

**BYLAWS
OF
CONGREGATION B'NAI BRITH**

**ARTICLE I
NAME**

The name of this organization shall be Congregation B'nai Brith of Somerville, Massachusetts (the "Congregation"), and its house of prayer and worship shall be known as Temple B'nai Brith (the "Synagogue").

**ARTICLE II
PURPOSES**

The purposes of the Congregation are:

- to own and maintain the Synagogue as a house of Jewish prayer and worship, a house of Jewish education for children and adults, and a house of meeting for all purposes of Jewish communal life.
- to foster understanding of, and reverence for, the traditional customs, texts, languages and ways of life of the Jewish people, with an awareness of the plurality of interpretations to which they have been and are subject, and in a spirit of respect for the distinct choices individuals make in living Jewish lives.
- to own, operate, and maintain a Jewish cemetery (see Article IX, Cemetery Bylaws).
- to engage in any other religious and/or charitable activities consistent with the foregoing.

**ARTICLE III
MEMBERSHIP**

1. Eligibility and Application for Membership

- a. Definition of "Jewish". Any person born of or adopted by a Jewish parent, or who has undergone a formal process of conversion to Judaism, shall be considered Jewish in Congregation B'nai Brith.
- b. Eligibility for Membership. Any individual who is Jewish or who belongs to a household in which at least one person is Jewish, and who supports the purposes of the Congregation as set out in Article II, is eligible for

membership in the Congregation. Children under the age of 18 are exempt from the requirement of supporting the purposes of the Congregation.

- c. Authority of the Board of Directors. The Board of Directors (sometimes referred to herein as the “Board” and each member thereof, a “Director”) shall have final authority to resolve any question of eligibility for membership, or for continued membership, that may arise under these bylaws. The Board shall also have the authority to confer membership on individuals otherwise not eligible, who have demonstrated a commitment to the purposes of the Congregation.
- d. Adult Membership. Any member of the Congregation age 18 or older shall be considered an adult member.
- e. Application for Membership. Membership shall be conferred on eligible individuals upon receipt of an application for membership, along with payment of whatever dues have been set by the Board of Directors or, alternatively, a written agreement with the Congregation for payment in installments and/or payment of dues of a lesser amount. The Board of Directors shall establish procedures for establishing such agreements. No one shall be denied membership in the Congregation because of lack of means to pay dues. The application for membership shall indicate all members of the same household that are seeking membership, whether they are Jewish, and whether they qualify as adult members.
- f. Membership Participation. The Board of Directors shall establish policies to ensure that no member is denied participation in the activities of the congregation for lack of means.
- g. Lapse of Membership. Failure to pay dues or make alternative arrangements by the date set by the Board of Directors shall result in lapse of membership and loss of membership powers as set out in Section 3, following, until such time as the failure is cured.
- h. Removal. Members may be removed for cause by a two-thirds vote of the members present at a special meeting of the members called for the purpose pursuant to Section 2, following. No member shall be removed without prior notice of at least two weeks and an opportunity to be heard at the meeting at which the vote is to be taken. Proxy voting will not be permitted for any vote on removal of a member.

2. Meetings of the Members

- a. Place. All meetings of the members shall be held at the Synagogue unless a different place within the Commonwealth of Massachusetts is named in the notice described in paragraph (d), following.

