

AMENDED AND RESTATED BYLAWS OF  
BET ALEF MEDITATIVE SYNAGOGUE  
CONTAINING CHANGES FROM THOSE DATED 10-8-2012  
Adopted By the Board of Directors as restated on June 15, 2020

ARTICLE I: OFFICES

SECTION 1. NAME AND PRINCIPAL OFFICE

The name of this congregation is BET ALEF MEDITATIVE SYNAGOGUE (sometimes referred to herein as “Bet Alef” or the “Corporation”). It was incorporated as a Washington nonprofit corporation under the name BET ALEF on January 4, 1994. By 2004, the name had been changed to Bet Alef Meditative Synagogue, and continues as such. The principal office of Bet Alef shall be located in King County, in the State of Washington.

SECTION 2. CHANGE OF ADDRESS

The designation of the county or state of Bet Alef's principal office may be changed by amendment of these Bylaws. The Board of Directors may change the principal office from one location to another within the named county, provided that it takes reasonable steps to notify its Members of the changed address and effective date in writing by any reasonable means including but not limited to via email or other electronic transmission, US mail, fax, text message, phone call or voice mail message, and such change of address shall not be deemed, nor require, an amendment of these Bylaws.

SECTION 3. OTHER OFFICES

Bet Alef may also have offices at such other places, within or without its state of incorporation, where it is qualified to operate as a not-for-profit religious organization, as (i) its activities may require and (ii) as its Board of Directors may, from time to time, designate.

ARTICLE II: NONPROFIT PURPOSES

SECTION 1. IRC SECTION 501(c)(3) PURPOSES

Bet Alef is organized and operated exclusively for one or more of the purposes specified in Section 501(c)(3) of the Internal Revenue Code, including but not limited to charitable, religious, and educational purposes, and the making of distributions to other organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code.

## SECTION 2. SPECIFIC OBJECTIVES AND PURPOSES

The specific objectives and purposes of Bet Alef and any synagogue it may operate shall be:

- a. To conduct Jewish worship, meditation and study sessions.
- b. To celebrate Jewish holidays and life-cycle events.
- c. To support spiritual development in the context of an on-going Jewish meditative community.
- d. To be a welcoming place of Worship for all people.
- e. To provide information about Judaism and spirituality through sermons, classes, workshops, conducting worship services, and other educational materials and approaches.
- f. To discover and support ways in which Jewish spiritual teaching and practice as celebrated by our community, can support all others in our world, including but not limited to contributing to and participating in charitable events and organizations.

## ARTICLE III: DEFINITIONS

### Section 1. MEMBER

Any person eighteen years of age or older, Jewish or non-Jewish, in agreement with the goals and intentions, objectives and purposes (as defined above in Article II, section 2) of Bet Alef as a Jewish community dedicated to a spiritual approach to Jewish worship, study, ritual, and celebration, can be a Member of Bet Alef. The Members of Bet Alef comprise its Congregation. There shall be two classes of Members, the first containing a single individual and the second containing a Family. On all matters coming before meetings of the Congregation requiring a vote, each adult Member of each class who is in Good Standing shall have one vote. Membership shall not be transferable.

Except when waived by the Executive Director (i) any Member's child, step-child, ward, or other dependent person that the Member has the responsibility of caring for, on reaching the age of twenty-six shall be obliged to become a Member in his or her own right, provided that he or she is eligible for Membership as above, and (ii) a Member's child, step-child, ward, or other dependent person that the Member has the responsibility of caring for, who is not obliged to be a Member in his or her own right shall be entitled to all of the privileges of Membership (but shall not be entitled to vote) so long as at least one of his or her parents, step-parents, foster parents or guardians remain a Member in good standing.

### Section 2. GOOD STANDING

Good Standing shall mean that all financial obligations to Bet Alef are current.

### Section 3. FAMILY

Family shall mean one adult or two adults over the age of eighteen sharing a household and bound by bonds of love and affection, and dependent children as well as any other dependents of the type referred to in Section 1 of this Article III, if any, provided however a household consisting of a single individual shall not be considered a Family except for quorum purposes.

### Section 4. JEWISH IDENTITY

Bet Alef uses the Union of Reform Judaism's standards to determine who is Jewish.

### Section 5. FISCAL YEAR

Bet Alef's fiscal year is from July 1 to June 30.

### Section 6. CORPORATION

"Corporation" shall mean the BET ALEF MEDITATIVE SYNAGOGUE.

