officer shall submit the name of any member who may be in violation of the standards set forth in this Section 4, to the Executive Committee for appropriate action.

- B. The Executive Committee shall make a recommendation to the Board of Directors whether a member should be suspended or expelled from membership in the Congregation. Written notice of such recommendation and the reason therefore shall be served upon the member in person or by certified mail at least 20 days before the meeting of the Board of Directors at which the matter will be heard. The notice shall include notice of the member's rights under Section 4.C. below.
- C. In the event the member desires to appear before the Board of Directors to oppose the proposed suspension or expulsion, he or she shall notify the President in writing within 10 days of receipt of such notice, and the Board shall at its first meeting after receipt of such request permit said member to appear and present such explanation as he or she deems fit. Thereafter, the Board of Directors shall make a final decision with respect to suspension or expulsion of the member, by a two-thirds majority vote of the voting members of the Board present at a duly held regular or special meeting of the Board of Directors.

ARTICLE V - DUES

Section 1. All members shall pay dues in accordance with the policy or policies established from time to time by the Board of Directors. The Board of Directors may establish a policy that dues shall not be required of any member.

Section 2. If the Board of Directors establishes a dues-paying policy per Section 1, the Board may establish a Dues Committee to oversee implementation of the policy.

ARTICLE VI - PRIVILEGES OF MEMBERSHIP

Members shall enjoy the following privileges (in the case of b through d, subject to such rules, regulations and fees as may be established by the Board of Directors, the clergy or the administration as applicable):

- a. Members may attend and vote at all meetings of the Congregation.
- b. Members and their families may attend and (subject to halakha) participate in all religious services in the Synagogue.
- c. Members and their families may participate in the programs and activities of the Congregation, including the right to enroll their children in the programs and schools of the Congregation to the extent space permits and in accordance with the policies of the Congregation.
- d. Members and their families may use the Synagogue and have the benefit of the services of the professional staff of the Synagogue for religious ceremonies, in accordance with the policies of the Congregation and halakha.

- e. Members may serve on the Board of Directors and the Executive Committee subject to Articles X and XI.
- f. Members may address the Board of Directors on any specific issue, provided the member notifies the President at least ten days in advance and subject to reasonable regulation of such appearances by the Board of Directors.

ARTICLE VII - MEETINGS OF THE CONGREGATION

Section 1. (a) The annual meeting of the Congregation shall be held within 120 days of the end of each fiscal year, on such day as the President may designate, subject to approval of the Board of Directors.

(b) Notice of the annual meeting shall be given by the President or Secretary of the Congregation in writing, by mail or e-mail, to all members of the Congregation, directed to their addresses as they appear on the records of the Congregation, and sent not less than twenty (20) days prior to such meeting. Such notice requirement may be satisfied by publishing said notice in the Congregation's regular publication duly mailed or e-mailed to all members (provided that in the case of e-mail, the member has consented to receive notice by this means). Notice shall be complete upon mailing or e-mailing.

(c) The business of the annual meeting shall include:

- i. Report of the President on the state of the Congregation.
- ii. Report of the Treasurer and other appropriate officers, which may be in written form.
- iii. Election of officers and Board members.
- iv. Such other business as may properly come before the meeting, including such matters as may be raised by a member of the Congregation.

Section 2. Special meetings of the Congregation may be called by the President whenever the President deems necessary, and must be called by the President (a) upon the written request or demand of fifty (50) members or ten percent of the members, whichever is less, delivered to the President or the Treasurer, or (b) upon the written request or demand of twelve members of the Board of Directors, delivered to the President. Said request or demand shall describe the purpose for which the meeting is to be held. In the event that the President fails to issue a notice for the special meeting within fourteen (14) days after delivery of a demand or request per the foregoing, any other officer may issue such notice.

Section 3. No business shall be transacted at a special meeting except for the purposes stated in the notice. Notice of such special meeting shall be given by mail and or email, to all members of the Congregation, directed to their addresses as they appear in the record of the Congregation, said notice to be sent not less than ten (10) nor more than forty (40) days prior to such meeting. Such notice requirement may be satisfied by publishing said notice in the Congregation's regular publication duly mailed to all members. Notice shall be complete upon mailing or e-mailing. For

any member, e-mail notice is sufficient only when the member has consented per Minn. Stat. § 317A.450 or its equivalent.

Section 4. At all meetings of the Congregation, regular and special, a quorum for the transaction of business shall consist of fifty (50) members of the Congregation, including officers or Directors present.

