

**AMENDED AND RESTATED
BYLAWS
OF
CONGREGATION OF TEMPLE ISRAEL
OF
OMAHA, NEBRASKA**

The following are hereby adopted and shall hereafter be effective as the Bylaws of the Congregation Temple Israel of Omaha, Nebraska.

ARTICLE I

ADMINISTRATION

Section 1.01 The affairs of the Congregation shall be managed and administered by a Board of Trustees (the "Board") which shall consist of the President, President Elect, two Vice Presidents, the Secretary, the Treasurer, such other subordinate officers as the Congregation may from time to time elect, and the following additional Trustees:

- (a) The immediate past President of the Congregation.
- (b) One member to be appointed or elected annually by and from the Temple Youth Group.
- (c) Twelve (12) Trustees to be elected by and from the Congregation, four (4) of whom shall be elected at each annual meeting of the Congregation to serve for a term of three (3) years each.
- (d) To the extent they are not otherwise Trustees, the Chairmen or designated representative of the Religious School Steering Committee, Membership Committee, Social Justice Committee and Dues Oversight Committee.
- (e) A member of the Board of Trustees shall serve as a Temple representative on the Tri-Faith Board.

Section 1.02 Any member of the Congregation who shall serve on the National Board of the Union for Reform Judaism or the National Board of Women of Reform Judaism shall concurrently serve as a member of the Board.

Section 1.03 The fiscal year of the Congregation shall be from June 1 through May 31.

ARTICLE II

POWERS AND DUTIES OF THE BOARD

Section 2.01 The Board shall be entrusted with the administrative and executive business of the Congregation. It shall have power to fill any vacancy that may occur in the offices of President Elect, Vice President, Secretary, Treasurer or other subordinate offices elected by the Congregation, and any such appointee shall hold office until the next annual meeting of the Congregation or until his successor has been duly elected and qualified.

Section 2.02 The Board, subject to Section 8.02 and Section 10.01 hereof, shall have the power to engage the services of any person or persons deemed necessary for the benefit of the Congregation or the Cemetery Grounds, make all necessary expenditures for the beautifying, upkeep, maintenance and construction of the Temple, Cemetery Grounds and other property belonging to the Congregation, and, for such purposes, to borrow money and obligate the Congregation for the payment thereof by giving a mortgage, if necessary, upon any and all properties belonging to the Congregation.

Section 2.03 The Board or authorized committee shall fix and assess the amount each member must pay as annual dues or as an assessment for special purposes to the Congregation; such dues or assessments may be increased, lowered or remitted by the Board, or authorized committee, during the year. No dues or assessments shall

be increased except upon reasonable notice, and any member may appear before the Board or authorized committee to object to his dues or assessment.

Section 2.04 The Board, subject to Section 8.02 and Section 10.01 hereof, shall have the authority to engage the services and fix the term of an assistant or associate Rabbi and Cantor who shall perform only such duties and responsibilities as may be assigned to them from time to time by the Board, which shall consult in respect thereto with the Senior Rabbi.

Section 2.05 The Board, in consultation with the members of the Clergy, shall have charge of and shall regulate the time and mode of worship.

Section 2.06 The Board shall hold regular meetings, shall fix the time for them, and shall prepare its own rules for the conduct of its business.

Section 2.07 The present Trustees shall continue in office and each Trustee shall continue to serve for the term of his election and until his successor has been duly elected and qualified.

Section 2.08 A majority of its members shall constitute a quorum at a meeting of the Board. The act of a majority of members at a meeting at which a quorum is present shall represent the act of the Board.

Section 2.09 The Board shall execute, with faithfulness and due diligence, all measures adopted by the Congregation entrusted to it for implementation.

ARTICLE III

POWERS AND DUTIES OF THE PRESIDENT

Section 3.01 The President shall appoint all committees to the extent not otherwise restricted, sign all official documents, and in case of a tie vote, cast the deciding vote; the President shall, by and with the advice of the Board, superintend all religious matters and the ceremonies of the Temple; the President shall preside at all meetings of the Congregation and of the Board.

Section 3.02 The President may call a meeting of the Congregation or of the Board whenever it is deemed proper. It shall be his duty to call such meetings on the written request of five (5) members of the Board or thirty-five (35) members of the Congregation, which request shall state the object for which said meeting shall be called.

Section 3.03 It shall be the President's duty to make written report to the Congregation at the annual meeting of the state of affairs of the Congregation.

Section 3.04 The President may appoint, with the advice and consent of the Board, delegates to any bodies in which the Congregation may be entitled to representation.

Section 3.05 The President shall have such other powers and duties as are customarily incident to the office or as may be assigned by the Board not inconsistent with these Bylaws.

ARTICLE IV

POWERS AND DUTIES OF THE PRESIDENT ELECT AND VICE PRESIDENTS

Section 4.01 In the absence of the President or in the event of his death, inability or refusal to act, the President Elect shall perform the duties of the President, and when so acting shall exercise all of the powers of such office.

Section 4.02 The Vice Presidents shall have such other and additional powers and duties as may be assigned by the Board not inconsistent with these Bylaws.

ARTICLE V

POWERS AND DUTIES OF THE SECRETARY

Section 5.01 The Secretary shall conduct all correspondence of the Congregation unless otherwise directed. He shall cause to be kept a true report of the transaction of every meeting of the Congregation and of the Board. At each meeting, the minutes of the previous meeting, if approved, shall be signed by him and shall be deemed the official record of the actions of the Congregation or the Board as so recorded.

Section 5.02 The Secretary shall cause at least ten (10) days written notice to be given to each member of all special and regular meetings of the Congregation.

Section 5.03 The Secretary shall be the custodian of the records of the Congregation, including, but not limited to, the Articles and Bylaws of the Congregation, a register of membership of the Congregation, its cemetery rules and regulations, and instruments creating trust undertakings of the Congregation.

Section 5.04 The Secretary shall deliver all books and papers of the Congregation to the successor in office.

Section 5.05 The Secretary shall have such other powers and duties as are customarily incident to the office or as may be assigned by the Board not inconsistent with these Bylaws.

ARTICLE VI

POWERS AND DUTIES OF THE TREASURER

Section 6.01 The Treasurer, before entering the duties of office, if required, shall furnish a surety bond to the Congregation for the faithful performance of such duties, and as security for all such moneys as shall come into his possession while in office; such bond and any surety bond required of any other officer shall be approved by the Board and the premium cost incident to issuance shall be paid by the Congregation.

Section 6.02 The Treasurer shall oversee the Executive Director's management of all moneys belonging to the Congregation, accounts of the same, and records of all vouchers drawn on the funds of the Congregation. Vouchers shall be signed by two (2) of the following: the Executive Director, the Treasurer, or such persons as designated from time to time by the Board.

Section 6.03 The Treasurer shall present to the Board a report of the receipts and disbursements of the Congregation from time to time, and shall likewise present a financial report to the annual meeting of the Congregation.

Section 6.04 The Treasurer's books shall at all times be open to inspection by the Board, and to any member thereof.

Section 6.05 The Treasurer shall deliver all moneys and documents which come into his possession during his term to the successor in office.

Section 6.06 The Treasurer shall have such other powers and duties as are customarily incident to the office or as may be assigned by the Board not inconsistent with these Bylaws.

ARTICLE VII

POWERS AND DUTIES OF SUBORDINATE OFFICERS

Section 7.01 Subordinate officers as may from time to time be elected by the Congregation shall perform such functions and exercise such powers as are assigned to them by the Board not inconsistent with these Bylaws.

ARTICLE VIII

CLERGY

Section 8.01 The Rabbis and/or the Cantor (“Clergy”) shall conduct all religious services and shall perform all other duties as incumbent upon a rabbi or cantor and as are incident to the exercise of office. The Senior Rabbi shall superintend all educational activities of the Congregation.

Section 8.02 The Rabbis, unless specifically waived by the Congregation, shall be selected from the membership of the Central Conference of American Rabbis. The Cantor, unless specifically waived by the Congregation, shall be selected from the membership of the American Conference of Cantors. The Senior Rabbi shall be ratified by the Congregation upon recommendation of the Board for a term not to exceed three (3) years, except, if he/she shall have served as its Senior Rabbi for a period of six (6) successive years or more, he/she may be elected for a period of any length so long as it shall not extend beyond his sixty-fifth (65th) birthday. After attaining such age, unless the Congregation shall otherwise determine, he/she may be elected for intervals not exceeding two (2) years.

Section 8.03 The Clergy shall perform weddings, conduct services at funerals and perform other religious services or ceremonies for any member of the Congregation that has met the Clergies’ requirements for such services or ceremonies. The Clergy shall not require any fee or compensation as a result of any such services.

Section 8.04 Except as provided pursuant to policies adopted by the Board, the Clergy shall not perform any religious service or ceremony for non-members of the Congregation without the permission of the President or another officer in the absence of the President.

Section 8.05 The members of the Clergy, unless otherwise determined by the Board or the applicable committee, may attend any meeting of the Board or meetings of any committee created by or referred to in these Bylaws.

ARTICLE IX

ELECTIONS

Section 9.01 The President, President Elect, two Vice Presidents, the Treasurer, the Secretary, such other subordinate officers as may be designated by the Congregation, and four (4) Trustees of the Board of Trustees shall be elected by the Congregation at each annual meeting, which shall be held during the month of May or June of each year, who shall take office on the day following said meeting. At all elections the plurality of all votes cast shall be necessary for a selection.

Section 9.02 The officers of the Congregation shall be elected for the period of one (1) year and shall hold office until their successors are duly elected and qualified. No officer except for the Treasurer may be elected and serve for more than two (2) consecutive terms in the same office. The Treasurer may be elected and serve for three (3) consecutive terms. No person shall serve more than six (6) consecutive years on the Executive Committee unless he becomes President Elect or President of the Board, and shall not thereafter be eligible to serve as a Trustee or an Officer until one year has elapsed from the expiration of the last such term.

Section 9.03 Trustees elected by the Congregation may succeed themselves in office for a second term of three years, but shall not thereafter be eligible for the office of Trustee until one year has elapsed from the expiration of the last such term. Trustees so elected shall hold office until their successors have been elected and qualified.

Section 9.04 In the event of a vacancy in the membership of the Board, the President shall appoint a successor, subject to confirmation of the Board. The successor shall hold office until the next annual meeting of the Congregation, at which time the Congregation shall elect a Trustee to fill such vacancy for any expired term.

Section 9.05 All elections may be by voice vote or written ballot, except in the absence of consenting candidates. Each member unit shall be entitled to one vote per household.

ARTICLE X

COMMITTEES

Section 10.01 The President, President Elect, Vice Presidents, Secretary, Treasurer, other subordinate officers elected by the Congregation, and the immediate past President shall constitute the Executive Committee of the Board. The President, with the approval of the Executive Committee, may designate not in excess of two (2) additional persons from among the membership of the Congregation to serve as additional members of the Executive Committee and on the Board of Trustees. The Executive Committee may effect necessary determinations in the absence of a meeting of the Board. The Executive Committee shall have general oversight of all compensation determinations with regard to persons employed by the Congregation. Moreover, the Executive Committee shall set salary ranges for the Clergy and the Executive Director and the Human Resources Committee shall negotiate salary agreements for such Clergy and Executive Director within the approved ranges.

Section 10.02 During his term, the President may appoint the following committees, and such other committees as determined by the President:

- (a) Fund Development Committee;
- (b) Investments Committee;
- (c) Budget Committee;
- (d) Dues Oversight Committee;
- (e) Audit Committee;
- (f) Building and Grounds Committee;
- (g) Cemetery Committee;
- (h) Membership Committee;
- (i) Human Resources Committee;
- (j) Social Justice Committee;
- (k) Religious School Steering Committee;
- (l) Youth and Informal Education Committee; and
- (m) Adult Education Committee; and
- (n) Caring Committee

Section 10.03 The Board shall have the power upon a successful motion, to create a committee and appoint a committee chair.

Section 10.04 Not less than sixty (60) days before the annual meeting of the Congregation, a Nominating Committee shall convene, consisting of the immediate past President of the Congregation, who shall be chairman, and four (4) additional members appointed by the President, two (2) from the Board, and two (2) other members of the Congregation. The Nominating Committee shall select and submit to the annual meeting nominees for office and for membership on the Board, substituting for those Board members elected by the Congregation whose terms will expire and whose successors are to be elected at such annual meeting. In event the immediate past President is unable to act as chair, then the chair of the Nominating Committee shall be appointed by the President. No member of the Nominating Committee shall be nominated for election.

ARTICLE XI

CEMETERY GROUNDS

Section 11.01 The Cemetery Grounds shall be known as "Temple Israel Cemetery of Omaha, Nebraska."

Section 11.02 Notwithstanding the use of such terms as "sale" "deed" "assignment" "ownership" or similar words denoting property rights, complete title, property rights and ownership of all lots and gravesites in the Cemetery Grounds shall at all time remain and be vested perpetually in the Congregation. Only the privilege of interment and undisturbed repose in a designated plot shall be sold. Such sale shall be subject to the provisions of

these Bylaws or the provisions thereof as hereafter amended and to the then existing cemetery regulations or as hereafter altered, but such privileges may not be sold, transferred, assigned, encumbered or bequeathed by any person entitled thereto.

Section 11.03 The management, supervision and control of the Cemetery Grounds shall be entrusted to the Cemetery Committee which shall have power and authority to make and adopt all rules and regulations governing the same, subject to approval of the Board and in conformity with statutory provisions of this state so far as the same shall be applicable.

Section 11.04 The Cemetery Committee shall from time to time formulate regulations governing the Cemetery including, but not limited to: size, appearance, composition, and placement of head stones, markers, and memorials; planting and decorations; maintenance and care; dimension, plot and grave numbers; restrictions pertaining to lots and gravesites; and transfers and assignments. All regulations shall be subject to approval of the Board, and shall be subject to amendment, modification and alteration from time to time. A copy of cemetery regulations shall at all times be kept and maintained at the office of the Congregation for the inspection of any member or his immediate family.

Section 11.05 The Board shall cause payment into the Cemetery Maintenance Fund all of the proceeds derived from the sale of lots and gravesites and all contributions for the Cemetery, which fund shall be invested and the principal and income therefrom shall be utilized exclusively for the upkeep, improvement, expansion and beautification of the Cemetery, its buildings, walks, drives, fences, appurtenances, and landscaping, and for personnel, labor, materials, and tools useful for such purposes. Disbursements shall be upon the request of the Cemetery Committee, subject to the approval of the Board.

Section 11.06 In order to preserve the appearance of the Cemetery Grounds and to reduce the expense of maintenance thereof, the Cemetery Committee shall periodically review the status of assigned and unoccupied gravesites and lots, and shall report to the Board the list of those in which no persons are eligible for interment. Whenever the Board shall determine that the owner of a lot or portion thereof is no longer a member, or in the case of partial occupancy, no relatives surviving who are eligible to interment without membership, or, if relatives of the first degree of consanguinity survive who are members, that they or any of them refuse to acquire the right of interment therein in accordance with the Cemetery Regulations, the Board may declare said unoccupied gravesite or gravesites abandoned and forfeited to the Congregation, and the rights and interest of all persons therein at an end, provided that the Board shall comply with any statutory provisions applicable thereto and in all events shall cause notice of its intention to declare said abandonment and forfeiture to be inserted in a publication of the Congregation or in a letter by regular mail circulated to the entire membership of the Congregation, or published in a periodical qualified as a legal periodical under the laws of the State of Nebraska, at least 90 days prior to the effective date of said forfeiture, except that no unoccupied gravesite, lot or part thereof shall be declared abandoned as to which there shall have been deposited with the Perpetual Care Fund, a sufficient sum to provide perpetual minimum care of said unoccupied gravesite, lot, or unoccupied part thereof, or as to which maintenance is provide by annual contributions for that purpose according to the Cemetery Regulations, notwithstanding that no person shall be eligible to interment therein.

Section 11.07 Any member who shall purchase and pay for a lot, portion of lot or gravesite shall receive a "deed" signed by the President or the Chairman of the Cemetery Committee assigning to the member the right of interment upon the plot described therein, but which deed shall recite that the privileges and rights thereunder shall be subject to these Bylaws and Cemetery Regulations then or thereafter in effect.

Section 11.08 No lots, portion of lots, or gravesites may be sold to or reserved for non-members. Non-members of the Congregation may, subject to the prior approval of the President or, in his absence, the Vice President or, if more than one be elected, by a Vice President of the Congregation, be interred within the Cemetery Grounds. The Board may waive part or all of the charges for the interment of needy persons, whether members or not.

Section 11.09 The Board, upon the recommendation of the Cemetery Committee, may declare the forfeiture of all right, privilege and interest in lots and gravesites for refusal or failure to comply with the Cemetery Regulations.

Section 11.10 The Board, upon the recommendation of the Cemetery Committee, shall from time to time fix and determine the price of and the charge for gravesites and the amount required for its perpetual care, which latter sum shall, when received, become a part of the Perpetual Care Fund.

Section 11.11 All contribution and deposits for the Perpetual Care Fund shall be separately recorded and the aggregate of said Fund shall be segregated from other funds of the Congregation and separately invested and reinvested, and the income therefrom shall be used exclusively to provide special care for the graves, gravesites, lots and mausoleums for which said contributions have been so designated. Receipts for contributions shall be issued over the signature of an officer of the Congregation or the Chairman of the Cemetery Committee to the persons entitled thereto. Disbursements of said income shall be upon the request of the Cemetery Committee subject to the approval of the Board.

Section 11.12 The only religious burial services or ritual conducted at the Cemetery Grounds shall be of the Jewish religion.

