

AMENDED AND RESTATED
BYLAWS
OF
CONGREGATION OR AMI
A California Nonprofit Religious Corporation

June 1, 2003

AMENDED AND RESTATED

BY LAWS

OF

CONGREGATION OR AMI
(a California Nonprofit corporation)

ARTICLE I

NAME, PURPOSE AND AFFILIATION

1.1 NAME

This congregation shall be known as Congregation Or Ami (the "Congregation") located in the general geographic areas known as Calabasas and Agoura Hills, California.

The Board of Directors shall fix the location of the principal executive office of the Congregation at any place within the general geographic areas known as Calabasas or Agoura Hills, State of California. The Board of Directors may at any time establish branch or subordinate offices at any place or places.

1.2 PURPOSE

The purpose of this Congregation is to promote the fundamental and enduring principles of Reform Judaism and to ensure the continuity of the Jewish people. It is the obligation of the members to remain committed to these principles of Reform Judaism to ensure the development of our "holy community". The Congregation is established on the basis of four fundamental principles.

1. A commitment to worship God in the Jewish tradition and to teach Torah to all members, children and adult, in order to deepen their knowledge and understanding of the riches of Judaism, and to enrich their lives and the life of our community;
2. To nurture and develop an extended family among all members in a welcoming atmosphere in order to create a true community of Jews supporting one another in bad times and celebrating together in good times;
3. To allow members' thoughts and ideas to be discussed openly, listened to, and incorporated into the operations of the Congregation and to take the time to thank, recognize and appreciate people for all their contributions, no matter how large or small;
4. Through the process of these Bylaws to establish and maintain a democratic process within the Congregation, so that the future of the Congregation is determined by its membership.

1.3 AFFILIATION

This Congregation shall be a member of the Union of American Hebrew Congregations (the "UAHC") and will abide by the Constitution and Bylaws of the UAHC.

ARTICLE II

DEFINITION OF TERMS USED IN THESE BYLAWS

1. Board of Directors includes congregational Officers and Directors duly elected by the congregation in accordance with these Bylaws. These positions are also referred to as Directors. The Board of Directors will also include, as non-voting ex-officio members, the Rabbi and Cantor employed by the Congregation.
2. Executive Committee includes the President, all Vice Presidents, the Secretary, Chief Financial Officer, the immediate Past President, Ex-Officio Members of the Board, and such other adjunct officers as may be appointed pursuant to these Bylaws. It is also referred to as the Executive Board.

MEMBERS

2.1 TYPES OF MEMBERSHIP

The Congregation shall have three classes of members only. No person shall hold more than one membership in the Congregation.

1. General membership:
General members shall have equal voting and other rights, are dues paying and have the right to vote as set forth herein.
2. Complementary, non dues-paying members:
Complementary, non dues-paying members include rabbis, cantors and cantorial soloists with no Congregational voting rights.
3. Associate membership:
Associate members have no congregational voting rights and may not hold any elected or appointed position on the Board of Directors. They shall not participate in the children's Religious School or Mishpacha programs.
 - a. Persons may be eligible for associate membership only if they are full dues paying members of an Orthodox, Conservative, Reform or Reconstructionist Jewish Congregation other than Congregation Or Ami.
 - b. Associate members shall pay dues as determined by the Board of Directors from time to time.

2.2 ELIGIBILITY FOR MEMBERSHIP

Any natural person of the Jewish faith, recognized by the Reform, Conservative, Orthodox or Reconstructionist Movements, over the age of eighteen (18) years, or the spouse of such person. Such persons must support the principles of the Congregation as set forth in Paragraph 1.2 of these Bylaws. Congregation membership is not open to Messianic Jews or Jews for Jesus.

2.3 QUALIFICATION OF MEMBERS

Any person eligible for membership under Section 2.2 of these Bylaws is qualified for membership only after such person has completed all applications required for membership as required by the Congregation including the execution of all forms and the provision of all information in a truthful and accurate manner as requested by the Congregation.

2.4 ADMISSION TO MEMBERSHIP

Any person eligible for membership under Section 2.2 of these Bylaws and qualified for membership under Section 2.3 of these Bylaws, shall be admitted to a membership only on the approval of the Board of Directors or membership committee duly authorized by resolution to admit members of an application submitted by such person in such form and in such manner as shall be prescribed by the Board of Directors and on the payment of the membership fee and all other fees as shall be specified by the Board of Directors from time to time and published by the Congregation. The membership fee and all other dues payable to the Congregation by members shall be in such amounts as shall be determined by resolution of the Board of Directors. Such fees and dues shall be payable for the first year on admission to membership and annually thereafter at such time or times as may be fixed by the Board of Directors. A member, on learning of the amount of dues or fees determined by the Board of Directors and the time or times of payment fixed by the Board of Directors, may avoid liability for the fees or dues by promptly resigning from membership, except where the member is, by contract or otherwise, liable for the fees or dues.

2.5 ASSESSMENT

Memberships are subject to assessments which may be levied and collected in such amounts and at such times as shall be determined by resolution of the Board of Directors. Any member, on learning of an assessment may avoid liability for it by promptly resigning from membership, providing that the member is not otherwise liable for the assessment by contract or otherwise.

2.6 NUMBER OF MEMBERS

There shall be no limit on the number the Congregation may admit.