ARTICLE VIII - BOARD OF DIRECTORS

Section 1. The administration of the business of the Congregation shall be vested in a Board of Directors, the members of which must be members of the Congregation. The Board of Directors shall consist of:

- a. Twenty-four (24) members elected at annual meetings of members;
- b. The immediate past President of the Congregation;
- c. No more than five (5) appointed members whose appointments shall be made by the President, subject to confirmation by the Board of Directors. Appointed members may serve on the Board of Directors, even if not eligible for elective membership;
- d. One representative of each of the following, nominated by the organization: the Aleph Preschool, the Youth Commission, the Women's League, the Beth El Foundation, the Well, and such other organizations as the Board of Directors may add from time to time. The Board of Directors also may remove an organization from this list, subject to the approval of the Congregation.
- e. "Past Presidents" (defined for purposes of these By-Laws as all past Presidents other than the immediate past President).
- f. Honorary Board members elected by the voting members of the Board.

Section 2. A term of office of an elected Board member begins with the member's election and ends upon the election of directors at the third annual meeting thereafter. A term of office of an appointed Board member begins upon the confirmation of the appointment by the Board of Directors and ends upon the election of Board members at the first annual meeting subsequent to the Board member's appointment. No member of the Board of Directors shall be elected to more than two (2) consecutive terms of office. No appointed member of the Board of Directors shall serve more than three (3) consecutive terms of office. No member of the Board of Directors shall serve a combined total of two terms as an elected member and two terms as an appointed member consecutively.

Section 3. All of the members of the Board of Directors shall be voting members of the Board, with the exception of Past Presidents. The Board of Directors shall be charged with and assume control of all property of the Congregation; shall designate the bank or banks wherein the funds

of the Congregation shall be deposited; shall have such other powers as may be authorized by statute, and shall approve all contracts between the Synagogue and employees.

Section 4. The Board of Directors shall make such rules and regulations, consistent with these by-laws, as they may deem advisable, for the proper conduct of their meetings and for the furtherance of the general purposes of the Congregation.

Section 5. The Board of Directors shall meet at least quarterly at times established by the President.

Section 6. All meetings of the Board of Directors shall be held at the Synagogue or at such place as the President shall specify. A quorum for any meeting of the Board of Directors shall be one-third of the voting members currently holding office.

Section 7. Special meetings of the Board of Directors may be called by the President at his/her discretion by any reasonable form of notice (including e-mail for any Director who has consented to e-mail notice), and must be called by him/her at the written request of five members of the Board. Said request shall state the purpose of the meeting. In the event that the President fails to issue a notice for a special meeting within five (5) days after being requested to do so, any other officer may issue such notice.

Section 8. At least five (5) days prior to the date of every regular meeting of the Board of Directors, written notice thereof by any reasonable form of notice shall be given to every Director. At least one day prior to the date of every special meeting of the Board of Directors, either written, electronic or telephone notice shall be given to each Director.

Section 9. In the event of the death, resignation or removal of a member of the Board of Directors, a successor may be appointed by the President to fill the vacancy for the unexpired term, subject to confirmation by the Board of Directors.

Section 10. Matters over which the Board of Directors has power and authority to act may be decided upon by a majority of the voting members of the Board present at a duly held meeting, except that where a greater than simple majority vote is expressly required by statute or by a specific provision of the articles or by-laws of this Synagogue, such matter may be decided upon affirmatively only if such greater required vote is obtained.

Section 11. Any action required or permitted to be taken at a meeting of the Board of Directors may be taken by written action signed, or consented to by authenticated electronic communication, by a majority of the voting members of the Board.

Section 12. Upon the effective date of these by-laws (the "Effective Date"), the seats of the elected members will be divided into Class Aleph, Class Bet and Class Gimel, with eight seats in each class. Notwithstanding anything to the contrary in these by-laws, the term of the Class Aleph directors following the Effective Date will end at the first annual meeting after the Effective Date, the term of the Class Bet directors will end at the second annual meeting following the Effective Date, and the term of the Class Gimel directors will end at the third annual meeting following the Effective Date. The intent of this provision is to create staggered terms of Directors, so that after

the process set forth in this section, eight Directors will be elected each year thereafter for three year terms. The seats in each class upon the Effective Date are set forth in Appendix A hereto.

Section 13. (a) The Synagogue's chapter of United Synagogue Youth ("USY") shall designate a representative (the "USY Representative").

(b) Except as set forth in this Section 13, the USY Representative shall (i) be entitled to attend and participate in (but not vote at) all meetings of the Board; and (ii) be entitled to receive, at the same time as Directors, a copy of all notices and other materials provided to Directors. For the purpose of clarity, the USY Representative is not a Director.

