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EXHIBIT A

**BYLAWS OF KOL AMI
LEGACY SYNAGOGUES:
CONGREGATION OR CHADASH
TEMPLE EMANU-EL
Tucson, Arizona**

**ARTICLE I
Name and Corporate Status**

SECTION 1. Name: The name of this Congregation is Kol Ami.

SECTION 2. Purposes and Legal Powers: These Bylaws shall be the governing document for Kol Ami, a non-profit corporation established for charitable and education purposes, as set forth in its Articles of Incorporation and pursuant to section 501(c)(3) of the Internal Revenue Code.

SECTION 3. Principal Office: The principal office of the congregation shall be located at 225 N. Country Club Road, Tucson, Arizona, 85716.

**ARTICLE II
Affiliation**

SECTION 1. The Congregation shall follow the principles and practices of Reform Judaism as interpreted by the Central Conference of American Rabbis (CCAR), the Union for Reform Judaism (URJ), the American Conference of Cantors (ACC), Association of Reform Jewish Educators (ARJE), The National Association for Temple Administration (NATA), and as approved by the Board of Trustees of this Congregation.

SECTION 2. The Congregation shall be affiliated with and hold membership in the URJ or its successor organizations.

**ARTICLE III
Membership**

SECTION 1. Eligibility:

- a. All Members in good standing at the time of incorporation of Congregation Kol Ami of Congregation Or Chadash and Temple Emanu-El shall be Members of Congregation Kol Ami through June 30, 2021.
- b. An individual or family shall be eligible and may be accepted to membership in the Congregation.

SECTION 2. Unit of Membership (Hereafter Member): The unit of membership shall be an individual, or a family (spouses, domestic partners, dependent children who are unmarried, and any dependent parents). All questions of who is “dependent” shall be determined by the Board. Individual and family members are also referred to in these Bylaws as a “Member.” In order to become a Member, prospective Members must:

A. pay such annual dues and assessments as may be prescribed by the Board of Trustees; and

B. upon payment of annual dues and assessments, if any, such Member shall be entitled to all rights and privileges of membership as set forth in Section 6 below.

SECTION 3. Junior Membership: Young people from the age of Confirmation (age 16) may, upon application, be accepted to junior membership in the Congregation, and shall pay no fees, dues, or assessments. A Junior Member shall be entitled to all privileges of membership except the right to vote or hold office. Such membership shall terminate when the person shall attain the age of 21 years or marry, whichever comes first.

SECTION 4. Associate Membership:

A. Any Member in good standing of another Jewish congregation in their present or previous place of regular residence who wishes to become an Associate Member of Kol Ami may apply to the Executive Director, or if there is no Executive Director, to a representative of the Board as appointed by the President, for Associate Membership in the same manner applicable to regular membership.

B. Such Associate Member will pay such annual dues and assessments (if any) as may be prescribed by the Board of Trustees.

C. Associate Membership will entitle such Member to all rights and privileges of membership except voting at Congregational meetings and enrollment in the Religious School unless specifically authorized by the Board of Trustees.

SECTION 5. The Board of Trustees may from time to time establish other categories of membership as it may deem advisable in the interests of the Congregation.

SECTION 6. Privileges of Membership: Members shall have the following rights and privileges:

A. To attend and vote at all meetings of the membership. Each Member unit in good standing shall have one vote. A Member is in good standing if they are current in their financial obligations to the Congregation.

B. Subject to such rules and regulations as may be established by the Board of Trustees,

1. To participate in all religious services and activities of or offered by the Congregation.
2. To enroll their children in the Religious School of the Congregation.
3. To purchase a burial plot at the Member rate in the Congregation's

cemeteries.

SECTION 7. Resignation: A Member may resign at any time from the Congregation. The resignation does not absolve the Member from any financial obligations incurred before the date of resignation.

SECTION 8. Suspension: A Member may be suspended from the Congregation by the Board of Trustees for reasons established by the Board. The Member shall be notified in writing at least thirty (30) days prior to the Board of Trustees' scheduled intent to act. Prior to this scheduled action, the Member shall be provided the opportunity to be heard by the Board of Trustees or its designated committee. The Member may be suspended by a majority vote of the Board of Trustees. Upon suspension, all rights and privileges of the suspended Member's membership shall immediately cease. Such suspension shall not absolve the suspended member from any financial obligations to the Congregation.

