

BY-LAWS OF COMMUNITY SYNAGOGUE OF RYE

(Initially adopted at the Synagogue's Annual Meeting held on May 1, 1966, and including all amendments through June 16, 2022).

PREAMBLE

Inspired by Jewish teachings and traditions, the mission of Community Synagogue of Rye (the "Mission") is to be a Reform Jewish Congregation that is a center for spiritual growth and transformation; to foster the creation of sacred relationships; and to give people the tools and resources to be God's partner in healing the world. This Mission is guided by our commitment to the Jewish values of Worship (T'fillah), Lifelong Learning (Talmud Torah), Community (Kehilah), Loving Kindness (Hesed), Repairing the World (Tikun Olam) and Love of Israel (Ahavat Yisrael). We dedicate ourselves to the task of advancing this Mission for the welfare of all members and those who may come under our influence.

ARTICLE I

NAME OF CONGREGATION AND AFFILIATION

SECTION 1. NAME. This Congregation shall be known as Community Synagogue of Rye ("Community Synagogue" or the "Congregation").

SECTION 2. AFFILIATION. The Congregation shall be affiliated with the Union for Reform Judaism (formerly known as the Union of American Hebrew Congregations) and any successor organization thereof with which the Congregation may choose to affiliate (the "URJ").

ARTICLE II

MEMBERSHIP

SECTION 1. MEMBERS.

- (a) Membership. The Board (as defined in Article IV, Section 1(a)) may elect to membership in the Congregation ("Membership") any Membership Unit (as defined in Article II, Section 1(b)) consistent with the purposes of the Mission.
- (b) Membership Unit; Members; Adult Members. A Membership unit shall be one person or a group of persons who present themselves as a unit for the purposes of Membership. Each such Membership unit shall be referred to herein as a "Membership Unit." Each person in a Membership Unit shall be referred to herein as a "Member." All Members who are under the age of 21 at commencement of their Membership, or who are under the age of 21 and added to a Membership Unit after the time of Membership, shall be referred to herein as "Children." All Members who are not Children shall be referred to herein as "Adult Members."

SECTION 2. MEMBERSHIP FINANCIAL COMMITMENTS.

- (a) Annual Financial Commitments. Each Membership Unit shall pay such annual Membership financial commitments ("Annual Financial Commitments") as may be fixed by the Board in its sole and absolute discretion, it being understood that the Board may establish different amounts of Annual Financial Commitments for different Membership Units or categories of Membership Units. The Board may provide that voluntary payments made by Membership Units exceeding their Annual Financial Commitments shall be deemed to be charitable contributions to the Congregation to the extent permitted by law.
- (b) Determination. Notwithstanding anything to the contrary in these or any prior version of these By-laws, the Board shall have sole and absolute discretion in establishing a Membership Unit's Annual Financial Commitment, which shall include and not be limited to amounts designated as dues, special dues, Building Fund contributions, and other fees, charges, arrangements or assessments as it deems appropriate in order to further the Mission, subject to all other provisions hereof relating to a Membership Unit's obligations to pay its Membership Financial Commitments (as defined in Article II, Section 2(d)); provided, however, the Board or its designee(s) may

determine to fix the Annual Financial Commitments of a Membership Unit during the first year of Membership to an amount prorated according to the number of months remaining in the then current fiscal year of the Congregation, measured from the first day of the calendar month during which the Membership Unit is elected to Membership and has accepted the offer of Membership.

- (c) Building Fund. All Membership Units who are elected for the first time into Membership shall be assessed a sum designated as and for the “Building Fund” in an amount, and payable over a period of time, as shall be determined by the Board in its sole and absolute discretion.
- (d) Membership Financial Commitment; Good Standing. All financial commitments of a Membership Unit and its Members to the Congregation, including, without limitation, all Annual Financial Commitments and any other dues, fees, charges, tuition or other amounts due and owing with regard to the Congregation Schools (as defined in Article IV, Section 1(b)(3)), b’ mitzvah and other life cycle events, and all other amounts due to Community Synagogue arising from, relating to or incidental with Membership, shall be defined herein as, collectively, its “Membership Financial Commitment.” For purposes of these By-laws, “Good Standing” shall mean a Membership Unit, or a Member thereof, that is current in its Membership Financial Commitments and in compliance with the rules of the Congregation.

