AMENDED AND RESTATED BYLAWS

OF

CONGREGATION EMANU EL, OF HOUSTON, TEXAS

PREAMBLE

Believing that Judaism is a religion of perpetual growth and development, we hold that while loyal to the fundamental teachings thereof, we are, and by virtue of the genius of Israel, ought to be, free to interpret and restate the teachings of Israel of the past in the light of the present, and that each succeeding generation of Israel is free to reformulate the truths entrusted in the Providence of the God of our ancestors.

Believing further that the power of the Synagogue for good depends, in part, upon the inherent right to freedom of thought and speech of its members and from its pulpit, the membership of Congregation Emanu El resolves that its members shall not be limited in their freedom of thought and its pulpit shall be free for the preaching of truth and righteousness in the democratic spirit and after the pattern of the prophets of Israel.

Article I
Name

This Congregation shall be known as **Congregation Emanu El, of Houston, Texas**.

Article II
Purpose

The purpose of the Congregation is stated in the Congregation's latest Certificate of Formation filed with the Secretary of State of Texas.

The purpose of these Bylaws is to provide for the orderly governance of the Congregation. Subject to any restrictions in the Congregation's Articles of Incorporation, the Congregation may engage in any lawful activity that promotes the purpose of the Congregation, and goodwill and community service, consistent with its tax-exempt status for which corporations may be organized under the laws of Texas for nonprofit corporations.

Article III
Membership

Section 1: Membership Eligibility.

(a) The following persons are eligible to become Members of the Congregation: (i) any person eighteen (18) years of age or over who identifies as Jewish either by birth to a Jewish parent, or by conversion and (ii) any person who may be included as a Member

pursuant to Article III, Section 1(b) of these Bylaws.

(b) In the case of a household unit consisting of two married adults or two adults in a committed domestic relationship, both persons may be Members of the Congregation if they so desire. The membership will extend to the family household, consisting of said person(s) and his/her/their dependent children (provided that such children shall not be Voting Members). A non-Jewish person in such a household unit who wishes to be a Member of the Congregation will be a Member provided the other person in said household unit is a Member of the Congregation and is Jewish (as described in Article III, Section 1, subsection (a)). In the event of divorce, the dissolution of the household unit, the resignation or termination of membership, or death of the Jewish Member in an interfaith household unit, the non-Jewish Member and his/her dependent children may continue their membership, provided they maintain the membership in Good Standing (as defined in Article III, Section 5).

Section 2: Types of Membership.

(a) The Congregation shall offer at least two types of membership: Full Membership and ex-officio membership.

(b) Except as otherwise provided in these Bylaws, Full Membership provides the applicable Member with all privileges and responsibilities provided to Members, including the right to attend all Congregational worship services, enroll their children in the Religious School of the Congregation, speak upon all questions, vote in congregational votes, serve as an Officer, Trustee, or on a committee or task force, and exercise other rights and privileges of membership set forth in these Bylaws.

(c) An ex-officio membership is one in which the member shall have all rights of a Full Membership except the right to serve as an Officer, the right to serve as a Trustee and the right to vote. Clergy (as defined in Article IX), the Executive Director, and any other staff designated by the Board of Trustees, and their respective spouses and household members, shall be ex-officio Members of the Congregation, with no requirement to pay annual financial obligations. The Board of Trustees may grant ex-officio membership status to such others as the Board of Trustees may determine.

(d) In addition to Full Membership and ex officio membership, subject to any non-waivable provisions of applicable law, the Board of Trustees may establish one or more types of membership (for example, out-of-town memberships and dual memberships where the Congregation is not the Member's primary congregation) with different financial obligation structures and fewer rights and privileges than Full Membership (such as no right to vote in congregational votes; restrictions on service on committees or task forces, as an Officer, or as a Trustee; restrictions on enrollment in the Religious School of the Congregation; restrictions on attendance at religious services; and different pricing for fees and other obligations). Members in Good Standing who have a membership type (including Full Membership) that permits voting in Congregational votes are considered "**Voting Members**".

(e) All Members in Good Standing have the right to speak upon questions at congregational meetings, subject to reasonable restrictions established by the Board of Trustees to ensure an orderly meeting.

Section 3: Applications. The Board of Trustees may set policies and procedures for admitting new Members, as long as such policies and procedures do not otherwise conflict with the provisions of this Article III. Any eligible persons who desire membership shall apply in accordance therewith.

Section 4: Commencement of Membership. Regardless of the type, membership shall be established upon approval of such application by majority vote of the Board of Trustees.

Section 5: Good Standing. All Members whose financial obligations to the Congregation are current, and who have not otherwise had their membership suspended, shall be deemed Members in "**Good Standing**". A Member who is not in Good Standing shall be given notice thereof with the reason that they are not in Good Standing. A Member who is not in Good Standing may not exercise or enjoy the rights and privileges of their respective membership type, including (if applicable) the right to vote, to serve as an Officer, as a Trustee, or on a committee or task force, to attend High Holy Day services, or to enroll their children in the Religious School of the Congregation.

Section 6: Financial Obligations. The Board of Trustees shall set all fees, Member financial obligation structures, and payment terms, as well as guidelines for any variance therefrom.

Section 7: Suspension and Termination of Membership. The Board of Trustees may suspend or terminate any Member's membership for good cause, including illegal or harassing conduct, failure to pay any financial obligations to the Congregation in a timely manner, or violation of any rules of conduct established by the Board of Trustees. Additionally, membership may terminate by reason of the Member's death or resignation.

Article IV
Meetings of Members

Section 1: Annual Meeting. The Annual Meeting of the Members of the Congregation (the "**Annual Meeting**") shall be held at such time during the month of April as the Board of Trustees shall determine. The Secretary shall give written notice of the Annual Meeting to all Voting Members in accordance with Section 5 of this Article at least thirty (30) days prior to the date of the Annual Meeting. The notice shall include the slate of Officer and Elected Trustee nominees as presented by the Nomination and Leadership Development Committee, a summary of the proposed budget for the following fiscal year, and such other matters as the Board of Trustees shall determine relevant so that Voting Members may make informed decisions at the Annual Meeting.

Section 2: Special Meetings. Special meetings of the Members of the Congregation may only be called as follows:

(a) The President may, at any time, call a special meeting of the Members of the

Congregation by giving at least fifteen (15) days' notice to the Voting Members.

(b) The President shall call a special meeting of the Members of the Congregation within thirty (30) days after receiving a written request signed by at least two hundred (200) Voting Members. The written request by such Members must state the specific purpose(s) of the special meeting.

(c) All notices of special meetings required in this Article shall be in in accordance with Section 5 of this Article and shall state the specific purpose(s) of such meeting. Only matters set forth in the written notice for a special meeting may be considered at such special meeting.

Section 3: Quorum. A quorum for the transaction of business at any meeting of the Congregation shall be one hundred (100) Voting Members.

Section 4: Electronic/Remote Voting. The Board of Trustees shall have the power to allow electronic/remote voting in meetings of the Members of the Congregation. If such voting is allowed, the Secretary shall notify the Members in the notice of such meeting. In determining whether to allow such voting, the Board should consider the nature of the matters to be voted upon, the need for full communication to and between Members, confidentiality, security, affordability, and reliability. If, after a notice of a meeting of the Members of the Congregation has been sent, the Executive Committee determines in good faith that a significant event, such as a catastrophe (natural or otherwise), appears likely to prevent a substantial number of Members of the Congregation from attending the meeting in person, then the Secretary will send a revised or supplemental notice of the meeting designating any remote or electronic means of participation and voting at the meeting allowed by the Board of Trustees pursuant to this Section, even if the revised or supplemental notice may be sent less than 30 days before the meeting.

Section 5: Notices Generally. Whenever notice is required to be sent under these Bylaws, the Secretary shall send such notice in writing (whether paper or electronic format) by mail or electronic means to the last known address (including mailing or email, as applicable) of each Member eligible to receive such notice. In addition, a copy of the notice of meeting (with applicable materials required to be provided with such notice) shall be posted on any Member portal of the Congregation's website.

Article V
Officers

Section 1: The Officers.

(a) The Congregation shall have nine (9) officers: a President, a Senior Vice President, a Vice President of Personnel, a Vice President of Volunteer Management, a Vice President of Operations, a Vice President of Education, a Treasurer, a Secretary, and the Immediate Past President.

(b) Officers shall be elected for a term of one (1) Congregational fiscal year. No Officer shall serve for more than two (2) successive terms in the same position.

(c) Newly elected Officers shall assume office on the first day of the next succeeding fiscal year.

(d) Each outgoing President shall automatically become the Immediate Past President for the same tenure as the successor President.

(e) Any vacant Officer position (other than the President and the Immediate Past President) shall be filled by the Board of Trustees as provided in Article VI, Section 6 of these Bylaws.

(f) No nominee for any office shall be eligible for nomination unless such nominee has served at least two years on the Board of Trustees prior to the nomination for any office.

Section 2: Duties of the President.

(a) The President shall preside at all meetings of the Congregation and Board of Trustees.

(b) The President shall report to the Congregation at the Annual Meeting regarding the status of the affairs of the Congregation.

(c) Except as otherwise provided in these Bylaws, the President shall appoint all committee chairs.

(d) The President shall perform such other duties as may be delegated by the Board of Trustees.

Section 3: Duties of the Senior Vice President. The Senior Vice President shall assist the President; shall serve as the President in the event of a vacancy or the absence of the President and perform such other duties as may be delegated by the President or Board of Trustees.

Section 4: Duties of the Vice President of Personnel. The Vice President of Personnel shall serve as a co-chair on the Personnel Committee, be responsible for ensuring the Personnel Committee performs its functions, serve as a liaison between the Personnel Committee and both the Executive Committee and Board of Trustees and perform such other duties as may be delegated by the President or Board of Trustees.

Section 5: Duties of the Vice President of Volunteer Management. The Vice President of Volunteer Management shall oversee the committees designated by the President and perform such other duties as may be delegated by the President or Board of Trustees.

Section 6: Duties of the Vice President of Operations. The Vice President of Operations shall oversee the committees designated by the President and perform such other duties as may be delegated by the President or Board of Trustees.

Section 7: Duties of the Vice President of Education. The Vice President of Education shall act as a resource and oversee the committees related to education, and perform

such other duties as may be delegated by the President or Board of Trustees.

Section 8: Duties of the Treasurer. The Treasurer shall chair the Budget and Finance Committee and serve as an ex-officio member of the Investment Committee. The Treasurer shall cause the Budget and Finance Committee to work with the Executive Director to create a well-managed budget. The Treasurer shall perform such other duties as may be delegated by the President or Board of Trustees.

Section 9: Duties of the Secretary. The Secretary shall record and maintain an accurate and complete record of all meetings of the Congregation and Board of Trustees and serve as a resource regarding communication from the Board of Trustees to the Congregation. The Secretary shall make all minutes and resolutions of the Board and Congregation open to the inspection of Officers, the Board of Trustees, or any other Member of the Congregation in Good Standing. The Secretary shall perform such other duties as may be delegated by the President or Board of Trustees.

Section 10: Duties of the Immediate Past President. The Immediate Past President shall have discrete responsibility for ongoing projects as assigned by the President and shall perform such other duties as may be delegated by the Board of Trustees.

Section 11: Payment Authority. The Board of Trustees may, from time to time, set policies regarding the issuance of checks, electronic payments, cash management, and payment of employee compensation. In the absence of such policies, the Executive Director and any Officer may sign any check (or otherwise issue payment), but any check over $5,000.00 must be co-signed by any two of the Executive Director and Officers.

