

BYLAWS
OF
BETH ISRAEL CONGREGATION

ARTICLE I

Name, Enabling Statute and Purpose

The name of this corporation shall be “Beth Israel Congregation” (hereinafter the “Congregation” or the “Synagogue”). The Congregation is organized as a nonprofit corporation under Title 13, Chapter 81 of the Maine Revised Statutes, and as a public benefit corporation under 13 M.R.S. Section 1406(C).

The Corporation shall be governed by its Certificate of Organization (as originally filed in 1920 under the name Base Isroall and amended by any Certificate of Amendment) and these Bylaws.

The purpose of the Congregation is to provide a progressive, inclusive center for worship, learning, culture and engagement that connects us to Judaism, social justice, Tikkun Olam, and each other.

The foregoing enumeration of specific purposes and activities shall not be deemed to be exclusive, and in general the Congregation shall have the power to do all things incidental, necessary or convenient to the carrying out of its general aims and as permitted by the laws of the State of Maine as amended from time to time and Section 501(c)(3) of the Internal Revenue Code, as amended.

ARTICLE II

Membership

Section 1. Qualifications and Election. Any person who is at least 18 years of age and is either of the Jewish faith (matrilineal, patrilineal, or converted), is married or partnered with a person of the Jewish faith, or is a non-Jewish parent or guardian of a child being raised as a Jew, does not profess to

practice another religion and is not a member of a congregation of another religion, or is an individual who does not profess to practice another religion and is not a member of a congregation of another religion may be a member of the Synagogue. Any and all qualified persons may apply for membership to the Board of Directors on behalf of themselves and family members that reside with them. Each member shall be entitled to one vote per person on any question on which members are entitled to vote.

Section 2. Benefits. Subject to rules and regulations that may be promulgated by the Board of Directors from time to time, members may:

- (a) Engage in meetings of the general membership;
- (b) Engage in worship at all religious services in the Synagogue or virtually;
- (c) Enroll children in the Synagogue's religious school;
- (d) Engage in life cycle ceremonies;
- (e) Engage in all educational, social, cultural, service, and recreational activities provided by the association ; and
- (f) Engage in or receive the benefits of any other activity or service that the Synagogue may offer.

Section 3. Withdrawal or Termination of Membership. A member may withdraw at any time by delivering notice of withdrawal in writing to the Congregation at its principal office. Such withdrawal shall be effective upon receipt unless specified to be effective at some other time. A member who ceases to be qualified or who violates any rules and regulations as may be promulgated by the Board of Directors from time to time may be suspended or expelled from membership by a two thirds vote of the Board of Directors. Written notice of intention to consider suspension or expulsion of a member must be sent to the member at least seven (7) days prior to the meeting at which the matter is considered. A member may not be expelled without having been given a reasonable opportunity to be heard at the meeting, but if such opportunity is given and the member fails to attend or to speak and be heard, then the Board may proceed whether or not such member is in attendance.

ARTICLE III

Office and Location

The registered office and the principal place of business shall be at 862 Washington St., Bath, Maine, or at such place as the Board of Directors shall direct, and the Congregation may have such other offices and places of business as the Board of Directors may from time to time direct or as the business of the Congregation may from time to time require.

ARTICLE IV

Annual Meeting of Members

Section 1. Place. All meetings of the members for the election of Directors shall be held at a location to be chosen by the Board or using videoconferencing.

Section 2. Date. As feasible, annual meetings of members shall be held on the first Sunday of June in each year, at which the members shall elect the Board of Directors and transact such other business as may be brought before the meeting. If for any reason such an annual meeting is not held on the date specified herein, a substitute annual meeting shall be held at any time following that date but no later than June 30 (the end of the fiscal year), and any business transacted or elections held at the substitute annual meeting shall be as valid as if transacted or held at the annual meeting.

Section 3. Notice. Written notice of the annual meeting or substitute annual meeting stating the place, day, and hour thereof, shall be delivered not less than twenty one (21) days prior to the date of the meeting.

ARTICLE V

Special Meetings of Members

Section 1. Place and Date. Special meetings of members for any purpose or purposes may be held at such time and place, within the State of Maine, as shall be stated in the notice of meeting or in a duly executed waiver of notice thereof.