SECTION 3. VOTING. For the purpose of voting at the Annual Meeting (as defined in Article IX, Section 1) and any Special Meeting (as defined in Article IX, Section 2), each Adult Member shall have one vote.

SECTION 4. AGREEMENT TO THESE BY-LAWS. Each Member, and any person who hereafter becomes a Member, shall be deemed to have agreed to all the terms, conditions and provisions of these By-laws, as in effect from time to time pursuant to the other terms and provisions hereof.

SECTION 5. JEWISH MEMBERS.

- (a) Policy. Community Synagogue welcomes all Membership Units who meet the requirements of Article II, Section 1 and agree to these By-laws as provided in Article II, Section 4. As a matter of religious conviction and policy, Community Synagogue strives to have all Members participate in all of its functions, including but not limited to life cycle rituals. However, consistent with the Mission, from time to time it may be necessary to draw certain distinctions between the roles of persons who are Jewish, as recognized by the traditions, teachings and resolutions of Reform Judaism and the URJ and the Central Conference of American Rabbis (such persons being referred to herein as “Jewish”) and those who are not, with respect to the Congregation’s ritual practices and certain aspects of the administration of Community Synagogue.
- (b) Ritual. The clergy, in consultation with a Committee (as defined in Article VIII, Section 1) of the Congregation established to assist with respect to the performance of religious rituals and practices (a “Ritual Committee”), shall determine meaningful and appropriate ways in which persons can participate in services, life-cycle rituals and other Congregational practices and Jewish observances as understood and practiced by Reform Judaism. A person who is not Jewish may conduct or participate in Jewish religious services or practices in the Synagogue if permitted by the senior rabbi, in consultation with the Ritual Committee.
- (c) Administration. Subject to Article IV, Section 1(d), any Adult Member may serve as an Officer (as defined in Article V, Section 1) or Trustee (as defined in Article IV, Section 1(a)), or as a member or chair of any Committee; provided, however, that only Adult Members who are Jewish may serve as a President (as defined in Article V, Section 1(c) or Executive Vice President (as defined in Article V, Section 1(d)), or as the chair of the Ritual Committee or any oversight committee for The Rabbi Robert A. Rothman Center for Jewish Learning (the “CJL”) or any similar religious school operated by Community Synagogue.

SECTION 6. HONORARY LIFE MEMBERSHIP. The Board, in its sole and absolute discretion and on such terms as it may establish, may elect to honorary life Membership any Member who has

provided outstanding leadership to the Congregation, subject to confirmation by the Congregation at an Annual or Special Meeting.

ARTICLE III
RIGHTS AND PRIVILEGES OF MEMBERSHIP

SECTION 1. RIGHTS AND PRIVILEGES. Subject to Article II, Section 3, a Membership Unit in Good Standing shall be entitled to the following rights and privileges:

- (a) to have all of its Adult Members vote at all meetings of the Congregation in accordance with Articles II and IX;
- (b) to have their age-appropriate Children receive religious education in the religious schools established and operated by the Congregation, and to be prepared for and receive b' mitzvah, confirmation and other rituals and ceremonies of the Congregation, subject to any other requirements (including but not limited to the payment of additional fees, charges or other amounts) as shall be determined from time to time by the Board in its sole and absolute discretion, in consultation with the clergy;
- (c) to attend and have seats for all religious services, rituals and practices, including but not limited to the High Holy Days;
- (d) to participate in all activities conducted under the auspices of or otherwise sponsored by the Congregation (as determined by the Board or any Committees designated by the Board to conduct or sponsor events in the name of the Congregation);
- (e) to look to the Congregation for the officiation of life cycle ceremonies (i.e., funerals for first degree relatives and weddings for members and adult children of members) that are in line with the religious principles and practices of the clergy; and
- (f) to have their Adult Members be eligible for election as an Officer or Trustee of the Congregation, subject to the requirements set forth in Article II, Section 5(c).