ARTICLE XII

INDEMNIFICATION

The members, trustees, directors, and officers of the Congregation Temple Israel of Omaha, Nebraska shall not be liable for the debts, liabilities, or obligations of Temple Israel, and the private property of such persons shall not be subject to the payment of Temple Israel's debts. Temple Israel shall indemnify each person who serves or has served as a member, trustee, director, or officer of Temple Israel to the extent permitted under Neb. Rev. Stat. Secs. 21-1904(14) and 25-21, 190 et.seq. as now existing or as hereafter amended (including costs and expenses of defense.) Moreover, any person who serves as a member, trustee, director, or officer of Temple Israel shall be indemnified from and against any civil liability or damages for any act or omission which results in damages or injury if such person was acting within the scope of her or his official functions and duties as a member, trustee, director, or officer (unless such damage or injury was caused by the willful or wanton act or omission of such member or officer).

ARTICLE XIII

MEMBERSHIP

Section 13.01 Any adult person of the Jewish religion or married to someone of the Jewish religion who desires to become a member of this Congregation shall file a written application with the Executive Director of the Congregation. Upon receiving majority approval of the Board, such person shall be elected to membership in the Congregation. Any adult person not of the Jewish religion who is pursuing conversion with a member of our clergy and desires to become a Provisional Member may file a written application, based on the recommendation of the supervising clergy, with the Executive Director of the Congregation. Upon receiving majority approval of the Board, such person shall be elected to Provisional Membership in the Congregation. Provisional Members are granted a single year of membership privileges, excluding life cycle events and voting privileges. The provisional member's children may enroll in Religious School.

Section 13.02 Concurrent with the notification of an applicant of his election to membership in the Congregation, such member shall be informed of the amount of his annual dues and assessments. Members effecting payment of the dues and assessments as determined by the Board shall thereafter possess all rights and privileges of full membership in the Congregation.

Section 13.03 The rights and privileges of membership in the Congregation shall include, but not be limited to, the right to vote, hold office, attend religious services, participate in Congregation activities, and the right of interment in the Cemetery Grounds, all of which rights and privileges shall accrue equally to all duly elected to membership.

Section 13.04 All dues and assessments shall be due and payable in advance on the first day of each fiscal year. Payment may be made in lump sum, in equal monthly installments during the fiscal year of membership, or in equal quarterly installments on June 1st, September 1st, December 1st, and March 1st of each such fiscal year.

Section 13.05 The Board shall have the right to suspend any member or declare the membership forfeited, for non-payment of dues and other receivables, six months after the end of the fiscal year during which dues and assessments are payable.

ARTICLE XIV

ENDOWMENTS AND TRUST UNDERTAKINGS

Section 14.01 Nothing in these Bylaws is intended nor shall any provision be construed to modify or alter the obligations of the Congregation or the Board on its behalf in respect to the receipt of contributions or other funds, the income or principal or both of which under the terms of prior or subsequent agreements are required to be held, appropriated or used for specifically defined and designated purposes and such restrictions or limitations shall not be impaired or affected by the provisions of these Bylaws.

ARTICLE XV

ENACTMENT AND AMENDMENT

Section 15.01 The Articles of Incorporation and these Bylaws shall, from time of their adoption, be the organic law of the Congregation of Temple Israel of Omaha, Nebraska.

Section 15.02 Amendments to the Articles of Incorporation and these Bylaws may be proposed in writing at any annual meeting or special meeting called for the purpose, but no amendment can be acted upon at such meeting unless notice shall have been given to members as herein provided. The Secretary, in notifying members of the annual meeting or special meeting shall briefly set forth in said notice the amendments to be effected to either or both of such documents, as the case may be. The Secretary shall mail such notice to each member at least ten (10) and not more than fifty (50) days before the date of said meeting. Such notice may be included as part of any regular publication mailed to its members. Any amendment which any member shall desire to be submitted for approval of the Congregation shall be in writing and filed with the Secretary at least six (6) weeks before any annual or special meeting at which said amendment is to be voted upon. No amendment shall be binding or effective unless two-thirds (2/3) of the members present and voting shall favor the same.

Section 15.03 Eight (8) percent of the member units in good standing shall constitute a quorum at all meetings of the Congregation.

ARTICLE XVI

GENDER

As used herein, all references to gender apply to both masculine and feminine genders and singular references include plural, as context requires.

CERTIFICATE

The undersigned in her capacity as Secretary of the Congregation Temple Israel of Omaha, Nebraska does hereby certify that the above Bylaws were duly adopted and approved by two-thirds (2/3) of its membership present and voting at the annual meeting of the Congregation on the 19th day of May, 1982, as duly amended on June 6, 1993, June 8, 2003, May 22, 2005, May 31, 2009, May 23, 2012 and March 21, 2017.

Troy Meyerson Secretary