Section 2. Call. Special meetings of the members for any purpose or purposes may be called by the President or the Board of Directors. Special meetings may also be called by the President at the

written request of ten (10) members of the Synagogue or of five (5) members of the Board of Directors. Any such written request shall state the reason for and purpose of such meeting. In the event the President fails to issue a call for a special meeting within five (5) days of a written request by the ten (10) members of the Synagogue or five (5) members of the Board of Directors, any other officer may call the special meeting. The date and time of any special meeting shall be reasonable and convenient for the other members to the greatest extent practicable.

Section 3. Notice. Written notice of a special meeting of members, stating the place, day, and hour thereof, and the purpose or purposes for which the meeting is called, shall be delivered to all members of the Synagogue not less than seven (7) days prior to such meeting.

ARTICLE VI

Quorum and Voting of Members

Section 1. Quorum. Thirty percent of the members of the Synagogue including officers and directors, present in person, shall constitute a quorum at all meetings of the members for the transaction of business. If, however, such quorum shall not be present or represented at any meeting of the members, the members present in person shall have power to adjourn the meeting to some future time, not less than six (6) nor more than twenty (20) days from the date thereof, and the Secretary shall give at least three (3) days' notice of such adjourned meeting to all members who are absent from said meeting without notice other than announcement at the meeting, until a quorum shall be present or represented. At such adjourned meetings at which a quorum shall be present or represented any business may be transacted which might have been transacted at the meeting as originally notified.

Section 2. Voting Rights. Each member present in person shall be entitled to one vote per person on each matter submitted to a vote of members.

Section 3. Action by Consent. Any action required or permitted by law to be taken at any annual or special meeting of members may be taken without a meeting if documented consents, setting forth the action so taken, are received from all members entitled to vote on such action and are filed with the Secretary of the Congregation as part of the Congregation records. Such written consents may contain statements in the form of, and in any case shall have the same effect as, unanimous vote or votes of the members and may be stated as such in any certificate or document

required or permitted to be filed with the Secretary of State of Maine, and in any certificate or document prepared or certified by any officer of the Congregation for any purpose.

Section 4. Online or Conference Call Meetings. Regular and special meetings of the members may be held in whole or in part by conference call, online call, or similar communications equipment whereby all members can simultaneously hear one another, and such participation in a meeting shall constitute the presence in person at such meeting.

ARTICLE VII

Board of Directors

Section 1. Number, Qualification, and Term. The number of Directors shall be no less than five, and no more than twenty one (21). The Directors shall be elected at the annual meeting of the members, and each Director elected shall serve a term of three (3) years until the next succeeding annual meeting and until a successor is elected. Directors may serve a maximum of two terms. Following completion of a full period of service hereunder, a Director shall be eligible for re-election and an additional two (2) three (3) year terms following a one year hiatus. The Board may recommend that an individual Director's maximum term be extended for a predetermined time period if their continued service is considered essential to the completion of special programs or projects being conducted by the Board. Such extensions must be approved by a simple majority of the Board.

Section 2. Honorary Directors. The Board may designate from among existing or former Directors, persons as Honorary Directors ("Honorary Directors"). Honorary Directors are elected by the Board and have all privileges of Directors under these Bylaws, including the privilege to receive notice of and attend all Board meetings. No meeting or action of the Directors shall be deemed invalid for the failure to give notice to Honorary Directors. Honorary Directors shall provide non-binding advice to the Board. The presence of Honorary Directors at a meeting of the Board shall not count toward a quorum of the Board. Honorary Directors have no vote in matters before the Board. Honorary Directors may serve for so long as they may choose and may resign at any time by written notice to the Board President(s).

Section 3. Vacancies, Resignation, and Removal. Any vacancy in the Board of Directors may be filled by the affirmative vote of a majority of the remaining Directors. Any Director may resign by delivering a written resignation to the President or Secretary. Such resignation shall take effect at the time specified in the notice, or if no time is specified, then immediately.