- b. Annual Meeting. The annual meeting of the members shall be held on the third Sunday of May of each year and shall be called by the President, Treasurer, Clerk or any Director. In the event the annual meeting is not held on said date, a special meeting in lieu of the annual meeting may be held with all the force and effect of an annual meeting. Notice of any change of the date fixed in the bylaws for the annual meeting shall be given to all members at least twenty (20) days before the new date fixed for such meeting.
- c. Special Meetings. Special meetings of the members may be called by the President or by one-third of the directors then in office. Special meetings of the members shall be called by the Clerk, or in the case of death, absence, incapacity or refusal of the Clerk, by any other Officer when required by these bylaws, or upon written application of no fewer than 10% of the smallest quorum of members entitled to vote at the annual meeting. In case none of the Officers is able and willing to call a special meeting, the Supreme Judicial or Superior Court of Massachusetts, upon application of said number of members, shall have jurisdiction in equity to authorize one or more of such members to call a meeting by giving such notice as is required by law.
- d. Notice. All meetings of the members shall be called by giving at least seven days notice to each adult member stating the place, day and hour for the meetings and the purpose thereof. Notices shall be mailed postpaid to or delivered at the addresses of the adult members as they appear on the books of the Congregation. Whenever notice of a meeting is required to be given to a member under applicable law, the Articles of Organization or these bylaws, a written waiver thereof, executed before or after the meeting by such member or his attorney and filed with the records of the meeting, shall be deemed equivalent to such notice.
- e. Quorum. Except as otherwise specified herein, at any meeting of the members, 10% of the adult members, represented in person or by proxy, shall constitute a quorum, but a smaller number may adjourn the meeting or postpone it without further notice until a quorum is present.
- f. Voting. When a quorum is present at any meeting, the vote of a majority of the adult members present or represented thereat and voting, except where a larger vote may be required by law, the Articles of Organization or these bylaws, shall decide any question brought before the meeting. With the exception of removal votes taken pursuant to Article III, Section 1(g) of these bylaws, members may vote by written proxy dated not more than six months before the meeting named therein, which shall be filed with the Clerk of the meeting before being voted. The Board shall determine the form and substance of any proxy voting form utilized hereunder. All membership votes shall be consistent with the requirements of Massachusetts law governing proxy voting.

- g. Action by Consent. Any action required or permitted to be taken at any meeting of the members may be taken without a meeting if all the adult members consent to the action in writing and the written consents are filed with the records of the meetings of the members. Such consents shall be treated for all purposes as a vote at a meeting.

3. Powers of the Members

- a. Attendance at Meetings. Unless otherwise specified herein, all members shall have the right to attend meetings of the Congregation, any open meeting of the Board of Directors, and any open meeting of any standing or ad hoc committee.
- b. Voting Privileges. Each adult member of the Congregation shall have one vote in all elections of Officers and Directors at large, on all proposed amendments to these bylaws, and on any other matters that are to be decided by the membership.
- c. Matters Requiring Approval of the Members. Notwithstanding any other requirements of law or these bylaws, the following four matters must be referred by the Board of Directors and approved by vote at a meeting of the members:
 - i. Dissolution of the Congregation
 - ii. Merger of the Congregation
 - iii. Relocation of the Congregation
 - iv. Sale of the Synagogue building

For purposes of voting on matters listed in this Article III, Section 3(c), 50% of the adult members, present or represented at the annual meeting or at a special meeting called for the purpose, shall constitute a quorum, and a simple majority shall be required to approve the matter; however, 2/3 of all members eligible to vote must approve the merger of the congregation, and the vote of any 10 members present will defeat Dissolution. Amendment of these bylaws shall be governed by Article IX, following.

- d. Other Congregational Voting. Other matters may be referred by the Board of Directors to the adult members for a vote from time to time, consistent with the provisions of these bylaws.
- e. Proposals by Members. Members may present to the Board a petition requesting that any matter be put before the Congregation, apart from those matters enumerated in Article III, Section 3(c) above. The petition must be

signed by no fewer than 25% of the adult members of the Congregation. Upon receipt of the petition, the Board shall schedule a congregational vote on the matter. For purposes of voting on matters put before the Congregation pursuant to this Article III, Section 3(e), 20% of the adult members, present or represented at the annual meeting or at a special meeting called for the purpose, shall constitute a quorum, and a majority of two thirds shall be required to approve the matter.

ARTICLE IV BOARD OF DIRECTORS

1. Qualification.

All adult members of the Congregation shall be eligible to serve as Directors, subject to any additional conditions of eligibility specified by these bylaws.

2. Term of Office.

The term of office for Directors shall begin on September 1 of each year.

3. Size and Composition of the Board of Directors

a. Size of the Board The size of the Board and the number of Directors-at-Large shall be determined annually by the Board, within the following limits: the Board shall have no fewer than twelve, and no more than thirty-two, Directors. At least one-half of the Board's Directors shall consist of the Officers and Directors-at-Large.

b. Composition. The Board of Directors shall consist of:

The Officers of the Congregation

The Chairs of Standing Committees

Directors-at-Large

The Congregation's religious leader and its Executive Director, shall be ex officio, non-voting members, but are also eligible to be elected Directors-at-Large, with full powers afforded that office.

c. Chairpersons of Standing Committees. Those Directors appointed by virtue of their position as Chairperson of a Standing Committees shall be appointed consistent with Article VI, Section 5 following

d. Directors-at-Large. The Directors-at-Large shall be elected at the annual meeting of the members and shall serve for two-year terms. However, at the

first election following approval of these bylaws, half of the Directors-at-large, chosen by lot, shall be designated as serving one-year terms, and the other half shall be designated as serving two-year terms. All subsequent terms shall be for two years. Directors-at-Large shall hold office until the expiration of their term of office, or until their successors take office.

- e. Honorary Directors. The Board of Directors may designate persons and groups of persons as honorary Directors, sponsors, benefactors, contributors, advisors or friends of the Congregation (or such other title as it deems appropriate). In such capacity these persons and groups shall have no right to notice of or to vote at any meeting, shall not be considered for purposes of establishing a quorum, and shall have no other rights or responsibilities.
- f. Resignation. Any Director or Officer may resign at any time by giving his or her resignation in writing to the President or Clerk of the Congregation.
- g. Removal of Directors. Directors may be removed from office at any time for cause by a two-thirds vote of the Directors then in office at a regular meeting or at a meeting of the Board specially called for the purpose. No Director shall be removed without at least 48 hours notice and an opportunity to be heard at the meeting at which the vote is to be taken.
- h. Vacancies. Continuing Directors may act despite a vacancy or vacancies on the Board and shall be deemed to constitute the full Board. In the event that a vacancy on the Board exists, the Board is empowered to select an adult member of the Congregation to complete the term of that Director; alternatively, the Board may choose to leave that position vacant for the duration of the term.
- i. No Compensation. Directors shall serve on a volunteer basis, without compensation. Directors may be reimbursed for reasonable expenses incurred in connection with their service on the Board.

4. Meetings of the Board of Directors

- a. Place. Meetings of the Board of Directors shall be held at the Synagogue or such other place within the United States as the Board may designate.
- b. Regular Meetings. The Board shall meet once each month, but may choose, by majority vote, to cancel no more than two regular meetings in each year.
- c. Special Meetings Special meetings may be convened by the Executive Committee or by a majority vote of the Board.
- d. Notice. The annual schedule of Board meetings shall be established by the Executive Committee and posted in a location at the Synagogue that is readily

available to the members. No further notice shall be required for regular meetings. Cancellation of meetings shall be announced at least 48 hours in advance, unless exceptional circumstances make such notice impossible. All special meetings shall be called by giving at least 48 hours telephone or written notice to each Director stating the place, day and hour for the meeting.

- e. Attendance. Meetings of the Board of Directors shall be open to all members of the Congregation. However, the Board may vote to close a meeting or a portion of a meeting. Members of the Congregation who are not Directors shall be permitted to speak at open meetings of the Board when recognized by the chair.
- f. Chair of Meetings. At each regular meeting the Directors shall appoint from among the Directors present a chair for the next regular meeting. The Clerk, or another designated recording secretary, shall keep minutes of the meeting.
- g. Minutes. Minutes of Board meetings shall be delivered to all Directors and, upon request, to any member of the Congregation, except that minutes of closed sessions of the Board shall remain confidential to Directors unless the Board votes to make them public.
- h. Quorum. A majority of the Directors then in office shall constitute a quorum, but a smaller number may adjourn finally, or postpone a meeting without further notice until a quorum is present. If a quorum is present, a majority of the Directors present and voting may take any action on behalf of the Board except to the extent that a larger majority is required by law, the Articles of Organization, or these bylaws. However, the following matters shall require a two-thirds vote of the entire Directors then in office:
 - i. recommendation of a bylaws amendment to the members
 - ii. amendments to the rules of order
 - iii. removal of a Director
 - iv. removal of an Officer.
 - v. dissolution of the congregation
- i. Action by Consent. Any action required or permitted to be taken at any meeting of the Board of Directors may be taken without a meeting if all Directors consent to the action in writing and the written consents are filed with the records of the meetings of the Board. Such consents shall be treated for all purposes as a vote at a meeting.

5. Powers and Duties of the Board of Directors.

The Board of Directors shall be the governing body of the Congregation and the Directors shall be responsible for the general management and supervision of the business and affairs of the Congregation except with respect to those powers reserved to the members by law, the Articles of Organization, or these bylaws. The Board shall have the following powers and duties:

1. to establish policies for, and manage the affairs of, the Congregation
2. to approve the annual operating budget, including the level of dues and fees
3. to approve capital expenditures, and any other expenditures outside of the annual operating budget
4. to approve the hiring and firing of employees of the Congregation, evaluate job performance, and set compensation
5. to authorize contractual relationships with individuals or organizations
6. to conduct elections to the Board, and any other congregational voting
7. to establish and abolish standing committees and ad hoc committees
8. to govern and administer the Congregation's cemetery, pursuant to the bylaws of the cemetery
9. to report annually to the membership of the Congregation
10. any such other powers and duties which may be afforded directors of nonprofit corporations under Massachusetts law, the Articles of Organization, or these bylaws.

**ARTICLE V
OFFICERS**

1. Qualification.

All adult members of the Congregation shall be eligible to serve as Officers, subject to any additional conditions of eligibility specified by law or these bylaws.

2. Term of Office.

The term of office for Officers shall begin on September 1 of each year.

3. Enumeration and Qualification of Officers.

The Officers of the Congregation shall be elected at the annual meeting of the members and shall serve for one-year terms. The officers of the Congregation shall include a President, Vice President(s), Treasurer and Clerk, who shall hold office for the duration of their term of office or until their successors take office. No officer may hold more than one office. All officers must be Jewish.

4. Powers and Duties.

The officers of the Congregation shall have the following powers and duties:

a. President

Functions. The President, who shall be the chief executive officer of the Congregation, represents the Congregation to the greater Jewish community, to other religious communities, to the secular community in general, and to those individuals and organizations with which the Congregation has formal relationships. The President also represents the Board to the Congregation and carries out ceremonial functions. The President shall have such powers and duties as customarily belong to the office of President, or as may be designated from time to time by the Board.

Term. The President may hold office for a maximum of five (5) consecutive terms.

b. Vice-President(s)

Number. There shall be at least one, and not more than three, Vice-Presidents.

Functions. The Vice-Presidents fulfill any of the duties of the President when she or he is unable or unavailable to fulfill them, or when explicitly delegated by the President to do so.

c. Treasurer

Functions. The Treasurer shall be the chief financial officer of the Congregation and shall have such powers and duties as customarily belong to the office of Treasurer, or as may be designated from time to time by the Board. The Treasurer oversees all financial planning for the Congregation as well as maintaining day to day oversight over financial matters. In consultation with the Finance Committee, he or she prepares the yearly budget for presentation to the Board for approval.

Reporting. The Treasurer shall make quarterly financial reports to the Board and any additional reports as may be warranted.

d. Clerk

Additional Conditions of Eligibility. The Clerk, who shall be known within the Congregation as the Secretary, shall be a resident of Massachusetts, unless a resident agent shall have been appointed pursuant to Massachusetts law.

Functions. The Clerk shall record all proceedings of the members and Directors in a book or books to be kept therefore. In furtherance thereof, the Clerk shall record minutes for all meetings of the members and Board, unless a recording secretary shall have been appointed for the purpose.

5. Removal.

Officers may be removed from their respective offices for cause by a two-thirds vote of the Directors then in office at a regular meeting or at a meeting specially called for the purpose. No Officer shall be removed without at least 48 hours notice and an opportunity to be heard at the meeting at which the vote is to be taken.

6. The Executive Committee

- a. Members. There will be an Executive Committee consisting of the President, the Vice Presidents, Clerk and the Treasurer.
- b. Terms. Should an Officer become unable to fulfill his or her duties during her or his term, the Board may appoint an Officer to serve to the end of the term. If no one is available, other members of the Executive Committee will perform his or her duties.
- c. Meetings. The Executive Committee shall meet as necessary. Actions of the Executive Committee shall be reported to the Board at its next following regular meeting. Meetings of the Executive Committee shall be closed, although members may attend by invitation.
- d. General Responsibilities.
 - Formulation of Board meeting agendas
 - Management of time sensitive issues
 - Management of day to day business of the Congregation
 - Handling, either directly or by appropriate delegation, confidential or sensitive matters relating to members of the Congregation
 - Formulation of proposed projects and policies for deliberation by the Board
 - Managing the business of understaffed committees
 - Any such other matters as may be delegated by the Board of Directors

ARTICLE VI COMMITTEES

1. Enumeration. The Board may from time to time, to the extent permitted by law, delegate any of its powers to committees, subject to such limitations as the Board may impose. The Board shall have the power to establish or abolish any standing or ad hoc committees. Absent any action of the Board, the following shall be the standing committees of the Congregation:

- Ritual
- Education
- Building
- Social Action
- Program
- Cemetery
- Finance
- Membership

The terms of this Section 1 and Sections 2, 3 and 4, following, do not apply to the Executive Committee, which is governed by Section 6 of Article V.

2. Conditions of Eligibility for Committee Membership. All adult members have the right to serve on any committees of their choosing, and shall adhere to the committee membership criteria adopted by the committee upon which they serve. Such criteria shall be consistent with the other provisions of these bylaws. The Board has oversight of committees' membership criteria. Non-adult members may serve on a committee at the discretion of the committee acting by majority vote
3. Additional Conditions of Eligibility for Committee Membership.
- a. The Chairpersons of the Ritual, Education and Cemetery Committees shall be Jewish.
 - c. Non-member parents of children in the Congregation's school may serve as members of the Education Committee.
 - d. The President of the Congregation shall be an ex officio non-voting member of all committees on which he or she does not otherwise serve.
 - e. The Congregation's religious leader shall be an ex officio non-voting member of the following committees on which he or she does not otherwise serve: the Ritual, Education, and Cemetery committees.
4. Reporting. Each committee shall report regularly to the Board.

5. Election of Chairperson. Each committee shall at its first meeting after the annual meeting elect a chairperson for the year. Election shall be by majority of those committee members qualified to vote and present at the meeting. Each Committee Chairperson shall be elected for a term beginning September 1 and shall hold office until the expiration of their term of office or until a successor is elected. The name of the person elected as chair shall be submitted for approval to the Board, in advance of the Board's next regular meeting, which approval shall not be unreasonably withheld.

ARTICLE VII ELECTIONS

1. Annual Elections

- a. The Board shall administer an annual election for Officers and Directors-at-Large whose terms are due to expire. The election shall take place during the annual meeting of the members.
- b. At least 60 days prior to the annual meeting, the Board shall appoint a Nominating Committee to prepare a ballot for approval by the Board. At least one member of the Congregation who is not a Director shall serve on the Nominating Committee. The Nominating Committee shall invite all the members of the Congregation to nominate candidates, including self-nominations, for office.
- c. The Nominating Committee shall submit a proposed ballot to the Board, which shall vote to approve or disapprove of the ballot. If the ballot is not approved, then the Nominating Committee shall submit ballot revisions to the Board until approval is obtained. The Nominating Committee shall, to the extent reasonably possible, prepare the proposed ballot with a view toward representing different constituencies within the Congregation and maintaining a balanced Board having in aggregate the kinds of skills and experience which will promote the purposes and mission of the Congregation (including but not limited to educational, religious, legal, financial, public relations, and fundraising skills and experience). In proposing candidates for Officers, the Nominating Committee shall consider prior service on the Board and on committees. Prompt notification must be given to nominators and nominees of the disposition of their nominations.
- d. Any adult member whose nomination is supported by signatures of at least 10% of the adult members must be included on the ballot. Any other adult member who is nominated (including self-nominated) but whose name is not included on the ballot that is approved by the Board of Directors shall be promptly notified and given a period of no less than two weeks to gather a

sufficient number of signatures to entitle him or her to be included on the ballot.

- e. A copy of the ballot and a proxy voting form shall be mailed to each adult member of the Congregation at least three weeks, but no more than 6 months, prior to the date of the annual meeting of the members. The Board shall make arrangements for the counting of ballots at the annual meeting.
- f. The Board shall announce, by written notice, the results of the election to the members of the Congregation within two months after the annual meeting.

ARTICLE VIII CONFLICT OF INTEREST AND INDEMNIFICATION

1. Fiduciary Responsibilities and Conflict of Interest

Directors must act at all times in the best interest of the Congregation and must abide by these bylaws and any contractual obligations of the Congregation. The financial assets and property of the Congregation are entrusted to the Board, to be safeguarded by it, and must be used for purposes consistent with the mission of the Congregation.

The Board shall ensure that the Congregation is faithfully and effectively served by all employees and other agents of the Congregation. Directors must avoid any conflict of interest and any appearance of a conflict of interest. The Board shall adopt a conflict of interest policy consistent with the requirements of law and these bylaws.

2. Indemnification

No Officer or Director shall be personally liable to the Congregation for monetary damages for any breach of fiduciary duty by such Officer or Director as an Officer or Director notwithstanding any provision of law imposing such liability, except that, to the extent provided by applicable law, this provision shall not eliminate or limit the liability of any Officer or Director (i) for breach of the Officer's or Director's duty of loyalty to the Congregation, (ii) for acts or omission not in good faith or which involve intentional misconduct or a knowing violation of law, or (iii) for any transaction from which the Officer or Director derived an improper personal benefit. No amendment or repeal of this provision shall deprive an Officer or Director of the benefit hereof with respect to any act or omission occurring prior to such amendment or repeal. The Board may adopt further indemnification policies consistent with the requirements of law and these bylaws.

ARTICLE IX AMENDMENT OF BYLAWS

1. Proposal of Amendments. Amendments to the Bylaws may be proposed as follows;
 - a. Proposals by the Board of Directors. Amendments may be recommended to the Congregation by a two-thirds vote of the entire Board of Directors
 - b. Proposals by Members. Members may present to the Board a petition requesting an amendment, or amendments, to the bylaws. The petition must be signed by no fewer than 25% of the adult members of the Congregation. Upon receipt of the petition, the Board shall schedule a congregational vote on the proposed amendments.
2. Approval of Amendments
 - a. Notifying the Congregation of Proposed Changes. The Board shall notify the adult members of proposed changes to the bylaws. The notification shall be at least four weeks, and not more than ten weeks, in advance of the vote. It shall contain the full text of the proposed amendments and of the section or sections of the existing bylaws that are to be amended, as well as a proxy voting ballot.
 - b. Scheduling the Vote. The Board shall make arrangements for voting at the annual meeting or at a special meeting of the members.
 - c. Required Vote. For purposes of voting on proposed amendments, 20% of the adult members, present or represented at the annual meeting or at a special meeting called for the purpose, shall constitute a quorum, and a majority of two thirds shall be required to approve the amendment.

