

AMENDED AND RESTATED BY-LAWS OF INDIANAPOLIS HEBREW  
CONGREGATION. INC. (the "Congregation" or "Temple")

The Indianapolis Hebrew Congregation, established in 1856 and incorporated on April 18, 1984, as the Indianapolis Hebrew Congregation, Inc., finding it necessary to amend and restate its By-Laws, hereby adopts the following revised By-Laws for its future governance.

ARTICLE I

Name

The corporate name of the Congregation is Indianapolis Hebrew Congregation, Inc., and the Congregation's principal office and place of worship is located at 6501 N. Meridian Street, Indianapolis, Indiana 46260. Its registered agent for service of process is the Executive Director of the Congregation.

ARTICLE II

Members

Section 1. Any person of the Jewish faith eighteen (18) years of age or older, any family of at least one Jewish spouse or domestic partner, or any household with at least one Jewish person, may be elected to membership in the Congregation on such terms and conditions as the Temple Board of Directors (the "Temple Board") may from time to time prescribe. A person who, though not being a member of the Jewish faith, wishes to allow their child(ren) to be raised in the Jewish faith and/or instructed in the Congregation religious school may become a member of the Congregation on such terms and conditions as the Temple Board may from time to time prescribe. Each adult (up to a maximum of two from the same family or household) will be considered an individual voting member of the Congregation so long as they are in good standing. "Good standing" means that all financial obligations to the Congregation are current, according to the policies of the Congregation, as they may be amended from time to time, and its financial records.

Section 2. Death or divorce within a family or household will not terminate the membership of the surviving or remaining person(s) in the family or household.

Section 3. All members are responsible for financial support of the Congregation. Members shall pay dues, assessments, annual commitments, and other fees, at the time and in the manner as then prescribed by the Temple Board.

Section 4. Members' children, who are either less than twenty-two (22) years of age, or are full-time students, are entitled to all membership privileges, except voting at Congregational meetings and serving as an officer or an elected member of the Temple Board.

Section 5. Except as otherwise provided in this Article II and other Congregation written policies, all members in good standing shall have the following rights and privileges:

- (a) To attend worship services, subject to rules and regulations prescribed by the Temple Board.
- (b) To have their children instructed in the Congregation religious school.
- (c) To purchase cemetery space for themselves and family in the Congregational cemeteries.
- (d) To vote at Congregational meetings.

Section 6. Any member not in good standing (as determined in accordance with rules prescribed by the Temple Board) may be deprived of the rights of membership in accordance with rules and procedures prescribed by the Temple Board. The Temple Board may reinstate the member under such rules and procedures as the Temple Board may prescribe.

Section 7. Without regard to whether a member is in good standing, the membership of a member of the Congregation may be terminated involuntarily by a vote of seventy-five (75%) per cent of the members of the Temple Board. Involuntary termination of membership or resignation from membership will not relieve a member from payment of any obligation due the Congregation, nor will it entitle a member to reimbursement for annual commitments, assessments or other payments already made by the member.

Section 8. Individual members of the Congregation shall have no responsibility or liability, solely by reason of such membership, for the debts and obligations of the Congregation.

### ARTICLE III

#### Temple Board

Section 1. The Temple Board will govern and administer the affairs of the Congregation, with day to day operations handled by the Executive Director and/or Senior Rabbi; oversee its revenue, expenditures, and property; fix the compensation of the rabbis, cantor, and professional staff, except as may be delegated by the Temple Board; and take such other actions as, in its judgment, are in the best interests of the Congregation.

Section 2. Only members of the Congregation in good standing are entitled to be elected or appointed to the Temple Board of Directors, and only members of the Jewish faith who are members of the Congregation in good standing are entitled to be elected or appointed to be officers of the Congregation. The composition of the Temple Board must be no less than two-thirds (2/3) members of the Jewish faith. No member of the Congregation will be eligible to serve on the Temple Board if they or their spouse, domestic partner, or immediate family member is employed by the Congregation except as a religious school teacher.

