

BYLAWS

Kol Ami a Virginia Non-Stock Corporation

Article One Offices

Section 1.01 Principal Office

Kol Ami (the “Community”) has a principal office in the Commonwealth of Virginia at **4444 Arlington Boulevard, Arlington, VA 22204**. The Steering Committee may change the principal office in the Commonwealth of Virginia from time to time.

Section 1.02 Other Offices

The Steering Committee may at any time establish branch or subordinate offices at those places where the Community is qualified to conduct its activities.

Article Two Purpose

The Community is organized exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, including but not limited to establishing and maintaining such educational, religious, social, and recreational activities as will help further the cause and objectives of Reconstructionist principles in viewing Judaism as an evolving religious civilization in which the revered traditions and values of the past are given modern interpretation and meaning. Subject to the limitations set forth below, the Community may conduct any or all lawful affairs, not required to be stated specifically in these Articles, for which the Community may be incorporated under the Virginia Nonstock Corporation Act.

Article Three Membership

Section 3.01 Membership Requirements

Any person over the age of thirteen (13), without regard to race, gender, or sexual orientation, who wishes to associate with the Jewish people and supports the principles set out in Article Two is eligible to become a member of the Community.

Section 3.02 Good Standing

A member shall be in good standing upon payment of dues and participation in the Community in a manner consistent with the purpose of the Community. Members shall remain in good standing unless they are delinquent more than six (6) months in the payment of dues, unless they do not request to have their dues reduced as per Section 3.03b, or unless they do not renew membership in the Community. A member in good standing is entitled to cast one vote at any

meeting of the Community's membership. Each member of a family that pays dues consistent with this Article or who meets the criteria set out in this Article shall be permitted to vote at a Community member meeting whenever such votes occur.

A member may be suspended or removed for cause. Applicable causes may include repeated failure to meet financial obligations, conviction of illegal acts, or repeated actions that seriously undermine the principles or purposes of the congregation. Suspension or removal shall require a vote of at least two-thirds (2/3) of the members in good standing present at a meeting where a suspension or removal is under consideration. Prior to such a vote, the member shall be notified regarding the cause of the proposed action, invited to be present at such meeting, and be given an opportunity to show cause why s/he should not be suspended or removed. Suspension or removal of a member shall not eliminate such member's responsibility for dues or debts accrued and payable to the congregation.

Section 3.03 Dues and Funds

Members are required to contribute dues as follows:

- a) Dues shall be determined by vote of a simple majority of the membership in good standing attending the annual meeting, acting upon recommendation of the Steering Committee, provided that dues shall not be lower than the minimum amount required for membership in Reconstructing Judaism;
- b) Dues are assessed annually and, unless special arrangements are made with the Steering Committee's President, Treasurer, or their designated representative(s), shall become due on July 1. The President or Treasurer, when warranted by circumstances, may waive or modify the financial obligation due from any member; and
- c) All monies collected through dues, fundraising, contributions, or in any other manner shall be used solely to support the charitable and educational purposes of Article Two.

Section 3.04 Membership Meetings

On due notice transmitted by email or by regular mail two to four weeks prior to the meeting date, the Community shall hold an annual membership meeting during the period of April 1 through June 30 of each year. The quorum at an annual meeting shall be one-third (1/3) of Community members in good standing.

The annual reports of the Steering Committee, Officers, and the Committee Chairs shall be presented at the annual meeting. Election and installation of the Steering Committee and Officers shall take place at the annual meeting. A budget for the coming year, including anticipated revenues, expenses, and proposed dues, shall be presented to the membership at the meeting, and shall be approved by the meeting's attending membership upon a simple majority (50% plus one) of members

in good standing. The annual meeting shall also consider such other business as may be agreed upon by the membership at the annual meeting.

The Community may have such other meetings as the Steering Committee shall from time to time decide. The rules of notification and quorum set forth in paragraph 3.04 shall apply to any meeting of the Community where votes are to be called.

Upon written receipt of a written request signed by one-fourth (1/4) of Community members in good standing, the Steering Committee shall, within thirty (30) days of its receipt of such request, call a special meeting of the members in good standing for the purpose of transacting the business requested by the petitioners.

Article Four Steering Committee

Section 4.01 Election to Steering Committee

The business of this Community shall be managed by a Steering Committee consisting of between five (5) and fifteen (15) Steering Members. Each Steering Member shall be a member in good standing with the Community for at least three (3) months prior to the annual membership meeting and shall be over the age of 13. Each Steering Member shall further be nominated, seconded, and elected by a simple (50% plus one) majority vote of members in good standing who have attended the annual meeting. Each Steering Member shall serve without compensation, unless otherwise employed by the Community. Officers shall serve for a term of one (1) year with the chance to be reelected. No one person may hold more than one office simultaneously.

The Steering Committee on behalf of the membership, shall manage the affairs of the Community. The Steering Committee shall meet upon the call of the President after due notice to all the Steering Members. The Steering Committee shall have the authority to generally control and manage the property, affairs, and business of this Community. This includes the authority to obtain for the Community, Steering Committee, and Officers, and its agents or employees, such insurance and professional services (including but not limited to accounting and legal services) as may be required or appropriate in its judgment.