### Section 7. DELIVER

"Deliver" shall mean:

- (a) send via US Mail with first class postage affixed to the addressee's last known address; or
- (b) personally hand a hard copy to the addressee; or
- (c) make an electronic transmission, in accordance with the Member's or Director's consent, for purposes of delivering a demand, consent, notice, or waiver to Bet Alef, to one or more of its Members or to one or more of its Directors or Officers;
- (d) provided however, transmission by facsimile or fax machine or equipment shall not be an acceptable method of delivery to Bet Alef since Bet Alef no longer uses or maintains such a machine or equipment.

### Section 8. ELECTRONIC TRANSMISSION

"Electronic transmission" shall mean an electronic communication:

- (a) not directly involving the physical transfer of a record in a tangible medium; and
- (b) that may be retained, retrieved, and reviewed by the sender and the recipient thereof, and that may be directly reproduced in a tangible medium by a sender and recipient.

“Electronically transmitted” means the initiation of an electronic transmission.

#### Section 9. EXECUTE

“Execute” shall mean;

- (a) sign, with respect to a written record; or
- (b) electronically transmit along with sufficient information to determine the sender’s identity; or
- (c) file in compliance with the standards for filing with the office of the Secretary of State as prescribed by the Secretary of State, with respect to a record to be filed with the Secretary of State.

#### Section 10. RECORD

“Record” shall mean information inscribed on a tangible medium or contained in an electronic transmission.

#### Section 11. TANGIBLE MEDIUM

“Tangible medium” shall mean a writing, copy of a writing, duplicate, or a physical reproduction, each on paper or other tangible material.

#### Section 12. WRITING

“Writing” does not include an electronic transmission.

#### Section 13. EFFECTIVE NOTICE BY ELECTRONIC TRANSMISSION

To be effective:

- (a) A notice to be provided by electronic transmission must be electronically transmitted.

- (b) Notice to Members and Directors in an electronic transmission that otherwise complies with the requirements of these Bylaws is effective only with respect to Members and Directors who have consented, in the form of a record, to receive electronically transmitted notices.
- (c) Notice to Members and Directors includes material that these Bylaws require or permit to accompany the notice.
- (d) A Member or Director who provides consent, in the form of a record, to receipt of electronically transmitted notices shall designate in the consent the message format accessible to the recipient, and the address, location, or system to which these notices may be electronically transmitted.
- (e) A Member or Director who has consented to receipt of electronically transmitted notices may revoke the consent by delivering a revocation to Bet Alef in the form of a record.
- (f) The consent of any Member or Director is revoked if Bet Alef is unable to electronically transmit two consecutive notices given by Bet Alef in accordance with the consent, and this inability becomes known to the Secretary of Bet Alef or other person responsible for giving the notice. The inadvertent failure by Bet Alef to treat this inability as a revocation does not invalidate any meeting or other action.
- (g) Notice to Members or Directors who have consented to receipt of electronically transmitted notices may be provided notice by posting the notice on an electronic network and delivering to the Member or Director a separate record of the posting, together with comprehensible instructions regarding how to obtain access to this posting on the electronic network.
- (h) Notice provided in an electronic transmission is effective when it:
  - (i) is electronically transmitted to an address, location, or system designated by the recipient for that purpose, and is made pursuant to the consent provided by the recipient; or
  - (ii) has been posted on an electronic network and a separate record of the posting has been delivered to the recipient together with

comprehensible instructions regarding how to obtain access to the posting on the electronic network.

#### ARTICLE IV: MEMBERSHIP

##### Section 1. MEMBERS HAVE ALL PRIVILEGES OF MEMBERSHIP

Members of Bet Alef shall have all the privileges of membership, subject to the rules and regulations established by the Board of Directors and as may be limited by these Bylaws. Except as provided in Article III Section 1 above Adult Members in Good Standing shall have the following voting privileges: to approve or disapprove Bet Alef's annual budget, to elect members of its Board of Directors and Officers, and to make changes or amendments to its Bylaws.

##### Section 2. DEATH OF MEMBER

Death shall not terminate the membership of the survivors of a Family Member for the remainder of the current membership year, or thereafter provided he or she continues to meet the requirements for membership.

##### Section 3. DIVORCE OF MEMBER

Divorce shall not terminate the membership of either individual adult of a Family Member for the remainder of the current membership year, or thereafter provided they continue to meet the requirements for membership.

##### Section 4. SPECIAL MEMBERSHIP CLASSIFICATIONS ALLOWED

The Board of Directors may establish other membership classifications.