ARTICLE X DISSOLUTION

In accordance with the requirements of law and these bylaws, the Congregation may at any time authorize a petition for its dissolution to be filed with the Supreme Judicial Court of the Commonwealth of Massachusetts; provided, however, that in the event of any liquidation, dissolution, termination or winding up of the Congregation (whether voluntary, involuntary or by operation of the law), the property or assets of the Congregation remaining after providing for the payment of its debts and obligations shall be conveyed, transferred, distributed and set over outright to one or more religious, educational, charitable or literary institutions or organizations, created and organized for nonprofit purposes similar to those of the Congregation, which qualify as exempt from income tax under Section 501(c)(3) of the Internal Revenue code, as a majority of the Directors then in office may by vote designate and in such proportions and in such manner as may be determined in such vote; provided, further, that the Congregation's property shall be applied to charitable or educational purposes in accordance with the

doctrine of cy-pres in all respects as a court having jurisdiction in the premises may direct.

Consistent with the foregoing, in the event the Congregation must dissolve itself, it must do so in a way consonant with its purposes. The Congregation's cemetery must be placed in the hands of an organization for the maintenance of Jewish cemeteries. The Torah Scrolls of the Congregation must be donated to other congregations. Sites at other congregations must be found for memorial plaques. Any remaining assets of the Congregation must be donated towards the furtherance of Jewish religious and communal life.

ARTICLE XI CEMETERY BYLAWS

The operation of the cemetery of Congregation B'nai Brith is governed by its own bylaws which are incorporated herein by reference.

ARTICLE XII RULES OF ORDER

All meetings of the Congregation membership, the Board of Directors, and all committees shall be consistent with the provisions of Roberts' Rules of Order (Revised), and a copy shall be in the possession of the Clerk, available for reference at all times. The members and Board of Directors shall have the authority to establish alternative rules governing their respective procedures by a two-thirds vote of those present and voting. Each committee shall also have authority to establish alternative rules governing its procedures by a two-thirds vote of those present and voting. Any rules adopted must be consistent with these bylaws. Adult members of each body may vote to exclude or restrict the presence or participation of non-adult members at any meeting by a majority vote of adult members present and voting.

ARTICLE XIII MISCELLANEOUS PROVISIONS

1. Corporate Records.

The original, or attested copies, of the Articles of Organization, these bylaws, and records of all meetings of the Board, and the names and the record address of all Directors and Officers, and a list of the names and addresses of all current members, shall be kept in Massachusetts at the principal office of the Congregation or at an office of its Secretary/Clerk, or resident agent. Said copies and records need not all be kept in the same office. Except as otherwise provided in these bylaws, they shall be available at all reasonable times for the inspection by any Director or Officer or member for any proper purpose.

2. Evidence of Authority.

A certificate by the Secretary/Clerk as to any action taken by the Directors or any Officer or representative of the Congregation shall, as to all who rely thereon in good faith, be conclusive evidence of such action.

3. Ratification.

Any action taken on behalf of the Congregation by a Director or any Officer or representative of the Congregation, which requires authorization by the Board of Directors, shall be deemed to have been duly authorized if subsequently ratified by the Board of Directors, if action by it was necessary for authorization.

**ARTICLE XIV
EFFECTIVE DATE**

These bylaws were restated by vote of the members on May 18, 2008, in conformity with Article XVI of the Congregation B'nai Brith Bylaws as amended on August 1, 1940, and are effective until further amended as provided in ARTICLE IX above.