2.7 TRANSFERABILITY OF MEMBERSHIP

Neither the membership in the Congregation nor any rights in the membership may be transferred or assigned for value or otherwise, however, death or divorce shall not terminate the membership of the surviving or remaining individual. In the case of divorce, where both adult members wish to remain member of the Congregation, both shall remain members for the remainder of the membership year and the membership shall be entitled to vote as one membership unit in accordance with Article III hereof.

2.8 MEMBERSHIP BOOK

The Congregation shall keep in written form or in any form capable of being converted into written form a membership book containing the name, address and type of membership for each member. The book shall also contain the fact of termination and the date on which such membership ceased. Such book shall be kept at the principal office of the Congregation and shall be subject to the rights of inspection required by law and as set forth in Section 2.9 of these Bylaws

2.9 INSPECTION RIGHTS OF MEMBERS

Demand

(a) Subject to the Congregation's rights to set aside a demand for inspection pursuant to Section 6331 of the Corporations Code and the power of the court to limit inspection rights pursuant to Section 6332 of the Corporation Code, and unless the Congregation provides a reasonable alternative as permitted by Section 29(c) of these Bylaws, a member satisfying the qualification set forth herein may do either or both of the following:

1. Inspect and copy the record of all the members names, addresses and voting rights, at reasonable times, on five (5) business days' prior written demand on the Congregation which demand shall state the purpose for which the inspection rights are requested; or

2. Obtain from the Secretary of the Congregation, on written demand of a reasonable charge, a list of the names, addresses and voting rights of those members entitled to vote for the election of officers and directors, as of the most recent record date for which it has been compiled or as of the date of demand. The demand shall state the purpose for which the list is requested. The membership list shall be available on or before the later of ten (10) business days after the demand is received or after the date specified therein as to the date as of which the list is to be compiled.

Members Permitted to Exercise Rights of Inspection

(b) The rights of inspection set forth in this Section 2.9(a) of these By laws may be exercised by the following:

1. Any member, for a purpose reasonably related to such a person's interest as a member; and
2. The authorized number of members for a purpose reasonably related to the members' interest as members.

Alternative Method of Achieving Purpose

(c) The Congregation may, within ten (10) business days after receiving a demand pursuant to Section 2.9(a) of these bylaws, deliver to the person or persons making the demand a written offer of an alternative method of achieving the purpose identified in said demand without providing access to or copy of the membership list. An alternative method which reasonably and in a timely manner accomplishes the proper purposes set forth in the demand made pursuant to Section 2.9(a) of these Bylaws shall be deemed reasonable, unless within a reasonable time after acceptance of the offer shall be in writing and shall indicate the reasons the alternative proposed by the Congregation does not meet the proper purpose of the demand made pursuant to Section 2.9(a) of these Bylaws.

2.10 NON-LIABILITY OF MEMBERS

A member of the Congregation shall not solely, because of such membership, be personally liable for the debts, obligations, or liabilities of the Congregation.

2.11 TERMINATION OF MEMBERSHIP

(a) The membership and all rights of the membership shall automatically terminate on the occurrence of any of the following causes:

1. The voluntary resignation of a member;
2. Where a membership is issued for periods of time, the expiration of such period of time;
3. The death of a member where there is no adult individual remaining;
4. The non-payment of dues, fees, or assessments as and when due.

The termination of all memberships or any class of members upon the amendment of these Bylaws permitting the termination, pursuant to Section 4342 of the Corporations Code.

2.12 NON-PAYMENT OF DUES OR ASSESSMENTS.

(a) The membership of any member who fails to pay his or her dues or assessment of fees when due will automatically terminate after thirty (30) days have passed provided such member has been given both a fifteen (15) day written prior notice of the termination stating the reasons therefore and a timely opportunity to be heard on the matter of the termination and the following has occurred:

1. The member has been given a fifteen (15) day notice of the intention of the Congregation to terminate membership;
2. Written notice shall be delivered personally to such member or by United States mail to the last known address of such member as shown on the records of the Congregation;
3. The termination shall not become final until the member has been given an opportunity to be heard on the matter of the proposed termination.

a. The member may elect to be heard, either orally or in writing. The opportunity to be heard shall take place no less than five (5) days before the effective date of termination.

(b) The hearing shall be conducted at the principal office of the Congregation by a Committee composed of the President, Executive Vice President, Chief Financial Officer, and Secretary of the Congregation. The hearing shall be presided over by the President of the Congregation who shall perform the following duties:

1. Read the charges against the subject member;
2. Require that the charges be verified by the testimony of the person or persons making them;
3. Hear any other witnesses against the subject member;
4. Allow the subject member to cross-examine each witness following the testimony of that witness;
5. Allow the subject member to make a statement in his or her own behalf;
6. Allow the subject member to call witnesses in his or her own behalf; and
7. Allow the members of the Committee conducting the hearing to question the witnesses after they have been questioned regarding the subject member.

The Committee conducting the hearing shall conduct the hearing in good faith and in a fair and reasonable manner. The Committee shall have the exclusive power and authority to determine whether or not the termination shall take place.

(c) **Effect of Termination**

All rights of a member in the Congregation and in its property shall cease on the termination of such member's membership. Termination shall not relieve the member from any obligation for charges incurred, services or benefits actually rendered, dues, assessments or fees, arising from contract or otherwise. The Congregation shall retain the right to enforce any such obligation or obtain damages for its breach.

ARTICLE III

MEETINGS OF MEMBERS

3.1 PLACE

Meetings of members shall be held at the office of the Congregation or at such location within the State of California as may be designated from time to time by resolution of the Board of Directors.