SECTION 2. ALTERNATIVE MEMBERSHIP CATEGORIES. The Board shall be permitted to establish alternative membership categories on such terms and conditions as the Board may determine in its sole and absolute discretion, which may, among other things, provide for fewer or limited rights and privileges (including, without limitation, with no privileges to vote at Congregation meetings or to serve as an Officer or Trustee), at such Membership Financial Commitment levels as the Board may determine in its sole and absolute discretion.

SECTION 3, SEATING. Seats in Community Synagogue or designated space for Congregational services and other events shall be unassigned, except as and to the extent necessary to comply with applicable law.

ARTICLE IV
BOARD OF TRUSTEES

SECTION 1. COMPOSITION OF THE BOARD OF TRUSTEES.

- (a) Trustees. The Board of Trustees of the Congregation shall be comprised of Adult Members (each of the following being referred to herein as a "Trustee," and, collectively, as the "Board"), as follows:
 - (1) Each Officer (as defined in Article V, Section 1);
 - (2) Eighteen Trustees who are not also Officers ("At Large Trustees"); and
 - (3) Any Adult Member who was President immediately prior to the current President (the "Immediate Past President").
- (b) Ex Officio Members. The following persons shall be entitled to attend and participate in meetings of the Board in an *ex officio* capacity as a result of a position they may have in the Congregation and any Committee, provided that such persons shall not be entitled to vote at such meetings of the Board (collectively, "Ex Officio Members");

- (1) Any Member who is a chair or president of a Committee which serves the function or role traditionally designated as a sisterhood, men’s club, youth group or seniors group;
- (2) Any Adult Member who has been a President other than the Immediate Past President;
- (3) Any Adult Member who is a president or chair of an oversight committee acting with respect to the CJL or the Early Childhood Center (the “ECC”) (or similar schools or programs maintained by the Congregation) (collectively, the “Congregation Schools”); and
- (4) The clergy and any Executive Director.

(c) At Large Trustees.

- (1) An At Large Trustee shall serve for a term of three (3) Term Years (a “Term”), as elected by the Congregation at an Annual Meeting pursuant to Article II, Section 3 and Article IX. A “Term Year” for any Trustee, including any Officer, shall be the period commencing on the date on which such person is elected and ending on the date the next election for such person’s position is held and determined.
- (2) The terms of the At Large Trustees shall be staggered such that, at every election held in conjunction with an Annual Meeting, six (6) At Large Trustees shall be subject to election;
- (3) No Adult Member shall be entitled to be elected as an At Large Trustee for more than two (2) full consecutive Terms, not including any time such person may have served as a Trustee by virtue of having filled a vacancy pursuant to Article IV, Section 7;
- (4) No Adult Member may be nominated to be an At Large Trustee until one Term Year will have passed at the time of such person’s election since the expiration of such person’s prior second consecutive term.
- (5) The terms of an At Large Trustee shall take effect immediately following the election.

- (d) Conflicts of Interest. All Trustees and Ex Officio Members shall at all times comply with Article XV in all respects; provided, further, that no person who is an employee of, or independent contractor providing services to, Community Synagogue may serve as a Trustee or Ex Officio Member, except that (i) clergy and the Executive Director may be Ex Officio Members pursuant to Article VII, Section 3 and (ii) any such persons may attend meetings of the Board at the invitation of the President for specific purposes to assist the Board in carrying out its business, duties and responsibilities.

SECTION 2. GENERAL POWERS. The Board shall govern the affairs of the Congregation, control its revenue and property, and take such action as shall in its judgment best promote the Mission and the common welfare of the Congregation.

SECTION 3. SPECIAL POWERS. Without limiting the general scope of Article IV, Section 2, the Board, in its sole and absolute discretion, shall have the power to:

- (a) Remit, forgive or abate the whole or any portion of a Membership Unit’s Membership Financial Commitment, provided, however, that this function may be performed by the Board through the Treasurer (as defined in Article V, Section 1(f)) and the Executive Director or be delegated by the Board to one or more other Officers and employees of Community Synagogue;
- (b) Select and employ an Executive Director to assist the Board in the performance of its powers, to fix such person’s duties and compensation, and to remove any such person, provided, however, that any of these powers may be delegated by the Board to one or more Officers in addition to or in lieu of the Executive Director;
- (c) Authorize the appropriation and expenditure of funds for non-budgeted items in an emergency, as determined by the Board in its sole and absolute discretion, in which case the Board shall provide notice thereof to the Congregation in the notice of the next Annual Meeting pursuant to Article IX, Section 1;

- (d) Enter into such arrangements, and authorize the expenditure of funds, with respect to Congregational services and other events, as may be necessary and appropriate to reasonably accommodate the Membership and further the Mission;
- (e) Schedule and convene an Annual Meeting and any Special Meetings pursuant to Article IX;
- (f) Remove any Trustee, Officer or a member of a Committee, for cause, upon the approval of two-thirds of all Trustees and otherwise pursuant to Article IV, Section 8; provided, however, that no Trustee or Officer may be removed without an opportunity to be heard as determined by the Executive Committee (as defined in Article V, Section 2(a)) in its sole and absolute discretion; and
- (g) Take such other and further actions as may be necessary and appropriate for the good and welfare of the Congregation consistent with the Mission and the general powers set forth in Article IV, Section 2.

SECTION 4. MEETINGS. Meetings of the Board shall be convened at least six (6) times per year pursuant to a schedule presented by the President to the Board at its first meeting following an Annual Meeting (each such meeting a “Regular Board Meeting”). Additional special meetings of the Board (“Special Board Meetings”) (i) may be convened by the President as they may determine in their sole and absolute discretion and (ii) shall be convened by the President upon the written request of five (5) Trustees which states the reason(s) for calling a Special Board Meeting and contains the content of any resolutions to be considered and voted on by the Board; provided, however, that the Recording Secretary (as defined in Article V, Section 1(g)), with the assistance of the Executive Director, shall provide prior electronic notice of any Special Board Meeting as the President may deem appropriate in its sole and absolute discretion. All meetings of the Board shall provide for attendance by teleconference and other generally available video conferencing technology.

SECTION 5. QUORUM. A quorum of the Board shall be deemed to be present if a majority of the Trustees are in attendance in person or by other permitted means, including by teleconference or video conferencing technology.

SECTION 6. ABSENCE. The position of any Trustee who is absent from three (3) successive Regular Board Meetings and not excused by the presiding Officer of the meetings may be declared vacant by the Board.

SECTION 7. VACANCY. Should a vacancy occur in the position of any Trustee, the Board shall elect an Adult Member to fill such vacancy until the next Annual Meeting, provided that such Adult Member has been nominated by the Nominating Committee in accordance with Article VI.

SECTION 8. VOTING. Decisions of the Board shall be considered duly made and authorized by the vote of a majority of those Trustees present in person or as otherwise permitted. Trustees shall be permitted to vote “present” or “abstain,” provided that such votes shall not alter the number of Trustees required to constitute a majority of Trustees present at any meeting.

SECTION 9. TRANSITION RULE. Implementation of these By-laws and any amendments hereof shall not shorten or terminate the term of any Trustee in office at the time of the adoption of these By-laws or any such amendments.

ARTICLE V OFFICERS AND EXECUTIVE COMMITTEE

SECTION 1. OFFICERS. Subject to Article II, Section 5(c), the Congregation shall elect Adult Members to serve in the following officer positions: President, Executive Vice President, Vice President, Treasurer, Recording Secretary, and Financial Secretary (each position, an “Office,” each person holding an Office, an “Officer”). Each Officer shall serve pursuant to these By-laws, including, without limitation, Article IV, Section 1(d) and Article XV.

(a) Term of Office.

- (1) An Officer serving as President shall be elected for a term of two (2) Term Years. All other Officers shall be elected for a term of one (1) Term Year. The Board may extend the term of any Officer until such time as a successor therefor is elected.

- (2) Officers serving as President shall not be entitled to serve consecutive terms in such position, unless otherwise determined by the Board.
 - (3) Unless otherwise determined by the Board, Officers serving as Executive Vice President, Vice-President, Treasurer, Recording Secretary and Financial Secretary shall not be entitled to serve more than three (3) consecutive terms in such position; provided, however, that (i) such persons may serve as an Officer in a different position following the end of the third consecutive term, (ii) such person may not serve as an Officer in the same position last previously served until one Term Year shall have passed at the time of such person's election since the expiration of the person's third consecutive term in such position, and (iii) no person shall hold a position as an Officer for more than six (6) consecutive terms excluding any terms in which such person serves as President or Executive Vice President.
 - (4) The terms of all Officers shall take effect immediately following their election at an Annual or Special Meeting, or appointment pursuant to Article V, Section 3.
- (b) Co-Officers.
- (1) The Offices of President or Executive Vice President may be held by one (1) or two (2) Officers. The Office of Vice President shall be held by three (3) Officers, provided, however, that, in the event two Officers are serving in the position of Executive Vice President, the Office of Vice President may be held by only two (2) Officers as determined by the Board. References herein to a particular Office shall pertain to, and include, all Officers holding such Office. Multiple persons holding the same Office shall be referred to herein as "Co-Officers."
 - (2) In the event that Co-Officers hold an Office, actions pertaining to that Office may be taken by one Co-Officer, provided, however, that any disagreements between Co-Officers shall be resolved by the Executive Committee.
 - (3) Co-Officers in the same Office shall establish their own protocols, procedures and processes for fulfilling their duties, and communicate them to the Executive Committee; subject to, in the case of the Office of the Vice President, such terms as may be established by the President pursuant to Article V, Section 1(e).
 - (4) For purposes of these By-laws, the words "it," "its," "they" and "their" shall be used to refer to the persons serving in the Offices of President, Executive Vice President and Vice President, as applicable.
- (c) Office of President. The office of President shall be defined herein as the "President." The Officer or a Co-Officer serving as President shall be the chair of the Board, preside at all meetings of the Congregation, enforce the By-laws, sign all official Congregation documents, and consult with and advise all other Officers, the Trustees, and chairs of all Committees regarding the nature and scope of their respective duties. The duties of the President shall also include:
- (1) Calling a Special Board Meeting upon receipt of a written request signed by five (5) Trustees pursuant to Article IV, Section 4;
 - (2) Calling a Special Meeting pursuant to Article IX, Section 2; provided that, upon the refusal or failure of a President to act within ten (10) days after the receipt of such request, or in the President's absence, the Executive Vice President shall be permitted to call such Special Meeting;
 - (3) Calling a Special Board Meeting or a Special Meeting whenever the President, in its sole and absolute discretion, deems necessary and appropriate;
 - (4) Appointing Members as the representatives of the Congregation to all bodies, organizations and institutions to which the Congregation may be entitled to representation;
 - (5) Appointing the chairs of all Committees where the Board has not otherwise determined that a Committee chair shall be determined by some other means, and serving as an ex officio member of all Committees;
 - (6) Casting a vote on all questions before the Board or the Executive Committee, as applicable, in which there may otherwise be no majority of votes; provided, however, that the President(s) may not cast the deciding vote on a resolution of or action to be taken by the Board or the Executive Committee, as applicable, to overturn or reverse a decision of or action taken by a President;
 - (7) Presenting to the Congregation at the Annual Meeting a report on the status of the affairs of the Congregation since the last Annual Meeting.
- (d) Office of Executive Vice President. The office of Executive Vice President shall be defined herein as the "Executive Vice President." The Officer or Co-Officers serving as

Executive Vice President shall assume all the duties and responsibilities of the President in the event of the absence of the President. The Executive Vice President shall act as liaison between the Executive Committee and any Committee as assigned by the President. If for any reason the Office of the President shall become vacant, the Executive Vice President shall assume the duties and responsibilities of the President until a successor President is appointed or elected pursuant to Article V, Section 3; provided, however, in the event there are two (2) Executive Vice Presidents, the Board shall appoint one such Officer to serve as President as a result of such vacancy for the remainder of such term. If for any reason the Office of the Executive Vice President shall become vacant, the Board shall appoint one of the Vice Presidents to assume the duties and responsibilities of the Executive Vice President until a successor Executive Vice President is appointed or elected pursuant to Article V, Section 3.

- (e) Office of Vice President. The office of Vice President shall be defined herein as “Vice President.” The Officers serving as Vice President shall assume all duties incumbent to this Office as determined by the President, the Executive Committee or the Board, including serving as a liaison between the Executive Committee and any Committees assigned to such Officer by the President.
- (f) Treasurer. The “Treasurer,” as so defined herein, shall be responsible for: maintaining a correct account of all Membership Financial Commitments; implementing the confidential adjustment of any Membership Financial Commitments in consultation with the Executive Director; and performing such other duties as the Office demands or as required by the President, the Executive Committee or the Board, including serving as a liaison between the Executive Committee and any Committees assigned to such Officer by the President.
- (g) Recording Secretary. The “Recording Secretary,” as so defined herein, shall be responsible for: keeping true and correct minutes of the meetings of the Executive Committee, the Board and the Congregation; in conjunction with the Executive Director, maintaining all records of the Congregation necessary and appropriate in its operation and course of business; and performing such other duties as the Office demands or as required by the President, the Executive Committee or the Board, including serving as a liaison between the Executive Committee and any Committees assigned to such Officer by the President.
- (h) Financial Secretary. The “Financial Secretary,” as so defined herein, shall be responsible for: providing fiscal oversight for the Congregation’s finances and financial arrangements, including but not limited to the Congregation’s annual budget; ensuring the Congregation’s compliance with all relevant financial standards and generally accepted accounting practices; in conjunction with the Executive Director, having an annual audit conducted of the Congregation and all aspects of its operations; chairing all Committees established to assist in the management and oversight of the Congregation’s financial affairs, and annual budget and audit; and performing such other duties as the Office demands or as are required by the President, the Executive Committee or the Board, including serving as a liaison between the Executive Committee and any Committees assigned to such Officer by the President.
- (i) Check Signing Authorization. Checks on any bank account of Community Synagogue shall be valid if signed by any two (2) persons who are a President, Executive Vice President, Treasurer, Financial Secretary or Executive Director.

SECTION 2. EXECUTIVE COMMITTEE.

- (a) Persons on Executive Committee. The Officers and the Immediate Past President shall constitute the “Executive Committee,” as so defined herein.
- (b) Meetings. Meetings of the Executive Committee shall convene regularly at least once every other month, pursuant to a schedule presented by the President to the Executive Committee at its first meeting following an Annual Meeting.
- (c) Rules of Order. The Executive Committee shall establish its own rules of order.
- (d) Quorum. A quorum shall consist of at least a majority of its members in attendance in person or as otherwise permitted, including by teleconference or video conference technology.

