BY–LAWS OF

OR CHADASH

THE REFORM TEMPLE OF HUNTERDON COUNTY

Amended June 2024
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TABLE OF CONTENTS

ARTICLE I: Name	Page 1
ARTICLE II: Purpose	Page 1
ARTICLE III: Affiliation	Page 1
ARTICLE IV: Ritual and Religious Practices	Page 2
ARTICLE V: Membership	Page 3
ARTICLE VI: Congregational Meetings	Page 5
ARTICLE VII: Officers	Page 6
ARTICLE VIII: Board of Trustees	Page 9
ARTICLE IX: Rabbi	Page 11
ARTICLE X: Professional Staff	Page 12
ARTICLE XI: Committees	Page 12
ARTICLE XII: Nominations	Page 14
ARTICLE XIII: Fiscal and Financial Matters	Page 15
ARTICLE XIV: Real Estate	Page 16
ARTICLE XV: Cemetery	Page 17
ARTICLE XVI: Amendments	Page 17
ARTICLE XVII: Rules of Order	Page 18
ARTICLE XVIII: Prohibited Activities	Page 18
ARTICLE XIX: Indemnification	Page 19
ARTICLE XX: Dissolution or Merger	Page 20

ARTICLE I
NAME

This Congregation shall be known as:

Or Chadash
The Reform Temple of Hunterdon County

ARTICLE II
PURPOSE

We, the congregants of Or Chadash, in order to worship God in accordance with the faith of Judaism; to integrate traditional values and customs with the needs of contemporary life; promote life-long Jewish learning through a vibrant religious education program for our children and inspiring opportunities for adults; be an active participant in the on-going well-being of the community; be open and inclusive to people regardless of all prior involvement with Judaism; provide a caring network to the Jewish community, celebrate each other's joys and provide support in time of need; do ordain and establish these By-Laws.

ARTICLE III
AFFILIATION

This Congregation shall affiliate itself with the Union for Reform Judaism (the "URJ") and assume all obligations and benefits thereof.

ARTICLE IV
RITUAL AND RELIGIOUS PRACTICES

Section 1: Reform Judaism

The Congregation shall interpret Judaism in the tradition and context of Reform Judaism and in a manner consistent with the Purpose set forth in Article II.

Section 2: Religious Practices

The Congregation shall be guided in its religious practices and congregational programs by the Rabbi, the Board of Trustees (the "Board"), the Religious Practices Committee and/or other Committees/individuals as designated by the Board, the URJ and the Central Conference of American Rabbis (the "CCAR").

Section 3: Seating

Location of seats in the place of worship shall be unassigned. It shall, however, be the duty of the Board, whenever it may be necessary on special occasions, to reserve a sufficient number of seats to accommodate the membership, it being understood that no specific assignment to individuals shall be made within said reservation. Nothing in this passage shall prevent reserving seats for disabled members and/or guests.

ARTICLE V
MEMBERSHIP

Section 1: Eligibility

Any adult (18 years of age or older) of the Jewish faith, or who wishes to associate with or adopt the Jewish Faith, may be elected to membership on approval of his/her/their application by a majority vote of the Board of Trustees.

The congregation does not discriminate with regard to gender, gender identity, race, religion, sexual orientation, nationality, disability, and other relevant categories.

Section 2: Types of Membership

The types of membership include the following:

A **Family Membership** is available to any eligible adult or adult couple residing together, each of whom is hereinafter referred to as an **Adult Member**, along with any dependent children he/she/they may have.

An **Individual Membership** is available to any eligible adult without dependent children, who is hereinafter referred to as an **Adult Member**.

A **Couples Membership** is available to any eligible adult couple residing together, each of whom is hereinafter referred to as an **Adult** Member, with no dependent children residing at home.

An **Ex Officio Membership** is available to the Rabbi, his/her/their spouse or domestic partner and dependent children, and to any other individual designated by the Board, including but not necessarily limited to a former Rabbi, Associate Rabbi, Assistant Rabbi, Cantor, or non-member administrator or employee.

The Board may establish additional or special membership classifications with such provisions as it shall deem advisable.

Section 3: Membership Privileges

Members of the Congregation shall have all the privileges of membership, subject to the limitations set forth in the By-Laws, as well as the reasonable rules, regulations, policies and limitations established from time to time by the Board. Membership privileges may include, but are not necessarily limited to, attendance at any and all religious services, the option to enroll school-age children in religious education, participation in adult education programs, participation in Congregation-sponsored events, and, if available, burial privileges that are in accordance with accepted Jewish custom and ritual.