Any Director may be removed from such office, with or without cause, by a two-thirds (2/3) vote of the Directors present at any special or regular Board meeting at which a quorum is present. Written notice of intention to consider removal of the Director must be included in notice of the meeting. A Director may not be removed without having been given a reasonable opportunity to be heard at the meeting, but if such opportunity is given and the Director fails to attend or to speak and be heard, then the Board may proceed whether or not such Director is in attendance.

Section 4. Powers. The Board of Directors shall manage and control the business, property, and affairs of the Congregation. In the management and control of the business, property, and affairs of the Congregation, the Board of Directors is hereby vested with all of the powers and authority of the Congregation itself, so far as not inconsistent with laws of the State of Maine, the Certificate of Organization, as amended, or these bylaws.

Section 5: Conflicts of interest. In the event any Director or Honorary Director has a conflict of interest which might properly limit such Director's fair and impartial participation in Board deliberations or decisions, such Director shall inform the Board as to the circumstances of such conflict. If those circumstances require the nonparticipation of the affected Director, the Board may nonetheless request from the Director any appropriate nonconfidential information which might inform its decisions. "Conflict of interest," as referred to herein, shall include, but shall not be limited to, any transaction by or with the Congregation in which a Director has a direct or indirect personal interest, or any transaction in which a Director is unable to exercise impartial judgment or otherwise act in the best interests of the Congregation.

No Director shall cast a vote, nor take part in the final deliberation in any matter in which such Director, members of his or her immediate family or any organization to which such Director has allegiance, has a personal interest that may be seen as competing with the interest of the

Congregation. Any Director who believes they may have such a conflict of interest shall notify the Board prior to deliberation on the matter in question, and the Board shall make the final determination as to whether any Director has a conflict of interest in any matter. The minutes of the Board meeting shall reflect disclosure of any conflict of interest and the recusal of the interested Director.

ARTICLE VIII

Meetings Of the Board of Directors

Section 1. Regular Meetings. Regular meetings of the Board of Directors may be held at such time and place as shall from time to time be directed by the Board.

Section 2. Special Meetings. Special meetings of the Board of Directors may be called by the President, or if the President is absent or unable to act, by the Vice-President, and must be called by the President(s) if they receive a written request signed by three (3) Directors, which request shall state the reason for and the purpose of such meeting. The person or persons calling the special meeting shall fix the time and place thereof, which shall be reasonable and convenient for the other Directors to the greatest extent practicable. Unless notice of a special meeting is waived, notice of each special meeting of the Board of Directors shall be given by the Secretary or the person or persons calling the special meeting. It shall be sufficient notice of a special meeting to send notice by mail at least 48 hours, or by mail, phone, or electronic means or in person at least 24 hours before the meeting. The giving of notice of a special meeting of the Board of Directors by the person or persons authorized to call the same shall constitute the call thereof.

Section 3. Notice. Notice of all meetings of the Board of Directors shall be sent to all Directors at least fourteen (14) days previously thereto (except for Special Meetings, in which case notice shall be provided in accordance with Article VIII, Section 2) by written notice delivered by first class mail, fax, personal delivery, or electronic mail. It shall be the responsibility of each Director to provide a current electronic mail and regular mail address to the Corporation. Any Director may waive notice of any meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. The business to be

transacted at the meeting need not be specified in the notice or waiver of notice of such meeting, except as provided in Article VIII, Section 2 for Special Meetings.

Section 4. Quorum and Vote of Directors. At any meeting of the Directors, a simple majority of Directors then in office shall constitute a quorum for the transaction of business. The Directors present at a duly called or held meeting at which a quorum was once present may continue to do business and take action at the meeting notwithstanding the withdrawal of enough Directors to leave less than a quorum. Any meeting may be adjourned from time to time by a majority of the votes cast upon the question whether or not a quorum is present, and the meeting may be held as adjourned without further notice if the time and place to which it is adjourned is fixed and announced at such meeting. The vote of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors unless the vote of a greater number is required by these bylaws.

Section 5. Board or Committee Action Without a Meeting. Any action that might be taken at a meeting of the Board of Directors or of a committee may also be taken without a meeting if (a) all Directors or committee members are notified in writing of the proposed action, (b) at least three quarters (75%) of the total number of Directors or of the committee members send written consents to the action to be taken, at any time before or after the intended effective date of such action, and (c) the Secretary, committee chair, or his/her/their designee, receives no written objection to such action from a Director or committee member within forty-eight (48) hours of the notification to the Directors or committee members. Such notifications, consents, and objections shall be filed with the minutes of next Directors' meeting or committee meeting, and shall have the same effect as a meeting vote. For the purposes of this section, notifications, consents, and objections may be communicated by regular mail, personal delivery, fax, or electronic mail.

Section 6. Remote Meetings. Members of the Board of Directors or of any committee thereof may participate in a meeting of the Board or of such committee by means of conference call or video conference where all persons participating in the meeting can hear each other, and participation in a meeting in such manner of a person who does not object at the beginning of such meeting to the holding thereof in such manner shall constitute presence in person at such meeting.

Section 7. Executive Session. At any meeting of the Board of Directors, the President may

enter the meeting into Executive Session. In Executive Session, only Directors and, at the discretion of the President, certain employees or other individuals, may be present. An Executive Session may be called for discussion of sensitive or confidential issues such as but not limited to personnel, legal matters, or transaction negotiations. Any decisions made in Executive Session shall, without violation of confidentiality and as appropriate, be recorded in the general minutes of the meeting. The Secretary or their designee may keep notes of the Executive Session, but such notes shall be separate from the minutes and shall be treated as confidential by the participants in the Executive Session.

Section 8. Minutes and Guests. Meetings of the Board of the Directors shall not be open to the public or to members, although the Board may choose, in its sole discretion, to invite members or other guests to all or portions of such meetings. Minutes of meetings of the Directors shall not be available to the public, although the Board may choose, in its sole discretion, to share all or portions of minutes with specific third parties or with the public. Minutes of meetings of the Directors shall be shared with members, upon request, although members may be required to maintain the confidentiality of such minutes.

ARTICLE IX

Committees

Section 1. Executive Committee. The Board of Directors by a resolution adopted by a majority of the full Board of Directors then in office may designate from among its members an Executive Committee consisting of the Officers, and may delegate to such Executive Committee all the authority of the Board of Directors in the management of the Congregation 's business and affairs, or the resolution thereafter adopted by the Board of Directors. Notwithstanding the foregoing, the Executive Committee may not: (a) amend or repeal the Certificate of Organization or these Bylaws, or adopt new Bylaws; (b) approve any merger, consolidation, sale or lease of substantially all of the assets of the Congregation, dissolution, or distribution of assets; (c) elect Officers, Directors and Executive Committee members; (d) adopt or amend the Congregation's budget; (e) fix compensation of any Directors or Officers for serving on the Board or any committee; and (f) amend, repeal, or act contrary to any resolution or direction of the Board of Directors. Vacancies in the membership of the Executive

Committee shall be filled by resolution adopted by a majority of the full Board of Directors then in office. The Executive Committee shall keep regular minutes of its proceedings and report the same to the Board of Directors. Members of the Executive Committee may be removed from office, with or without cause, by resolution adopted by a majority of the full Board of Directors then in office. So far as practicable, the provisions of these bylaws relating to the calling, noticing, and conduct of meetings of the Board of Directors shall govern the calling, noticing, and conduct of meetings of the Executive Committee.

Section 2. Standing Committees. The Board of Directors may establish various committees and appoint members of the Synagogue to serve on these committees to conduct those activities as may be directed by the Board from time to time. Committee members shall be appointed for a term of one year and may be reappointed for unlimited consecutive terms. The current committees of the Congregation established by the Board of Directors as of the date of the adoption of these bylaws include, but are not necessarily limited to: (1) a Finance and Fundraising Committee, of which the Treasurer is an ex-officio member; (2) Education Committee; (3) Social Action Committee; (4) Chai (Ritual and Special Programs) Committee; (5) Cemetery Committee; (6) Security Committee; (7) Building Committee; (8) Governance Committee; (9) Rabbi's Advisory Committee; (10) Sustainability Committee; and (11) Sunshine Committee. The President(s) is an ex-officio member of all standing committees.