SECTION 9. Reinstatement: Suspended Members may be reinstated by the Board of Trustees or its designated committee upon payment of all arrears or establishing a payment plan for such arrears, rectification of reason for removal, and compliance with any other terms the Board of Trustees may designate.

SECTION 10. Employee Membership: Full membership privileges shall be extended to the Rabbi(s), Cantor, Administrator/Executive Director, Educator, and all full-time Congregation employees and their families.

SECTION 11. Financial Support: Members shall be responsible for financial support of the Congregation. The Board of Trustees may waive, extend or modify any financial obligation due from a Member.

ARTICLE IV Membership Meetings

SECTION 1. Annual Meeting:

A. The Annual Meeting of this Congregation shall be held between May 1 and June 15 of each year at a time and date as specified by the Board of Trustees, to conduct such business

as may be necessary, including elections. The election for members of the Board of Trustees, including Officers, shall be held at this meeting.

B. Notice of the Annual Meeting of the Congregation, including the meeting's agenda, shall be published in the Congregation's bulletin and emailed or mailed to the Members no later than twenty (20) days prior to the meeting.

SECTION 2. Special Meetings:

A. Special meetings of the Congregation may be called by resolution of the Board of Trustees upon written petition of forty (40) Member units of the voting membership presented to the President or the Secretary of the Congregation or upon the request of the President of the Congregation or of a majority of the Board of Trustees. The purpose of such a meeting, as stated in the notice, shall be the only business conducted at the meeting.

B. Notice of any special meeting of the Congregation shall be emailed or mailed to the Members no later than ten (10) days prior to the meeting and shall be published in the Congregation's bulletin.

SECTION 3. Record Date: Shall mean the date for determining which Members are entitled to notice and to vote at an Annual or Special Meeting, which date shall be the day before the first notice of Members of a meeting.

SECTION 4. Quorum: Fifteen percent (15%) of Member units in good standing as of the Record Date shall constitute a quorum. Valid absentee ballots shall count towards the quorum.

SECTION 5. Motions: All motions require a majority vote to pass, unless stated otherwise in these Bylaws or by the Articles of Incorporation. Absentee votes shall be permitted. Virtual participation will be permissible.

**ARTICLE V
Board of Trustees**

SECTION 1. Function:

The Board of Trustees shall be the governing body of Congregation Kol Ami and shall have the authority to conduct all business of Congregation Kol Ami except that expressly reserved to the Members in these Bylaws.

SECTION 2. Board Composition:

A. Transition Board. The members of the Boards of Directors of Temple Emanu-El and Congregation Or Chadash who wish to serve on the new Kol Ami Board shall serve until July 1, 2021.

B. Elected Board. The Board of Trustees shall consist of a maximum of eighteen (18) voting Trustees consisting of the elected Officers and a minimum of four (4) additional

Trustees elected by the membership at the Annual Meeting, as well as the Presidents of the approved Auxiliary Groups of Kol Ami. The Board may designate by majority vote ex officio non-voting members of the Board of Trustees.

SECTION 3. Eligibility:

A. All Officers and other Trustees must be Jewish Members in good standing of Kol Ami. No one shall be eligible for election to the Board of Trustees unless he or she has been a Member of the congregation in good standing of Kol Ami (or of Temple Emanu-El or Congregation Or Chadash) for at least two (2) years prior to election. No employee supervised by the Board of Trustees or member of their family may serve as a voting member of the Board of Trustees or as an Officer.

B. Not more than one individual within any unit of membership, nor a domestic partner of a current Trustee or Officer, shall serve as an Officer or Trustee of the Congregation at the same time.

SECTION 4. Term Limits: No Trustee shall serve more than three (3) consecutive two (2) year terms as a Trustee except to assume a role as an Officer. A Trustee who is not elected as an Officer must take at least one (1) year off of the Board of Trustees before again being eligible for election as Trustee. An exception to this term limit policy applies to the Presidents of the Auxiliary Groups who will serve the length of their term in their respective organizations.