Section 4: Voting

All **Adult Members** may vote, as may the President of Or Chadash Temple Youth ("OCTY"), with each person having a single vote regardless of his/her/their type of membership. Ex Officio Members, and dependents of **Adult Members** may not vote.

Section 5: Dues

Members shall be responsible for the payment of dues, assessments and other fees as shall be determined by the Board and approved by the Congregation.

Membership dues are payable upon election to membership, and each year thereafter, in accordance with the payment terms established by the Board.

Any Member who fails to timely pay any financial obligation due the Congregation may, upon vote of the Board, and after having been notified by Certified Mail of impending suspension, be suspended and deprived of all Membership privileges.

A special committee consisting of the President, the Treasurer, and the Rabbi, may, in strict confidence, waive, extend, or modify any financial obligation due from a Member.

Section 6: Resignation

The resignation of a Member must be in writing and addressed to the Board. Such resignation shall not relieve him/her/them from payment of any obligation due the Congregation at the time of resignation.

ARTICLE VI
CONGREGATIONAL MEETINGS

Section 1: Annual Meeting

The Annual Meeting of the Congregation shall be convened by the President in the month of June. Notice of the date, time and location of the Annual Meeting shall be sent by e-mail and/or First-Class Mail to every Member of the Congregation at least 14 days prior to the Annual Meeting.

At the Annual Meeting:

- At least 10 percent of Adult Members shall constitute a quorum;
- Reports shall be submitted by the President, the Rabbi, and such other officers, officials, auxiliaries and committees as the Board may designate;
- Members shall vote to approve the budget for the coming fiscal year (the "Annual Budget"); and
- Members shall vote on Officer and Trustee candidates.

In the event there is no quorum, the Board will reschedule the meeting within thirty (30) days on notice to all Members.

The Executive Committee of the Board, may decide to hold any Congregational meeting (Annual or Special) virtually provided the chosen technology allows for simultaneous aural communication and that each participant has copies of all materials necessary for full participation in the meeting.

If any congregant cannot attend the meeting, they may have the option of either:

a) Absentee voting by sending their vote to the Secretary no less than 24 hours prior to the start time of the meeting.
b) Proxy voting: They may appoint (in written fashion) any adult member of the congregation to vote in their stead.

Section 2: Special Meeting

A Special Meeting of the Congregation may be called by the President, or at the request of a majority of the Board, or on written application of at least 10 percent of the Adult Family Members and Individual Members. Notice of the date, time and location of the Special Meeting, along with a statement of its purpose, shall be sent by e-mail and/or First-Class Mail to every Member of the Congregation at least 14 days prior to the Special Meeting. No business shall be transacted at such Special Meeting except that specified in the Notice.

ARTICLE VII
OFFICERS

Section 1: Eligibility

Any Adult Family Member or Individual Member may serve as an Officer, except that the President, First Vice President and Second Vice President must be of the Jewish Faith.

Section 2: Election / Term of Office

Officers shall be elected at the Annual Meeting and shall serve for a term of one (1) year. Such term shall commence immediately following the adjournment of the Annual Meeting and shall continue until the adjournment of the Annual Meeting the following year.

The President may serve a maximum of three (3) consecutive terms in the same office.

Section 3: President

The President shall lead all Congregational, Special and Board Meetings, appoint committees, and perform such other duties as are incident to the office. The President shall be an ex-officio member of all committees, except for the Nominations Committee.

Section 4: First Vice President / Second Vice President

The First Vice President shall automatically succeed to the office of President in case of vacancy and shall act for the President in the event the President is absent or unable to serve. The Second Vice President shall succeed the First Vice President in the event the First Vice President is unable to serve, or shall serve as President in the event that both the President and First Vice President are absent or unable to serve. The First Vice President and Second Vice President shall perform such duties as may be assigned to them by the President.

Section 5: Treasurer

The Treasurer shall:

- Maintain the financial books and records, be the custodian of Congregational funds and serve as disbursing agent of the Congregation as authorized by the Board;
- Report regularly, at a minimum once per quarter, to the Board and present a financial report to the Congregation at the Annual Meeting;
- When appropriate or as requested by the Board, arrange for a compilation, review or an audit of the Congregation's financial records by an independent public accountant selected with the Board's approval;
- Keep a correct account between the Congregation and its Members;
- Present Members with bills for dues and other authorized charges, and deposit promptly to the bank all money collected; and
- Perform such other duties as the office demands.