#### ARTICLE V: CONGREGATIONAL MEETINGS

##### Section 1. ANNUAL MEETING OF THE CONGREGATION

An Annual Meeting of the Members in Good Standing of Bet Alef shall be held on the first Sunday of June, or at such other time as the Board of Directors shall reasonably determine. Every membership class of Bet Alef shall be notified by US mail and/or if consent has been obtained as provided in ARTICLE III Section 12 hereof by electronic transmission at its last known address at least ten (10) and no more than fifty (50) days prior to the holding of the Annual Meeting. Such notice shall state the place, day and hour of the meeting.

##### Section 2. SPECIAL MEETING OF THE CONGREGATION

Special Meetings of the voting Members of the Congregation may be called at the request of a majority of the Board of Directors or on written application of thirty percent

(30%) of the Corporation's voting membership. The call for such a Special Meeting shall set forth the purpose of the meeting, and notice thereof shall be communicated by US mail, electronic mail or other electronic transmission or telephone to the last known address or phone number of such Members at least ten (10) and no more than fifty (50) days prior to the time of such meeting. No business shall be transacted at such Meeting except that specified in the notice.

### Section 3. QUORUM

The quorum for a Congregational Meeting shall be 25% of the number of Families that consist of Members in good standing.

### Section 4. VOTING

Voting Members may vote at a Congregational Meeting, by proxy delivered to the Executive Director or any current officer of the Board of the Corporation prior to the commencement of such meeting, or may vote in person at such meeting. In addition, in situations determined appropriate by the Board of Directors, including but not limited to health or other emergencies, the Board may authorize some form of electronic attendance and voting at such a Congregational Meeting, provided that the mechanism for doing so is reasonably clearly explained to the Members and is not in conflict with the notice and other requirements of these Bylaws and the Washington Nonprofit Corporation Act RCW 24.03 *et seq* or its successor.

### Section 5. ACTION WITHOUT A MEETING

Any action required under provisions of the Articles of Incorporation, these Bylaws, or the law of Washington to be taken at a Congregational Meeting, or any action which may be taken at a Congregational Meeting, may be taken without a meeting if a consent in the form of a record, setting forth the action so taken, shall be executed by all of the Members entitled to vote with respect to the subject matter thereof. Such consent shall have the same force and effect as a unanimous vote, and may be stated as such in any articles or record filed with the Secretary of State.

### Section 6. WAIVER OF NOTICE

Whenever any notice is required to be given to any Member under the provisions of this Article V, a waiver in the form of a record executed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be equivalent to the giving of such notice.

## ARTICLE VI: DIRECTORS

## SECTION 1. NUMBER

The Corporation shall have three (3) or more Directors. Collectively they shall be known as the Board of Directors. The immediate past President of the congregation may serve on the Board of Directors with the right to vote. The Rabbi and Executive Director are permanent non-voting members of the Board, and are not considered elected Directors of the Corporation.

## SECTION 2. QUALIFICATIONS

Directors shall be of the age of majority in the state of Washington. All Directors must be Members in Good Standing. Except as provided in Section 6 of this Article VI Directors also shall not be: (i) persons who report to or are subordinate to other Board members; (ii) persons who are in the same Family as other Board members; (iii) persons who receive a significant amount of consulting, speaking or any other remuneration from the Corporation; or (iv) persons who have relationships with firms that have significant financial dealings with the Corporation, its Officers, Directors or key employees.

## SECTION 3. POWERS

Subject to the provisions of the laws of this state and any limitations in the Bet Alef Articles of Incorporation or these Bylaws, the activities and affairs of Bet Alef shall be conducted and all corporate powers shall be exercised by or under the direction of its Board of Directors.

## SECTION 4. DUTIES

It shall be the duty of the Directors to:

- (a) Perform any and all duties imposed on them collectively or individually by law, by Bet Alef's Articles of Incorporation, or by these Bylaws;
- (b) Appoint and remove, employ and discharge, and, except as otherwise provided in these Bylaws, prescribe the duties and fix the compensation of senior level employees of Bet Alef, including but not limited to, its Rabbi and Executive Director.
- (c) Meet at such times and places as required by these Bylaws;
- (d) Register their addresses and electronic mail addresses with the Secretary of the Corporation, and notices of meetings sent to them at such addresses in accordance with Article III Sections 6-12 shall be valid notices thereof, and
- (e) Exercise with discretion any and all other powers granted to the Corporation by law.