SECTION 5. Vacancies: The Board may fill any vacancy among the Officers or Trustees, except that of President, before the next Annual Meeting. The appointment shall be for the remainder of the fiscal year. At the next Annual Meeting, the Congregation will elect Officers or Trustees to fill any unexpired term.

SECTION 6. Meetings: The Board of Trustees shall meet at least once a month during at least nine (9) months each year. These meetings shall be open to all Members except during executive sessions.

SECTION 7. Quorum: A majority of the Board of Trustees shall constitute a quorum.

SECTION 8. Virtual Participation: The President may allow members of the Board of Trustees to attend meetings and to vote virtually as appropriate.

SECTION 9. Removal: Any elected or appointed Officer or Trustee may be removed from office:

A. Due to absence, without adequate excuse from three (3) regular meetings of the Board during each fiscal year, after thirty (30) calendar days' written notice by the Executive Committee to said Trustee or Officer.

B. Upon request to the President from a Trustee or a Member, the President may call a Special Executive Committee meeting to consider removal of a Trustee or Officer for failure to perform in the best interest of the Congregation. Upon the Executive Committee's direction, the Secretary will send a written notice to the Trustees ten (10) calendar days prior to the Special or regular Board meeting to hear the complaint against the Trustee or Officer. An affirmative vote of two-thirds (2/3) of the Trustees and Officers present upon call of the question is required for removal.

SECTION 11. Resignation: Any Trustee or Officer may resign from their office at any time by written notice delivered to the Board of Trustees, the President or the Congregation at its principal address. Any such resignation shall be effective upon its receipt unless some later time is therein fixed, and then from that time. The acceptance of a resignation will not be required to make it effective.

ARTICLE VI Duties and Powers of the Board of Trustees

The Board of Trustees shall:

A. Serve as the governing body for Kol Ami, carrying out the objectives and purposes of Kol Ami and overseeing the administration of its affairs in accordance with these Bylaws.

B. Engage a Rabbi(s)

C. Engage a Cantor(s)

D. Engage an Administrator/Executive Director to manage the day-to-day affairs of Kol Ami and perform such other duties as the Board may prescribe, including but not limited to preparation and presentation to the Board of a proposed annual budget and of policies and procedures.

E. Engage other professionals it deems necessary to the functioning of the Congregation.

F. Have oversight over standing committees created by the Bylaws and may establish ad hoc committees and other entities acting under its control.

G. Adopt a proposed annual budget for approval by the membership and maintain a fiduciary responsibility for the financial affairs of Kol Ami.

H. Have exclusive authority to approve the borrowing of operating funds and all mortgage loans and incurred debts, authorize the execution of promissory notes, bonds, debentures and other evidence of debt, deeds of trust, mortgages, pledges, security agreements and other security for debt in the corporate name.

- I. Adopt policies and procedures, to include personnel policies and procedures.
- J. Require the President to call a special meeting of the Board if any three (3) Trustees (including Officers) deliver a petition that requests such a meeting.
- K. Be the example to the membership by regular attendance at worship services, by active participation in the life and activities of the Congregation, and by chairmanship of or membership in at least one standing or ad hoc committee.
- L. Establish and operate a leadership development program.
- M. The Board has the authority to delegate its responsibilities (except for employment of clergy and Executive Director and fiduciary oversight) to the Executive Committee, or individual Board members or Groups (task forces) of the Congregation or to the Executive Director.

ARTICLE VII Officers

SECTION 1. Officer Composition:

A. Transition Officers. The Officers of Kol Ami who are Officers of Temple Emanu-El and Congregation Or Chadash who wish to serve as Officers of Kol Ami shall be Officers of Kol Ami from its incorporation until July 1, 2021. If there are two Officers in any given position, they shall share the position.