ARTICLE X

Officers

Section 1. Number. The officers of the Congregation shall include (1) a President and a Vice-President, or (2) two Co-Presidents with or without a Vice President; a Secretary; and a Treasurer. The officers shall be elected by the Board of Directors for a term of one (1) year. Officers may be re-elected for a maximum of two (2) additional one-year terms. The Treasurer and Secretary may serve a maximum of eight (8) consecutive terms.

Section 2. When Chosen. The Board of Directors at its annual meeting shall elect the officers, who must be a current Director in order to be appointed as an officer.

Section 3. Additional Officers. The Board of Directors may appoint such other officers and

agents as it shall deem necessary. These officers and agents shall hold their offices for such terms and shall exercise such powers and perform such duties as shall be determined from time to time by the Board of Directors.

Section 4. Vacancies, Term, and Removal. The officers of the Congregation shall hold office until their successors are chosen. Any officer may be removed by the same process as set forth for Directors in Article VII, Section 3. Any vacancy occurring in any office of the Congregation may be filled by the Board of Directors.

Section 5. President. The President (or Co-Presidents) shall be the chief executive officer(s) of the Congregation. The President (or one of the Co-Presidents) shall preside at all meetings of the members and of the Board of Directors, shall have the general and active management of the business of the Congregation, including without limitation the appointment of all committees, and shall see that all orders and resolutions of the Board of Directors are carried into effect. If there are Co-Presidents, one President shall, in the absence of or in the case of disability of the other President, perform the duties and exercise the powers of the President on their own. The President (or Co-Presidents) shall be an ex-officio member of all of the Congregation's committees.

Section 6. Vice President. The Vice President shall assist the President (or Co-Presidents) in their duties. If there is one President, the Vice President shall, in the absence of or in the case of the disability of the President, perform the duties and exercise the powers of the President and shall perform such other duties and have such other powers as the Board of Directors may from time to time prescribe.

Section 7. Secretary. The Secretary shall keep the records of all members' meetings. The Secretary shall attend all meetings of the Board of Directors and record all the proceedings of the Board of Directors, shall give notice of special meetings of the Board of Directors, and shall perform like duties for the Executive Committee, if applicable. The Secretary shall perform such other duties as may be prescribed from time to time by the Board of Directors or President(s), under whose supervision the Secretary shall be, and shall have such other powers and duties as are prescribed by law or by the Board of Directors.

Section 8. Treasurer. The Treasurer shall have the custody of the Congregation funds and securities and shall keep full and accurate accounts of receipts and disbursements in books belonging to

the Congregation, and shall deposit all moneys and other valuable effects in the name and to the credit of the Congregation in such depositories as may be designated by the Board of Directors. The Treasurer shall disburse the funds of the Congregation as ordered by the Board of Directors, and shall render to the President and the Board of Directors, at the regular meetings, or when the Board of Directors otherwise requires, an account of all transactions carried out as Treasurer and of the financial condition of the Congregation.

ARTICLE XI

Dissolution

In the event of dissolution of the Congregation, all assets of the Congregation remaining after payment of all liabilities shall be distributed to such associations, societies, or organizations, as determined by the Board of Directors, which are engaged in activities substantially similar to those of this Congregation and which qualify as exempt organizations under Section 501 (c) (3) of the Internal Revenue Code, as amended.

ARTICLE XIII

Indemnification

Section 1. Basic Indemnification. Any person who is made a party or is threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative, by reason of the fact that the person is or was a director, officer, employee, or agent of the Congregation, or is or was serving at the request of the Congregation as a Director, officer, employee, or agent of another organization, corporation, partnership, joint venture, trust, or other entity, may be indemnified by the Congregation against expenses, including reasonable attorneys' fees, judgments, fines, and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit, or proceeding; provided, however, that no indemnification shall be provided for any person with respect to any matter as to which he or she shall have been finally adjudicated in any action, suit, or proceeding not to have acted in good faith, or in the reasonable belief that his or her action was in the best interests of the Congregation or, with respect to any criminal action or proceeding, had reasonable cause to believe that his or her conduct was unlawful. The termination of any action, suit, or proceeding by judgment, order, or conviction adverse

to such person, or by settlement or a plea of nolo contendere or its equivalent, shall conclusively determine that such person did not act in good faith, or in the reasonable belief that his or her action was in the best interests of the Congregation, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his or her conduct was unlawful.