Article VI
Board of Trustees

Section 1: Board of Trustees. The Board of Trustees shall consist of (i) the Officers, (ii) the Elected Trustees, (iii) certain past Presidents as provided in Section 3 below, and (iv) such additional Trustees as expressly provided below in these Bylaws.

Section 2: Elected Trustees. The Board of Trustees will include twenty-four (24) elected Trustees ("**Elected Trustees**") who shall be elected at the Annual Meeting as provided in Article VIII of these Bylaws. Of the Elected Trustees, three shall be elected to one-year terms. The remaining twenty-one shall be elected to serve three-year terms. The terms of the twenty-one (21) Elected Trustees elected to three-year terms shall be staggered, so that seven such positions shall be elected each year. No person may serve as an Elected Trustee for more than a total of seven (7) consecutive years. However, if a person serves as an Elected Trustee and then becomes an Officer without any break in time between, such person's service as an Officer will not be considered for purposes of determining consecutive years of service as an Elected Trustee and, following such person's service as an Officer, such person will be eligible to serve as an Elected Trustee only for the number of years (if any) remaining under the limitation in the preceding sentence that existed when such person became an Officer (for example, if a person served four consecutive years as an Elected Trustee, then two consecutive years as an

officer without any break between, such person would be eligible to serve only three more years as an Elected Trustee without a break in service).

Section 3: Past Presidents. Each past President whose term(s) of office as President commenced prior to January 1, 1991, shall be a Trustee with the right to vote until his or her death or resignation. Except as otherwise provided in the preceding sentence of this Section, each past President whose term of office as President commenced on or after January 1, 1991 shall be a member of the Board of Trustees with the right to vote only if such person otherwise serves as a Trustee, such as an Elected Trustee or Officer (including Immediate Past President). Each past President whose right to vote has expired under this Section (and who is not otherwise a Trustee, such as an Elected Trustee or Officer) will be an ex-officio Trustee. Ex-officio Trustees have all the rights and privileges of Trustees except that ex-officio Trustees shall not have the right to vote. Nothing in these Bylaws shall prevent an ex-officio Trustee from being elected as an Officer or Trustee, or from otherwise serving as a Trustee.

Section 4: Auxiliary Leaders. One Chair or President from each of the authorized auxiliaries of the Congregation shall be Trustees with the right to vote. A designated teen representative of the Congregation's youth program shall be a Trustee with the right to vote.

Section 5: Board Meetings.

(a) The Board of Trustees shall meet regularly, but in no event shall the Board of Trustees meet less than eight (8) times a year.

(b) The President may, at any time, call a special meeting of the Board of Trustees with 48 hours written notice.

(c) The President shall call a special meeting of the Board of Trustees within fifteen (15) days of receiving a written request stating the purpose of such meeting signed by not less than four (4) Trustees.

(d) Fifty-one percent (51%) of the total number of Trustees (other than ex-officio Trustees and the Past Presidents specified in Section 3) then entitled to vote shall constitute the minimum number of Trustees necessary for a quorum at all meetings of the Board of Trustees.

(e) Any Trustee absent from three (3) meetings in a twelve (12) month period without justifiable cause, acceptable to the Executive Committee, may, by the vote of the Board of Trustees, be terminated as a Trustee and such position shall be deemed vacant. Any Trustee who ceases to be a Full Member in Good Standing shall be terminated as a Trustee and such position shall be deemed vacant.

(f) At the request of any Trustee, any matter requiring a vote shall be taken by record, roll call vote at the Board of Trustees meeting.

(g) If the President approves such means, the Board of Trustees may hold meetings by

telephonic, virtual, or electronic means (including meetings where some Trustees physically attend and others attend through telephonic, virtual, or other electronic means) if all Trustees in attendance have a copy of the meeting materials and are able to communicate with one another through visual, written, audio, or other means.

Section 6: Vacancies. The Board of Trustees shall fill any vacant Officer position with an eligible Member of the Congregation (except for the President, whose office shall be filled by the Senior Vice President as provided for in Article V, Section 3, and the Immediate Past President position, which will remain vacant) by the affirmative vote of the majority of the Trustees in attendance at a meeting of the Board of Trustees at which a quorum is present. Any vacant Elected Trustee position shall be filled with an eligible Member of the Congregation by the affirmative vote of the majority of the Trustees in attendance at a meeting of the Board of Trustees at which a quorum is present. An Officer or Trustee elected by the Board of Trustees to fill a vacancy is elected until the next Annual Meeting.

Section 7: Management of Congregation Affairs. The Board of Trustees shall oversee the general management of the affairs, funds, records, and property of the Congregation. It shall establish policies, guidelines, and direction with respect to matters within its management and control. The Board of Trustees, or its designees, shall act on all matters of policy. The Board of Trustees shall annually appoint an independent auditor to conduct an annual audit of the Congregation's financial statements.

Section 8: Monetary Policies. The Board of Trustees shall designate the depositories for deposit of the Congregation's funds and, subject to Article V, Section 11, shall also designate signatories on such accounts. It may authorize the Congregation to borrow money for Congregational purposes and to pledge for payment thereof the Congregation's assets other than funds of the Congregation that are donor-restricted to purposes other than the purpose of the loan.

Section 9: Matters Reserved to Members. The Members of the Congregation hereby reserve the right to approve or authorize the actions specified below in this Section 9, subject to the terms of these Bylaws. The Board of Trustees shall consider such actions when appropriate and may make a recommendation to the Congregation. The reserved actions to be considered and voted upon at an Annual Meeting or a special meeting of the Members of the Congregation are:

(a) Appointment and employment of the Senior Rabbi pursuant to Article IX;

(b) Approval of the annual budget;

(c) Election of Elected Trustees and Officers, save as provided in Section 6 of this Article;

(d) Approval of all material and/or fundamental changes in the mode or form of worship (the Board of Trustees will determine whether a particular matter constitutes a material and/or fundamental change in the mode or form of worship); and

(e) Such other matters as may be referred to the Congregation by the Board of Trustees.

Section 10: Trustee Expectations. Trustees are expected to attend Board Meetings and Congregational Meetings, fulfill their fiduciary responsibility for the Congregation, and hold sensitive information (especially as to personnel) in confidence. The Board of Trustees may establish rules to govern itself and for the conduct of Trustees (such as rules regarding conflicts of interest). The Board of Trustees, by majority vote, may remove any Trustee who violates such rules.

Article VII
Executive Committee

Section 1: Executive Committee Membership. The Congregation shall have an Executive Committee, which consists of the Officers. The President chairs the Executive Committee.

Section 2: Powers. The Executive Committee is bound by the policies of the Congregation and the votes of the Board of Trustees at a meeting of the Board of Trustees at which a quorum is present. The Executive Committee shall advise the President regarding the agenda for regular meetings of the Board of Trustees and regarding any other matters that are brought before the Executive Committee. Subject to these Bylaws, if an emergency or urgent situation arises for which the Board of Trustees would otherwise make a decision or take an action, but such decision must be made or such action must be taken before a meeting of the Board of Trustees is possible or practical, the Executive Committee may, on behalf of the Board of Trustees, make such decision or take such action, but at the next meeting of the Board of Trustees, the Executive Committee shall notify the Board of Trustees of the nature of the situation, of the reason for its urgency, and of the action taken or decision made.

Section 3: Delegation. Except as otherwise provided in these Bylaws, the Board of Trustees may delegate to the Executive Committee its authority to make decisions and act in the following situations:

(a) when the Congregation is negotiating with contractors, staff, and other vendors, including when a member of the Board of Trustees has a financial or other conflict of interest in the matter being negotiated;

(b) when a sensitive or especially private matter arises with a Member of the Congregation, with a staff member of the Congregation, or in the community at large; or

(c) when a time-sensitive matter arises in the regular business of the Congregation.

Section 4: Meetings. The Executive Committee may meet at regular intervals and shall meet at the discretion of the President at other times with reasonable notice. A majority of the members of the Executive Committee constitute a quorum. The Executive Committee may hold meetings by telephonic or electronic means (including meetings where some members of the Executive Committee physically attend, and others attend through telephonic, virtual, or other electronic means) if all Executive Committee members in attendance have a copy of the meeting materials and are able to communicate with one another through visual, written, audio, or other means.

Article VIII
Nominations and Election

Section 1: Nominations and Leadership Development Committee. The Nominating and Leadership Development Committee shall nominate candidates to serve as Officers and Elected Trustees, subject to the provisions in these Bylaws regarding eligibility and service. No member of the Nominating and Leadership Development Committee shall be nominated as an Officer or Elected Trustee while serving as a member of such Committee, except as provided in Section 12 of Article XI.

Section 2: Nominations for Officers and Trustees. The Nominating and Leadership Development Committee shall nominate one candidate for each position to be filled. At least twenty (20) days prior to the Annual Meeting, an eligible Member of the Congregation may nominate himself or herself or any other eligible Member of the Congregation for election as an Elected Trustee or as an Officer by sending the Secretary notice of such nomination. With respect to any such nomination, the Congregation shall send all Voting Members notice of such nomination at least 10 days prior to the date of the Annual Meeting. Any nominated person must provide written confirmation to the President that he or she is eligible under these Bylaws and is willing to serve in the position for which he or she has been nominated.

Section 3: Notice of Slate. Notice of the slate of nominees of the Nominating and Leadership Development Committee shall be sent: (i) to the Board of Trustees not less than forty-five (45) days prior to the date of the Annual Meeting; and (ii) to all Voting Members in accordance with Article IV.

Section 4: Eligibility to be an Elected Trustee. A person may be nominated to serve as an Elected Trustee if such person meets the following requirements:

(a) such person is a Jewish Full Member of the Congregation in Good Standing and has been a Member of the Congregation for at least three (3) consecutive years prior to the Annual Meeting date; and

(b) such person has served for at least one (1) year prior to the Annual Meeting date on: (i) one of the committees or task forces of either the Congregation or an approved auxiliary of the Congregation; or (ii) on the board of trustees of the Endowment Funds of Congregation Emanu El of Houston.

Section 5: Eligibility to be an Officer. A person may be nominated to serve as an Officer if such person meets the following requirements:

(a) such person is a Jewish Full Member of the Congregation in Good Standing and has been a Member of the Congregation for at least five (5) consecutive years prior to the Annual Meeting date; and

(b) such person has served on the Board of Trustees for at least two (2) consecutive years prior to the Annual Meeting date (not necessarily the two years immediately prior to said date).

Section 6: Elections Generally. Elections at the Annual Meeting shall include elections of all Officers and all Elected Trustees whose office is vacant. If more persons have been nominated for a position than there are seats (for example, if eight people are nominated to serve as three-year term Elected Trustee, but only seven such seats are open), the election for such position shall be by secret ballot. If more than one person has been nominated for a position with a single seat (for example, the election of the President), the candidate receiving a majority of the votes wins and if no candidate receives a majority on the first ballot, a runoff will occur between the two candidates who received the most votes and the candidate receiving a majority in the runoff will win. In the case of a tie, the election will be decided by the drawing of lots. For positions with more than one seat (for example, Elected Trustees), if more persons have been nominated than there are seats, the election will be by plurality vote. In the case of a tie, the election will be decided by the drawing of lots. If the number of people nominated for a position is the same as the number of spots for that position, then such person may be elected by acclamation vote. Cumulative voting is not permitted.

Section 7: Unchallenged Slate. If no persons, other than those persons nominated by the Nominating and Leadership Development Committee, have been nominated for any Officer or Elected Trustee positions, then, at the Annual Meeting, the Congregation may vote to proceed with voting on the nominees as a whole in a single vote (a "**Slate Vote**") and, if the Congregation votes to so proceed, the Officers and Elected Trustees will be elected in a Slate Vote by acclamation.

Section 8: Member Votes. Each Voting Member is entitled to one (1) vote on each matter submitted to a vote of the Congregation's Members. A Voting Member may vote in person or remotely/electronically, as may be permitted pursuant to Article IV, Section 4 of these Bylaws.

Section 9: No Floor Nominations. All nominations for Officers and Trustees shall be made in accordance with Section 2 of this Article.

Section 10: Order of Voting. Except when elections are by Slate Vote, Officers and Elected Trustees shall be elected at the Annual Meeting as follows:

(a) First in order of election shall be the President.

(b) Second in order of election shall be the Senior Vice President.

(c) Third in order of election shall be the Vice President of Personnel.

(d) Fourth in order of election shall be the Vice President of Education.

(e) Fifth in order of election shall be the Vice President of Volunteer Management.

(f) Sixth in order of election shall be the Vice President of Operations.

(g) Seventh in order of election shall be the Treasurer.

(h) Eighth in order of election shall be the Secretary.

(i) Ninth in order of election shall be seven (7) Elected Trustees for a three-year term.

(j) Tenth in order of election shall be such number, if any, needed to fill the unexpired term (whether one or two remaining years) of any vacant Elected Trustee position.

(k) Eleventh in order of election shall be the three (3) Elected Trustees elected to one-year terms.

Article IX
Clergy

Section 1: Clergy. The Congregation shall employ a Senior Rabbi. The Congregation may employ such other clergy (with the Senior Rabbi and such other clergy together and individually being the "**Clergy**") as the Board of Trustees, in consultation with the Senior Rabbi, may determine from time to time.

Section 2: Employment. The Congregation, acting by and through the Board of Trustees, shall employ all Clergy, with the exception of the initial appointment of the Senior Rabbi, which shall be accomplished as set forth in Section 3 of this Article. The termination of a member of the Clergy shall be made by the Board of Trustees. The Board of Trustees shall promptly advise the Members of the Congregation of any separation of employment of any member of the Clergy.

Section 3: Senior Rabbi.

(a) With respect to the initial appointment of a Senior Rabbi, such person shall be nominated by a minimum two-thirds (2/3) secret ballot vote of all of the Trustees and appointed by a minimum two-thirds (2/3) secret ballot vote of the Voting Members who are present at an Annual Meeting or at a Special Meeting called for that purpose. The length of such initial appointment shall be as approved by said votes.

(b) With respect to the employment of the Senior Rabbi following the expiration of his or her initial appointment term, as described in Subsection 3(a) of this Article, the Board of Trustees shall hear a recommendation from the Personnel Committee. After careful consideration and discussion, the Board of Trustees shall vote by secret ballot on the renewal or extension of the Senior Rabbi, which must pass by at least two-thirds (2/3) of all of the Trustees. If the motion for renewal or extension does not pass, the Senior Rabbi's employment shall be deemed terminated as of the expiration of his or her current contract. In either event, the Board of Trustees shall promptly notify the Members of the Congregation. The Board of Trustees, in its discretion, may reconsider this decision at any time and must reconsider the decision if required under in Subsection 3(c) below. At any Board reconsideration, a renewal or extension shall still require the previously mentioned minimum two-thirds (2/3) secret ballot vote of all of the Trustees. No new employment contract with the Senior Rabbi may be signed until the Congregation is given the notice set out in Subsection 3(c) of this Article and an opportunity to ask the Board of Trustees to reconsider its decision.

(c) With respect to either a "not for cause" termination, or the renewal or extension (or not), of the Senior Rabbi's contract, the Voting Members have the right to require that the Board of Trustees reconsider its decision in the following manner. Any Voting Member may submit a proposed request that the Board of Trustees reconsider said decision within thirty (30) days following the date of notification of said decision, by filing a petition with the Secretary, signed by not less than two hundred (200) Voting Members. Upon receipt of such petition the President shall call a Special Meeting of the Members of the Congregation to be held within thirty (30) days. At the Special Meeting, a minimum two-thirds (2/3) secret ballot vote of the Voting Members who are present at said Special Meeting will require that the Board of Trustees promptly reconsider its decision. This provision shall not apply to the outcome following the Board of Trustees' reconsideration of such matter.

(d) The terms and conditions of employment of the Senior Rabbi shall be defined in a written employment agreement between the Senior Rabbi and the Congregation.

Section 4: Ceremonies. One or more Clergy shall perform all reasonable and appropriate religious ceremonies pertaining to each Clergy's office which is held at the Congregation's facilities or at another reasonably convenient and appropriate location. When requested by a Member of the Congregation or a Member's family, and subject to reasonable scheduling, one or more Clergy shall officiate at the funeral of a Member of the Congregation or such Member's immediate family which is held at the Congregation's facilities or at another reasonably convenient and appropriate location.

Section 5: Records. Each Clergy shall create and maintain a written record of births, namings, marriages, deaths, conversions, and other life cycle events performed by such Clergy, which records shall be the permanent property of the Congregation.

Section 6: Senior Rabbi Discretion. The duties of the Clergy shall be divided in a manner as determined by the Senior Rabbi and satisfactory to the Board of Trustees.

Article X
Professional Staff

The Congregation shall employ an Executive Director, and may employ such other senior and professional staff, as the Board of Trustees may determine from time to time.

Article XI
Committees

Section 1: General Policies. The standing committees are listed in this Article. New standing committees may be formed by either the Board of Trustees or by amendment to these Bylaws. Sub-committees and task forces may be created as needed. Every standing committee, subcommittee, and task force shall have a description and stated purpose. Chairpersons of all standing committees shall be Jewish Members in Good Standing and shall be appointed by the President, unless otherwise specified. All committee members shall be Members of the Congregation in Good Standing, unless otherwise specified. All standing committee shall have 7-10 members unless otherwise

expressly provided. Unless otherwise expressly provided, the chairperson of a committee may not serve in that position for more than five consecutive years. To the extent consistent with these Bylaws, all committees are required to carry out the charge of the Board of Trustees. Except as otherwise provided in these Bylaws, standing committee chairpersons must have served on that particular committee prior to becoming a chairperson. Every standing committee is required to provide written reports/minutes to its Board/Executive Committee liaison. Every standing committee must have either an Executive Committee member or Trustee serving as liaison. The provisions of this Article do not apply to the Executive Committee, whose membership and duties are addressed in Article VII of these Bylaws.