B. Members of the Congregation shall elect the Officers to succeed the Transitional Officers beginning July 1, 2021 and thereafter. Each Officer shall serve a term of two (2) years or until their successors are elected or qualified. The Officers of Kol Ami shall be:

- President
- 1st Vice President
- Vice President(s)
- Secretary
- Treasurer
- Immediate Past President

SECTION 2. Duties:

A. President: The duties of the President shall be to preside as Chair at all Congregational and Board meetings and to appoint chairs of all committees. The President shall be an ex-officio member of all committees, except the Nominating Committee. The President may call special meetings and perform such other duties as are incident to the office.

B. 1st Vice President: The 1st Vice President shall perform the duties and exercise the powers of the President when the President is absent or disabled and shall become

President upon the expiration of the term of the President if elected. If the office of President becomes vacant, the 1st Vice President shall become president from the date the Board declares a vacancy until the President's term expires. Should the 1st Vice President be unable to succeed to the Presidency, the Nominating Committee shall select a candidate or candidates for President for the upcoming election. The 1st Vice President will be an ex officio member of committees as assigned by the President, in order to inform the Board and the President on their progress with respect to their assigned committee goals and activities. The 1st Vice President shall assist the President and exercise other powers and perform other duties delegated to that Officer by the President or the Board, or both.

C. Vice President(s): The Vice President(s) shall perform the duties and exercise the powers of the President when the President and the 1st Vice President are absent or disabled. The Vice President(s) will be an ex officio member of committees as assigned by the President, in order to inform the Board and the President on the status of their assigned committee goals and activities. The Vice President(s) shall assist the President and exercise other powers and perform other duties delegated to that Officer by the President or the Board, or both.

D. Secretary: The Secretary shall be responsible for the minutes of both the Congregation and the Board of Trustees meetings, send out notices of all meetings, and perform such other duties as are incident to the office.

E. Treasurer: The Treasurer shall be responsible for oversight and reporting on all funds of the Congregation. The Treasurer shall present a financial report at all meetings of the Board of Trustees and of the Congregation. The Treasurer shall chair or serve on the Finance Committee.

F. Immediate Past President(s): The Immediate Past President's duties shall be as prescribed by the current President of the Congregation. In addition, whenever possible and prudent, the Immediate Past President shall be the Chairperson of the Nominating Committee.

SECTION 3. Term Limits:

A. No Officer shall serve more than two (2) consecutive two (2) year terms as an Officer, except to assume the role of President or 1st Vice President. After serving two (2) consecutive terms as an Officer, no person may serve as a Trustee without taking at least one (1) year off from the Board of Trustees.

B. The terms of President and 1st Vice President shall be single two (2) year terms. At the completion of the two (2) year period, the terms of President and 1st Vice President may be extended by one (1) year. A majority vote of the Board of Trustees will be required for the Nominating Committee to consider a one-year extension of the President and 1st Vice President's term of office. At the conclusion of the term or extended term, the 1st Vice President must take at least one (1) year off, except to assume the role of President.

C. At the conclusion of the term, the President shall assume the role of Immediate Past President for a single two (2) year term or three (3) years in the case of a Presidential term extension. At the conclusion of this term, the Immediate Past President must take at least one (1) year off before being eligible to serve as Trustee or Officer.

ARTICLE VIII Nominations and Elections

SECTION 1. Nomination by Committee: Nominations of a slate of Officers and Trustees shall be presented by the Nominating Committee.

SECTION 2. Nomination by Members:

A. Nomination for any elective office may also be made by petition of forty (40) voting Members of the Congregation, said nominations to be filed with the Secretary at least twenty (20) days prior to the Annual Meeting.

B. There shall be no nominations from the floor at the Annual Meeting.

SECTION 3. Election: Officers and Trustees shall be elected at the Annual Meeting by a majority vote of the Members voting.

SECTION 4. Nomination and Election Timeline: Notwithstanding other provisions of these Bylaws, the following timeline shall apply to the nomination and election process:

A. The Nominating Committee shall provide its slate of Officers and Trustees to the membership no later than thirty (30) days prior to the Annual Meeting of the Congregation or other meeting where an election is to occur.

B. Nominations by petition shall be submitted to the Congregation Secretary not later than twenty (20) days prior to the Annual Meeting of the Congregation or other meeting where an election is to occur.