A Steering Member may be removed for “just cause” as determined by the Steering Committee, which includes but is not limited to a Steering Member committing gross negligence in the performance of his or her duties, committing a crime, or committing of an act of moral turpitude. A two-thirds (2/3) vote of the Steering Committee is required for such a removal.

Section 4.02 Voting

Each Steering Member shall have one vote at any meeting at which he or she is present.

Section 4.03 Meetings

Regular Meetings: Regular meetings of the Steering Committee, beyond the Annual Meeting of the membership, shall be held at least once every eight (8) weeks optionally at a time and place determined by the President of the Steering Committee. These meetings may be held electronically (e.g., Zoom) or in person at the discretion of the President.

Special Meetings: A meeting of the Steering Committee may be called special by the President when deemed in the best interest of the Community. Notice of such meeting shall be mailed or emailed to all Steering Committee members at least five (5) days before the scheduled date set for a special meeting. Such notice shall state the reasons that such meeting has been called, the business to be transacted at such meeting and by whom it was called. Additionally, at the request of sixty-six percent (66%) percent of the members of the Steering Committee, the President shall cause a special meeting to be called, but such request must be made in writing at least (5) days before requested scheduled date.

Quorum: The quorum for an official meeting of the Steering Committee shall be the presence of at least fifty percent plus one of the Steering Committee holding votes entitled to be cast at such meeting.

Place, Date and Hour: All meetings of the Steering Committee shall be held at a location and time designated by the President or Vice President if the President is unable to perform this function.

Article Five Officers

Section 5.01 Officers

There shall be four (4) Officers of the Steering Committee appointed by the Community by ballot vote, consisting of a President, Vice President, Treasurer, and Secretary. Each Officer shall serve at the pleasure of the Steering Committee. The term of each Officer position shall be for a period of one (1) year, unless sooner terminated by the action of the Steering Committee. At least one of the Officers elected shall be a resident of the Commonwealth of Virginia and a citizen of the United States. The duties of each position are as follows:

The **President** shall be charged with the overall responsibility for the appropriate functioning of the Community and is authorized to sign contracts on behalf of the Community. The President shall sign the Community's checks in the event the Treasurer is unavailable. Additionally, the President shall be Jewish by having

one Jewish parent or by having formally converted to Judaism according to the standards of Reconstructing Judaism.

The **Vice President** shall attend Steering Committee meetings and is responsible for leading the organization if the President is not present or able. In the event the President becomes incapacitated or is unavailable for an extended period of time in excess of 30 days, the Vice President shall serve as President in his/her absence. If the President is unable to resume his/her duties, the Vice President shall call an emergency Steering Committee meeting. At the emergency Steering Committee meeting, members of the Committee shall vote for a new President and Vice President to fill the remainder of the term. Additionally, the Vice-President shall be Jewish by having one Jewish parent or by having formally converted to Judaism according to the standards of Reconstructing Judaism.

The **Treasurer** shall receive all dues and monies contributed or raised by the Community, prepare budgets, maintain the Community financial books and records, maintain a corporate checking account in the community's name for the deposit of such monies, sign checks issued on such account, and pay all bills approved for payment by the President or Steering Committee. The treasurer shall attend Steering Committee meetings and is responsible for filing annual tax returns and other official governmental reports and assuring that all corporate financial records are maintained. The Treasurer shall make a report at each Steering Committee meeting. The Treasurer shall work with the President to prepare the annual budget and make financial information available to all Steering Committee and the public.

The **Secretary** shall attend Steering Committee meetings and is responsible for keeping records of actions and archives of the Steering Committee, including overseeing the taking of minutes at all meetings, and distributing copies of minutes from the prior meeting to each member of the Steering Committee before each meeting.

Section 5.02 Elections

The candidate receiving the greatest number of votes for each office shall be declared elected.

Section 5.03 Vacancies

Any vacancies occurring among the Officers during the year shall be filled for the unexpired term of office by a majority vote of the Steering Committee at its first meeting following the creation of such vacancy, or at a special Steering Committee meeting called for that purpose; except that a vacancy in the office of President shall be filled automatically by the Vice-President until such time as a new president is formal elected.

Article Six Committees

The Community shall have such committees as the Steering Committee may appoint to advance the work of the Community in such matters as the Steering Committee determines from time to time. Each committee chairperson shall be appointed by and serve at the pleasure of the Steering Committee. Such committees shall always be subject to the final authority of the Steering Committee. Special committees may also be appointed by the Steering Committee to aid it on particular projects.

The Chairperson of the Ritual Committee, and a majority of the members of the Ritual Committee, shall be Jewish by having one Jewish parent or by having formally converted to Judaism according to the standards of Reconstructing Judaism.

Any committee appointment may be terminated by a majority vote of the full Steering Committee upon ten (10) days written notice to the appointee; and the Steering Committee may appoint successors to those appointees whose services have been terminated.