Section 3. The Temple Board will consist of eighteen (18) elected members chosen by the Congregation, as provided in Section 4 of this Article; together with a duly appointed or elected representative of each of the Temple Brotherhood, Temple Sisterhood, Indianapolis Federation of Temple Youth (IFTY), the immediate Past-President of the Congregation and the elected or appointed representative of such other and successor organizational arms as the Temple Board may determine appropriate. Each such elected or appointed director shall have one (1) vote. The Temple Board may appoint additional non-voting members of the Temple Board as deemed appropriate. The Senior Rabbi and the Executive Director of the Congregation during the terms of their respective employment by the Congregation shall be non-voting, ex officio members of the Temple Board.

Section 4. There shall be created a Nominating Committee whose Chairperson shall be chosen by the current President. The presumed Chairperson is the Immediate Past President of the Congregation. The Chairperson will select the members of the Nominating Committee, which shall include two (2) members of the Temple Board who are not officers and two (2) additional members of the Congregation who are not officers, nor Temple Board members. At the Annual Meeting of the Congregation, the Nominating Committee will present a slate of candidates sufficient to create an eighteen (18) member Temple Board. If the person nominated to be President qualifies for that position under Article IV Section 2 (serving after two consecutive three (3) year terms), then they do not count against the slate of eighteen (18). If the previous year's President will not serve in the subsequent year, then the Nominating Committee will include its nominee for President in the slate of candidates presented at the Annual Meeting. The President shall be elected to serve a two (2) year term. The slate will be included in the notice of the Annual Meeting.

Section 5. No person will be eligible to succeed themselves as an elected member of the Temple Board after they have served two (2) consecutive elected terms of three (3) years each, except as provided in Article IV Section 2.

Section 6. The seat of any member of the Temple Board who has been absent for three (3) meetings in a twelve (12) month period may be declared vacant on the favoring vote of two-thirds (2/3) of all the elected Temple Board members present at any Temple Board meeting, so long as such Director is notified five (5) days prior to such meeting of its time, place and purpose. In the event that a Director ceases to be a member of the Congregation in good standing, the Temple Board seat of such member will be declared vacant and that person shall cease to be a member of the Temple Board. If such Temple Board member was an appointed Temple Board member, the organization that appointed such Temple Board member shall appoint the replacement. Any vacancy on the Temple Board of an elected Director created by death, incapacity, resignation or removal of an elected Director shall be filled by the remaining elected Directors, who shall elect an eligible member of the Congregation to serve the remainder of the unexpired term of the vacated seat. Any portion of a three year term served by a Director shall count as though the entire term was served by that Director.

Section 7. The Temple Board will hold at least six (6) regular meetings during each fiscal year. The President may call special meetings of the Temple Board, or as may be requested in writing from time to time by not less than five (5) members of the Temple Board. Not less than five (5) days written or electronic notice will be given to each Temple Board member of the date

of a regular meeting and not less than three (3) days prior notice of a special meeting. Any notice of a special meeting shall state the time, place and purpose of the meeting, and no business will be transacted at a special meeting except as specified in such notice. Unless otherwise required by applicable law, the Articles of Incorporation, or these By-Laws, the Temple Board will act by the majority vote of the Directors present.

Section 8. Any member of the Congregation, who is in good standing, may attend a regular or special meeting of the Temple Board, with or without invitation; provided, however, any guest at such meeting will not participate in the deliberations without the consent of the Temple Board. The Temple Board may conduct executive sessions, at which time only Temple Board members, the Senior Rabbi, the Executive Director, and others specifically invited by the President, can be in attendance. The President may also choose to exclude the Senior Rabbi or the Executive Director when a topic specifically relates to their respective roles, and attendance would not be appropriate.

Section 9. The presence of at least ten (10) of the elected Directors shall constitute a quorum for the transaction of business at any regular or special Temple Board meeting. Any member of the Temple Board of Directors may participate in a meeting of the Temple Board by means of a conference call or similar means of communications by which all persons participating in the meeting can communicate with each other, and participation in this manner constitutes presence in person at the meeting.

Section 10. Except as provided in Article IV, Section 2, the term of each elected Director will be for a period of three (3) years. At least six (6) Directors will be elected at each Annual Meeting of the Congregation.

Section 11. A proposal to enter into any contract for the purchase, sale, alienation, or encumbering of real estate owned by the Congregation, shall require the affirmative vote of not less than two-thirds (2/3) of the Directors. Any proposal for the purchase, sale, alienation, or encumbering of real estate owned by the Congregation must then be submitted to the membership of the Congregation for approval by a majority of members present at an annual or special meeting of the members, notice of which spells out the proposal and the recommendation of the Temple Board relating thereto.

Section 12. In order to carry out the purposes of the Congregation, the Temple Board shall approve an annual budget for the operation of the Congregation.

Section 13. The Temple Board shall adopt a Conflict of Interest Policy applicable to members of the Temple Board and officers, and will review and revise it periodically, as prudent and appropriate.

Section 14. No officer, employee, or Temple Board member shall take any action or carry on any activity by or on behalf of the Congregation which action is prohibited by Section 501(c)(3) of the Internal Revenue Code, as amended, and its rules and regulations pertaining thereto, or prohibited by Section 170(c)(2) of the Internal Revenue Code, as amended.

Section 15. Any action required to be taken at a meeting of the Temple Board may be taken without a meeting if a written consent to such action setting forth the action to be taken is obtained

from that number of Directors that would have been required for the passage of such action had a meeting been held. Thereafter, such consent shall become a part of the official records to the same extent and effect as if such matter had been adopted at a meeting of the Temple Board. For the purposes of this Section, a Director may indicate his/her vote or consent by facsimile or electronic communication.

Section 16. No member of the Temple Board of Directors will receive any remuneration from the operations of the Congregation for their service as a Temple Board member.

## ARTICLE IV

### Officers

Section 1. The officers of the Congregation will consist of a President, two (2) Vice-Presidents, a Secretary, and a Treasurer. At the first meeting of the Temple Board following the Annual Meeting of the Congregation, officers of the Congregation shall be selected by the Temple Board from among the elected Directors. Each of the officers selected at this meeting may serve up to two (2) one (1) year terms, and one of the Vice-Presidents may, at the option of the Temple Board, be selected as President-elect. If so selected, it is anticipated that such person be elected President of the Congregation at the conclusion of the term of the then current President.

Section 2. If a member of the Temple Board is in the last year of their second consecutive term, they remain eligible to be elected President or President-elect; and their term may be extended for a maximum of three (3) additional years so that such person may serve as President, if elected. In such event, such person shall be eligible to vote on all matters properly coming before the Temple Board and shall have all the other perquisites of office.

### Section 3. Election of Officers

a. Following the election of Directors and President at the Annual Meeting, the President will convene the Nominating Committee established in Article III, Section 4 to create a slate of officer nominees other than President, for consideration by the Temple Board. The nominating committee may include in the slate a nominee for President-Elect who has already served two (2) consecutive three (3) year terms, for the sole purpose of serving as President-Elect for a one year term.

b. The Nominating Committee will report to the President, and the report will be included in the notice of the first Temple Board of Directors meeting following the Annual Meeting. Additional nominations may be made at the Temple Board Meeting

c. The Nominating Committee may recommend more than one candidate for any office.

d. Temple officers other than the President will be elected by the Temple Board at the first Temple Board of Directors meeting following the Annual Meeting.

e. The Temple Board shall select one (1) sitting officer of the Temple Board to serve on the Indianapolis Hebrew Congregation Foundation Board for a two (2) year term. Three (3) non-officer members of the Temple Board shall be appointed by the Temple Board to serve two (2) years terms on the Foundation Board. In 2018, the Temple Board shall appoint the four members to serve on the Foundation Board as stated in this subsection (e), with the sitting officer and one (1) of the remaining three (3) appointments having an initial two (2) year term and the other two (2) appointees having one (1) year terms. Commencing in 2019 and in each subsequent year, the Temple Board shall appoint two (2) members to the Foundation Board, having two (2) year terms each (with one (1) of the two (2) being a sitting officer of the Temple Board when the prior such appointee's term ends).

Section 4. In the event a vacancy shall occur among the officers by reason of death, incapacity, resignation or removal of such officer as a Director, the officers shall nominate a replacement and report to the Board its nominee of one or more qualified successors for each such office. Thereafter, the Board at its next meeting shall elect a successor to serve for the balance of the vacated term.

Section 5. The President will preside at all meetings of the Congregation and of the Temple Board, and will have the authority to perform all duties customarily performed by the President of a congregation, and such other duties as may be specifically prescribed by the Board.