## SECTION 5. ELECTION

Except as may otherwise be provided in Article III Section 1 above Bet Alef adult Members in good standing shall have the right to vote in the election of the Board of



Directors, and each person who meets such qualifications shall be referred to as an "Elector." Nominees shall become Directors and Officers if approved by a majority vote of the Electors at Bet Alef's Annual Meeting provided a quorum is present.

#### SECTION 6. TERM OF OFFICE

Each Director shall be elected to serve a two-year term. Directors may be elected for up to three (3) successive two-year terms. Directors may continue beyond three (3) successive two-year terms, if requested, and approved by a majority vote of the Board and Electors. Notwithstanding the last sentence, except for the immediate past President, Directors completing their third term shall be required to take a one-year sabbatical leave. The immediate past President, if serving seven years on the Board, must take a one year sabbatical leave after the seventh year.

#### SECTION 7. COMPENSATION

Directors shall serve without compensation. Directors shall be allowed reasonable advancement or reimbursement of approved expenses incurred in the performance of their duties.

#### SECTION 8. PLACE OF BOARD MEETINGS

Meetings of the members of the Board of Directors shall be held at the principal office of the Corporation unless otherwise provided by the Board or at such other place as may be designated from time to time by resolution of the Board or by decision of the President (or in his or her absence, the Vice President).

#### SECTION 9. BOARD MEMBER SELECTION PROCESS

The Board President after seeking suggestions from other members of the Board will nominate candidates to the Board of Directors for approval prior to Bet Alef's Annual Meeting. Bet Alef Electors will vote on each candidate at the Annual Meeting. Nominees shall become Directors if approved by a majority vote of the Electors present at said meeting provided a quorum is present. Should the need arise at other times, the Board may elect additional Board members. Any member so elected shall hold office until the first to occur of the next election of Directors; death; resignation; or, removal from office.

#### SECTION 10. SPECIAL MEETINGS OF THE BOARD

Special meetings of the Board of Directors may be called by fifty percent (50%) of the Board of Directors, the President of the Board, another member of the Executive Committee or the Rabbi. Such meetings shall be held at the principal office of the Corporation or, if different, at the place designated by the person calling the special meeting.

The President of the Board has the authority to designate an Executive Session. Executive Sessions are restricted to elected Directors only and may exclude non-voting members of the Board. To the extent reasonably possible and prudent non-voting members of the Board to be excluded shall be notified by the President of the Board of such meeting at least two business days before any Executive Session takes place. The Board retains the discretion to invite guests to any of its meetings.

## SECTION 11. NOTICE OF MEETINGS

Unless otherwise provided by the Articles of Incorporation, these Bylaws, or provisions of law of Washington, the following provisions shall govern the giving of notice for meetings of the Board of Directors:

(a) Regular Meetings - Regular meetings of the Board of Directors or of any committee designated by the Board of Directors may be held with or without notice.

(b) Special Meetings – When possible, at least one week prior notice shall be given by the Secretary of the Corporation to each Director of each special meeting of the Board. Otherwise, as much notice as possible will be given.

Such notice may be oral or written, may be given personally, by first class mail, by telephone or by electronic transmission and shall state the place, date and time of the meeting and the matters proposed to be acted upon at the meeting. Meetings may be held in person, by telephone or by electronic transmission where all participants can hear each other at the same time. Voting may be held in person, by telephone, or by electronic transmission where all participants have consented thereto as provided in ARTICLE III Sections 7 through 13.

(c) Waiver of Notice - Whenever any notice is required to be given to any Bet Alef Director under provisions of the Articles of Incorporation, these Bylaws, or the law of Washington, a waiver in the form of a record executed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be equivalent to the giving of such notice. Attendance of a Director at a meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

(d) Action by Directors Without A Meeting - Any action required under provisions of the Articles of Incorporation, these Bylaws, or the law of Washington to be taken at a meeting of the Directors, or any action which may be taken at a meeting of the Directors, may be taken without a meeting if a consent in the form of a record, setting forth the action so taken, shall be executed by all of the Directors entitled to vote with respect to the subject matter thereof. Such consent shall have the same force and effect as a unanimous vote, and may be stated as such in any articles or record filed with the Secretary of State.

## SECTION 12. QUORUM FOR BOARD MEETINGS

A quorum shall consist of a majority of the members of the Board of Directors present at a Board meeting, but in any event must consist of more than one third of all Directors holding that office. Except as otherwise provided under the Articles of Incorporation, these Bylaws, or provisions of Washington law, no business shall be considered by the Board at any meeting at which the required quorum is not present, and the only motion which the Presiding Officer shall entertain at such meeting is a motion to adjourn.