C. If any valid nominating petitions have been submitted, the Nominating Committee's final slate along with the list of additional nominations by petition shall be provided to the membership no later than fifteen (15) days prior to the Annual Meeting of the Congregation or other meeting where an election is to occur.

SECTION 5. Number of Nominations: The slate of nominees shall consist of as many nominations as the Nominating Committee deems advisable for each Officer and for each Trustee whose term of office shall be up for election. The Nominating Committee may nominate more than one person for any position, but must nominate at least one person for each open Officer position.

SECTION 6. Selection Process: The Nominating Committee shall select a slate of nominees pursuant to policies and procedures adopted by the Board and published to the Membership in advance of the selection process. Those considered for nomination who are not selected for the slate will be notified no less than sixty (60) days prior to the election to allow time for nomination by petition.

**ARTICLE IX
Ordained Rabbi(s) and Cantor(s)**

SECTION 1. The Rabbi(s):

- A. The Rabbi(s) shall be elected in the following manner:
 - 1. A special committee appointed by the President of the Congregation with the approval of the Board of Trustees shall recommend a candidate to be elected.
 - 2. Upon approval of the Board of Trustees, this recommendation shall be submitted to the Congregation at a regular or special meeting.
 - 3. A two-thirds (2/3) vote of the membership present and voting shall be required for the initial election of the Rabbi.

- B. Upon approval by the Congregation, as set forth in (A) above, the Rabbi(s) shall serve an initial term of employment not to exceed three (3) years.

- C. Successive terms of employment of the Rabbi(s) shall be recommended by the Board of Trustees and approved by the membership.

- D. The duties and responsibilities of the Rabbi(s) shall be those traditionally or customarily performed by an ordained Rabbi under the principles and practices of Reform Judaism and as may be designated by and subject to the policies of the Board of Trustees.

- E. A designated Rabbi shall have the right to attend all meetings of the Executive Committee, the Board of Trustees, and the Congregation, except when requested to absent themselves. The designated Rabbi(s) shall have nonvoting membership on all committees.

SECTION 2. The Cantor:

- A. The Cantor(s) shall be elected in the following manner:
 - 1. A special committee appointed by the President of the Congregation with the approval of the Board of Trustees shall recommend a candidate to be elected.
 - 2. Upon approval of the Board of Trustees, this recommendation shall be submitted to the Congregation at a regular or special meeting.
 - 3. A two-thirds (2/3) vote of the membership present and voting shall be required for the initial election of the Cantor.

- B. Upon approval by the Congregation, as set forth in (A) above, the Cantor(s) shall serve an initial term of employment not to exceed three (3) years.

C. Successive terms of employment of the Cantor(s) shall be recommended by the Board of Trustees and approved by the membership.

D. The duties of the Cantor(s) shall be to supervise the musical portions of the worship services together with, and with the approval of, the Rabbi and the Ritual Committee; and the Cantor shall perform any such other duties as may be delegated by the Rabbi or Board of Trustees, as prescribed for an ordained Cantor by the traditions and practices of Reform Judaism, the URJ, the ACC and the Congregation. In the absence of the Rabbi, the Cantor shall perform pastoral and pulpit duties.

F. The Cantor is invited to attend all meetings of the Board of Trustees, except when requested to absent themselves.

ARTICLE X Committees

SECTION 1. Standing Committees: The Chair of the following Standing Committees shall be appointed by the President, subject to and with the consent of the Board. In addition to those duties described herein, the committees shall perform other such duties that are delegated to it by the Board, the President, or both. The following Standing Committees shall be appointed by the President:

A. **Ritual Committee:** It shall be the duty of this committee, in cooperation with the Rabbi, to explore issues surrounding the religious life of the Congregation and determine the ritual and worship practices that will encourage participation and spiritual growth for the individuals and the Congregation, and establish observances for the Congregation, and promote practices in the home that will enhance the values of Jewish living. The Rabbi and other clergy shall serve as members of this committee.

B. **Jewish Lifelong Learning:** The committee shall develop the education program for adults.

C. **Religious School Committee:** It shall be the duty of this committee to oversee all policies necessary for the operation of the religious school.