(c) Notwithstanding anything to the contrary in this Section 13, with respect to discrete sensitive issues (e.g., personnel, financial, pending and threatened litigation) and conflict of interest (it being understood, however, that matters pertaining to the direction of the Synagogue and social action issues do not, generally speaking, fall within the scope of "sensitive issues"), the USY Representative may be excluded from the affected portions of meetings of the Board (and the affected portions of associated notices and materials) in accordance with the following procedure:

- i. For certain delineated issues, the President may inform the Board (either by a formal written notice or a pronouncement during a meeting of the Board at which such issues will be discussed) that the USY Representative will be excluded; provided, however, that the Board may overrule the President; and
- ii. For certain delineated issues, the Board may determine that the USY Representative will be excluded.

(d) The USY Representative will be subject to all policies applicable to Directors, including confidentiality and conflict of interest. Following each designation of a USY Representative, the President shall meet with the USY Representative and his/her parent(s)/guardian(s) to discuss the role of the USY Representative with respect to the Board, specifically including such policies. If either the USY Representative and/or his/her parent(s)/guardian(s) are uncomfortable with such role and/or adherence to such policies, then such person shall not serve as the USY Representative and the USY chapter may designate an alternative person as a USY Representative.

ARTICLE IX - OFFICERS

Section 1. The following officers of this Congregation, who shall be elected members of the Board of Directors (except as set forth in Section 8 below), shall be elected at the annual meeting of the Congregation:

- a. President;
- b. President Elect;
- c. Up to five Vice-Presidents;

- d. Secretary; and
- e. Treasurer.

Section 2. It shall be the function of the President (delegable to a designee) to preside at all meetings of the Congregation, the Board of Directors and the Executive Committee; to call all meetings of the Congregation and the Board of Directors; to sign all agreements, contracts, deeds and other documents for the Congregation, pursuant to appropriate resolutions by the Congregation or the Board of Directors; and to appoint all Committee chairs. The President shall serve as a voting, *ex officio* member of all committees.

Section 3. In the case of the President's absence, resignation, death or disability, the President Elect shall discharge all of the duties of that office for the remainder of the President's term (but in the case of the President's absence or disability, only for so long as that condition continues). If there is no President Elect or the President Elect becomes subject to one of the foregoing conditions, the Executive Committee shall designate another officer to assume and discharge the President's duties and responsibilities until the position of President is filled.

Section 4. The duties of the Vice-Presidents shall be established by the President, subject to the review and approval of such duties by the Board of Directors.

Section 5. The Secretary shall conduct all official correspondence of the Congregation. The Secretary shall be the recording secretary and financial secretary as set forth in Article VI of the Articles. The Secretary shall: (i) be responsible for recording minutes at meetings of the Executive Committee, the Board of Directors, and the Congregation; (ii) be responsible for the maintenance of a book of such minutes; (iii) be responsible for conducting elections of officers and directors; and (iv) be an authorized signatory of all Synagogue documents and deeds.

Section 6. The Treasurer shall keep, or may delegate to a qualified bookkeeper or accountant the responsibility for keeping, an accurate and correct record of receipts, expenditures and financial accounts of the Congregation. These records shall be open for inspection at all times by the Executive Committee. The Treasurer or the Treasurer's delegate shall also collect and receive, or with approval of the Executive Committee, appoint an agent or employee of the Congregation to collect and receive all monies payable to the Congregation, and shall cause the same to be deposited or invested in the Congregation's name, as directed by the Executive Committee. The Treasurer shall render a written report of the finances of the Congregation as requested by the President, at the annual meeting of the Congregation, and at such other meetings or occasions as directed by the Congregation or the Executive Committee. Said report shall be affixed to the minutes of the meeting at which it is presented.

Section 7. The term of office for all officers of the Congregation shall be as follows:

- a. The President shall be elected for one term of two (2) years and may not serve more than two consecutive terms. If the President is elected while in his or her last year as a director, his or her term on the Board of Directors shall be extended to coincide with his or her term as

President. In the year following such an event, one Director shall be elected to serve a two year term. All other officers shall be elected for a term of one (1) year.

b. No person may serve as a Vice-President for more than five consecutive terms. No person may serve as Treasurer or Secretary for more than four consecutive one year terms.

Section 8. In the event of the death, resignation, removal or incapacity of any officer, a successor may be elected by the Board of Directors to fill the vacancy for the unexpired term.

ARTICLE X - NOMINATIONS AND ELECTIONS

Section 1. The President shall appoint a nominating committee of not less than five (5), including at least two (2) members who are not voting members of the Board or Synagogue employees, with the immediate past President of the Synagogue as its chairperson or, if the immediate past President declines to so act, with an officer of the Synagogue as its chairperson. Such committee shall propose a slate consisting of a nominee for each officer of the Congregation and for the positions on the Board of Directors to be filled by election at the annual meeting.

