

BY-LAWS

OF

Kehillah, Inc.

#### ARTICLE I – NAME

The Congregation shall be known as KEHILLAH.

#### ARTICLE II – PURPOSE

Kehillah (the Hebrew for “community”) is a Jewish congregation with a bold and creative approach to Judaism. The congregation will be a source of spiritual and intellectual inspiration. The congregation emphasizes the Jewish tenets of inclusion and caring for others. At Kehillah, people matter.

The religious tenets of Kehillah, a Jewish congregation, are as follows:

- a. People matter.
- b. Judaism is a great way of caring for others.
- c. We are responsible for providing spiritual, social and intellectual experiences that inspire.

Kehillah is organized exclusively for charitable, religious, educational, and scientific purposes under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes described in section 501(c)(3). No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

This organization was incorporated under the laws of the Commonwealth of Virginia.

#### ARTICLE III – BOARD OF TRUSTEES

Section 1: The Administration of the affairs of the Congregation shall be vested in the Board of Trustees (also known as the Board). The Board shall have the responsibility for, but shall not be limited to:

- a. Management of the affairs, funds, property and records of the Congregation;
- b. Adopting the annual budget; and
- c. Engaging and overseeing the professional staff.

Section 2: The Board shall consist of a minimum of three (3) persons and a maximum of five (5) persons. Board Members must avow belief in the Jewish religion as articulated in ARTICLE II of the Bylaws and be active participants in good standing of the Congregation for at least one (1) year prior to nomination. The policies of the Board will be as follows:

- a. The purpose of the Board's activities must be for the benefit of the Congregation.
- b. If the Board fails to meet the requirements of obtaining or maintaining a Board seat, or in the event their seat on the Board becomes vacant, then the seat shall remain vacant.

Section 3: Board Members will be elected to two (2) year terms. The President will accept nominations for Board Members from the Board and will present a slate to the Board at the annual meeting. The Board will vote on the slate at the annual meeting.

Section 4: Any vacancy on the Board, including officers and past Presidents, shall be filled by a majority vote of the remaining Board members, following notification of the vacancy to the Board. Any member of the Board may make nominations. If a vacancy occurs during a Board Member's term, the Board may, at its option, nominate and appoint an interim Board Member to fulfill the vacating Board Member's term; such vacancy may be filled at a regularly scheduled Board Meeting.

Section 5: Two-thirds of the Board of Trustees being present shall constitute a quorum. All decisions shall be by majority vote unless otherwise specified in these By-Laws.

Section 6: Any member of the Board who is absent without valid excuse for three (3) regularly scheduled Board meetings, or for just cause (as determined within the discretion of the Board), may be removed from the office upon a unanimous vote of the Board.

Section 7: Regular meetings of the Board shall be held at least bi-monthly.

Section 8: Special meetings of the Board may be called by the President or by forty (40%) of the Board members. The notice to the Board of the meeting shall include the items to be discussed.

Section 9: There shall be no limit to the consecutive terms of Board members.

## ARTICLE V – OFFICERS

Section 1: The officers of the Congregation shall be as follows: President, Vice-President, Secretary. Additional officers of Treasurer and Advisor may be added.

Section 2: The President shall preside at all meetings of the Congregation and Board of Trustees, decide all questions of order, appoint all committees, call Special Meetings of the Congregation, call special meetings of the Board of Trustees, be an ex-officio member of all committees and make an annual report of the activities of the Board of Trustees and of the status of the Congregation at its Annual Meeting. He/She shall also perform all other duties as are consistent with the Office of President.

Section 3: The Vice-President shall act for the President in case of the absence or disability of the President with the Vice-President having priority, and shall devote special emphasis to assist the President in the monitoring and cognizance of activities of the Congregation, and shall perform such other duties as the President may delegate.

Section 4: The Board Secretary shall be the custodian of the current books and records of the Congregation and the Board, and shall take minutes at all meetings of the Board of Trustees. The Secretary shall also be responsible for sending out notices of meetings and perform all other duties incident to the office.

Section 5: The Treasurer shall be the custodian of all the funds of the Congregation. The Treasurer shall receive all funds and shall be the disbursing agent of the Congregation as authorized by the Board of Trustees. The Treasurer shall report the financial condition of all Congregational funds monthly to the Board of Trustees and annually to the Congregation. The Board of Trustees shall designate the bank or banks for the deposit of Congregational funds. The Treasurer shall also perform all other duties incident to the office. **In the event that the office of Treasurer is vacant, the President shall serve that office.**

Section 6: The Advisor shall serve in the event that the Board believes support is needed in the Congregation's special projects. The role of the Advisor shall be established by the Board on an as needed basis.

### ARTICLE III – MEETINGS

Section 1: Meetings shall be held at a date and time to be fixed by the Board with written notice being given to each Board member at least three (3) days in advance of the meeting.

Section 2: At meetings, reports shall be submitted by the President, Vice President and such other Officers and others as may be requested to do so by the Board. There also shall be elections of Officers and Board members should there be open positions.

Section 3: A quorum for any meeting shall be two-thirds of all Board members being present.

### ARTICLE VII – RABBI

Section 1: A Rabbi shall occupy the pulpit of the Congregation. Rabbi may also serve as President of the Board.

Section 2: All candidates for the position of Rabbi shall be interviewed by the Board of Trustees.

Section 3: A Rabbi shall be approved by the Board of Trustees.

Section 4: The Rabbi shall be the spiritual leader of the Congregation and shall enjoy freedom of the pulpit. The Rabbi may seek the advice and guidance of the Board in the performance of his/her duties. Rabbi will also serve as Executive Director of the Congregation managing day-to-day operations and the budget of the Congregation.

Section 5: The Rabbi shall perform such duties as are contained in the employment contract between the Rabbi and the Congregation.

Section 6: The decision to renew the contract of the Rabbi shall be made by a vote of the Board of Trustees.

Section 7: The Rabbi shall perform such other duties as are properly assigned to him/her by the Board of Trustees and such other duties and activities as are usual, customary and consistent with the terms of his/her contract.

### ARTICLE VIII – AMENDMENTS

Section 1: Amendments to the By-Laws may be proposed by the Board of Trustees by a vote of two-thirds (2/3) of the Board members present and voting at any Board meeting in accordance with Section 3 of this Article.

Section 2: Amendments proposed in accordance with this Article shall become effective upon approval by two-thirds (2/3) of the board members present and voting at the meeting, following the board meeting at which the proposed amendment(s) is/are considered.

#### ARTICLE IX – MISCELLANEOUS

Section 1: The fiscal year shall be from July 1 through June 30.

Section 2: Robert's Rules of Order shall govern Rules of procedure at meetings.

Section 3: The Congregation shall indemnify any Board member(s) acting within the course and scope of their capacity absent insurance coverage for the act.

#### Article XI -- DISSOLUTION CLAUSE

Upon the dissolution of this organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose.