

Bet Aviv By-laws

Updated November 23, 2011

Article I. Name

This congregation shall be known as Bet Aviv and is located in Columbia, MD.

Article II. Purposes

The purpose of Bet Aviv is to promote the fundamental and enduring principles of Judaism and to ensure the continuity of the Jewish People; to enable its members to develop a relationship with God through communal worship, study of Torah, and assembly; and to apply the principles of Reform Judaism to the values and conduct of the individual (including tzedakah), the family, and the society in which we live.

Article III. Membership in the Union for Reform Judaism

Bet Aviv is a Reform Jewish Congregation, which affiliates with, and agrees to abide by, the constitution and bylaws of the Union for Reform Judaism ("the Union"). Bet Aviv will pay dues to the Union as specified in the Union's bylaws.

Article IV. Membership

Section 1. Eligibility: Any person, over the age of 18, of the Jewish faith or seeking to be intimately associated with those upholding the Jewish faith may apply for Bet Aviv membership. The applicant becomes a member upon approval of the application by the Board of Directors, hereinafter referred to as the Board.

Section 2. Membership Categories:

- a. Single Membership: A single membership is defined as one adult.
- b. Family Membership: A family membership is defined as two or more people, including children, living in a household.
- c. The Board may establish and rescind, if necessary, various categories of membership.

Section 3. Unit of Membership: A unit of membership is either a single membership or a family membership.

Section 4. Entitlements: Membership entitles each unit of membership to the right to participate in the activities, religious or secular, sponsored by Bet Aviv, subject to the rules and regulations established by the Board.

Section 5. Voting: Every membership unit in good standing shall be entitled to vote. A single membership unit shall have one vote. In the case of a family membership, a maximum of 2 adults shall be entitled to vote. Good standing means that all financial obligations to Bet Aviv are current. Voting by proxy shall be permitted.

Section 6. Termination of Membership

- a. **Failure to Meet Financial Obligations:** Membership may be terminated when dues are not paid in accordance with Bet Aviv's dues policy. This termination shall be made by a vote of two-thirds (2/3) of the Board after reasonable attempts have been made to seek a settlement with the member. The Treasurer must notify a member in writing of intent to terminate membership.
- b. **Termination for Cause:** Membership may be terminated for cause as determined by the Board. An example of cause would be severe disruptive behavior. This termination shall be by a vote of two-thirds (2/3) of the Board. Termination for cause shall not relieve a member of financial obligations due to Bet Aviv.
- c. **Resignation:** Resignation from Bet Aviv shall be submitted in writing. Resignation shall not relieve a member of financial obligations to Bet Aviv.

Section 7. Dues

- a. **Uniform Dues in a Category:** It shall be the general policy to assess uniform dues within the various categories of membership as designated by the Board.
- b. **Dues Approval:** Upon recommendation of the Board, the amount of the dues for the following year shall be approved by Bet Aviv members at the annual meeting
- c. **Dues Adjustment:** In certain cases, with the joint approval of the President and Treasurer, dues may be reduced for individual cases one year at a time.
- d. **Board Approval for Failure to Pay Dues Termination:** The President and/or the Treasurer may bring to the Board the status of any membership unit for which the dues and assessments are not current. The Board may vote to terminate the membership of any member unit for which the dues and assessments are not current as specified in Article IV, Section 6a.

Article V. Bet Aviv Meetings

Section 1. Annual Meeting: The annual meeting shall take place in November or the first two weeks of December as designated by the Board. At the annual meeting, Bet Aviv members shall approve a budget for the coming fiscal year, elect officers, and conduct other business as shall be necessary.

Section 2. Special Meetings: Bet Aviv special meetings shall be called by the President if directed by the Board, or upon written request from twenty percent (20%) of Bet Aviv's membership units.

Section 3. Notice of Meetings: Every membership unit shall receive a notice of the date, time, and place of a Bet Aviv annual or special meeting at least fourteen (14) days before the

appointed date. The notice of any annual or special meeting shall state the nature of the business to be transacted. No other business shall be brought before this meeting.

Section 4. Quorum: Fifteen percent (15%) of the membership units in good standing represented by at least one (1) member shall constitute a quorum.

Section 5. Voting: Decisions at all meetings shall be by majority vote of those present, except as may otherwise be specifically prescribed in these by-laws.

Article VI. Proxies

Section 1: Eligibility to Vote: At any meeting of the members, every member in good standing shall be entitled to vote in person or by proxy.

Section 2: Proxy Authority:

- a. A proxy may be authorized only for a meeting that has been properly called. The holder of the proxy may vote the proxy only for such issues as are specifically delineated in the proxy.
- b. Electronic proxies containing a digital signature shall also be permitted.

Section 3: Quorum: The members present in person or by proxy shall be counted in determining a quorum.

Article VII. Officers

Section 1. Designation of Officers: The officers of Bet Aviv shall be a president, one or more vice presidents, a treasurer, and one or more secretaries. Two members may share the office of president as co-presidents.

Section 2. Terms of Office: Each officer shall be elected to serve a term of two (2) years. No person shall be eligible for election to the same office for more than two (2) consecutive terms of two (2) years each.

Section 3. Election: The officers shall be elected by the membership at the Bet Aviv annual meeting. The election of officers shall be by closed written ballot. The candidate for each office receiving the majority of votes shall be declared elected. In the event that no candidate receives a majority of the votes cast, succeeding ballots shall be taken, in each case eliminating the candidate receiving the lowest number of votes on the preceding ballot until one candidate receives a majority of the votes cast.

Section 4. Assumption of Office: Officers shall assume office at the start of the next fiscal year.

Section 5. The President:

- a. **Qualifications:** The President shall be a practicing member of the Jewish faith. He/She shall have been a member of Bet Aviv in good standing for two years and must have at least two years of prior Board experience.
- b. **Duties:** The President shall preside at all Bet Aviv and Board meetings. The President, with approval of the Board, may appoint additional committees and designate the committee's chairperson. Unless otherwise prescribed, the President is authorized to sign all deeds, contracts, evidence of indebtedness and other documents to be executed for and on the behalf of Bet Aviv, as approved and directed by the Board. The President shall enforce Bet Aviv's by-laws and carry into effect all resolutions of the Board, and generally perform all duties of the President's office. The President shall be an ex-officio member of all committees without the right to vote at their meetings.

Section 6. The Vice President:

- a. **Qualifications:** The Vice President shall be a practicing member of the Jewish faith. He/She shall have been a member of Bet Aviv in good standing for two years and must have at least one year of prior Board experience.
- b. **Duties:** The Vice President shall perform such duties as may be assigned by the President. The Vice President shall automatically succeed to the office of the President in case of vacancy and shall act for the President in case of his/her absence or disability. The Vice President shall be an ex-officio member of all committees without the right to vote at their meetings. If there is more than one Vice President, the Board shall designate the order of succession.

Section 7. The Treasurer:

- a. **Duties:** The Treasurer, with input and guidance from the budget and program planning committee and the Board as a whole, shall have the responsibility for: presiding over the preparation of the annual operating budget; maintaining cognizance and control over long term and short term investments of all Bet Aviv funds; ensuring the collection of Bet Aviv income and the presentation of bills to its members; maintaining a correct accounting of all the Bet Aviv assets; accounting for all receipts and expenditures; and keeping such records and books of account as the Board may from time to time require.
- b. **Access:** Members of the Board, at all reasonable times, shall have access to such records and books of account.
- c. **Checks:** The Treasurer shall have custody of all Bet Aviv's funds and shall draw all checks, subject to the signatures as may be designated by resolution of the Board. The Treasurer shall have general supervision of expenditures within the terms of the annual budget.

- d. **Reports:** The Treasurer shall present to the Board at each regular meeting a report of Bet Aviv's financial status, and shall also give a complete financial report at Bet Aviv's annual meeting.
- e. **Bond:** If required by the Board, the Treasurer shall furnish a bond for the performance of the Treasurer's duties in the amounts and embodying the conditions as the Board may prescribe. All premiums for such bonds shall be paid by Bet Aviv.
- f. **Authorities:** The Treasurer is authorized to sign checks and the Maintenance of Union Membership (MUM) report on behalf of Bet Aviv.

Section 7. Duties of the Secretary: The Secretary shall take accurate and complete minutes at Bet Aviv's annual meeting, any special meetings, at Board meetings, and at Executive Committee meetings. The Secretary shall have custody of the Bet Aviv Seal and by-laws, send minutes of all meetings to the Board, and perform such other duties as the office requires.

Section 8. Other Duties of Officers: The officers of Bet Aviv shall perform such duties as may from time to time be delegated to them by the Board, provided that such duties are consistent with the office and with the by-laws.

Section 9. Dual Signatures: All disbursements of Bet Aviv funds in excess of an amount determined by the Board shall require the authorization or the signature of the Treasurer and one other officer as designated by the Board.

Section 10. Bond: All officers of Bet Aviv shall be covered by a fidelity bond, the cost of which shall be borne by Bet Aviv.

Article VIII. The Board of Directors

Section 1. Administration: The Board shall manage the affairs, funds, records, and property of Bet Aviv. It shall establish policies, guidelines and direction with respect to matters within its management and control. The Board, or its designees, shall act on all matters of policy. The Board shall appoint an independent auditor, and perform such other duties as Bet Aviv members in regular or special meetings may prescribe.

Section 2. Composition:

- a. Bet Aviv's officers shall be members of the Board.
- b. Bet Aviv's directors are members of the Board. Directors shall serve with portfolio as the chairperson of a committee. The Board shall determine Bet Aviv's committees.
- c. Bet Aviv's immediate past president shall serve on the Board with the right to vote.
- d. Bet Aviv's Sisterhood and Men's Club presidents shall serve as ex-officio members with the right to vote.

- e. The Board may include up to 6 members-at-large who serve for the purpose of becoming familiar with Board operations and enlarging the pool of prospects to serve as future Bet Aviv officers. Members-at-large shall serve with the right to vote.

Section 3. Qualifications: Only Bet Aviv members in good standing shall be nominated to, appointed, and remain on the Board. Directors who lose their good standing may be removed by a majority vote of the Board.

Section 4: Term of Directors: Except when filling vacancies, all Bet Aviv's directors shall serve for a term of two years.

Section 5. Board Selection:

- a. Bet Aviv's officers shall be elected as described in Article 7, Section 3.
- b. Bet Aviv's directors are selected by the nominating committee and approved by Bet Aviv's officers.
- c. Upon election of a new president, Bet Aviv's immediate past president shall be appointed to the Board.
- d. Upon election of a new Sisterhood president by its members, the Sisterhood president shall be appointed to the Board.
- e. Upon election of a new Men's Club president by its members, the Men's Club president shall be appointed to the Board.
- f. Members-at-large shall be proposed by the nominating committee and approved by the officers.

Section 6. Vacancies: With the exception of the President (see Article VII, Section 6b), should a vacancy occur in any other Board position, the Board shall appoint a successor to fill the vacancy and serve for the remainder of the term.

Section 7. Powers and Duties: The Board shall govern Bet Aviv's affairs, have charge of its property and revenues, and take action in its judgment to best promote Bet Aviv's welfare subject to the provisions of these by-laws, the Bet Aviv Agreement of Incorporation, and the laws of the State of Maryland. The Board shall have the power to:

- a. Approve applicants for membership in Bet Aviv.
- b. Oversee the process of selecting employees, clergy, and other contractors
- c. Hire employees as may be necessary, fix their duties and compensation, and remove such employees. No officer or director may hire an employee without approval of the Board.

- d. Enter into contracts, as may be necessary, with contractors to describe their duties and compensation and terminate such contracts. No officer or director shall enter into a contract without approval by the Board. In no event shall the Board enter into a contract for a period in excess of three years without prior approval by Bet Aviv's general membership.
- e. Designate the manner in which checks, drafts, and other orders for the payment of money shall be signed.
- f. Authorize the appropriation and use of funds within the limits of the annual budget.
- g. Call special Bet Aviv meetings.
- h. Terminate a membership as set forth in Article IV, Section 6.
- i. Perform such other duties as may be set forth in these by-laws or as Bet Aviv's members may from time to time prescribe.
- j. Any powers not specifically enumerated shall be vested in the Board to the extent provided by the laws of the State of Maryland, except as such powers may be limited or defined by Bet Aviv's members.

Section 8. Financial Report and Budget: At Bet Aviv's annual meeting, the Board shall, present a financial statement as of the month ending prior to said meeting and the proposed budget for the succeeding year as approved by the Board.

Section 9. Meetings:

- a. The Board shall meet monthly at the time and place designated by the President.
- b. The President may call special meetings at any time upon written notice to the Board.
- c. The President must call a special meeting upon written request by three directors.
- d. The President shall notify Board members of regular and special meetings of the Board prior to the date of such meeting.

Section 10. Quorum: Three-fifths of the Board shall constitute a quorum. No motion shall be binding without a quorum.

Section 11. Voting: Decisions of the Board shall be by majority vote of those voting, except as may otherwise be specifically prescribed in these by-laws. Voting by e-mail is permitted.

Section 12. Minutes: The Secretary shall keep an accurate record of the proceedings of the Board, and prepare and distribute the minutes to Board members.

Section 13. Leadership: Members of the Board, as Bet Aviv's chosen lay leaders, shall individually and collectively strive to be the example to the membership by regular attendance at worship services and by active participation in the life and activities of Bet Aviv.

Article IX. Executive Committee

Section 1. Composition: The Executive Committee shall consist of Bet Aviv's elected officers and the immediate past president.

Section 2. Meetings: Bet Aviv's current President shall be chairperson of the Executive Committee. Meetings of the Executive Committee shall be called in the manner and at such times as deemed appropriate by the chairperson. A meeting of the Executive Committee may also be called by written request to the chairperson signed by two or more members of the Executive Committee.

Section 3. Duties: The Executive Committee shall carry out the day-to-day management and operation of Bet Aviv. Decisions by the Executive Committee are subject to review by the Board at the next Board meeting.

Section 4. Voting: Actions by the Executive Committee shall be taken by a majority vote of the voting members of the Executive Committee.

Section 4. Minutes: Bet Aviv's Secretary shall be responsible for keeping accurate and complete minutes of the meetings of the Executive Committee. The Secretary shall circulate the minutes of an Executive Committee meeting to each Board member prior to the next Board meeting. The Executive Committee shall meet at the discretion of the President upon reasonable prior notice.

Article X. Removal from Office

Section 1. Removal of Officers

- a. An officer who is absent from three successive Board meetings WITHOUT CAUSE may be considered for removal.
- b. Just cause, as defined by the Board, may be grounds for removal from office.
- c. Any officer being considered for removal must be notified by registered mail.
- d. An officer being considered for removal shall be given an opportunity to be heard by the Board and Bet Aviv members.
- e. A special meeting shall be called by the Board to consider the removal of an officer. Provided a quorum as defined in Article V, Section 4, is present at the special meeting and provided at least two-thirds (2/3) of Bet Aviv members present and voting elect to remove the officer, the officer shall be removed from office." Any officer may be removed for just cause by a two thirds (2/3) vote of Bet Aviv's members present and voting at any special meeting called by the Board for the purpose of action upon the charges and at which a quorum, as defined in Article V, Section 4, is present.

Section 2. Removal of Directors

- a. A director who is absent from three successive Board meetings WITHOUT CAUSE may be considered for removal.
- b. Just cause, as defined by the Board, may be grounds for removing a director.
- c. A director being considered for removal must be notified by registered mail.
- d. A director being considered for removal shall be given an opportunity to be heard by the Board.
- e. Provided a quorum as defined in Article VIII, Section 10, is present and provided at least two-thirds (2/3) of Bet Aviv's Board members present and voting elect to remove a director, the director shall be removed from office.

Article XI. Clergy

Section 1: The Rabbi

- a. In its selection of and relationship with a rabbi, Bet Aviv should consider: (1) the rules and regulations of the Joint Rabbinic Placement Commission of the Union, the Central Conference of American Rabbis (CCAR), and the Hebrew Union College Jewish Institute of Religion (HUC-JIR); and (2) the guidelines for Rabbinical Congregation Relationships (as adopted and recommended by the Union Board and the CCAR).
- b. A rabbi shall be selected in the following manner: (1) a special committee appointed by Bet Aviv's President, and approved by the Board, shall recommend a candidate; (2) provided at least two-thirds of the Board approves the recommended candidate, the candidate shall be submitted to Bet Aviv's members at a regular or special meeting; and (3) the recommendation shall be confirmed provided it receives favorable votes from at least two-thirds (2/3) of Bet Aviv's members present and voting at a meeting for which a quorum is present."
- c. At the discretion of the Board, a rabbi may be invited to attend, without voting rights, meetings of the Officers, the Board, and the annual or special meetings.
- d. Bet Aviv shall enroll a full-time rabbi in the pension and disability insurance plans of the Rabbinic Pension Board of the Union and the CCAR.
- e. Removal of a rabbi shall require an affirmative vote of two-thirds (2/3) of Bet Aviv's members present and voting at an annual or special meeting for which a quorum is present.

Section 2: The Cantor

- a. In the selection of a cantor, Bet Aviv should consider the guidelines, rules and regulations of the Joint Cantorial Placement Commission of American Conference of Cantors (ACC), the Union, and the Hebrew Union College Jewish Institute of Religion School of Sacred Music.
- b. A cantor shall be selected in the following manner: (1) a special committee appointed by Bet Aviv's President, and approved by the Board, shall recommend a candidate; (2)

provided at least two-thirds of the Board approves the recommended candidate, the candidate shall be submitted to Bet Aviv's members at a regular or special meeting; and (3) the recommendation shall be confirmed provided it receives favorable votes from at least two-thirds (2/3) of Bet Aviv's members present and voting at a meeting for which a quorum is present."

- c. At the discretion of the Board, the cantor may be invited to attend Board meetings, annual or special meetings, and committee meetings without voting rights.
- d. Bet Aviv shall enroll a full-time cantor in the pension plan and the insurance programs of the ACC.
- f. Removal of a cantor shall require an affirmative vote of two-thirds (2/3) of Bet Aviv's members present and voting at an annual or special meeting for which a quorum is present.

Section 3. Compensation

- a. The Board shall appoint no more than five members to a special committee to determine compensation for a rabbi or a cantor.
- b. The special committee shall recommend a compensation package for a rabbi or cantor to the Board. The package shall be submitted in writing to the Board no less than 48 hours prior to the Board meeting.
- c. The Board shall vote to accept or reject any compensation package recommended by the special committee.
- d. The President and Vice President(s) are authorized to negotiate compensation packages with clergy. The Board is not authorized to negotiate compensation with clergy.

Article XII. Professional Staff

To fulfill the educational, religious, cultural, and administrative needs of Bet Aviv, the Board may create paid positions. Terms of employment shall be established by the Board.

Article XIII. Committees

Section 1. Creation:

- a. The Board, by a two-thirds (2/3) vote, shall establish or disestablish all committees whose chairpersons are members of the Board.
- b. These committees shall be those requiring frequent discussion and decisions by the Board on a continuing basis.
- c. In addition, the President may appoint both standing and special temporary committees and chairpersons, as may be approved by the Board. The President may discharge such committees or replace members, including the chairperson, at any time and from time to time.

- d. The chairpersons of temporary committees appointed by the President are not members of the Board.

Section 2: Elimination: In the event a Board committee is eliminated during the term of a director, that director shall complete his/her term.

Article XIV. Auxiliary Associations

Section 1: Creation: Auxiliary associations affiliated with Bet Aviv may be formed with the approval of the Board.

Section 2: Auxiliary Membership: Members of such organizations need not be members of Bet Aviv unless the auxiliary organization so specifies.

Section 3: Officers: Officers of the auxiliary organizations shall be members of Bet Aviv.

Section 4: By-laws: By-laws of auxiliaries shall conform and not conflict with the by-laws of Bet Aviv. Exceptions may be made with approval of the Board. Bet Aviv by-laws shall have primacy where differences occur.

Section 5: Revocation: The Board shall revoke affiliation of auxiliary associations by a two-thirds (2/3) vote.

Article XV. Nominations

Section 1. Nominating Committee: Nominations of all officers and directors shall be made by a Nominating Committee appointed by the President with the approval of the majority of the Board. The Nominating Committee shall consist of five (5) members, at least three (3) of whom shall not be members of the Board. The Nominating Committee shall maintain descriptions of the responsibilities of each nominated position.

Section 2. Qualifications: An officer or a director shall have been a member of Bet Aviv for at least two (2) years prior to an election and shall be in good standing in payment of membership dues and assessments when nominated.

Section 3. The Slate: The slate of nominations shall consist of at least one (1) nomination and not more than three (3) for each officer and director. The Nominating Committee shall determine the most suited person for the available position based on the position's description. No person shall be finally nominated for any office until that person has indicated an understanding of the position's responsibilities and the willingness to serve.

Section 4: Terms: The Nominating Committee shall nominate an officer or director to fill either a full or a partial term. A partial term may occur when an officer or director resigns or is removed from office before the term was completed.

Section 5. Notice of Nominating Committee Selections: Nominations by the Nominating Committee shall be reported to the Board and to Bet Aviv members. Notice of nominations shall be mailed to Bet Aviv members with the notice of the annual meeting.

Section 6. Nominating by Petition:

- a. Nominations may be made by petition specifying the office or director position sought and signed by at least at least ten percent (10%) of Bet Aviv's membership units.
- b. The petition shall be delivered to the Nominating Committee at least fifteen (15) days prior to the annual meeting.
- c. The Nominating Committee shall ascertain the nominee's suitability and willingness to serve in the position specified in the petition and shall, at least ten (10) days prior to the annual meeting, notify Bet Aviv's membership of the nomination so made.

Section 7. Nominations from the Floor: No nominations for officers or directors may be made from the floor at the annual meeting.

Article XVI. Mail

A Bet Aviv member may decide to receive mail as referred to in these by-laws either through the US mail or by e-mail. The decision to receive mail by e-mail shall be confirmed in writing.

Article XVII. Purchase of Real Estate

The purchase, sale mortgage, lease for more than five (5) years, or other acquisition or disposition of real estate by or for Bet Aviv shall require a vote of two thirds (2/3) of the members present and voting at the annual meeting or a special meeting called for the purpose for which a quorum, as described in Article V, Section 4, is present.

Article XVIII. Contracts and Legal Documents in General

Deeds, contracts, and other legal documents obligating Bet Aviv, shall require the approval of the Board and, if approved, must be signed by Bet Aviv's President. All legal documents shall be approved as to form, completion, and tax-exempt status impact, if any, by Bet Aviv's legal counsel.

Article XIX. Fiscal Year

The fiscal year shall begin annually on January 1.

Article XX. Audit of Books

Section 1. Audit Committee: The President shall appoint, and the Board shall approve, an audit committee that does not include the Treasurer or a member of the Board.

Section 2. Annual Audit: The audit committee shall conduct an independent review of Bet Aviv's financial records annually and report its findings to the Board.

Section 2. Four-Year Audit: Every fourth year, beginning on January 1, 2001, the audit committee shall select an independent auditor to audit Bet Aviv's financial books or that of any auxiliary association. The independent auditor shall report his/her findings to the Board.