At the expiration of his/her/their term of office, the Treasurer will deliver to his/her/their duly qualified successor all money and other properties, books and papers pertaining to the office.

The Treasurer shall serve as President in the event that the President First Vice President and Second Vice President are all absent or unable to serve.

Section 6: Secretary

The Secretary shall maintain and be custodian of the Articles of Incorporation, and the By-Laws. They shall take and retain the minutes at all Congregational meetings and all Board meetings. The Secretary shall also perform such other duties as are incident to the office.

At the expiration of his/her/their term of office, the Secretary will deliver to his/her/their duly qualified successor all money and other properties, books and papers pertaining to the office.

Section 7: Executive Committee

The Officers shall serve on the Executive Committee, which the President shall chair. Except as prohibited by law or the Or Chadash Articles of Incorporation, the Executive Committee shall have and may exercise all the powers and functions of the Board in the interim between the meetings of the Board, provided, however, that no matters of general policy shall be determined by the Executive Committee and provided further that the Executive Committee shall be without power to expend funds in excess of the Annual Budget or the Annual Budget as amended pursuant to Article XIII, Section 5 hereof.

The Executive Committee shall meet at the discretion of the President, upon reasonable prior notice. A majority of the members of the Executive Committee shall constitute a quorum. All Executive Committee members are entitled to vote, and action shall be taken by means of a majority vote.

Section 8: Officer Fidelity Bond

Before assuming office, all officers shall be covered by a blanket position fidelity bond, the cost of which shall be borne by the Congregation. The bond shall also cover any persons that are signatory for the disbursement of Congregational funds.

Section 9: Removal of Officers

The office of any Officer who is absent without adequate excuse from three (3) consecutive Board meetings may be declared vacant by the Board.

An Officer may be removed from office for cause by a two-thirds vote of Members present at any Special Meeting called for the purpose of acting upon such removal. Such Special Meeting may be called: (1) at the request of a majority of the Board; or (2) by a petition that requests the Special Meeting and is signed by 10% or more of the adult Family Members and Individual Members in good standing. The Officer subject to removal from office must be given 14 days written notice and an opportunity to be heard at the Special Meeting.

Section 10: Officer Vacancies

In the event that an Officer vacancy shall occur, the Board shall elect an eligible adult Family Member or Individual Member to fill the vacancy until the next Annual Meeting.

ARTICLE VIII
BOARD OF TRUSTEES

Section 1: Members

The Board shall comprise:

The Officers and at least six (6) but no more than fifteen (15) Trustees as listed on the Board-approved slate and voted on at the Annual Meeting (collectively, the "Elected Board Members"), who shall each have a vote; and

The immediate past President, the Presidents of the Sisterhood, the Brotherhood, and OCTY, when the respective offices are occupied, or their respective designated representatives (collectively, the "Ex Officio Board Members"), who shall each have a vote.

Section 2: Eligibility

Any Adult Family Member or Individual Member in good standing may serve as an Elected Board Member.

Section 3: Election / Term of Office

Each year, as the terms of Trustees expire, no less than two (2) and no more than five (5) eligible Adult Members shall be elected as Trustees at the Annual Meeting, and each shall serve for a term of three (3) years. Such term shall commence immediately following the adjournment of the Annual Meeting and shall continue until the adjournment of the Annual Meeting three (3) years later.

Section 4: Purpose / Functions

The Board shall manage the affairs, funds, records, and property of the Congregation, act on all matters of policy, and perform such other duties as the Members prescribe at the Annual Meeting or at Special Meetings. All Board Members shall individually and collectively set an example to the Congregation by participating fully in the life and activities of Or Chadash.

Section 5: Meetings

The Board shall meet regularly at a minimum of once per quarter and, in addition, may meet at the call of the President or by petition of five (5) Board members. A majority of Elected Board Members shall constitute a quorum. Of the Ex Officio board members, only the Immediate Past President is counted toward a quorum. All board members are entitled to vote. Action by the Board shall be taken by means of a majority vote at a duly authorized meeting.

The Executive Committee of the Board, may decide to hold any Board meeting (Regular, Special or Executive) virtually provided the chosen technology allows for simultaneous aural communication and that each participant has copies of all materials necessary for full participation in the meeting.