3.2 REGULAR MEETINGS

The members shall meet annually on the third Thursday of May in each year beginning with the year 2003, at 7:30 P.M. for the purpose of transacting such proper business as may come before the meeting, including the election of Officers and Directors for such terms as are fixed in Section 4.3 of these Bylaws. If the election of Officers and Directors shall not occur at any such meeting of the members or without a meeting by written ballot pursuant to Section 3.11 of these Bylaws, the Board shall or (5) percent of the members may cause the election of Officers and Directors to be held at a special meeting of members called and held as soon as it is reasonably possible after the adjournment of the regular meeting of the members. If the day fixed for the regular meeting of members falls on a legal holiday, such meeting shall be held at the same hour and place on the next succeeding day.

3.3 SPECIAL MEETINGS

Special meetings shall be called by the Board of Directors or the Chairperson of the Board or the president of the Congregation and held at such place, within the State of California as is fixed in Section 3.01 of these Bylaws or at such times and places within the State of California as may be ordered by resolution of the Board of Directors. Five (5) percent or more of the members of the Congregation may call special meetings for any lawful purpose.

3.4 NOTICE OF MEETINGS

Written notice of every meeting of members shall be either personally delivered or mailed by first-class United States mail, postage pre-paid, not less than 10 nor more than 90 days before the date of the meeting to each member who on the record date for notice of the meeting is entitled to vote thereat.

In the event given by mail or other means of written communication, the notice shall be addressed to the member at the address of such member appearing on the books of the congregation or at the address given by the member to the Congregation for the purpose of notice. Where no such address appears or is given, notice shall be given at the principal office of the Congregation or by publication in any newspaper of general circulation in the county in which the principal office of the Congregation is located. The Secretary or Assistant Secretary of the Congregation, or any transfer agent specially designated by the Secretary or Assistant Secretary

for the purpose herein mentioned shall execute a certificate of the giving of the notice of the meeting of members. In the case of a specially called meeting of members not less than thirty-five (35) days nor more than ninety (90) days after receipt of the written request from such person or persons by the President or Executive Vice-President or Secretary of the Congregation shall be sent to the members forthwith and in any event within twenty (20) days after the request was received.

No meeting of members may be adjourned more than 45 days. If a meeting is adjourned to another time or place, and hereafter a new record date is fixed for notice or voting, a notice of the adjourned meeting shall be given to each member of record who, on the record date for notice of the meeting, is entitled to vote at the meeting.

3.5 CONTENTS OF NOTICE

The notice shall state the place, date, and time of the meeting. In the case of regular meetings, the notice shall state those matters which the Board of Directors, at the time the notice is given, intends to present for election by the members. The notice of any meeting at which directors are to be elected shall include the names of all those nominees at the time the notice is given to the members.

3.6 WAIVERS, CONSENTS, AND APPROVALS

The transactions of any meeting of members, however called and noticed, and wherever held, shall be as valid as though had a meeting duly held after regular call and notice, if a quorum is present whether in person or by proxy and if, either before or after the meeting, each of the persons entitled to vote but not present or by proxy, signs a written waiver of notice, a consent to the holding of the meeting, or an approval of the minutes of the meeting filed with the corporate records or made a part of the minutes of the meeting.

3.7 QUORUM

A quorum at any meeting of members shall consist of a majority of the voting power, represented in person or by proxy. For purposes of these Bylaws, "voting power" means the power to vote for the election of Officers and Directors at the time any determination of voting power is made and does not include the right to vote on the happening of some condition or event which has not yet occurred.

3.8 LOSS OF QUORUM

The members present at a duly called or held meeting at which a quorum is present may continue to transact business until adjournment notwithstanding the withdrawal of enough members to leave less than a quorum, if such action taken, other than adjournment, is approved by at least a majority of members required to constitute a quorum.

3.9 ADJOURNMENT FOR LACK OF QUORUM

In the absence of a quorum, any meeting of members may be adjourned from time to time by the vote of a majority of the votes represented either in person or by proxy, but no other business may be transacted except as provided in Section 3.8 of These Bylaws.

3.10 VOTING OF MEMBERSHIP

(a) One Vote Per Member Unit. Each membership unit in good standing is entitled to one vote on each matter submitted to a vote of the members; provided however, that in the election of Directors each membership unit in good standing may cumulate the member's votes and give one candidate a number of votes equal to the number of directors to be elected multiplied by one (1), or distribute the member's votes on the same principle among as many candidates as the member thinks fit.

(b) Record Date of Membership. The record date for the purpose of determining the members entitled to notice of any meeting of members the numbers entitled to vote at any meeting of members shall be fixed by the Board of Directors and shall be not greater than 90 or less than 10 days before the date of the meeting of members.

(c) Proxy Voting. Members entitled to vote shall be permitted to vote or act by written proxy as provided by these Bylaws.

3.11 ACTION WITHOUT MEETING BY WRITTEN BALLOT

(a) Ballot Requirements. Subject to the limitations specified in Section 3.11(b) of these Bylaws and contained in the Articles of Incorporation, any action which may be taken at any regular or special meeting of members may be taken without a meeting. If an action is taken without a meeting, the Congregation shall distribute a written ballot to every member entitled to vote on the matter. The ballot shall set forth the proposed, and provide a reasonable time within which to return the ballot to the Congregation. Approval by written ballot shall be valid only when the number of votes cast by ballot within the time period specified equals or exceeds the quorum required to be present at a meeting authorizing the action, and the number of approvals equals or exceeds the number of votes that would be required to approve at a meeting at which the total number of votes cast was the same as the number of votes cast by ballot.

(b) Solicitation of Ballots. Ballots shall be solicited in a manner consistent with the requirements of giving notice of members' meetings set forth in Section 3.4 of these Bylaws and of voting by written ballot set forth in Section 3.11(d) of these Bylaws. All such solicitations shall indicate the number of responses needed to meet the quorum requirement and, with respect to ballots other than for the election of Officers and Directors, shall state the percentage of approval necessary to pass the measure submitted. The solicitation shall specify the time by which the ballot must be received in order to be counted.

(c) Voting By Written Ballot. The form of written ballots distributed shall afford an opportunity to specify a choice between approval and disapproval of each matter or group of related matters intended, at the time the written ballot is distributed, to be acted on by such written ballot. The form shall also provide, subject to reasonable specified conditions, that where the person solicited specifies a choice with respect to any such matter the vote must be cast in accordance therewith. In any election of Officers and Directors, any form of written ballot in which the Directors to be voted on are named therein as candidates and which is marked by a member "withhold" or otherwise marked in a manner indicating that the authority to vote for the election of Officers and Directors is withheld shall not be voted either for or against the election of a Director.

(d) Revocation of Ballot. Unless otherwise provided in the Articles of Incorporation of the Congregation or these Bylaws, a written ballot may not be revoked except by the member casting a substitute ballot by a writing wither expressly revoking or substitute the ballot received by the Congregation prior to the time specified on the ballot for its receipt by the Congregation. Such a revocation shall be effective on its receipt by the Secretary of the Congregation.

3.12 CONDUCT OF MEETINGS

(a) Chairperson. The President of the Congregation or, in his or her absence, any other person chosen by a majority of the voting members present in person or by proxy shall be Chairperson of and shall preside over the meetings of the members.

(b) Secretary of Meeting. The Secretary of the Congregation shall act as the secretary of all meetings of members, provided that in his or her absence, the Chairperson of the meetings of members shall appoint another person to act as secretary of the meetings.

3.13 CONDUCT OF MEETINGS

(a) Appointment. In advance of any meeting of the members or any action by written ballot, the Board may appoint any person, other than candidates for office, as inspector(s) of election. If inspector(s) of election are not so appointed for any meeting, or if any person so appointed fails to appear or refuses to act, the Chairperson of the meeting may, and on request of any member or member's proxy must, appoint inspector(s) of election at the meeting. If inspector(s) of election are not so appointed for any action by written ballot, or if any person so appointed refuses to act, the President of the Congregation must appoint inspectors of election for the written ballot upon request of any member or member's proxy. The number of inspectors shall be either one (1) or three (3). If appointed at a meeting on the request of one or more members or proxies, the majority of members represented in person or by proxy shall determine whether one (1) or three (3) inspectors are to be appointed.

(b) Duties. The inspectors of election shall perform the following duties.

(1) Determine the number of voting memberships outstanding, and when applicable the number represented at the meeting, the existence of a quorum, and the authenticity, validity, and effect of proxies;

(2) Receive votes, ballots or consents;

(3) Hear and determine all challenges and questions in any way arising in connection with the right to vote;

(4) Count and tabulate all votes and consents;

(5) Determine when the polls shall close;

(6) Determine the result; and

(7) Do any other acts that may be proper to conduct the election or vote with fairness to all members.

The Inspectors shall perform their duties impartially, in good faith, to the best of their ability and as expeditiously as is practical.

(c) Vote of Inspectors. If there are three (3) inspectors of election, the decision, act, or certificate of a majority, is effective in all respects as the decision, act or certificate of all.

(d) Report and Certificate. On request of the Chairperson or any member or member's proxy, the inspector(s) of election shall make a report in writing concerning the performance of their duties and execute a certificate of any fact found by them. Any report or certificate made by the Inspectors shall be prima facie evidence of the facts stated therein.

ARTICLE IV

DIRECTORS

4.1 POWERS

Subject to the provisions of the Corporations Code (the "Code") and any limitations in the Articles of Incorporation and these Bylaws, the business and affairs of the Congregation shall be managed and all corporate powers shall be exercised by or under the direction of the Board of Directors. The Board may delegate the management of the day-to-day operation of the business of the Congregation to a management company or other person provided that the business and affairs of the Congregation shall be managed and all corporate powers shall be exercised under the ultimate direction of the Board.

4.2 NUMBER OF DIRECTORS

The authorized number of elected Directors of the Congregation shall be not less than ten (10) nor more than fourteen (14) and the exact number of Directors shall be fourteen (14) until changed, within the limits specified above, by a resolution amending such exact number, duly adopted by the Board of Directors or the members. The minimum and maximum number of elected Directors may be changed, or a definite number may be fixed without provision for an indefinite number, by a duly adopted amendment to the Articles of Incorporation or by an amendment to this Bylaw.

No reduction of the authorized number of Directors shall have the effect of removing any Director before that Director's term of office expires. Directors must be of the Jewish faith.

4.3 ELECTIONS AND TERM OF OFFICE OF DIRECTORS

- 4.3.1 At each annual meeting, Officers and Directors shall be elected to hold office for the term of that office or until the next annual meeting, whichever comes last. Seven (7) Directors designated Numbers 1, 3, 5, 7, 9, 11 and 13 shall be elected in odd-numbered calendar years for a period of two (2) years, and seven (7) Directors designated Numbers 2, 4, 6, 8, 10, 12 and 14 shall be elected in even-numbered calendar years for a period of two (2) years.
- 4.3.2 The Officers of the Congregation shall be the President, an Executive Vice President, three (3) Vice Presidents, a Secretary, a Chief Financial Officer, and the Immediate Past President. The term of office for each Officer shall be one (1) year.

a) Upon the expiration of the term of office of the President of the Congregation, s/he shall immediately assume the position of Immediate Past President. This position is ex-officio and shall not be counted in determining the presence of a quorum. The position is entitled to one vote regardless of the number of persons sharing the office and may be used only in the event of a tie.

- 4.3.3 The President of the Congregation shall appoint a Nominating Committee to select members of the Congregation to stand for election as Directors and Officers which positions become vacant in due course. The size and composition of the committee will be determined in the sole discretion of the President.
- 4.3.4 No member shall be eligible for election as an Officer unless s/he has served at least one year as a member of the Board of Directors.
- 4.3.5 The Nominating Committee will present its Slate of Officers and Directors to the President. The membership shall be notified of the proposed Slate of Officers no less than thirty (30) days prior to the annual Congregational meeting.
- 4.3.6 Members who desire to place members other than those named in the proposed Slate of Officers and Directors, may do so only by written notice received at the congregational office no less than twenty (20) days prior to the meeting. This petition for nominating of an alternate nominee of Officer or Director must be accompanied by the signatures of ten percent (10%) of the members of the Congregation in good standing on the date of the submission supporting the nomination and the acceptance of the nomination by the alternate nominee.
- 4.3.7 No nomination(s) will be accepted thereafter.

4.4 REMOVAL

Except as provided in the Articles of Incorporation, An Officer or Director may be removed only in accordance with the applicable provisions of the Code.

4.5 RESIGNATION AND VACANCIES

Any Officer or Director may resign effective upon giving oral or written notice to the the President, the Secretary or the Board of Directors, unless the notice specifies a later time for the effectiveness of such resignation. If the resignation of an Officer or Director is effective at a future time, the President shall appoint a successor to take office when the resignation becomes effective.

A vacancy or vacancies in the Board of Directors shall be deemed to exist (i) in the event of the death, resignation or removal of any director, (ii) if the Board of Directors by resolution declares vacant the office of a Director in accordance with the Articles of Incorporation or the Code, or (iii) if the authorized number of Directors is increased. Such vacancy shall be filled by the President prior to the next scheduled meeting of the Board of Directors or within thirty (30) days, whichever is later.

4.6 PLACE OF MEETINGS; MEETINGS BY TELEPHONE

Regular meetings of the Board of Directors may be held at any place within or outside the State of California that has been designated from time to time by resolution of the Board. In the absence of such a designation, regular meetings shall be held at the principal executive office of the Congregation. Special meetings of the Board may be held at any place within or outside the

State of California that has been designated in the notice of the meeting or, if not stated in the notice or if there is no notice, at the principal executive office of the Congregation.

Members of the Board may participate in a meeting through the use of conference telephone or similar communications equipment, so long as all directors participating in such meeting can hear one another. Participation in a meeting pursuant to this paragraph constitutes presence in person at such meeting.

4.7 REGULAR MEETINGS

Regular meetings of the Board of Directors may be held without notice if the time and place of such meetings are fixed by the Board of Directors.

4.8 SPECIAL MEETINGS: NOTICE

Subject to the provisions of the following paragraph, special meetings of the Board of Directors for any purpose or purposes may be called at any time by the Chairperson of the Board, the President, any Vice President, the Secretary or any two (2) directors.

Notice of the time and place of special meetings shall be delivered personally or by telephone to each director or sent by first-class-mail, or by facsimile addressed to each Officer and Director at that person's address as it is shown on the records of the Congregation. If the notice is mailed, it shall be deposited in the United States mail at least four (4) days before the time of the holding of the meeting. The notice need not specify the purpose of the meeting.

4.9 QUORUM

A majority of the combined authorized number of Officers and Directors shall constitute a quorum for the transaction of business, except to adjourn as provided in Section 4.11 of these Bylaws. Every act or decision done or made by a majority of the Officers and Directors present at a meeting duly held at which quorum is present is the act of the Board of Directors, subject to the provisions of Section 5234 of the Code (as to approval of contracts), Section 5233 of the Code (as to transactions in which a director has a direct or indirect material financial interest), Section 5212 of the Code (as to appointment of committees), Section 5238 of the Code (as to indemnification of directors), the Articles of Incorporation, and other applicable law.

A meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of directors, if any action taken is approved by at least a majority of the required quorum for such meeting. (See sections 3.8 and 3.9).

4.10 WAIVER OF NOTICE

Notice of a meeting need not be given to any director who signs a waiver of notice or a consent to holding the meeting or an approval of the minutes thereof, whether before or after the meeting, or who attends the meeting without protesting, prior thereto or at its commencement, the lack of notice to such director. All such waivers, consents, and approvals shall be fixed with the corporate records or made a part of the minutes of the meeting. A waiver of notice need not specify the purpose of any regular or special meeting of the Board of Directors.

4.11 ADJOURNMENT

A majority of the directors present, whether or not a quorum is present, may adjourn any meeting to another time and place.

4.12 NOTICE OF ADJOURNMENT

If the meeting is adjourned for more than twenty-four (24) hours, notice of any adjournment to another time and place shall be given prior to the time of the adjourned meeting to the directors who were not present at the time of the adjournment.

4.13 BOARD ACTION BY WRITTEN CONSENT WITHOUT A MEETING

Any action required or permitted to be taken by the Board of Directors may be taken without a meeting, if all members of the Board individually or collectively consent in writing to such action. Such written consent shall be filed with the minutes of the proceedings of the Board. Such action by written consent shall have the same force and effect as a unanimous vote of the Board of Directors.

ARTICLE V

COMMITTEES

5.1 COMMITTEES OF DIRECTORS

The Executive Committee may designate one (1) or more committees, each consisting of two (2) or more members of the Board of Directors, to serve at the pleasure of the Executive Committee. The Executive Committee may designate one or more directors as alternate members of any committee, who may replace any absent member at any meeting of the committee. . Any such committee may be empowered to act in the manner of the Board of Directors, and may have all the authority of the Board of Directors, except with respect to:

- (a) The filling of vacancies on the Board of Directors or in any committee.
- (b) The amendment or repeal of these Bylaws or the adoption of new Bylaws.
- (c) The amendment or repeal of any resolution of the Board of Directors which by its express terms is not so amendable or repealable.
- (d) The appointment of any other committees of the Board of Directors or the members thereof.

5.2 MEETINGS AND ACTION OF COMMITTEES

Meetings and actions of committees shall be governed by, and held and taken in accordance with, the provisions of Article IV of these bylaws, Section 4.6 (place of meetings), Section 4.7 (regular meetings), Section 4.8 (special meetings and notice), Section 4.9 (quorum), Section 4.10 (waiver of notice), Section 4.11 (adjournment), Section 4.12 (notice of adjournment), and Section 4.13 (action without meeting), with such changes in the context of those Bylaws as are necessary to substitute the committee and members for the Board of Directors and its members, provided; however, that the time of regular meetings of committees shall be determined either by resolution of the Board of Directors or by resolution of the committee, that special meetings of committees may also be called by resolution of the Board of Directors, and that notice of special meetings of committees shall also be given to all alternate members, who shall have the right to attend all meetings of the committee. The Board of Directors may adopt rules for government of any committee not inconsistent with the provisions of these Bylaws.

ARTICLE VI

OFFICERS

6.1 OFFICERS

The officers of the Congregation shall be those designated in Article IV.

6.2 ADJUNCT OFFICERS

The President may appoint such other adjunct officers as the business of the Congregation may require, each of whom shall hold office for such period, have such authority, and perform such duties as are provided in these Bylaws or as the President may from time to time determine. These adjunct officers shall have no voting power on the Board of Directors.

6.3 REMOVAL AND RESIGNATION OF OFFICERS

Any person holding an elected position may be removed for cause after five (5) days notice of the Board's intention, by a two-thirds majority vote of the remaining elected Officers and Directors of the Board. The removal shall be deemed final upon the counting of the vote unless the person so removed notifies the Secretary of the Congregation in writing within five (5) days of the vote of their desire to appeal the matter by written proxy to the Congregation membership.

Officers and Directors may be removed in the event they fail to attend seventy-five percent (75%) of the regularly noticed Board meetings to be calculated at the end of the sixth, twelfth and eighteenth months of their current term of office.

Any officer may resign at any time by giving written notice to the Congregation. Any resignation shall take effect at the date of the receipt of that notice or at any later time specified in that notice; and, unless otherwise specified in that notice, the acceptance of the resignation shall not be necessary to make it effective.

6.4 VACANCIES IN OFFICES

A vacancy in any office because of death, resignation, removal, disqualification or any other cause shall be filled in the manner prescribed in these Bylaws for regular appointment to that office by the President with the advice and consent of a majority of the Executive Committee.

6.5 PRESIDENT

The President shall be the chief executive officer of the Congregation and shall, subject to the control of the Board of Directors, have general supervision, direction, and control of the business and the officers of the Congregation. The President shall preside at all meetings of the Board of Directors and members. The President shall have the general powers and duties of management usually vested in the office of President of a Congregation, and shall have such other powers and duties as may be prescribed by the Board of Directors or these Bylaws. No member of the clergy serving the Congregation may, serve as the President of the Congregation. The President must be of the Jewish faith.

6.6 VICE PRESIDENTS

In the absence or disability of the President, the Executive and Senior Vice Presidents, if any, in order of their rank as fixed by the Board of Directors or, if not ranked, a Vice President designated by the Board of Directors, 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 upon, the President. The Vice Presidents shall have such other powers and perform such other duties as from time to time may be prescribed for them respectively by the Board of Directors, these Bylaws, or the President. Vice Presidents must be of the Jewish faith.

6.7 SECRETARY

The Secretary shall keep or cause to be kept, at the principal executive office of the Congregation or such other place as the Board of Directors may direct, a book of minutes of all meetings and actions of Directors and committees of directors. The minutes shall show the time and place of each meeting, whether annual, regular, or special (and, if special, how authorized and the notice given), the names of those present at directors' meetings or committee meetings, and the proceedings thereof. The Secretary shall maintain the Bylaws of the Congregation and a copy of the Bylaws shall be kept at the office of the Congregation to be made available at all times during office hours to members of the Congregation. The Secretary shall maintain a record of each amendment to the Bylaws.

The Secretary shall give, or cause to be given, notice of all meetings of the Board of Directors required to be given by law or by these Bylaws. The Secretary shall keep the seal of the Congregation, if one be adopted, in safe custody and shall have such other powers and perform such other duties as may be prescribed by the Board of Directors or by these Bylaws. The Secretary must be of the Jewish faith.

6.8 CHIEF FINANCIAL OFFICER

The Chief Financial Officer shall keep and maintain, or cause to be kept and maintained, adequate and correct books and records of accounts of the properties and business transactions of the Congregation, including accounts of its assets, liabilities, receipts, disbursements, gains, losses, capital, retained earnings, and shares. The books of account shall at all reasonable times be open to inspection by any Officer or Director.

The Chief Financial Officer shall deposit all money and other valuables in the name and to the credit of the Congregation with such depositories as may be designated by the board of Directors. The Chief Financial Officer shall disburse the funds of the Congregation as may be ordered by the Board of Directors, shall render to the president and directors, whenever they request it, an account of all his or her transactions as Chief Financial Officer and of the Financial condition of the Congregation, and shall have such powers and perform such other duties as may be prescribed by the Board of these Bylaws. The Chief Financial Officer must be of the Jewish faith.

ARTICLE VII

IDEMNIFICATION OF DIRECTORS, OFFICERS, EMPLOYEES, AND OTHER AGENTS

7.1 INDEMNIFICATION OF DIRECTORS

The Congregation shall, to the maximum extent and in the manner permitted by the Code, indemnify each of its directors against expenses (as defined in Section 5238 (a) of the Code), judgments, fines, settlements, and other amounts actually and reasonably incurred in connection with any proceeding as defined in Section 5238 (a) of the Code, arising by reason of the fact that such person is or was a director of the Congregation. For purposes of this Article VII, a "director" of the Congregation includes any person (i) who is or was director of the Congregation, (ii) who is or was serving at the request of the Congregation as a director of another foreign or domestic Congregation, partnership, joint venture, trust or other enterprise, or (iii) who was a director of a Congregation, which was a predecessor Congregation of the Congregation or of another enterprise at the request of such predecessor Congregation.

7.2 INDEMNIFICATION OF OTHERS

The Congregation shall have the power, to the maximum extent and in the manner permitted by the Code, to indemnify each of its employees, officers, clergy and agents (other than directors) against expenses (as defined in Section 5238(a) of the Code), judgments, fines, settlements, and other amounts actually and reasonably incurred in connection with any proceeding (as defined in Section 5238 (a) of the Code), arising by reason of the fact. That such person is or was an employee, officer, clergy or agent of the Congregation (other than a director) includes any person (i) who is or was an employee, officer, clergy or agent of the Congregation, (ii) who is or was serving at the request of the Congregation as an employee, officer, clergy or agent of another foreign or domestic Congregation, partnership, joint venture, trust or other enterprise, or (iii) who was an employee, officer, clergy or agent of a Congregation which was a predecessor Congregation of the Congregation or of another enterprise at the request of such predecessor Congregation.

7.3 PAYMENT OF EXPENSES IN ADVANCE

Expenses and attorneys' fees incurred in defending any civil or criminal action or proceeding for which indemnification is required pursuant to Section 7.1, or if otherwise authorized by the Board of Directors, shall be paid by the Congregation in advance of the final disposition of such action or proceeding upon receipt of an undertaking by or behalf of the indemnified party to repay such amount if it shall ultimately be determined that the indemnified party is not entitled to be indemnified as authorized in this Article VII.

7.4 INDEMNITY NOT EXCLUSIVE

The indemnification provided by this Article VII shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any Bylaw, agreement, vote of directors or otherwise, both as to action in an official capacity and as to action in another capacity while holding such office. The rights to indemnity hereunder shall continue as to a person who has ceased to be a director, officer, employee, clergy or agent and shall inure to the benefit of the heirs, executors, and administrators of the person.

7.5 INSURANCE INDEMNIFICATION

The Congregation shall have the power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, clergy or agent of the Congregation against any liability asserted against or incurred by such person in such capacity or arising out of that person's status as such, whether or not the Congregation would have the power to indemnify that person against such liability under the provisions of this Article VII.

7.6 CONFLICTS

No indemnification or advance shall be made under this Article VII, except where such indemnification or advance is mandated by law or the order, judgment or decree of any court of competent jurisdiction, in any circumstance where it appears:

- (1) That would be inconsistent with a provision of The Articles of Incorporation, these Bylaws, or an agreement in effect at the time of the accrual of the alleged cause of the action asserted in the proceedings in which the expenses were incurred or other amounts were paid, which prohibits or otherwise limits indemnification; or
- (2) That it would be inconsistent with any condition expressly imposed by a court in approving a settlement.

7.7 RIGHT TO BRING SUIT

It is the declared policy of the Congregation that claims under this Article be settled by means of alternative dispute resolution other than litigation.

If a claim under this Article is not paid in full by the Congregation within 90 days after a written claim has been received by the Congregation (either because the claim is denied or because no determination is made), the claimant may at any time thereafter bring suit against the Congregation to recover the unpaid amount of the claim and, if successful in whole or in part, the claimant shall also be entitled to be paid the expenses of prosecuting such claim. The Congregation shall be entitled to raise as a defense to any such action that the claimant has not met the standards of conduct that make it permissible under the Code for the Congregation to indemnify the claimant for the claim. Neither the failure of the Congregation (including its Board of Directors or independent legal counsel) to have made a determination prior to the commencement of such action

that indemnification of the claimant is permissible in the circumstances because he or she has met the applicable standard of conduct, if any, nor an actual determination by the Congregation (including its Board of Directors or independent legal counsel) that the claimant has not met the applicable standard of conduct, shall be a defense to such action or create a presumption of the purposes of such action that the claimant has not met the applicable standard of conduct.

7.8 INDEMNITY AGREEMENTS

The Board of Directors is authorized to enter into a contract with any director, officer, employee, clergy or agent of the Congregation, or any person who is or was serving at the request of the Congregation as a director, officer, employee or agent of another Congregation, partnership, joint venture, trust or other enterprise, including employee benefit plans, or any person who was a director, officer, employee, clergy or agent of a Congregation which was a predecessor Congregation of the Congregation or of another enterprise at the request of such predecessor Congregation, providing for indemnification rights equivalent to or, if the Board of Directors so determines and to the extent permitted by applicable law, greater than, those provided for in this Article VII.

7.9 AMENDMENT, REPEAL, OR MODIFICATION

Any amendment, repeal or modification of any provision of this Article VII shall not adversely affect any right or protection of a director or agent of the Congregation existing at the time of such amendment, repeal or modification.

ARTICLE VIII

RECORDS AND REPORTS

8.1 MAINTENANCE OF BYLAWS

The Congregation shall keep at its principal executive office or, if its principal executive office is not in the State of California, at its principal business office in California, the original or a copy of these Bylaws as amended to date.

8.2 MAINTENANCE AND INSPECTION OF OTHER CORPORATE RECORDS

The accounting books and records and the minutes of proceedings of the Board of Directors, and committees of the Board of Directors shall be kept at such place or places as are designated by the Board of Directors or, in absence of such designation, at the principal executive office of the Congregation. The minutes shall be kept in written form, and the accounting books and records shall be kept either in written form or in any other form capable of being converted into written form.

8.3 INSPECTION BY DIRECTORS

Every director shall have the absolute right at any reasonable time to inspect and copy all books, records, and documents of every kind and to inspect the physical properties of the Congregation and each of its subsidiary Congregations, domestic or foreign. Such inspection by a director may be made in person or by an agent or attorney and the right of inspection includes the right to copy and make extracts.

8.4 REPRESENTATION OF SHARES OF THER CONGREGATIONS

The President, any Vice President, the Chief Financial Officer, the Secretary or Assistant Secretary of this Congregation, or any other person authorized by the Board of Directors or the President or a Vice President, is authorized to vote, represent, and exercise on behalf of this Congregation all rights incident to any and all shares of any other Congregation or Congregations standing in the name of this Congregation. The authority herein granted may be exercised either by such person directly, or by any other person authorized to do so, by proxy or power of attorney duly executed by such person having the authority.

ARTICLE IX

GENERAL MATTERS

9.1 CHECKS; DRAFTS; EVIDENCES OF INDEBTEDNESS

From time to time, the Board of Directors shall determine by resolution which person or persons may sign or endorse all checks, drafts, other orders for payment of money, notes or other evidences of indebtedness that are issued in the name of or payable to the Congregation, and only the persons so authorized shall sign or endorse those instruments.

9.2 CORPORATE CONTRACTS AND INSTRUMENTS; HOW EXECUTED

The Board of Directors, except as otherwise provided in these Bylaws, may authorize any officer or officers, or agent or agents, to enter into any contract or execute any instrument in the name of and on behalf of the Congregation; such authority may be general or confined to specific instances. Unless so authorized or ratified by the Board of Directors or within the agency power of an officer, no officer, agent or employee shall have any power or authority to bind the Congregation by any contract or engagement or to pledge its credit or to render it liable for any purpose or for any amount.

9.3 CONSTRUCTION; DEFINITIONS

Unless the context requires otherwise, the general provisions, rules of construction, and definitions in the Code shall govern the construction of these Bylaws. Without limiting the generality of this provision, the singular number includes the plural, the plural number includes the singular, and the term "person" includes both a Congregation and a natural person.

ARTICLE X

AMENDMENTS

10.1 AMENDMENT BY DIRECTORS

New Bylaws may be adopted or these Bylaws may be amended or repealed by the Board of Directors, subject to the provisions of Section 5150 (c) of the Code (as to limitations on the Board as set forth in the Articles of Incorporation or Bylaws), Section 5151 of the Code (as to the number of directors), Section 5220 of the Code (as to term of office), Section 5224 of the Code (as to vacancies on the Board), the Articles of Incorporation, and other applicable law.

10.2 RECORD OF AMENDMENTS

Whenever an amendment or new Bylaw is adopted, it shall be copied in the book of minutes with the original Bylaws. If any Bylaw is repealed, the fact of repeal, with the date of the meeting at which the repeal was enacted or written consent was filed, shall be stated in said book.

ARTICLE XI
INTERPRETATION

Reference in these Bylaws to any provision of the California Corporations Code shall be deemed to include all amendments thereof.

**SECRETARY'S CERTIFICATE OF ADOPTION OF BYLAWS
OF
CONGREGATION OR AMI**

I, the undersigned, do hereby certify that:

1. I am the duly elected and acting Secretary of Congregation Or Ami, a California Nonprofit Religious Congregation.
2. The foregoing Amended and Restated Bylaws, consisting of 22 pages including this page, constitute the Bylaws of said Congregation as adopted by the Directors of said Congregation at a duly called and held meeting of the Board of Directors on June 17, 2003.

WITNESS WHEREOF, I have hereunto subscribed my name this 17th day of June, 2003.

Sharon Wixen, Secretary