Article XXI. By-Laws Amendments

Section 1. Proposal: An amendment to the by-laws shall be proposed by the Board or by at least 20% of Bet Aviv's membership units. Amendments shall be presented in writing to the Board.

Section 2. Approval: The Board shall vote on all proposed amendments to the by-laws.

Section 3. Notification: An amendment approved by a majority vote of the Board shall be mailed to each membership unit at least fourteen (14) day prior to the annual or special meeting.

Section 4. Adoption: The adoption of an amendment shall require the affirmative vote of two thirds (2/3) of Bet Aviv's members at an annual or special meeting at which a quorum is present as specified in Article V, Section 4.

Article XXII. Parliamentary Authority

Robert's Rules of Order, latest revised edition, except where these by-laws state otherwise, shall determine the rules of procedure at Bet Aviv's annual and special, Board, and committee meetings.

Article XXIII. Website

Section 1. Privacy: No personal contact information for members shall be published on Bet Aviv's website. This includes a restriction on publishing street addresses, e-mail addresses, or phone numbers.

Section 2. Email: Email requests for information will be sent to Bet Aviv's email addresses designed for this purpose rather than personal e-mail addresses. These e-mail addresses are available on the Contacts Page of the Bet Aviv website.

Section 3. New Website Functions: Major new functions of the website require approval by a majority vote of the Board.

Article XXIV. Prohibited Activities

Section 1. Profit: No Bet Aviv member shall receive any of the earnings or monetary profit from the operations of Bet Aviv. This shall not prevent the payment to any person of reasonable compensation for services rendered or of the reasonable retail value for goods sold to or for Bet Aviv in carrying out any of its tax-exempt purposes.

Section 2. Actions: No officer, director, clergy member, professional staff member or other employee, or representative of Bet Aviv shall take any action on behalf of Bet Aviv not permitted by an organization exempt under sections 501(c)(3) or 170(c)(2) of the Internal Revenue Code.

Article XXV. Indemnification

Section 1. Expenses: Bet Aviv shall indemnify each of its officers and directors, whether or not then in office, against all reasonable expenses actually and necessarily incurred. These expenses may include such expenses incurred in any civil, criminal or administrative suit or proceeding to which he/she may have been made a party because he/she is or was a director or officer.

Section 2: Reimbursement: An officer or director who incurs such expenses shall have no right to reimbursement if he/she was derelict in the performance of his/her duty. An officer or director may be derelict in his/her duty by willful misconduct, bad faith, gross negligence, or reckless disregard of the duties of his/her office.

Section 3. Right: The right to indemnification for expenses shall also apply to expenses of suits which are comprised or settled if the court having jurisdiction of the action shall approve the settlement. The right of indemnification shall be in addition to, and not exclusive of, all other rights to which an officer or a director may be entitled.

Section 4. Insurance: If it is fiscally reasonable to do so, Bet Aviv shall purchase and maintain insurance on behalf of any officer or director who is indemnified by Section 1.

Article XXVIII Dissolution or Merger

Section 1. Distribution Restriction: In the event of the dissolution or merger of Bet Aviv, no officer, director, clergy member, professional staff member, employee, or representative of Bet Aviv shall be entitled to any distribution or division of its remaining property, assets, or proceeds.

Section 2. Balance Distribution: The balance of all money and other assets or property owned, held, or received by Bet Aviv from any source, after the payment of all Bet Aviv's debts and obligations, shall be used exclusively for exempt purposes within the intention and purpose of section 501(3)(c) of the Internal Revenue Code. Or it shall be distributed to an organization or organizations exempt under section 501(c)(3) of the Internal Revenue Code. Moreover, any distribution of Bet Aviv's money or property shall, to the extent possible, be in accordance with Bet Aviv's purpose and shall promote similar or related purposes.

Article XXI - Effective Date

These by-laws shall go into effect at the beginning of the next fiscal year if adopted at an annual meeting or immediately if adopted at a special meeting.