Section 6. In the event the President is unable temporarily to serve or continue to serve, the President-elect will assume all the duties and responsibilities of the President until the elected President is able to resume their office. If there is no designated President-elect, the Temple Board may designate one of its other officers to assume all the duties and responsibilities of the President until the elected President is able to resume their office.

Section 7. The Secretary (or the Executive Director of the Congregation on their behalf) will transmit all notices for meetings, supervise the keeping of a true record of all meetings of the Congregation and of the Temple Board of Directors and the Executive Committee and perform other such duties as the office demands and as may be required of them by the Temple Board of Directors

Section 8. Under such terms and conditions as the Board may prescribe from time to time, the Treasurer will monitor all financial operations and assets of the Congregation; provided, however, this clause shall not be interpreted to include assets and jurisdiction over property currently or hereafter titled in the Indianapolis Hebrew Congregation Foundation.

## ARTICLE V

### Committees

Section 1. There shall exist an Executive Committee that consists of all the officers of the Congregation and the immediate past-president. The Senior Rabbi and the Executive Director shall be ex officio non-voting members. Each member of the Executive Committee shall have one vote. The Executive Committee shall have the authority to govern and administer the affairs of the

Congregation during an emergency arising between Temple Board meetings. The President, or, if the President is unavailable, the President-elect (if any), shall determine the presence of such an emergency. Any action taken, or a determination not to act, shall be submitted to the Temple Board for ratification at its next meeting.

Section 2. The Temple Board shall create and the President shall appoint the Chair of the Cemetery committee, and other committees at the Temple Board's discretion, such as:

- (a) Worship and Practices
- (b) Membership/Annual Commitment
- (c) Fundraising and Fund Development
- (d) Education
- (e) Programming
- (f) Physical Facilities and Risk Management
- (g) Budget/Finance
- (h) Social Justice
- (i) Strategic Planning
- (j) Governance

Section 3. The Temple Board shall reexamine from time to time the need for continuation of any Committee created hereunder. On a finding of no need, the Committee may be dissolved.

Section 4. The President may create such other ad hoc committee(s) or task force(s) as they shall consider necessary or appropriate from time to time, and determine its members and the number thereof.

Section 5. Each Standing Committee, ad hoc committee and task force will do each of the following:

- a. Establish and comply with accounting controls as determined by the Temple Board of Directors.
- b. Keep minutes of its meetings and other records and provide copies of those minutes and records to the Executive Director in a timely fashion.
- c. Provide reasonable notification of all meetings to the members of the committee or task force.

d. Spend monies of the Congregation only (i) to the extent expressly authorized by the Temple Board of Directors, or (ii) in accordance with the written policy governing a named or unnamed fund.

Section 6. Any member of the Congregation in good standing is eligible to serve as a member of any Standing Committee, ad hoc committee, or task force.

## ARTICLE VI

### Professional Staff

Section 1. Only the Temple Board has the authority to employ, discharge, remove, retire, or extend the contract term of any rabbi, cantor, or other clergy of the Congregation or the Executive Director of the Congregation. An affirmative vote of not less than two-thirds (2/3) of the Temple Board members in attendance at the meeting shall be required.

Section 2. Each member of the professional staff will perform all duties incumbent on and in accordance with their job description.

Section 3. The Executive Director must sign bank checks, absent any other rule prescribed by the Temple Board.

Section 4. Only the Executive Director may enter into and sign contracts on behalf of the Congregation, absent any other rule prescribed by the Temple Board.

## ARTICLE VII

### Fiscal Year

The fiscal year of the Congregation shall be determined by the Temple Board of Directors.

## ARTICLE VIII

### Meetings of the Congregation

Section 1. The Annual Meeting of the Congregation will be held during April or May of each year on a day to be determined by the Temple Board. Notice of the Annual Meeting will be transmitted to all members of the Congregation at least twenty-one (21) days prior to the date of the meeting and such notice shall make available a proposed agenda, the text of any proposed amendments or additions to the Articles of Incorporation and/or By-Laws, and a report of the Nominating Committee. Fifty (50) members present shall constitute a quorum for the transaction of business.