#### SECTION 13. MAJORITY ACTION AS BOARD ACTION

Every act or decision done or made by a majority of the Directors present at a meeting duly held at which a quorum of the Directors is present is the act of the Board of Directors, unless the Articles of Incorporation, these Bylaws, or provisions of Washington law require a greater percentage or different voting rules for approval of a matter by the Board.

#### SECTION 14. VOTING BY DIRECTORS

In addition to in-person or written votes of Directors at meetings, electronically online voting including but not limited to voting by email, and teleconferencing as well as video conferencing, votes will be valid at any time at or in between formal meetings provided all participants have consented thereto as provided in ARTICLE III Sections 7 through 13. Each Director has one vote. Members of the Board of Directors and members of a committee of Directors may participate in or conduct their respective meetings by means of a conference telephone or similar communications equipment by which all persons participating in the meeting can hear each other at the same time, and participation in a meeting by such means shall constitute presence in person at such meeting.

#### SECTION 15. CONDUCT OF BOARD MEETINGS

Meetings of the Board of Directors shall be presided over by the President. In the absence of the President, the Vice President will preside over the meeting. In the absence of the President and the Vice President, the Secretary will preside over the meeting. In the absence of the President, Vice President and Secretary, the Treasurer will preside over the meeting. The Secretary of Bet Alef shall be accountable for all acts required of the Corporation's secretary by law and these Bylaws at all meetings of the Board, provided that, in his or her absence, the presiding officer shall appoint another person to act as secretary of the meeting.

Meetings shall be governed by such procedures as may be approved from time to time by the Board of Directors, insofar as such rules are not inconsistent with or in conflict with the Articles of Incorporation, these Bylaws, or provisions of Washington law.

## SECTION 16. BOARD VACANCIES

Vacancies on the Board of Directors shall exist (1) on the death, resignation or removal of any Director, (2) whenever the number of authorized Directors is increased, and (3) when a Director is on a leave of absence as provided in Section 17 of this Article.

Any Director may resign effective upon giving written notice to the President, the Secretary, or the Board of Directors, unless the notice specifies a later time for the effectiveness of such resignation. No Director may resign if the Corporation would then be left without a duly elected Director or Directors in charge of its affairs, except upon notice to the Office of the Attorney General or other appropriate agency of this state.

Directors may be removed from office, (i) with or without cause, by two-thirds of the votes cast by Members having voting rights with regard to the election of any Director, represented in person or by proxy at a meeting of Members at which a quorum is present, or (ii) with cause with the approval of two thirds of the other Directors.

Unless otherwise prohibited by the Articles of Incorporation, these Bylaws, or provisions of Washington law, vacancies on the Board may be filled by approval of the Board of Directors. If the number of Directors then in office is less than a quorum, a vacancy on the Board may be filled by approval of a majority of the Directors then in office or by a sole remaining Director. A person elected to fill a vacancy on the Board shall hold office until the first to occur: the next election of the Board of Directors by the Membership; death; resignation; or, removal from office.

## SECTION 17. LEAVE OF ABSENCE

With written notice to the Board, a Director may take a leave of absence, up to one year in duration. One leave of absence may be granted in a two-year term. A Director forfeits his or her duties and powers while on a leave of absence. A Director on leave may be replaced by an Interim Director appointed by the Board as provided in Section 16 of this Article.

The office of a Director who is absent without leave from three successive regular meetings of the Board of Directors, or from any four regular meetings, may be declared vacant by the Board.

## SECTION 18. NON-LIABILITY OF DIRECTORS

The Directors shall not be personally liable for the debts, liabilities, or other obligations of the Corporation to the fullest extent permissible under the laws of Washington state.

#### SECTION 19. INDEMNIFICATION BY CORPORATION OF DIRECTORS AND OFFICERS

The Directors and Officers of Bet Alef shall be indemnified by the Corporation to the fullest extent permissible under the laws of Washington state.

#### SECTION 20. INSURANCE FOR CORPORATE AGENTS

Except as may be otherwise provided under provisions of Washington law, the Board of Directors may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of Bet Alef (including a Director, Officer, employee or other agent of the Corporation) against liabilities asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not Bet Alef would have the power to indemnify the agent against such liability under the Articles of Incorporation, these Bylaws, or provisions of Washington law.