Section 2: The Personnel Committee.

(a) This Committee shall consist of eight (8) members: two (2) co-chairs and six (6) members. Its purpose is to manage personnel matters as directed by the President or Board of Trustees, or as requested by the Senior Rabbi or the Executive Director; conduct annual reviews of the Senior Rabbi and Executive Director; and carry out any other charges directed by the President or the Board of Trustees.

(b) One co-chair shall be the Vice President of Personnel; the President shall appoint the other co-chair. The co-chairs shall appoint the remaining six (6) members, with the approval of the President. Terms shall be staggered so that as three members term out and are replaced, three other members remain.

(c) Each member of the Personnel Committee shall serve a three (3) year term and can serve up to two (2) terms.

(d) As a co-chair of the Personnel Committee, the Vice President of Personnel shall be limited in the length of his or her term by the term limits dictated for Officers. The other co-chair may serve his or her full time.

(e) The Personnel Committee shall keep the President and Executive Committee informed of any issues that may result in disciplinary or legal action.

Section 3: The Budget and Finance Committee. The Treasurer shall chair this Committee. The Executive Director shall serve as an ex-officio member without a vote. The purpose of the Budget and Finance Committee is to create and recommend the annual budget, including setting any minimum dues requirement. The Committee's proposed budget shall be submitted to the Board of Trustees and, if approved by the Board of Trustees, then submitted to the Congregation for approval at the Annual Meeting. The Committee shall also carry out any other charges directed by the President or Board of Trustees.

Section 4: The Investment Committee. This Committee shall recommend investment policies for the funds of the Congregation to the Board of Trustees for approval. The Committee shall also authorize the investment of such fund balances in accordance with such policies and shall monitor the implementation of the policies and performance of the investments. The Committee shall report to the Board of Trustees the status of the Congregation's various investment assets on a quarterly basis and carry out any other

charges directed by the President or Board of Trustees. One of the members of the Committee shall be the Treasurer and the Executive Director shall serve as an ex-officio member without a vote.

Section 5: The Audit Committee. The Audit Committee shall consist of three (3) to five (5) members, at least one (1) of whom shall be an accountant. Neither the Treasurer, nor the Executive Director or other members of the finance or accounting staff shall serve as members of the Audit Committee. No member may serve on the Committee longer than 5 consecutive years. The purpose of the Audit Committee is to ensure an appropriate audit is carried out of all the Congregation's finances. In this regard, the Audit Committee shall participate in setting the Congregation's internal controls for important financial and operating topics, oversee development of audit-related policies and the implementation of any changes, meet with the auditor in advance of the annual audit to discuss the audit plan, review the results of the audit, and report those results to the Board of Trustees. The Audit Committee shall recommend an auditor to the Board of Trustees for approval, act as a point of contact for reporting any financial whistle-blowing issues, and, if necessary, initiate special investigations. The Committee shall also carry out any other charges directed by the President or Board of Trustees.

Section 6: The Social Action Committee. This Committee shall be unlimited in its number of members. The purpose of the Committee shall be to select and, after Board approval, implement social action projects for the Congregation, and to oversee the social action activities of the Congregation. The Committee may be structured to include subcommittees and discrete task forces, which may manage ongoing social action projects throughout the year. The Committee shall also carry out any other charges directed by the President or Board of Trustees.

Section 7: The Membership Committee. This Committee shall be responsible for promoting new membership and retention, creating a welcoming atmosphere in the synagogue, encouraging and enhancing our member's engagement with the congregation and its programs, and facilitating relationships among members. The Committee shall also carry out any other charges directed by the President or Board of Trustees.

Section 8: Becker School Committee. The purpose of this Committee is to support Becker families and Emanu El families with young children who are not enrolled in the Becker School, to engage these young families and create community, and to encourage continued engagement with the congregation for years to come. Members of this Committee will also serve as a resource to Becker School teachers and other staff. The Principal or Director of the Becker School will serve as an ex-officio member of the Committee and periodically report to the Board of Trustees on the activities, budget, and needs of the Becker School.

Section 9: The Helfman Religious School Committee. This Committee shall be responsible for setting goals for the Religious School, monitoring the Religious School's accomplishments, serving as a resource for the Director of the Religious School, and helping to integrate the Religious School community within the broader Emanu El

community. The Committee shall report periodically to the Board of Trustees and shall also carry out any other charges directed by the President or Board of Trustees. The Director of the Religious School and one rabbi designated by the Senior Rabbi shall serve as an ex-officio member of the Committee without a vote.

Section 10: The Ritual and Music Committee. The Ritual and Music Committee shall be co-chaired by the Senior Rabbi, who shall have a vote on this Committee, and a lay member of the Congregation appointed by the President. At least one (1) member of the Committee shall be a Trustee. The Committee shall have up to eleven (11) other members. Members of the clergy (other than the Senior Rabbi, as discussed above) and musical staff may serve as ex-officio members of the committee without a vote. The purpose of the Ritual and Music Committee shall be to oversee the form of worship followed, and the music performed, at the Congregation, solicit and bring forth ideas from the Congregation regarding the ritual and music policies and practices at Emanu El, serve as a sounding board for the Clergy and provide feedback to the Personnel Committee when it conducts evaluations. The Committee shall recommend ritual and music policy changes to the Board of Trustees, which shall have ultimate responsibility for approving any changes to the Congregation's ritual practices, save as reserved to the Congregation in Article VI, Section 10. The Committee shall also carry out any other charges assigned to it by the President or Board of Trustees.

Section 11: The Cemetery Committee. This Committee shall consist of at least 7 members. At least one (1) member shall also be a Trustee. The Executive Director shall serve as an ex-officio member without a vote. The Cemetery Committee shall carry out the charge of the Board of Trustees and shall have the power and authority specified in Article XII of these Bylaws. The Committee shall also carry out any other charges assigned to it by the President or Board of Trustees.

Section 12: The Nomination and Leadership Development Committee. This Committee shall identify potential leaders of the Congregation and design a program to recruit, train, and develop leaders. The Committee shall find opportunities for potential leaders to gain experience within Emanu El. Trustees, Officers, and other Members may serve as part of the leadership development aspect of the Committee without participating in the nomination aspect of the Committee (and will not thereby be barred from being nominated as a Trustee or Officer or count toward any restriction on the number of Trustees serving on the Committee). The Committee shall also nominate appropriate persons to serve as Officers and Trustees in accordance with Article VIII of these Bylaws. The Committee will consist of between five (5) and twelve (12) members, who are appointed by the President. The President shall appoint someone other than himself or herself as the Chairperson of the Committee. The Senior Rabbi shall serve as an ex-officio member without a vote. At least one (1) member, but less than a majority of the members, of the Committee shall be Trustees. The Committee shall also carry out any other charges assigned to it by the President or Board of Trustees.

Section 13: The Israel Committee. This Committee shall promote our founders' love of the State of Israel, work to strengthen the bonds between Israel and Diaspora Jewry, enhance US-Israeli relations and educate members of the Congregation to become

dedicated advocates of the State of Israel. The Committee shall develop Israel related programming and provide oversight of the Shirley Barish Memorial Israel Experience for the teenagers of the Congregation. The Committee shall also carry out all charges given it by either the President or Board of Trustees.

Article XII
Cemetery

Section 1: Ownership. The Congregation may own land for use as a cemetery.

Section 2: Name. The cemetery, known as **Emanu El Memorial Park**, located at 8341 Bissonnet, Houston, Texas ("**EEMP**"), shall be owned exclusively by the Congregation, and no portion thereof shall ever be sold, given, or leased to any person or association whereby the Congregation would lose complete control of interment therein. Legal title to the cemetery shall at all times be vested in the Congregation, subject only to such rights of interment as may be granted by the Congregation.

Section 3: Management. The management of the cemetery is delegated to the Cemetery Committee, whose rules, regulations, and policies are subject to the approval of the Board. The Cemetery Committee shall promulgate rules and regulations for interment and burial, the operation of the cemetery, set charges for burial space, issue permits for burial, and arrange for maintenance and perpetual care, establish regulations for the landscaping of plots and other spaces in the cemetery and for headstones. All activities that are subject to the control or supervision of the cemetery shall comply with any applicable law.

Section 4: Restriction on Use of Profits. All benefits and profits accruing from the cemetery shall be restricted to the use for: (i) improvements, care and maintenance of the cemetery; (ii) care for special cases; (iii) reduction of cemetery costs to Members; and (iv) creation of a Perpetual Care Fund ("**PCF**") to be funded and used as provided in Section 5 below. Profits from the cemetery shall not be used to defray general operating expenses of the Congregation, however profits from the cemetery may be used to reimburse the Congregation for that portion of the Congregation's paid administrative staff which is used for cemetery purposes.

Section 5: Perpetual Care Fund. The Board of Trustees may set the percentage of plot sales dedicated to the PCF as it deems prudent, subject to applicable law. The PCF shall be held in an investment account overseen by the Investment Committee. The primary purpose for the funding and maintenance of the PCF is to provide assurance that in the long-term future EEMP will have the resources to be maintained and operated even if the Congregation is not an available resource. Additionally, the PCF may be used for keeping EEMP as a viable ongoing cemetery.

Section 6: Improvements. On an ongoing basis EEMP may need to make improvements that could include capital improvements such as roads, paths, structures, infrastructure, and other improvements to maintain the long-term viability, beauty and operation for EEMP. When the Cemetery Committee determines that capital or long-term

improvements should be made to EEMP, the Cemetery Committee shall make a recommendation to the Board of Trustees for approval, which recommendation will include methods and sources of funding for such improvements. The priority for funding of improvements to the cemetery will be as follows:

(a) Funds from annual operating budget from plot sales;

(b) Special or dedicated gifts or fundraising campaign for the benefit of EEMP. Subject to the limit in subsection (e) below, borrowing from the PCF, with the requirement that any borrowed funds from the PCF will be repaid to the PCF over a reasonable term, together with reasonable prevailing interest.

(c) At such time when the PCF eventually achieves sufficient size ("**Stabilization**") that the income from the PCF is sufficient to provide the needed operation and maintenance of EEMP, any surplus funds in the PCF may be used for improvements (without being borrowed).

(d) In the event borrowing from the PCF is needed for improvements at EEMP, the maximum outstanding borrowed amount at any point in time from the PCF is limited to 50% of the available investment income, but in no event may corpus be utilized until the PCF has achieved Stabilization. Sources of funding for repayment of monies borrowed from the PCF shall be: Continued solicitation of donations and gifts which are dedicated to improvements at EEMP, and profits from EEMP's operations.

(e) In the event borrowing from the PCF is needed for improvements at EEMP, the maximum outstanding borrowed amount at any point in time from the PCF is limited to 50% of the available investment income, but in no event may the corpus be utilized until the PCF has achieved stabilization. Sources of funding for repayment of monies borrowed from the PCF shall be: continued solicitation of donations and gifts dedicated to improvements at EEMP and profits from EEMP's operations.