Section 2. The first meeting of the Temple Board of Directors following the Annual Meeting of the Congregation will be held within thirty (30) days after the Annual Meeting, but will not be held on the same night as the Annual Meeting.

Section 3. Meetings of the Congregation and meetings of the Board and Executive Committee shall be conducted at all time in accordance with Robert's Rules of Order, Revised. In exceptional circumstances, and by the majority vote of all members present, compliance with this section may be waived for the particular matter, and for no other matter.

Section 4. Any five (5) members of the Congregation in good standing may make additional nominations to the Temple Board by transmitting in writing to the Executive Director at any time prior to ten (10) business days before the Annual Meeting, a nomination signed by each of the five nominating members. The Executive Director shall transmit a complete list of any such persons nominated in this fashion to all the members of the Congregation at least five (5) business days before the Annual Meeting.

Section 5. Special meetings of the Congregation may be called by the President at the request of the Temple Board or on the written application of twenty (20) members in good standing transmitted to the Executive Director. Written or electronic notice of a special meeting of the Congregation specifying the time, place and purpose of the meeting shall be transmitted to the members of the Congregation at least ten (10) days prior to the date of the meeting. Fifty (50) members present shall constitute a quorum for the transaction of business. Only items included in the notice shall be considered at the meeting

## ARTICLE IX

### Cemetery

The Congregation shall own and maintain one or more cemeteries in the name of the Indianapolis Hebrew Congregation, Inc., administered under policies, rules and regulations adopted by the Temple Board from time to time.

## ARTICLE X

### Gifts

Any gift of personal or real property (exclusive of cemetery property) with a fair market value at the time of the gift in excess of Five Thousand Dollars (\$5,000.00) shall be deeded, titled or otherwise turned over to the Indianapolis Hebrew Congregation Foundation, Inc., to be used and/or invested solely for the benefit of the Congregation, pursuant to the Restated and Amended Articles of Incorporation and the Amended and Restated By-Laws of the Indianapolis Hebrew Congregation Foundation, Inc., except as the Temple Board may otherwise determine on a case by case basis.

This provision shall not be construed to apply to a gift specifically designated by the donor to be given to Indianapolis Hebrew Congregation, Inc.

## ARTICLE XI

### Indemnification

Section 1. Indemnification by the Congregation. To the extent not inconsistent with applicable law, every person (and the heirs and personal representatives of such person) who is or was a director, officer, employee, rabbi, cantor, or agent of the Congregation shall be indemnified by the Congregation against all liability and reasonable expense that may be incurred by him or her in connection with or resulting from any claim, action, suit, or proceeding (a) if such person is wholly successful with respect thereto or (b) if not wholly successful, then if such person is determined (as provided in Section 3 of this Article) to have acted in good faith, in what he or she reasonably believed to be the best interests of the Congregation (or, in any case not involving the person's official capacity with the Congregation, in what he or she reasonably believed to be not opposed to the best interests of the Congregation), and, with respect to any criminal action or proceeding, is determined to have had reasonable cause to believe that his or her conduct was lawful (or no reasonable cause to believe that the conduct was unlawful). The termination of any claim, action, suit, or proceeding by judgment, settlement (whether with or without court approval), or conviction, or upon a plea of guilty or of nolo contendere or its equivalent, shall not create a presumption that a person did not meet the standards of conduct set forth in this Article.

### Section 2. Definitions.

- (a) As used in this Article, the phrase "claim, action, suit, or proceeding" shall include any threatened, pending, or completed civil, criminal, administrative, or investigative action, suit, or proceeding and all appeals thereof (whether brought by or on behalf of the Congregation, or otherwise), whether formal or informal, in which a person (or his or her heirs or personal representatives) may become involved, as a party or otherwise:

- By reason of his or her being or having been a director, officer, employee, rabbi, cantor, or agent of the Congregation; or
- By reason of his or her acting or having acted in any capacity in the Congregation, partnership, joint venture, association, trust, or other organization or entity where he or she served as such at the request of the Congregation; or
- By reason of any action taken or not taken by him or her in any such capacity, whether or not he or she continues in such capacity at the time such liability or expense shall have been incurred.

(b) As used in this Article, the terms “liability” and “expense” shall include, but shall not be limited to, counsel fees and disbursements and amounts of judgments, fines, or penalties against, and amounts paid in settlement by or on behalf of, a person.