### VII: OFFICERS

#### SECTION 1. DESIGNATION OF OFFICERS

The officers of Bet Alef shall be a President, a Vice President, a Secretary, and a Treasurer. Bet Alef may also have, at the discretion of the Board of Directors, one or more Assistant Vice Presidents, Assistant Secretaries, Assistant Treasurers, and such other Officers as may be determined from time to time by the Board of Directors. At the discretion of the Board any two or more offices may be held by the same person, except the offices of President and Secretary.

#### SECTION 2. QUALIFICATIONS OF OFFICERS

The Officers of the Board shall be Directors. The President must be Jewish as defined by the Union for Reform Judaism.

#### SECTION 3. ELECTION AND TERM OF OFFICE

Officers shall be nominated by the Board of Directors and elected by Electors of Bet Alef at its Annual Meeting. Officers shall be elected for a term of two years. Newly elected Officers shall assume their office on the first day of the Fiscal Year. Any Officer so elected shall hold office until the first to occur: the next election of the Board of Directors; death; resignation; or, removal from office.

#### SECTION 4. REMOVAL AND RESIGNATION

Any Officer may be removed from his or her office, either with or without cause, by the Board of Directors, at any time. Any Officer may resign from his or her office at any time by giving written notice to the Board of Directors or to the President or Secretary of the Corporation. Any such resignation shall take effect at the date of receipt of such notice or at any later date specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. Any such removal or resignation shall not affect the Officer's status as a Director unless so stated therein. The above provisions of this Section shall be superseded by any conflicting terms of a contract that has been approved or ratified by the Board of Directors relating to the employment of any Director or Officer of the Corporation.

#### SECTION 5. VACANCIES

Any vacancy caused by the death, resignation, removal, disqualification, or otherwise, of any Officer shall be filled by the Board of Directors. In the event of a vacancy in any office other than that of President, such vacancy may be filled temporarily by appointment by the President until such time as the Board shall fill the vacancy. In the event of a vacancy in the office of President, the Vice-President shall temporarily fill such vacancy until such time as the Board shall fill the vacancy. Vacancies occurring in offices of Officers appointed at the discretion of the Board may or may not be filled as the Board shall determine.

#### SECTION 6. DUTIES OF THE PRESIDENT

The President shall be the chief executive officer of Bet Alef and shall, subject to the control of the Board of Directors, supervise and control the affairs of Bet Alef and the activities of its Officers. He or she shall perform all duties incident to his or her office and other such duties as may be required by law, by the Articles of Incorporation, or by these Bylaws, or which may be prescribed from time to time by the Board of Directors.

#### SECTION 7. DUTIES OF THE VICE PRESIDENT

In the absence of the President, or in the event of his or her inability or refusal to act, the Vice President shall perform all the duties of the President, and when so acting shall have all the powers of, and be subject to all the restrictions on, the President. The Vice President shall have other powers and perform such other duties as may be prescribed by law, by the Articles of Incorporation, or by these Bylaws, or as may be prescribed by the Board of Directors. At the end of his or her term, the Vice President shall not be elected automatically to the office of President (see this Article VII, Section 3, Election and Term of Office).

#### SECTION 8. DUTIES OF SECRETARY

The Secretary shall:

Keep or cause to be kept at the principal office of Bet Alef or at such other place as the Board may determine, a file of minutes of all meetings of the Directors, all Annual and Special Meetings of the congregation; recording therein the time and place of holding, whether regular or special, how called, how notice was given, the names of those present or represented at the meeting, and the proceedings thereof.

See that all notices are duly given in accordance with the provisions of these Bylaws or as required by law.

Exhibit or cause to be exhibited at all reasonable times to any Bet Alef Director or Member, or to his or her agent or attorney, on request therefor, the Bylaws and the minutes of the proceedings of the Directors and of the Annual and Special Meetings of the Congregation.

In general, perform or cause to be performed all duties incident to the office of Secretary, and other such duties as may be required by law, by the Articles of Incorporation, or by these Bylaws, or which may be assigned to him or her from time to time by the Board of Directors.

#### SECTION 9. DUTIES OF TREASURER

The Treasurer shall:

Be responsible for all funds and securities of Bet Alef, and deposit, or cause to be deposited, all such funds and securities in the name of Bet Alef in such banks, trust companies, or other depositories as shall be selected by the Board of Directors.

Disburse, or cause to be disbursed, Bet Alef's funds as may be directed by the Board of Directors, taking proper vouchers for such disbursements.

Keep and maintain, or cause to be kept and maintained, adequate and correct accounts of Bet Alef properties and business transactions, including accounts of all its assets, liabilities, receipts, disbursements, gains and losses.

Exhibit at all reasonable times the books of account and financial records to any Director or member of the Corporation, or to his or her agent or attorney, on request therefor.

Render to the President and Directors, whenever requested, an account of any or all of his or her transactions as Treasurer and of the financial condition of Bet Alef.

Prepare, or cause to be prepared, and certify, or cause to be certified, the financial statements to be included in any required reports.

In general, perform or cause to be performed all duties incident to the office of Treasurer and other such duties as may be required by law, by the Articles of Incorporation, or by these Bylaws, or which may be assigned to him or her from time to time by the Board of Directors.

#### SECTION 10. PROHIBITION OF LOANS

No loans of Bet Alef funds or other material property shall be made to the Officers or Directors of the Board.

## ARTICLE VIII: COMMITTEES

SECTION 1: COMMITTEES. The Board may create committees as needed, such as by way of example and not of limitation fund development, finance and membership. The Board shall select and appoint all committee chairs. Committee chairs are invited to attend all Board meetings as non-voting participants unless they are also Directors.

SECTION 2: EXECUTIVE COMMITTEE. There shall be an Executive Committee consisting of Bet Alef's four Officers. The President shall be chair of this Committee, except that in his or her absence the Vice President shall be chair of this Committee. Except for the power to amend the Articles of Incorporation and Bylaws, the Executive Committee shall have all of the powers and authority of the Board of Directors in the intervals between meetings of the Board of Directors, subject to the direction and control of the Board of Directors.

SECTION 3: FINANCE COMMITTEE. There shall be a Finance Committee chaired by the Treasurer, which includes at least one other Board member. The Finance Committee is responsible for developing and reviewing Bet Alef's fiscal procedures, and annual budget. Bet Alef's financial records shall be made available to the Members, Directors and those government agencies which by law must have access to them.

## ARTICLE IX: EXECUTION OF INSTRUMENTS, DEPOSITS AND FUNDS

### SECTION 1. EXECUTION OF INSTRUMENTS

The Board of Directors, except as otherwise provided in these Bylaws, may by resolution authorize any Bet Alef Officer or agent to enter into any contract or execute and deliver any instrument in the name of and on behalf of Bet Alef, and such authority may be general or confined to specific instances. Unless so authorized, no Officer, agent, or employee shall have any power or authority to bind Bet Alef by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount.

### SECTION 2. GIFTS

The Board of Directors may accept for and on behalf of Bet Alef any contribution, gift, bequest, or devise given for any of its nonprofit purposes.

## ARTICLE X: CORPORATE RECORDS, REPORTS AND SEAL

### SECTION 1. MAINTENANCE OF CORPORATE RECORDS



Bet Alef shall keep at its principal office or at such other place as the Board may determine:

(a) Minutes of all meetings and proceedings of Directors, Members, and if kept by them of committees of the Board.

(b) Adequate and correct books and records of account, including accounts of its properties and business transactions and accounts of its assets, liabilities, receipts, disbursements, gains and losses.

(c) A copy of Bet Alef's Articles of Incorporation and Bylaws as amended to date.

(d) A list of Members, including names, addresses, and classes of membership, if any;

(e) A list of Officers' and Directors' names and addresses;

These records shall be open at any reasonable time to inspection and copying by any Member of more than three months standing or a representative of more than five percent of the Members.

The cost of such inspecting or copying shall be borne by such Member except for costs for copies of Articles or Bylaws which shall be borne by Bet Alef and which may be supplied in digital form. Any such Member must have a purpose for inspection reasonably related to membership interests. Use or sale of Members' lists by such Member if obtained by inspection is prohibited.

## SECTION 2. CORPORATE SEAL

The Board of Directors may adopt, use and, at will, alter, a corporate seal. Failure to affix such seal to corporate instruments, however, shall not affect the validity of any such instrument.

## SECTION 3. DIRECTORS' INSPECTION RIGHTS

Every Director shall have such rights as shall be provided by law to, at any reasonable time, inspect and copy all Bet Alef books, records and documents of every kind and to inspect its physical properties and shall have other rights to inspect the books, records and properties of Bet Alef as may be required under the Articles of Incorporation and other provisions of these Bylaws.

## SECTION 4. RIGHT TO COPY AND MAKE EXTRACTS

Any inspection under the provisions of this Article may be made in person or by agent or attorney and the right to inspection shall include the right to copy and make extracts.

## SECTION 5. PERIODIC REPORT

The Board shall cause any annual or periodic report required under law to be prepared and delivered to the Secretary of State or any other governmental office having proper

jurisdiction and authority, to be so prepared and delivered within the time limits and with such fees set by law.