The Board may take action on a single question as the result of an email vote. Any action taken by email vote must be passed by unanimous consent of all eligible voting members and must be ratified at the next duly authorized meeting. If any "no" votes or objections are raised, then the issue must be addressed at a proper meeting.

Section 6: Removal of Trustees

A Trustee who is absent without adequate excuse from three (3) consecutive regular meetings of the Board may be declared vacant by the Board.

Section 7: Trustee Vacancies

In the event that a Trustee vacancy shall occur for any reason (removal, resignation or otherwise), the Board may elect an eligible Member to fill the vacancy until the next Annual Meeting.

Section 8: Bonding of Board Members

Before assuming office, all Board Members shall be covered by a blanket position fidelity bond, the cost of which shall be borne by the Congregation.

ARTICLE IX
RABBI

Section 1: Selection / Ongoing Relationship

When a new Rabbi is to be selected, the President, with Board approval, shall appoint a Rabbi Search Committee to conduct the search for a qualified individual to serve as Rabbi.

The Rabbi Search Committee shall recommend to the Board a new Rabbi to be appointed. Upon Board approval of the recommendation, the recommendation shall be presented to the Congregation at the Annual Meeting or at a Special Meeting. All Adult Members are eligible to vote on the recommendation. The recommendation must be approved by a two-thirds vote of the eligible voting Members present at such meeting.

Section 2: Re-Election

Upon the completion of the term of the Rabbi's initial period of service, the Board shall make a recommendation as to the re-election of the Rabbi. This recommendation shall be voted on at the Annual Meeting or at a Special Meeting.

Section 3: Responsibilities

The Rabbi shall be a non-voting ex officio member of all committees.

Section 4: Associate Rabbi / Assistant Rabbi / Cantor

An Associate Rabbi, an Assistant Rabbi and/or a Cantor may be appointed upon recommendation by the Rabbi and approval by the Board. With respect to such appointee(s), the Congregation shall be guided by the recommendations of the URJ and the CCAR in matters related to, but not necessarily limited to, compensation, tenure, benefits and termination of service. Such appointee(s)' duties shall be defined by the Rabbi and approved by the Board.

Section 5: Removal

Following the Rabbi's initial election by the membership, the congregation shall be guided in reference to his/her/their future tenure, life tenure, retirement or termination of service, as well as Rabbi-congregation relationship, by the procedures recommended by the URJ.

Section 6: Ex-Officio Membership

Rabbis, spouses and/or domestic partners and children shall be ex-officio members of the congregation.

ARTICLE X
PROFESSIONAL STAFF

In cooperation with the Rabbi, the Board may create and fill such professional staff positions as may be required, and fix their duties and compensation. The Board shall be governed in all hiring practices by the laws and principles pertaining to non-discrimination with regard to gender, gender identity, race, religion, sexual orientation, nationality, disability, and other relevant categories.

ARTICLE XI
COMMITTEES

Section 1: Eligibility

All Members in good standing may serve on a committee. Except as otherwise provided in this Article, any Adult Member may chair a committee.

Section 2: Budget & Finance Committee

A Budget & Finance Committee will be appointed consisting of not fewer than three (3) Adult Members, to be chaired by the Treasurer. The Budget & Finance Committee shall:

- Prepare a detailed estimate of the income and operating expenses for the ensuing year, i.e. the Annual Budget;
- Monitor and report on fiscal and financial matters in accordance with the By-Laws;
- Oversee any compilation, review or audit of the accounts of the Congregation; and
- Make recommendations with regard to fiscal and financial matters.

Section 3: Standing Committees

The President shall appoint Chairs to the following Standing Committees at the first Board meeting following the Annual Meeting:

The **Buildings and Grounds Committee** shall keep the building and property of the Congregation in good order and repair and establish, with the approval of the Board, rules and regulations for the use of the Congregation's physical facilities.

The **Education Committee** shall develop the education program for children and adults, supervise the operation of the school, and establish youth and adult education programs.

The **Membership Committee** shall recruit new Members for the Congregation and develop programs for the orientation, integration, and retention of all Members.

The **Nominations Committee** shall function as described in Article XII hereof.

The **Religious Practices Committee** shall, in cooperation with the Rabbi, consider the rituals and observances of the synagogue and to promote such practices in the home as will enhance the values of Jewish living.