(c) As used in this Article, the term “wholly successful” shall mean:

- The termination of any action, suit, or proceeding against the person in question without any finding of liability or guilt against him or her;
- Approval by a court, with knowledge of the indemnity provided in this Article, of a settlement of any action, suit, or proceeding; or
- The expiration of a reasonable time after the making of any claim or threat of any action, suit, or proceeding without the institution of the same, without any payment or promise made to induce a settlement.

Section 3. Entitlement to Indemnification. Every person claiming indemnification under this Article (other than one who has been wholly successful with respect to any claim, action, suit, or proceeding) shall be entitled to indemnification if (a) special independent legal counsel, which may be regular counsel of the Congregation or any other disinterested person or persons, in either case selected by the Board of Directors, whether or not a disinterested quorum exists (such counsel or person or persons being hereinafter called the “referee”), shall deliver to the Congregation a written finding that such person has met the standards of conduct set forth in Section 1 of this Article and (b) the Board of Directors, acting upon such written finding, so determines. The person claiming indemnification shall, if requested, appear before the referee and answer questions that the referee deems relevant and shall be given ample opportunity to present to the referee evidence upon which he or she relies for indemnification. The Congregation shall, at the request of the referee, make available facts, opinions, or other evidence in any way relevant to the referee’s findings that are within the possession or control of the Congregation.

Section 4. Relationship to Other Rights. The right of indemnification provided in this Article shall be in addition to any rights to which any person may otherwise be entitled.

Section 5. Extent of Indemnification. Irrespective of the provisions of this Article, the Board of Directors may, at any time and from time to time, approve indemnification of directors, officers, employees, clergy, agents, or other persons to the fullest extent permitted by applicable law, or, if not permitted, then to any extent not prohibited by such law, whether on account of past or future transactions.

Section 6. Advancement of Expenses. Expenses incurred with respect to any claim, action, suit, or proceeding may be advanced by the Congregation (by action of the Board of Directors, whether or not a disinterested quorum exists) prior to the final disposition thereof upon receipt of an undertaking by or on behalf of the recipient to repay such amount unless he or she is entitled to indemnification.

Section 7. Purchase of Insurance. The Board of Directors shall purchase (or have purchased) insurance coverage reasonably designed to cover the Congregation's liabilities and obligations under this Article and insurance protecting the Congregation's directors, officers, employees, clergy, agents, or other persons.

## ARTICLE XII

### Dissolution of the Congregation

The Congregation may be dissolved only by the affirmative vote of a majority of those members in good standing present at a special meeting of the Congregation duly called for such purpose in accordance with these By-Laws. Should the members of the Congregation elect to dissolve the Congregation, a Special Committee will be appointed from the Congregation's membership by the President, or if they are unable or elects not to so act, by the highest ranking officer available and willing, to wind down the affairs of the Congregation, including determining the appropriate distribution of the Congregation's sacred items. The Special Committee shall pay from the Congregation's available assets, the Congregation's liabilities as determined valid by the Special Committee and dispose of the remaining assets of the Congregation. Any distribution of assets shall be accomplished by the Special Committee in such a manner and to such organizations as are organized and operated exclusively for charitable, educational, or religious purposes and that qualify or have qualified as exempt organizations under section 501(c)(3) of the Internal Revenue Code, as amended. Any assets not distributed by the Special Committee shall be distributed to organizations with purposes similar to that of the Congregation by a court of appropriate jurisdiction of the county in which the principal office of the Congregation is then located.

## ARTICLE XIII

### Amendments

Amendments to the By-Laws must be proposed in writing by at least fifty (50) members of the Congregation or by the Temple Board and filed with the Secretary. Such amendments will be acted on at the Annual Meeting of the Congregation, or at any special meeting of the Congregation called for that purpose pursuant to Article VIII, not more than sixty (60) days after the proposed amendments have been so filed.

Notice of the meeting must be transmitted to each member at least ten (10) days prior to the meeting and such notice shall make available the proposed amendments.

If a quorum of the Congregation as defined in Article VIII Section 1 is present an affirmative vote of two-thirds (2/3) of the members present at said meeting shall be required to adopt the amendment.