## ARTICLE XI: IRC 501(c)(3) TAX EXEMPTION PROVISIONS

### SECTION 1. LIMITATIONS ON ACTIVITIES

No substantial part of the activities of Bet Alef shall be the carrying on of propaganda, or otherwise attempting to influence legislation [except as otherwise provided by Section 501(h) of the Internal Revenue Code], and Bet Alef shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office.

Notwithstanding any other provisions of these Bylaws, Bet Alef shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

### SECTION 2. PROHIBITION AGAINST PRIVATE INUREMENT

No part of the net earnings of Bet Alef shall inure to the benefit of, or be distributable to, its Members, Directors, Officers, other private persons, or other organizations, except that Bet Alef is authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set out in Article II of these Bylaws.

### SECTION 3. DISTRIBUTION OF ASSETS

Upon Bet Alef's dissolution, its assets remaining after payment, or provision for payment, of all debts and liabilities of this Corporation shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code such as to 501(c)(3) organizations whose objectives and purposes are similar to many of those specified in Article II Section 2 above or which help those in need in the greater Seattle Metropolitan area, or if there are none of the foregoing then they shall be distributed to another like nonprofit corporation or organization. Such distribution shall be made in accordance with all applicable provisions of the laws and regulations of Washington and the United States.

### SECTION 4. PRIVATE FOUNDATION REQUIREMENTS AND RESTRICTIONS

In any taxable year in which Bet Alef is a private foundation as described in Section 509(a) of the Internal Revenue Code, it (a) shall distribute its income for said period at such a time and in such a manner as not to subject it to tax under Section 4942 of the Internal Revenue Code; (b) shall not engage in any act of self-dealing as defined in Section 4941(d)

of the Internal Revenue Code; (c) shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code; (d) shall not make any investments in such manner as to subject the Corporation to tax under Section 4944 of the Internal Revenue Code; and (e) shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code.

## ARTICLE XII: AMENDMENT OF BYLAWS

Except as may otherwise be specified under provisions of law, these Bylaws, or any part of them, may be altered, amended or repealed, and new or amended Bylaws adopted by a vote of Bet Alef's eligible voting Members, as defined by these Bylaws, or by the Board of Directors whose changes shall be subject to alteration, amendment and repeal by said eligible voting Members. In the event of an emergency which is defined as when a quorum of the Corporation's Directors cannot readily be assembled because of some catastrophic event, the Directors may adopt bylaws to be in effect only during the emergency in accordance with RCW 23B.02.070.

## ARTICLE XIII: CONSTRUCTION AND TERMS

If there is any conflict between the provisions of these Bylaws and the Articles of Incorporation of Bet Alef, the provisions of the Articles of Incorporation shall govern except as to the name of the Corporation's registered agent and its registered office address, and its initial Directors all of which have changed and may change again but which changes shall be and are reported to the Secretary of State as required by law.

Should any of the provisions or portions of these Bylaws be held unenforceable or invalid for any reason, the remaining provisions and portions of these Bylaws shall be unaffected by such holding.

All references in these Bylaws to the Articles of Incorporation shall be to the Articles of Incorporation filed with the office of the Secretary of State or any other governmental organization used to establish Bet Alef's legal existence.

All references in these Bylaws to a section or sections of the Internal Revenue Code shall be to such sections of the Internal Revenue Code of 1986 as amended from time to time, or to corresponding provisions of any future federal tax code.

## ADOPTION OF AMENDED BYLAWS AS RESTATED HEREIN

We, the undersigned Officers of this Corporation, do attest to and affirm that at a duly called regular meeting of the Board of Directors held on June 15, 2020 at which a quorum

was present and which we attended the Board did vote in favor of and adopt the foregoing Amended Bylaws as Restated herein, consisting of eighteen (18) pages, as the Amended and Restated Bylaws of Bet Alef.

These Amended and Restated Bylaws may be signed in counterparts, each signed counterpart shall be deemed an original, and all counterparts together shall constitute one complete Amended and Restated Bylaws. Each signed counterpart may be delivered to the Executive Director and each Director by electronic transmission, which transmission shall be deemed delivery of an originally executed document which shall be binding on the signing Officer and the Corporation.

Signature: \_\_\_\_\_  
Name Printed: \_\_\_\_\_  
Title: \_\_\_\_\_  
Date: \_\_\_\_\_

Signature: \_\_\_\_\_  
Name Printed: \_\_\_\_\_  
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