Article Seven Liability and Indemnification

No Officer of the Community or Steering Member will be personally liable for the payment the Community's debts and liabilities except as any Officer or Steering Member may be liable by reason of his or her own conduct or acts. Relief from liability for the Community's debts will not, however, apply in any instance where that relief is inconsistent with any provisions of the Internal Revenue Code applicable to organizations described in Section 501(c)(3).

Subject to the previous paragraph, the Community shall indemnify every Officer or Steering Member, his or her heirs, executors and administrators, against expenses actually and reasonably incurred by him or her, as well as any amount paid upon judgment, in connection with any action, suit or proceeding, civil or criminal, to which he or she may be made a party by reason of having been an Officer or Steering Member of the Community.

This indemnification is being given since the Officers and Steering Members will be requested to act by the Community for the Community's benefit. This indemnification is exclusive of all other rights to which an Officer or Steering Member may be entitled.

Article Eight Miscellaneous Provisions

Section 8.01 Affiliation

The community shall be affiliated with Reconstructing Judaism and any other such organizations relating to the purpose of this Community as the members of the Community shall determine.

Section 8.02 Fiscal Year

The fiscal year of the Community shall begin on July 1st and end on June 30th of the following calendar year.

Section 8.03 Singular and Plural; Gender

Unless the context requires otherwise, words denoting the singular may be construed as plural and words of the plural may be construed as denoting the singular. Words of one gender may be construed as denoting another gender as is appropriate within the context. The word “or” when used in a list of more than two items may function as both a conjunction and a disjunction as the context requires or permits.

Section 8.04 Headings of Articles, Sections, and Subsections

The headings of Articles, Sections, and subsections used within the Bylaws are included solely for the convenience and reference of the reader. They have no significance in the interpretation or construction of this agreement.

Section 8.05 Notices

Unless otherwise stated, whenever these Bylaws call for notice, the notice must be in writing and personally delivered with proof of delivery, or mailed postage prepaid by certified mail, return receipt requested, to the last known address of the party requiring notice, or in a form of electronic transmission consented to by the individual to whom the notice is given. If the email addresses for a family or individual member are non-deliverable, the congregation will instead mail notifications until a corrected email can be verified. Notice is effective on the date personally delivered or, in the case of mailed notification, on the date of the return receipt. If a party giving notice does not receive the return receipt but has proof that he or she mailed the notice, notice shall be effective on the date it would normally have been received via certified mail. If notice is required to be given to a minor or incapacitated individual, notice shall be given to the parent or legal representative of the minor or incapacitated individual.

Section 8.06 Waiver of Notices

Whenever any notice is required to be given under federal or state law or under the Articles of Restatement and the Bylaws, a waiver of the notice in writing signed by

the person or person entitled to the notice, whether before or after the time stated in the notice, will be treated as the equivalent to the giving of the required notice.

Section 8.07 Reference to Laws

All general or specific references to the Internal Revenue Code are to refer to the Internal Revenue Code of 1986 as now in force or later amended, or the corresponding provision of any future United States revenue law. Similarly, any general or specific references to the laws of the Commonwealth of Virginia are to the laws of the Commonwealth of Virginia as now in force or hereafter amended.

Section 8.08 Conflicts of Interest

No Officer or member of the Steering Committee may participate in the discussion of or vote on any matter in which he or she, or his or her immediate family, has a direct, personal, or financial interest. No Officer or member of the Steering Committee may vote to elect himself or herself, nor may he or she vote regarding a project or donation to be undertaken by the Community that will directly remunerate himself or herself, or a member of his or her immediate family. The Community may not contract with any Officers or Steering Committee members, or a member of their immediate family or any entity in which he or she has an interest (including as an employee), unless approved by a majority vote during an official Steering Committee meeting.

Article Nine Amendments

Amendments to these Bylaws may be made by either a vote in a meeting of the members in good standing, or by a ballot conducted by U.S. mail or by email, provided that, regardless of the mode of voting, written copies (which may be sent by U.S. mail or by email) of the proposed amendment(s) have been submitted to the members no less than two (2) weeks prior to the vote. The Steering Committee shall have sole discretion in determining the mode of voting to amend these Bylaws.

These Bylaws may be amended by a two-thirds (2/3) vote of the members in good standing in a ballot conducted by U.S. mail or by email, or by two-thirds (2/3) vote of a quorum attending a meeting of the members, for which purposes a quorum shall be deemed to exist if one-third (1/3) of the members in good standing of the community are present.

Any and all proposed and/or approved amendments to these Bylaws shall be compliant with the Community's conflict of interest policy, as stated in Section 8.08.

Article Ten Dissolution

Upon the dissolution of the Community and the winding up of its affairs, the assets of the Community shall be distributed as the Steering Committee may determine to

Reconstructing Judaism or to another entity organized and operated exclusively for charitable, literary or educational purposes as described in Sections 170(c)(2) and 501(c)(3) of the Internal Revenue Code when distributions are to be made to them.

These Bylaws of Kol Ami were approved by the Steering Committee on May 15, 2022 and adopted at the June 12, 2022 meeting of the Community.

Jane Schulman, President