D. **Membership Committee:** It shall be the duty of this committee to encourage Jewish families in the community to consider membership, and generate interest in the Congregation. It shall be the duty of this committee to integrate Members into the Congregation and to promote their general welfare and retain them as members of the Congregation.

E. **Facilities:** The committee shall oversee the operation of the building, grounds, facilities and property of the Congregation.

F. Finance: The committee shall make a detailed estimate of the income and operating expenses for the ensuing year, submit in conjunction with the Executive Director an annual budget for the ensuing year, and supervise the audit of the accounts of the Congregation.

G. Nominating: The committee shall recruit and nominate members to serve as Officers and members of the Board of Trustees. It shall maintain job descriptions of the responsibilities of each nominated position and promote the development of future leaders of the Congregation. It shall be the duty of this committee to recruit, train, and support new leaders who may chair committees and serve as Trustees and Officers of the Congregation. The Nominating Committee shall consist of an odd number of members and shall contain both Trustees and Members of the Congregation.

H. Executive Committee:

1. The committee shall consist of all Officers of Kol Ami. The Rabbi(s) and the Executive Director are ex-officio, non-voting members of the Executive Committee.

2. The duties of this committee shall include, but are not limited to, setting the agenda for all Board and Annual meetings, formulating, and recommending to the Board, procedures and policies for the staff of the Congregation, and conducting performance evaluations of such staff as report to the Board. The committee shall act as an agent for the Board in time of emergency or between regularly scheduled meetings of the Board. The committee shall perform other such duties as are delegated to it by the Board, the President, or both.

I. Fundraising and Fund Development Committee: It shall be the duty of this committee to plan and oversee fundraising activities that support the financial needs of the Congregation.

SECTION 2. Other: The Board of Trustees may establish such standing or ad hoc committees as deemed necessary or appropriate.

ARTICLE XI Conflict of Interest Policy

The Board of Trustees shall adopt and enforce a Conflict of Interest policy that complies with A.R.S. 10-3860.

ARTICLE XII Professional Staff

SECTION 1. Administrator/Executive Director: The Board of Trustees may engage an Administrator or Executive Director to perform such functions as may be assigned in conformity with the duties of an administrator, as outlined by the National Association for

Temple Administration or as developed by the Board of Trustees.

SECTION 2. Education Director: The Board of Trustees may engage an Education Director to perform such functions as may be assigned in conformity with the duties of an educator, as outlined in the Association of Reform Jewish Educators or as developed by the Board of Trustees.

**ARTICLE XIII
Cemetery**

The Congregation may lease or own land for use as a cemetery. The Board of Trustees shall adopt a cemetery policy.

**ARTICLE XIV
Endowment Funds and Investments**

The Board of Trustees shall adopt an Endowment Funds and Investments policy.

**Article XV
Parliamentary Authority**

The rules of procedure at Congregational, Board, and committee meetings shall be guided by Robert's Rules of Order, latest revised edition, except where these Bylaws state otherwise.

**ARTICLE XVI
Prohibited Activities**

SECTION 1. Compensation: No Member of the Congregation shall receive any of the earnings or pecuniary profit from the operations of the Congregation. This shall not prevent the payment to any such person of reasonable compensation for services rendered to or for the Congregation in carrying out any of its tax-exempt purposes.

SECTION 2. Activities: Notwithstanding any other provision of these Bylaws, no Officer, employee, Trustee or representative of the Congregation shall 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 and regulations promulgated thereunder, as they now exist or as they may hereafter be amended, or by an organization to which contributions are deductible under section IRC 170(c)(2) of such code and regulations promulgated thereunder, as they now exist or as they may hereafter be amended.