Section 2. On or before April 30 of each year, the Secretary or his or her designee shall take reasonable measures to inform the Congregation of the names of the Nominating Committee members and to solicit nominations for officer and Director positions.

Section 3. The Secretary or his or her designee shall cause the slate to be posted online or published in the congregation's regular publication not less than twenty (20) days before the annual meeting.

Section 4. Additional nominations may be made only by written petition of ten (10) members of the Congregation filed at the office of the Synagogue at least five (5) days prior to the annual meeting.

Section 5. The names of all nominees shall appear on the ballot and shall be designated as nominated by the nominating committee or by petition.

Section 4. The election for Directors shall precede the election of officers.

Section 6. All nominees must be members of the Synagogue.

ARTICLE XI - EXECUTIVE COMMITTEE

Section 1. There shall be an Executive Committee, the voting members of which shall consist of the elected officers of the congregation; the immediate past President; and up to four (4) members of the Board of Directors, appointed annually by the President, with the approval of the Board of Directors. All Past Presidents who served as President through the term ending in August 2010 are invited to attend meetings of the Executive Committee.

Section 2. The President shall be chairperson of the Executive Committee and meetings shall be monthly; provided that the President may call a special meeting or may cancel a meeting if there

is no business to transact. A quorum for an Executive Committee meeting shall be a majority of the voting members.

Section 3. The Executive Committee shall carry out the mandates and resolutions of the Board of Directors; shall perform such other acts and make such recommendations in connection with the policies and management of the Congregation as are not restricted or delegated to the Congregation itself, the Board of Directors, or any other designated committee; and shall be responsible for and is authorized to carry out all necessary affairs of the Congregation between meetings of the Board of Directors.

Section 4. Any action required or permitted to be taken at a meeting of the Executive Committee may be taken by written action signed, or consented to by authenticated electronic communication, by the number of voting members that would be required to take the same action at a meeting of the Executive Committee at which all voting members were present.

ARTICLE XII- AFFILIATE ORGANIZATIONS AND COMMITTEES

Section 1. The Congregation shall have Affiliate Organizations (which are separately constituted or incorporated but subject to oversight by the Board of Directors) and committees. The Affiliate Organizations are set forth in Appendix B hereto, which may be modified from time to time by the Board of Directors. Each Affiliate Organization shall annually contribute to the expenses of the Synagogue in an amount to be determined by the Board.

Section 2. The activities of all Affiliate Organizations and committees of this Congregation shall always be conducted in such manner as will advance the best interests of the Congregation.

Section 3. To the extent permitted by law, the governance documents and other regulations of all Affiliate Organizations and committees shall be consistent with the articles, by-laws, and policies of the congregation. Furthermore, to the extent permitted by law, the Board of Directors and the members of the congregation shall be vested with the authority to amend the governance documents and other regulations of all such Affiliate Organizations and committees by majority vote of a quorum of the Board of Directors.

Section 4. For all Synagogue committees other than the Executive Committee and the Membership Committee, the Executive Committee shall appoint the chairman for a term of up to two (2) years.

ARTICLE XIII - AMENDMENTS

Amendments to these by-laws will be governed by the provisions of Minnesota Statutes §317A.181 or the laws of the State of Minnesota currently applicable to non-profit corporations at the time any such amendment is voted upon as provided herein. Any such amendment shall require a majority vote of the membership present at the Annual Meeting or a Special Meeting of the Members called for that purpose to the extent permissible by law. Any proposal for the amendment of these by-laws that has been rejected by the Congregation may not be resubmitted for consideration by the Congregation until twelve months have lapsed from the time of such rejection.

ARTICLE XIV – CONDUCT OF MEETINGS

Robert's Rules of Order and appropriate Jewish principles of conduct shall be the standard for procedure at all meetings.

APPENDIX A

Class Aleph Directors:

Omer Abromoich
Yoni Bundt
Adam Klarfield
Jodi Lipschultz
David Lui
Marc Meirovitz
Seth Meisler
Jeff Prottas

Class Bet Directors:

Alan Bernard
Melissa Ginzburg
Michael Harad
David Jurisz
Jill Lewis
Sheri Rosen
Amanda Simpson
Alan Yousha

Class Gimel Directors:

Mike Blehert
Sally Forbes Friedman
Oren Gross
Laura Kaplan
Steve Sanderson
Amy Shapiro
John Simon
Sharon Tapper

This list assumes that the foregoing individuals are elected at the annual meeting at which these Restated and Amended By-Laws of Beth El Synagogue are adopted.

APPENDIX B

Affiliate Organizations:

Beth El Memorial Park

Men's Club

Women's League