The **Security Committee** shall be responsible for ensuring the safety and security of the building, its occupants and members whether in the building or participating in other congregational activities.

Section 4: Other Committees

The President or the Board may authorize, and the President may appoint Chairs to, additional committees as may be necessary and appropriate, including but not limited to the following:

Activities & Events
Archives & History
Communications
By-Laws
Fundraising
Library
Newsletter
Planned Giving
Public Relations
Social Action
Strategic Planning
Youth

ARTICLE XII
NOMINATIONS

Section 1: Nomination Process

The Nomination Committee shall consist of a minimum of two (2) members of the Board of Trustees and one (1) member of the congregation at large. The Nominations Committee shall select a chair from among the two (2) members of the Board of Trustees. Nominations of Officers and Trustees shall be made by the Nominations Committee and approved by a majority of the Board Members. Nomination for any Officer or Trustee slot may also be made by petition of ten (10) Members and delivered to the Secretary at least 14 days prior to the Annual Meeting.

Section 2: Slate of Nominees

The slate of nominees shall, to the extent feasible, consist of at least one nomination for each Officer and for each Trustee whose term of office is set to expire as of the upcoming Annual Meeting or to fill a Trustee vacancy.

Section 3: Notice

Notice of the Board-approved slate of nominees and any Member-nominated nominees shall be sent via e-mail and/or First-Class Mail to every Member of the Congregation at least 14 days prior to the Annual Meeting.

ARTICLE XIII
FISCAL AND FINANCIAL MATTERS

Section 1: Fiscal Year

The fiscal year shall commence on July 1.

Section 2: Congregation Funds

The Board shall designate one or more banks or trust companies for deposit of Congregation funds.

Section 3: Officer Signatures Required for Disbursements

All disbursement of Congregational funds shall require signatures of one of the following authorized signatories: President or Treasurer. Disbursement of funds in excess of $10,000 shall require signatures of both President and Treasurer.

Section 4: Borrowing Money

The authority to borrow money shall be voted on at the Annual Meeting or at a Special Meeting convened for such purpose.

Section 5: Restricted Funds

The Board may establish Restricted Funds to achieve specifically defined purposes for the benefit of the Congregation. Each Restricted Fund shall be separately accounted.

If monies remain in a Restricted Fund after the stated purpose of such fund has been fully met, or if, in the reasonable judgment of the Budget & Finance Committee, the stated purpose of the fund has become clearly obsolete or has ceased to exist altogether, such moneys may be transferred to the General Fund and/or one or more other Restricted Funds as the Budget & Finance Committee may recommend and as approved by the Board. The Congregation shall be apprised of the cessation of any Restricted Fund in the Board Meeting minutes and at the Annual Meeting.

Section 6: Amendment to Annual Budget

The Annual Budget may be amended by the affirmative vote of two-thirds of the Board Members at a duly constituted meeting. Additional monetary appropriations, such as capital expenditures, shall also require the affirmative vote of two-thirds of the Board Members at a duly constituted meeting. The Congregation shall be apprised of such amendments or additional monetary appropriations in the Board Meeting minutes and at the Annual Meeting.

ARTICLE XIV
REAL ESTATE

Before any contract shall be entered into for the purchase, sale or alienation of real estate by or for the Congregation, the Board shall ascertain all of the relevant material facts and submit them to the Congregation at the Annual Meeting or at a Special Meeting called for that purpose. A vote of two-thirds of the Members at such meeting shall be required to authorize any purchase, sale or alienation of real estate.

ARTICLE XV
CEMETERY

The Congregation may lease or own land and other property for a cemetery. The Board shall be responsible for the management of such property.

The Board may promulgate rules and regulations for the operation of the cemetery (including regulations for the landscaping of lots and other spaces in the cemetery, and for the erection of monuments), set the charges for burial space, issue permits for burial, and arrange for maintenance and for perpetual care.

The cemetery shall be the property of the Congregation. Although the Congregation may use any surplus funds derived from the operation of the cemetery, the Congregation shall, through a Restricted Fund or other suitable means, set aside enough money to maintain the cemetery in perpetuity.