Section 2. Indemnity Against Expenses. Any provision of these bylaws to the contrary notwithstanding, to the extent that a director, officer, employee, or agent of the Congregation has been successful on the merits or otherwise in defense of any action, suit, or proceeding referred to in Section 1 above, or in defense of any claim, issue, or matter therein, he or she must be indemnified against expenses, including reasonable attorneys' fees, actually and reasonably incurred by him or her in connection therewith, to the extent that indemnification will not jeopardize the viability of the Congregation. Any such person may enforce the right of indemnification granted by these bylaws by a separate action against the Congregation, if an order for indemnification is not entered by a court in the action, suit, or proceeding in which he or she was successful on the merits or otherwise.

Section 3. Indemnification Made by the Congregation. Any indemnification under Section 1 hereof, unless ordered by a Court, shall be made by the Congregation only as authorized by the specific case upon a determination that indemnification of the director, officer, employee, or agent is proper in the circumstances because that person has satisfied the applicable standard of conduct set forth in Section 1. Such determination shall be made by the Board of Directors by a majority vote of a quorum consisting of Directors who were not parties to such action, suit, or proceeding, or if such a quorum is not obtainable, or even if obtainable, if a quorum of disinterested Directors so directs, by independent legal counsel in a written opinion. Any such determination, once made by the Board of Directors, may not be revoked by the Board of Directors, and upon the making of such determination by the Board of Directors, the Director, officer, employee, or agent may enforce the indemnification against the Congregation by a separate action notwithstanding any attempted or actual subsequent action by the Board of Directors.

Section 4. Expenses Incurred in a Civil or Criminal Action. Expenses incurred in defending a civil or criminal action, suit, or proceeding may be paid by the Congregation in advance of the final disposition of such action, suit, or proceeding as authorized by the Board of Directors in the manner provided in Section 3 above, upon a promise by or on behalf of the director, officer, employee, or agent

to repay such amount, unless it ultimately is determined that he or she is entitled to be indemnified by the Congregation as authorized in these bylaws.

Section 5. Provisions of Indemnification. The indemnification provided in these bylaws for any person shall not be deemed exclusive of any other rights to which such person may be entitled under any other bylaw, agreement, vote of disinterested Directors, or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office, and shall continue as to any such person who has ceased to be a director, officer, employee, or agent, and shall inure to the benefit of the heirs, executors, and administrators of such person.

Section 6. Insurance. The Board of Directors may authorize the purchase and maintenance, at the expense of the Congregation, of insurance on behalf of any person who is or was a director, officer, employee, or agent of the Congregation, or is or was serving at the request of the Congregation as a director, officer, employee, or agent of another association, partnership, joint venture, trust or other enterprise against any liability asserted against or incurred by him or her in any such capacity, or arising out of his or her status as such, whether or not the Congregation would have the power to indemnify that person against such liability under the provisions of these bylaws, or otherwise.

ARTICLE XIV

Fiscal Year

The fiscal year of the Congregation shall begin July 1 and end June 30 of the following year.

ARTICLE XV

Execution of Documents

All contractual documents to be executed by the Congregation including deeds, mortgages, leases, promissory notes, checks, or other instruments, shall be executed by the President, a single Co-President, or the Treasurer on behalf of the Congregation, or as stated by specific resolution of the Board of Directors.

ARTICLE XVI

Amendments

The Board of Directors shall have the power to alter, amend, or repeal these bylaws or the Certificate of Organization, and to adopt new bylaws or an Amended Certificate of Organization, provided that the notice of any regular or special meeting at which such action is to be taken shall either set out the text of the proposed new Certificate, bylaw, amendment, or bylaw to be repealed, or summarize the changes to be effected by such adoption, amendment, or repeal, and provided further that the members of the Synagogue by a two-thirds vote may amend or repeal a bylaw provision adopted by the Board of Directors, in which case the Board of Directors may not, for two years thereafter, amend or readopt the bylaw provision amended or repealed by the members.

Approved: November 20, 1994

Amended: August 19, 2009

Amended: October 12, 2022

Signature of officer/director

Signature of officer/director

Print Name and Title

Print Name and Title

Date

Date