**ARTICLE XVII
Trustee Liability and Indemnification**

SECTION 1. Trustee Liability: To the fullest extent permitted by law, an Officer or a Trustee of Kol Ami shall not be personally liable to Kol Ami or to any person on its behalf for monetary damages for breach of fiduciary duty as a Trustee. This Article shall not eliminate or limit the liability of a Trustee for any conduct described in paragraphs (a) through (e) of A.R.S. Section 10-3851 (D)(1)(2), as amended or similar provisions of any successor or amended statute. In the event the Arizona Corporation Law is amended to authorize further elimination or limitation of liability of an Officer or a Trustee, then the liability of an Officer or a Trustee of Kol Ami shall be eliminated or limited to the fullest extent permitted by the Arizona Corporation Law as so amended. Any repeal or modification of this Article shall not increase the liability of a Trustee of Kol Ami arising out of acts or omissions occurring before the repeal or modification becomes effective. To the extent the Bylaws of Kol Ami may be regarded to be inconsistent with this Amendment, said Bylaws will be amended to be consistent with this Amendment.

SECTION 2. Indemnification: Congregation Kol Ami shall indemnify any Officer or Trustee as described in A.R.S. Section 10-3850 *et seq.* to the fullest extent permitted, permissible under that statute, or under the indemnification provisions of any successor or amended statute, or as provided by the Bylaws of Kol Ami or by agreement.

SECTION 3. Insurance: The Congregation shall attempt, if reasonable, to purchase and maintain insurance on behalf of any person who is indemnified by this Article XVII Section 1.

ARTICLE XVIII Dissolution or Merger

In the event of the dissolution or merger of the Congregation, no Officer, Trustee, employees or representative of the Congregation shall be entitled to any distribution or division of its remaining property, assets or proceeds. The balance of all money and other assets or property owned, held or received by the Congregation from any source, after the payment of all debts and obligations of the Congregation, be distributed to a non-profit fund, foundation or corporation that is organized and operated exclusively for charitable, education or religious and/or scientific purposes and that has established its tax-exempt status under section 501(c)(3) of the Code. Moreover, any such use or distribution of the money or property of the Congregation shall be in accord with the Congregation's purpose as set forth above, and, to the extent possible, shall promote similar or related purposes.

ARTICLE XIX Fiscal Year

The fiscal year of the Congregation shall begin on July 1 and end on June 30 of each year.

ARTICLE XX Notice

Written notice of meetings by the Board of Trustees or committees shall mean written notice delivered in person, by email, or by mail to each Trustee. If all Trustees consent to the holding of a meeting, other than the Annual Meeting, without call or notice, such meeting shall be valid. Any Trustee may waive notice of any meeting. Neither the business to be transacted nor the purpose of any regular or special meeting of the Board need be specified in the notice of such meeting, unless specifically required by law or by these Bylaws.

ARTICLE XXI
Execution of Legal Documents or Instruments

The Board of Trustees shall establish the requirements for signatures in addition to that of the President, on checks, drafts, legal instruments, documents, contracts, conveyances, deeds, notes, mortgages, leases, and other instruments of Kol Ami.

ARTICLE XXII
Financial Examination

At its discretion, the Board shall appoint an independent Certified Public Accountant to furnish an annual compilation or audit of the books and records of Congregation Kol Ami and examine its financial statements in accordance with generally accepted accounting principles and submit a written report.

ARTICLE XXIII
Amendments

Amendments to these Bylaws shall be initiated by the Board of Trustees or by petition of at least forty (40) voting Members of the Congregation. These amendments shall be presented in writing to the Secretary of the Congregation. Such amendments shall be acted on at any regular meeting of the Congregation or at any special meeting called for that purpose. Copies of the proposed amendments shall be mailed or emailed to each Member along with the notice of the meeting at least ten (10) days prior to the meeting date. An affirmative vote of two-thirds (2/3) of the Members present and voting shall be necessary to adopt any amendment. In no event shall these Bylaws be amended so as to make the Congregation other than an organization falling within the meaning of section 501(c)(3) of the Internal Revenue Code.

CERTIFICATION

The undersigned Trustees, being duly elected and qualified, and acting on behalf of this Arizona non-profit Corporation, do hereby certify that the forgoing instrument constitutes the Bylaws of said Corporation duly and regularly adopted and approved by the Members at a regular meeting of the Members or subsequently as indicated.

ATTEST: _____

Co-President

Co-Secretary

Co-President

Co-Secretary

DATE:
