# BY-LAWS

## THE SUMMIT HILL CONGREGATION, INC.
(Woodside Synagogue Ahavas Torah)

## ARTICLE I

## OFFICES

The principal office of the Corporation in the State of Maryland shall be located in the City of Silver Spring, County of Montgomery. The Corporation may have such other offices, either within or without the State of Maryland, as the Board of Trustees may determine or as the affairs of the Corporation may require from time to time.

## ARTICLE II

## MEMBERS

Section 1. Classes of Members. The Corporation shall have two classes of members, as provided in the Articles of Incorporation.

Section 2. Election of Members. Membership shall be open to families of the Jewish faith and persons of the Jewish faith (as determined by the Rabbi retained by the Corporation or his designee) who have attained their religious majority; provided, that not more than one vote shall be allowed per family; and provided further that only male members shall be eligible to hold the offices of President, Vice President for Administration and Treasurer. Applicants shall be elected to membership by the Board of Trustees at any meeting of the Board of Trustees held after an application for membership is received by the Vice President for Membership and Community Relations and approved by the Rabbi retained by the Corporation or his designee. An affirmative vote of two-thirds of the Trustees present and voting shall be required for election. The immediate family of members shall be accorded all privileges and benefits of membership (other than the rights to vote, serve as trustee or hold elective office, which are restricted to members).

Section 3. Voting Rights. Each Member entitled to vote shall be entitled to one vote on each matter submitted to a vote of members. Members delinquent more than one year in the payment of annual dues, assessments, or other charges shall not be entitled to vote. The Treasurer shall report to the President promptly the names of members who become so delinquent.

Section 4. Termination of Membership. The Board of Trustees, by affirmative vote of two-thirds of all of the members of the Board, may suspend or expel a member for cause after an appropriate hearing, and by a majority vote of those present at any regularly constituted meeting, may terminate the membership of any member who becomes ineligible for membership, or suspend or expel any member who shall be in default in the payment of dues for the period fixed in Article IX of these by-laws.

Section 5. Resignation. Any member may resign by filing a written resignation with the Secretary, but such resignation shall not relieve the member so resigning of the obligation to pay any dues, assessments or other charges theretofore accrued and unpaid. Dues, assessments or other charges shall be deemed fully accrued when the date specified for their payment has passed, even though the payment is intended to cover in part or whole a future period or event, and shall also be deemed accrued even though the date of payment has not passed to the extent the period involved has transpired or the event or events occurred.

Section 6. Reinstatement. Upon written request signed by a former member and filed with the Secretary, the Board of Trustees may, by the affirmative vote of two-thirds of the members of the Board, reinstate such former member to membership upon such terms as the Board of Trustees may deem appropriate.

Section 7. Transfer of Membership. Membership in this Corporation is not transferable or assignable.

## ARTICLE III

## MEETINGS OF MEMBERS

Section 1. Bi-Annual Meeting. A bi-annual meeting of the members shall be held in the first week of May, every second year, beginning in 2003, for the purpose of electing Trustees (including officers) and for the transaction of such other business as may come before the meeting. If the election of Trustees shall not be held in the week designated herein for any bi-annual meeting, or at any adjournment thereof, the Board of Trustees shall cause the election to be held at a special meeting of the members as soon thereafter as conveniently may be.

Section 2. Special Meetings. Special meetings of the members may be called by the President, the Board of Trustees, or not less than one-tenth of the members having voting rights.

Section 3. Place of Meeting. The Board of Trustees may designate any place, either within or without the State of Maryland, as the place of meeting for any bi-annual meeting or for any special meeting called by the Board of Trustees. Unless otherwise stated, the location shall be the Woodside Synagogue. If no designation is made, or if a special meeting be otherwise called, the place of meeting shall be the registered office of the Corporation in the State of Maryland; but if all of the members shall meet at any time and place, either within or without the State of Maryland, and consent to the holding of a meeting, such meeting shall be valid without call or notice, and at such meeting any corporate action may be taken.

Section 4. Notice of Meetings. Written or printed notice stating the place, day and hour of any meeting of members, or any postponement thereof, shall be delivered, either personally or by mail, to each member entitled to vote at such meeting, not less than five nor more than fifteen days before the date of such meeting, by or at the direction of the President, or the Secretary, or the officers or persons calling the meeting. In case of a special meeting or when required by statute or by these by-laws, the purpose or purposes for which the meeting is called shall be stated in the notice. If mailed, the notice of a meeting shall be deemed to be delivered when deposited in the United States mail addressed to the member at his or her address as it appears on the records of the Corporation, with postage thereon prepaid.

Section 5. Informal Action by Members. Any action required by law to be taken at a meeting of the members, or any action which may be taken at a meeting of members, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the members entitled to vote with respect to the subject matter thereof.

Section 6. Procedure for Nomination and Election of Officers and Trustees. Within a reasonable time prior to the bi-annual membership meeting, a nominating committee of three members shall be appointed by the President and approved by a majority vote of the Board of Trustees. The nominating committee shall prepare a list of nominees for the various elective offices and the Board of Trustees. The list of nominees shall then be sent to all members with notice of the bi-annual membership meeting, and shall be delivered, in person or by mail, to each member eligible to vote no less than thirty (30) calendar days prior to the date of the bi-annual membership meeting. In addition to candidates recommended by the nominating committee, additional persons will be deemed nominated if proposed by petition of at least five (5) members which petition is delivered to the chairman of the nominating committee not less than fifteen (15) days prior to the bi-annual membership meeting. In any event, the final list of all nominees together with notice of the time, date, and location of the bi-annual membership meeting shall be delivered to all members not later than five (5) days prior to such membership meeting.

ARTICLE IV

BOARD OF TRUSTEES

Section 1. General Powers. The affairs of the Corporation shall be managed by its Board of Trustees. Trustees need not be residents of the State of Maryland.

Section 2. Number, Tenure and Qualifications. There shall be twenty-four (24) members of the Board of Trustees, including the seven (7) officers of the Corporation and the preceding three (3) presidents of the Corporation. Each Trustee shall hold office until the next bi-annual meeting of members and until his or her successor shall have been elected and qualified. Only members entitled to vote at the meeting at which trustees are elected shall be eligible for election at said meeting.

Section 3. Regular Meetings. A regular meeting of the Board of Trustees will take place no less frequently than quarterly. The date and time will be announced not less than one week in advance. Regular meetings shall be open to the membership at large. A regular meeting of the Board of Trustees shall be held without other notice than this by-law, immediately after, and at the same place as, the bi-annual meeting of members. The Board of Trustees may provide by resolution the time and place, either within or without the State of Maryland, for the holding of additional regular meetings of the Board without other notice than such resolution.

Section 4. Special Meetings. Special meetings of the Board of Trustees may be called by or at the request of the President or any two Trustees. The person or persons authorized to call special meetings of the Board may fix any place, either within or without the State of Maryland, as the place for holding any special meeting of the Board called by them. Unless otherwise stated, the location shall be the Woodside Synagogue.

Section 5. Notice. Notice of any special meeting of the Board of Trustees shall be given to each Trustee at least two and not more than ten days beforehand by written notice delivered personally or sent by mail or electronic mail to each Trustee at his or her address specified to the Secretary for this purpose. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail so addressed, with postage thereon prepaid. If notice be given by electronic mail, such notice shall be deemed to be delivered when the electronic mail is sent and not returned as undeliverable. Any Trustee may waive notice of any meeting. The attendance of a Trustee at any meeting shall constitute a waiver of notice of such meeting, except where a Trustee attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these by-laws.

Section 6. Quorum. Eight members of the Board of Trustees shall constitute a quorum for the transaction of business at any meeting of the Board; but if less than a majority of the Trustees are present at said meeting, a majority of the Trustees present may adjourn the meeting from time to time without further notice.

Section 7. Manner of Acting. The act of a majority of the Trustees present at a meeting at which a quorum is present shall be the act of the Board of Trustees, unless the act of a greater number is required by law or by these by-laws.

Section 8. Compensation. Trustees as such shall not receive any stated salaries for their services, but by resolution of the Board of Trustees a fixed sum and expenses of attendance, if any, may be allowed for attendance at each regular or special meeting of the Board; but nothing herein contained shall be construed to preclude any Trustee from serving the Corporation in any other capacity and receiving compensation therefor.

Section 9. Vacancies. Any vacancy occurring in the Board of Trustees shall be filled by the Board of Trustees from among the members then entitled to vote at meetings of members. A Trustee elected to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office.

Section 10. Informal Action by Trustees. Any action required by law to be taken at a meeting of trustees, or any action which may be taken at a meeting of trustees, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the Trustees.

## ARTICLE V

## OFFICERS

Section 1. Officers. The officers of the Corporation shall be a President, three Vice Presidents, a Secretary, a Treasurer, and an Assistant Treasurer. The Board of Trustees may elect or appoint such other officers, including one or more Assistant Secretaries and one or more Assistant Treasurers, as it shall deem desirable, such officers to have the authority and perform the duties prescribed, from time to time, by the Board of Trustees. Any two or more offices may be held by the same person, except the offices of President and Secretary. The President, three Vice Presidents, Treasurer, Assistant Treasurer, and Secretary shall serve as seven (7) of the 24 trustees; other officers, elected or appointed by the Board of Trustees, shall not be Trustees (unless elected by the members at the bi-annual meeting or elected by the Board of Trustees to fill a vacancy).

Section 2. Election and Term of Office. The officers of the Corporation (other than those elected or appointed by the Board of Trustees) shall be elected every two years by the members at the regular bi-annual meeting of the members from among those members entitled to vote at said meeting. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as conveniently may be. When new offices are created by amendment of the by-laws, they may be filled at any meeting of the members. Each officer shall hold office until his or her successor shall have been duly elected and shall have qualified or the office is abolished by appropriate action.

Section 3. Removal. Any officer elected or appointed by the Board of Trustees may be removed by the Board of Trustees whenever in its judgment the best interests of the Corporation would be served thereby but such removal shall be without prejudice to the contract rights, if any, of the officer so removed. Any other officer may be removed at any regular or special meeting by two-thirds of the entire membership. The vacancy shall be filled in accordance with Section 4, hereinafter.

Section 4. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or otherwise may be filled by the Board of Trustees in accordance with these by-laws, for the unexpired portion of the term.

Section 5. President. The President shall be the principal executive officer of the Corporation and shall in general supervise and control all of the business and affairs of the Corporation. He shall preside at all meetings of the members and of the Board of Trustees. He may sign, with any other proper officer of the Corporation authorized by the Board of Trustees, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Trustees has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Trustees or by these by-laws or by statute to some other officer or agent of the Corporation; and in general he shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Trustees from time to time.

Section 6. Vice Presidents. The Corporation shall have three Vice Presidents: a Vice President for Administration, a Vice President for Programming and a Vice President for Membership and Community Relations. In the absence of the President or in event of his inability or refusal to act, the Vice President for Administration shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President.

Section 6.1. The Vice President for Administration shall, in conjunction with the President, have responsibility for the overall administration of the Corporation. The Vice President for Administration shall perform such other duties as from time to time may be assigned to him by the President or by the Board of Trustees.

Section 6.2. The Vice President for Programming shall, in conjunction with the President, have responsibility for coordinating and planning educational, social, cultural and recreational programs for the membership and, as appropriate, for others in the community.

Section 6.3. The Vice President for Membership and Community Relations shall have responsibility, in conjunction with the President, for

a) encouraging new membership in the Corporation, and welcoming and assisting new members; and

b) coordinating as appropriate with the surrounding residential community and with other organizations in the larger Jewish community.

He or she shall maintain a supply of membership application forms at all times and shall not have any authority to refuse to accept any application for appropriate disposition. He or she shall be responsible for presenting membership applications of eligible applicants to the Board of Trustees, and shall promptly notify the applicants of the disposition of their applications.

Section 7. Treasurer. If required by the Board of Trustees, the Treasurer shall give a bond for the faithful discharge of his duties in such sum and with such surety or sureties as the Board of Directors shall determine. He shall have charge and custody of and be responsible for all funds and securities of the Corporation; receive and give receipts for monies due and payable to the Corporation from any source whatsoever, and deposit all such monies in the name of the Corporation in such banks, trust companies or other depositaries as shall be selected in accordance with the provisions of Article VI of these by-laws; and in general perform all the duties as from time to time may be assigned to him by the Board of Trustees or by the President. He shall also render a written financial report to the Board at least once a year, and if requested by any member, shall arrange for or permit independent audit of the books of account. He may also establish, modify or amend, or repeal, rules and regulations concerning the collection and disbursement of corporate funds to the extent not inconsistent with these by-laws. In the event of the Treasurer's absence, inability or refusal to act, the President shall reassign the duties of the Treasurer as appropriate.

Section 8. Secretary. The Secretary shall keep the minutes of the meetings of the members and of the Board of Trustees in one or more books provided for that purpose; see that all notices are duly given in accordance with the provisions of these by-laws or as required by law; be custodian of the corporate records and of the seal of the Corporation and see that the seal of the Corporation is affixed to all documents, the execution of which on behalf of the Corporation under its seal is duly authorized in accordance with the providers of these by-laws; keep a register of the post office address of each member which shall be furnished to the Secretary by such member; and in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him or her by the President or by the Board of Trustees as appropriate.

Section 9. Assistant Treasurers and Assistant Secretaries. If required by the Board of Trustees, the Assistant Treasurers shall give bonds for the faithful discharge of their duties in such sums and with such sureties as the Board of Trustees shall determine. The Assistant Treasurers and Assistant Secretaries, in general, shall perform such duties as shall be assigned to them by the Treasurer or the Secretary or by the President or by the Board of Trustees as appropriate. In no event shall an Assistant Treasurer's duties include issuing bills or statements to members, discussing accounts with members, or requesting payment of any member's financial obligations to the Corporation.

## ARTICLE VI

## CONTRACTS, CHECKS, DEPOSITS AND FUNDS

Section 1. Contracts. The Board of Trustees may authorize any officer or officers, agent or agents of the Corporation, in addition to the officers so authorized by these by-laws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

Section 2. Checks, Drafts, etc. All checks, drafts or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation, shall be signed by such officer or officers, agent or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Trustees. In the absence of such determination by the Board of Trustees, such instruments shall be signed by the Treasurer and countersigned by the President or the Vice President of Administration of the Corporation.

Section 3. Deposits. All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositaries as the Board of Trustees may select.

Section 4. Gifts. The Board of Trustees may accept on behalf of the Corporation any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the Corporation.

## ARTICLE VII

## BOOKS AND RECORDS

The Corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members, Board of Trustees and committees having any of the authority of the Board of Trustees, and shall keep at the registered or principal office a record giving the names and addresses of the members entitled to vote. All books and records of the Corporation may be inspected by any member or his or her agent or attorney for any proper purpose at any reasonable time.

ARTICLE VIII

FISCAL YEAR

The fiscal year of the Corporation shall begin on the first day of July and end on the last day of June in each year.

ARTICLE IX

DUES

Section 1. Annual Dues. Dues for the fiscal year shall be the amount prescribed by the Board of Trustees for each year and shall be billed on or about July 1 unless other arrangements are made with the Treasurer.

In the event of hardship, the President or the Board of Trustees, either on the petition of the member or on its own initiative, may waive part or all of the dues for the current year, and no written identification of the member involved need appear on the corporate records (the Treasurer may record the dues involved as paid in full, and show the discrepancy only on worksheets to avoid identification.)

Section 2. Payment of Dues. Dues shall be payable in advance on the first day of July in each fiscal year. Dues of a new member shall be prorated from when such new member is elected to membership, for the remainder of the fiscal year of the Corporation, according to prorating schedules to be adopted by the Board for each member class.

Section 3. Default and Termination of Membership. When any member of any class shall be in default in the payment of dues for a period of one year from the beginning of the fiscal year or period for which such dues became payable, his or her membership will thereupon be terminated at the discretion of the Treasurer, President, and the Vice President for Membership and Community Relations.

## ARTICLE X

## SEAL

The Board of Trustees shall provide a corporate seal, which shall be in the form of a circle and shall have inscribed thereon the name of the Corporation and the words "Corporate Seal 1963".

## ARTICLE XI

## CONDUCT OF MEMBERS AND THEIR FAMILIES

Members and their families shall be advised of the Corporation's obligations to avoid the creation of any nuisance to the neighborhood, and repeated violations of this provision shall be sufficient cause to expel a member from membership.

## ARTICLE XII

## AMENDMENTS TO BY-LAWS

These by-laws may be altered, amended or repealed and new by-laws may be adopted by a majority of the Trustees present at any regular meeting or at any special meeting, if at least two days written notice is given of intention to alter, amend or repeal or to adopt new by-laws at such meeting.

ARTICLE XIII

Notwithstanding any other provision herein, cemetery privileges shall not be accorded persons not of the Jewish faith as determined by the Rabbi retained by the Corporation or his designee.

ARTICLE XIV

These by-laws shall be governed by halachah as determined by the Rabbi retained by the Corporation or his designee.

ARTICLE XV

INDEMNIFICATION

Section 1. The Corporation shall, to the maximum extent permitted by applicable law, indemnify any person who is, or who is threatened to be made, a party to any legal action, suit or other legal proceeding, by reason of the fact that he or she is or was a Trustee, Director, or Officer of the Corporation (an "Indemnified Person"), against expenses (including reasonable attorney's fees), judgments, fines, and amounts paid in settlement (if approved in advance by the applicable Non-Interested Parties (as defined in Section 2 below) actually and reasonably incurred by such Indemnified Person in connection with such action, suit or other proceeding (including, without limitation, costs and expenses incurred in responding to a subpoena or acting as a witness in any such action, suit or other proceeding) (collectively, the "Indemnified Expenses"), if such Indemnified Person acted in good faith and reasonably believed that such Indemnified Person was acting in (or was not opposed to) the best interests of the Corporation and with respect to any criminal action or proceeding, had no reasonable cause to believe such Indemnified Person's conduct was unlawful, provided, however, that no indemnification shall be made in any case where the act or failure to act giving rise to the claim for indemnification is determined by a court of competent jurisdiction to have constituted self-dealing, willful misconduct or recklessness. For purposes of this Article, the term "court of competent jurisdiction" or "court" shall include the Beth Din of America or another Beth Din approved by the Non-Interested Parties (in consultation with the Rabbi of the Corporation).

Section 2. Any indemnification under Section 1 of this Article (unless ordered by a court) shall be made by the Corporation only as authorized in the specific case, upon the determination that indemnification of the Indemnified Person is proper in the circumstances because the Indemnified Person has met the applicable standard of conduct set forth in Section 1. Such determination (or the approval of a settlement referred to in Section1 above) shall be made: (1) by the Board of Trustees by a majority vote of a quorum consisting of Trustees who were not parties to such legal action, suit or other legal proceeding; or, if no quorum can be reached, (2) by the affirmative vote of a majority of the Members of the Corporation, excluding those who are parties to such legal action, suit or other legal proceeding, in attendance at a duly constituted meeting (either clause (1) or (2), the applicable "Non-Interested Parties").

Section 3. Indemnified Expenses shall be paid by the Corporation in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking (with sufficient security, if required) by or on behalf of the Indemnified Person to repay such if it shall ultimately be determined that such Indemnified Person is not entitled to be indemnified by the Corporation as authorized in this Article XV.

Section 4. The Corporation shall maintain insurance on behalf of the Corporation and any Indemnified Person.

Section 5. No amendment or repeal of this Article XV that adversely affects the rights of an Indemnified Person under this Article shall apply to such Indemnified Person with respect to those acts or omissions that occurred at any time prior to such amendment or repeal, unless such amendment or repeal was voted by or was made with the written consent of such Indemnified Person.

AMENDMENT HISTORY
(This information is provided for reference and is not a part of the by-laws.)

| **Date** | **Portion(s) Amended** | **Summary of Amendment** |
|---|---|---|
| August 28, 2003 | (many) | • Article V: Add Vice Presidents for Administration; Membership and Community Relations; Programming. Clarify responsibilities of Assistant Treasurer.<br>• Article III, Section 1: change date of bi-annual membership meeting.<br>• Multiple miscellaneous changes. |
| April 6, 2005 | Article IX, Section 3 | Change membership termination criteria for members who default on dues. |
| August 29, 2007 | Article IX, Section 2 | Change dues pro-rating schedule for new members from monthly to schedule(s) established by the Board. |
| March 9, 2015 | Article XV | Added new article (Indemnification). |