Article XIII
Contracts and Legal Documents in General

Except as otherwise provided in these Bylaws, no material deed, contract, or other legal document obligating the Congregation may be executed unless the Board of Trustees approves such instrument. Nothing in this Article, however, prohibits the Board of Trustees from granting a particular Officer, agent, or employee limited discretion to approve an instrument. Unless the Board of Trustees authorizes other Officers, employees, or agents to sign on behalf of the Congregation, the President shall sign all instruments on behalf of the Congregation.

Article XIV
Fiscal Year

The fiscal year of the Congregation shall begin on the first day of May of each calendar year, and end on the 30th day of April of the following calendar year.

Article XV
Amendments

Section 1: Amendments. These Bylaws may be amended at any Annual Meeting or at a Special Meeting of the Members of the Congregation called for that specific purpose, when such amendment is passed by two-thirds (2/3) of those Members present and entitled to vote. Such proposed amendment(s) shall be included in the notice of any such meeting.

Section 2: Initiation of Amendments. Proposed Amendment(s) to these Bylaws may be initiated by any one of the following methods:

(a) The Board of Trustees by a majority vote may submit such amendment(s) as it deems advisable;

(b) Any Member in Good Standing may submit a copy of proposed amendments to the Board of Trustees for its consideration; and

(c) Any Member in Good Standing may submit a proposed amendment by filing a petition requesting the submission thereof, signed by not less than seventy-five (75) Members in Good Standing. Such petition must be filed with the Secretary at least sixty (60) days prior to the date of the Annual Meeting.

Article XVI
Parliamentary Authority

The rules of procedure at Congregation, Board of Trustees, and Committee meetings shall be determined by Robert's Rules of Order, latest revised edition, except where these Bylaws state otherwise.

Article XVII
Prohibited Activities

Section 1: No Right to Distributions. The Congregation may not distribute or pay, and no Member of the Congregation may receive or realize, any earnings, gain, return, or pecuniary profit from the assets or operations of the Congregation. However, the Congregation may pay to a Member a reasonable salary or other compensation for services rendered and compensation for the reasonable value at retail for goods sold to or for the Congregation in carrying out any of its tax-exempt purposes.

Section 2: Limitations on Activities. Notwithstanding any other provision of these Bylaws, no Officer, Trustee, Member, employee, or agent of the Congregation may take any action or carry on any activity by or on behalf of the Congregation not permitted to be taken or carried on by an organization exempt under section 501(c)(3) of the Internal Revenue Code (defined below), by an organization to which contributions are deductible under section 170(c)(2) of the Internal Revenue Code, or by a non-profit corporation under the Texas Business Organizations Code. Without limiting the foregoing, the Congregation may not participate 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, or otherwise attempt to influence legislation.

Section 3: Definition. "**Internal Revenue Code**" means the Internal Revenue Code of 1986 (as now amended and existing, or hereafter amended or succeeded), together with all regulations thereunder, as they now exist or as they are hereafter amended.

Article XVIII
Indemnification

Section 1: Duty to Indemnify. To the maximum extent permitted by applicable law (including the mandatory and permissive indemnification provisions of Chapter 8 of the Texas Business Organizations Code), the Congregation shall indemnify, defend, and hold harmless each current and former Trustee, Officer, employee, or agent against all liabilities, judgments, and reasonable expenses incurred by the person in connection with a proceeding (including a threatened proceeding) in which the person is a respondent because the person served in such capacity or held such office.

Section 2: Payment of Defense. The Congregation's duty to defend in this Article includes the payment of reasonable attorney's fees, reasonable expenses, and other reasonable costs, whether they are treated as an advancement, payment, or reimbursement.

Section 3: Non-Exclusivity of Rights. The right to indemnification and to advancement and payment of reasonable attorney's fees and other litigation expenses in this Article is not exclusive of any other right that a person has under any law, any contract, any provision of the Formation Document of the Congregation, or otherwise.

Section 4: Applicability. An indemnified person's rights in this Article:

(a) apply whether a proceeding is decided on its merits, decided on procedural grounds, settled, compromised, voluntarily dismissed, or otherwise, whether or not fault is designated;

(b) include the right to prohibit the Congregation from admitting fault on behalf of the indemnified person for any part of the proceedings, judgments, or liabilities, unless the indemnified person consents; and

(c) apply if the claims or allegations in a proceeding or underlying any liabilities appear to pertain to the matters for which indemnification is provided in this Article, regardless of how groundless, defective, untrue, or legally unsound such allegations or claims appear.

Section 5: Insurance. The Congregation may purchase and maintain insurance, at its expense, to protect itself and any indemnified person against proceedings, judgments, and liabilities for which the Congregation is required to indemnify such indemnified person, whether or not under this Article.

Section 6: Repeal. The rights of an indemnified person in this Article constitute a contract

between the Congregation and each indemnified person. Any repeal or modification of this Article is prospective only and does not adversely affect any limitation on the liability of a trustee of the Congregation existing at the time of such repeal or modification.

Article XIX
Miscellaneous

Section 1: No seats in the sanctuary or chapel shall be assigned or reserved in advance except to accommodate special needs or as a courtesy to members of the immediate family of the Clergy.

Section 2: Endowment Funds of Congregation Emanu El of Houston. The President shall be authorized to appoint the Congregation Emanu El Directors for the Endowment Funds of Congregation Emanu El of Houston, except as otherwise provided by the bylaws of that entity.

Section 3: Auxiliary Associations. Associations, auxiliary to the Congregation, may be formed by Members with the consent of the Board of Trustees. The president or chair of each such association must meet the same eligibility requirements as an Elected Trustee in Article VIII, Section 4. Such associations and their activities shall thereafter be at all times subject to such restrictions and control as the Board of Trustees may determine to determine.

Notes:
Originally adopted April 17, 2018

Amended April 19, 2020: Article III, Section 5; Article IV, Section 4; Article V, Sections 2 and 7; Article VI, Sections 2 and 7; Article VIII, Sections 2 and 3; Article XI, Sections 1, 5, and 13