ARTICLE XVI
AMENDMENTS

Any proposed amendment to the By-Laws shall be in writing and shall be presented by the Board or by a group comprising at least 10 percent of the Members, and be filed with the Secretary. Such proposed amendment shall be presented to the Congregation at the Annual Meeting or at a Special Meeting called for that purpose. Notice of the meeting, along with copies of the proposed amendment and a summary of the arguments for and/or against it, shall be sent by e-mail and/or First-Class Mail to every Member of the Congregation at least 14 days prior to the meeting. A vote of two-thirds of the Members at the meeting shall be necessary to adopt the proposed amendment.

ARTICLE XVII
RULES OF ORDER

The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern the Board of Trustees in all cases to which they are applicable and in which they are not inconsistent with these bylaws, or any special rules of order the Board of Trustees may adopt.

ARTICLE XVIII
PROHIBITED ACTIVITIES

Section 1: Earnings / Profits from Operations of the Congregation

No Member of the Congregation shall receive any of the earnings or pecuniary profit from the operations of the Congregation. This shall not prevent the payment to any such person of reasonable compensation for services rendered or of the reasonable value at retail for goods sold to or for the Congregation in carrying out any of its tax-exempt purposes.

Section 2: Actions in Violation of Federal Tax Law

No Officer, Trustee, clergy member, professional staff member or other employee or representative of the Congregation shall take any action or carry on any activity by or on behalf of the Congregation not permitted to be taken or carried on by an organization exempt under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Internal Revenue Code") and regulations promulgated thereunder, as they now exist or as they may hereafter be amended, or by an organization to which contributions are deductible under Section 170(c)(2) of the Internal Revenue Code and regulations promulgated thereunder, as they now exist or as they may hereafter be amended.

ARTICLE XIX
INDEMNIFICATION

Section 1: Persons Indemnified

The Congregation shall indemnify any person who is, or who is threatened to be made, a party to any legal proceeding, because he/she/they was a Trustee, Director, Officer, employee, professional staff, Rabbi, Cantor, or agent of the Congregation, against expense (including attorney's fees), judgments, fines, and amounts paid in settlement (if approved by the Board of Trustees in advance) actually and reasonably incurred by him/her/them in connection with such action, suit, or proceeding, if he/she/they reasonably believed that he/she/they was acting in or not opposed to the best interests of the Congregation and with respect to any criminal action or proceeding, had no reasonable cause to believe his/her/their conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of *nolo contendere* or its equivalent shall not, of itself, create a presumption that the person did not act in a manner which he/she/they reasonably believed that he/she/they was acting in or not opposed to the best interests of the Congregation and, with respect to any criminal action or proceeding, had reasonable cause to believe that his/her/their conduct was unlawful.

Section 2: Determination to Indemnify

Any indemnification under Section 1 of this Article (unless ordered by a court) shall be made by the Congregation only as authorized in the specific case, upon the determination that indemnification of the person is proper in the circumstances because he/she has met the applicable standard of conduct set forth in Section 1. Such determination shall be made: (1) by a majority vote of the Board at a duly constituted meeting consisting of Officers and Trustees who are not parties to such action, suit or proceeding; or, if no quorum can be reached, (2) by the affirmative vote of a majority of the Members of the Congregation, excluding those who are parties to the action, at a duly constituted meeting.

Section 3: Legal Expenses

Expenses incurred in defending a civil or criminal action, suit or proceeding shall be paid by the Congregation in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking (with sufficient security, if required) by or on behalf of the indemnified person to repay such if it shall ultimately be determined that he/she/they is not entitled to be indemnified by the Congregation as authorized in this by-law provision.

Section 4: Insurance

If it is fiscally reasonable to do so, the Congregation shall attempt to purchase and maintain insurance on behalf of the Congregation and any person who is indemnified by Section 1.

ARTICLE XX
DISSOLUTION OR MERGER

In the event of the dissolution or merger of the Congregation, no Officer, Trustee, clergy Member, professional staff Member, director, employee, agent, or representative of the Congregation shall be entitled to any distribution or division of its remaining property, assets, or proceeds. The balance of all money and other assets or property owned, held, or received by the Congregation from any source, after the payment of all debts and obligations of the Congregation, shall be used exclusively for exempt purposes within the intention and purpose of the Internal Revenue Code as it now exists or may be amended from time to time, or it shall be distributed to an organization or organizations exempt under said section of the Internal Revenue Code. Moreover, any such use or distribution of the money or property of the Congregation shall, to the extent possible, be in accord with the Congregation's purpose as set forth above, and, to the extent possible, shall promote similar or related purposes.