- (e) Powers; Voting. The Executive Committee shall have power to decide any matter placed before it by the President between Regular Board Meetings, by an affirmative vote of at least five (5) of its members in a meeting duly convened. Any action so taken by the Executive Committee shall be reported to the Board at the next Regular or Special Board Meeting.
- (f) Duties. The Executive Committee shall have the following duties:
 - (1) To assist in the performance of the President's duties;
 - (2) To oversee, and maintain communication and relations with, the clergy, the Executive Director and the professional directors of the CJL and ECC;
 - (3) To initiate and formulate policy and proposed actions for consideration by the Board;
 - (4) To make extra-budgetary expenditures of up to \$50,000 (fifty thousand dollars), and provide notice thereof to the Board at its next meeting;
 - (5) To act on matters of such urgency, including the appropriation and expenditure of funds, where a delay until the next Regular Board Meeting would be, in the judgment of the Executive Committee, detrimental to the best interests of the Congregation; provided, however, that the President shall report any such actions to the Board at its next meeting;
 - (6) To report to the Board at each Regular or Special Board Meeting any action taken by the Executive Committee since the prior Board Meeting.

SECTION 3. OFFICE VACANCY. In the event of a vacancy of any Office, the Board shall solicit the nomination of the Nominating Committee (as defined in Article VI, Section 1) of an Adult Member to fill such vacancy until the next Annual Meeting. A nomination to fill such vacancy shall be promptly provided by the Nominating Committee pursuant to Article VI. Upon receipt of such nomination, the Board shall vote on the nomination at its next Regular Board Meeting or Special Board Meeting.

SECTION 4. OFFICER ABSENCE. Any Officer absent for any three (3) successive meetings of the Executive Committee or Board and not excused by the presiding Officer of such meetings may be removed from Office by vote of the Board, after such person has received prior notice that such removal will be considered and an opportunity to be heard before the Board.

SECTION 5. TRANSITION RULE. Implementation of these By-laws and any amendments hereof shall not shorten or terminate the term of any Officer in office at the time of adoption of these By-laws or amendments or prevent the election of an Adult Member as an Officer at the Annual Meeting adopting an amendment of these By-laws.

ARTICLE VI NOMINATIONS: OFFICERS AND TRUSTEES

SECTION 1. NOMINATING COMMITTEE. Nominations of all Officers and Trustees shall be made by the "Nominating Committee," as so defined herein, which shall consist of eight Adult Members, four (4) of whom shall be elected each year by the Congregation at the Annual Meeting.

- (a) Term. Members of the Nominating Committee shall be elected for a term of two (2) Term Years.
- (b) Chair. The chair of the Nominating Committee shall be an Adult Member serving in such person's second Term Year as selected by the President.
- (c) Persons on Nominating Committee. The Nominating Committee shall submit four (4) names for election to the Nominating Committee at the time it submits the slate of Officers and Trustees. At least one of the proposed Adult Members shall be a Trustee and at least one shall not be a Trustee.
- (d) Vacancy. Should a vacancy occur on the Nominating Committee between Annual Meetings, the vacancy shall be filled for the balance of the Term Year by an Adult Member appointed by the President in consultation with the chair of the Nominating Committee.
- (e) Persons Not Eligible. No person who is an employee of, or independent contractor providing services to, Community Synagogue may serve as a member of the Nominating Committee.

SECTION 2. FILING AND NOTICE OF NOMINATIONS.

- (a) By the Nominating Committee. Nominations by the Nominating Committee must be filed with the Recording Secretary (with a copy to the President, senior rabbi and Executive Director) and read by the chair of the Nominating Committee at the Regular Board Meeting immediately prior to the Annual Meeting. Notice of said nominations must be mailed to the Congregation at least ten (10) days prior to the Annual Meeting.
- (b) By the Congregation at large. Nominations by the Congregation at large may be made by written petition of at least ten percent (10%) of the total Membership Units of the Congregation. Such petition must be filed with the Recording Secretary at least three (3) weeks prior to the Annual Meeting and notice of said nominations must be mailed to the Congregation at least ten (10) days prior to the Annual Meeting.
- (c) Nominations to fill vacancies. Upon being advised by the President that there is a vacancy in any Office or position of Trustee, the Nominating Committee shall promptly meet and, within thirty (30) days of having been notified of such vacancy, submit to the Board a nomination of an Adult Member to fill such vacancy for the balance of the Term Year. Notice of such proposed nomination shall be provided electronically to the Trustees at least one (1) week prior to the date of the next Regular or Special Board Meeting at which such election is to be held. If the Board rejects the nomination made by the Nominating Committee, the Nominating Committee shall reconvene and promptly submit a new nomination. All other procedures shall be followed as in the case of the original nomination except that the Board may limit the time of the Nominating Committee to present another nomination to a period of ten (10) days from the date it is advised of the rejection. No nominations to fill a vacancy may be made by write-in or orally in any manner whatsoever.

SECTION 3. GOOD STANDING. Before submitting a nomination, the Nominating Committee must confirm with the Financial Secretary and Executive Director that the nominee is an Adult Member in Good Standing.

SECTION 4. GUIDELINES. From time to time, the Board may adopt guidelines for the Nominating Committee to follow in the performance of its duties, which shall be read at the Nominating Committee's meeting promptly following the President's delivery of them to the chair of the Nominating Committee.

ARTICLE VII CLERGY AND EXECUTIVE DIRECTOR

SECTION 1. CLERGY. Clergy for the Congregation shall be selected by the Board, at such compensation and for such period of time as may be determined, subject to, in the case of the rabbi, the approval of a majority vote of the Membership at an Annual Meeting or Special Meeting where such matter is to be considered. Clergy shall perform all duties incumbent to their respective positions as understood in the traditions of Reform Judaism and the URJ and its related clergy organizations.

SECTION 2. EXECUTIVE DIRECTOR. The Board may employ a person in the role of executive director (the "Executive Director") to direct the business and financial operations of the Congregation as may be requested by the Officers and determined by the Board. The Executive Director shall receive a salary and other benefits as remuneration for services, which shall be determined from time to time by the Executive Committee subject to the approval of the Board.

SECTION 3. EX OFFICIO STATUS. Clergy and the Executive Director, and members of their immediate family, shall be *ex officio*, non-voting Members of the Congregation, on such other terms and conditions as the Board may agree. Clergy and the Executive Director shall be *ex officio* non-voting members of the Board and the Executive Committee.

SECTION 4. PARSONAGE. The Board may arrange for suitable parsonages for clergy (and, if applicable, any other qualified employee) or, in lieu thereof, provide them with parsonage allowances.

ARTICLE VIII
COMMITTEES

SECTION 1. COMMITTEES. Each of the Board, the Executive Committee, the Congregation Schools, the President and the clergy (each, in consultation with the President) is hereby authorized to establish, convene and terminate such committees, task forces, auxiliary bodies or other units of operation (each, a "Committee") as may be deemed desirable to permit the effective and efficient operation of Community Synagogue. Subject to Article II, Section 5 and Article V Section 1(h), the President, in consultation with the Executive Committee, shall appoint the chair and members of any Committee; provided, however, that (i) the chair and members of the oversight committees for the Congregation Schools shall be appointed and serve pursuant to such rules as they may establish, subject to the Board's approval, and (ii) the chair of any oversight committee of the CJL must be an Adult Member. The President, and such other Officers as the President may designate to be a liaison between the Committee and the Executive Committee, shall be *ex officio* members of any and all Committees, and such liaisons shall regularly report to the Executive Committee on the actions proposed to be taken and taken by the Committees.

SECTION 2. SUPERVISION. All Committees shall at all times be subject to the supervision of the Executive Committee, unless otherwise determined by the Board.

ARTICLE IX
CONGREGATION MEETINGS

SECTION 1. ANNUAL MEETING. An annual meeting of the Congregation (the "Annual Meeting") shall be held in May or June of each year at a date and time fixed by the Board, or as soon thereafter as may be permitted by circumstances and applicable law. The Recording Secretary and the Executive Director shall cause every Membership Unit to be notified, by regular mail, at least ten (10) days prior to the first date scheduled for the convening of the Annual Meeting (the "First Scheduled Date"), which such notice shall include an agenda for the Annual Meeting, such information as the Executive Committee (in its discretion) may determine to be necessary and appropriate regarding any matters to be voted on at such meeting or otherwise required to be included in such notice by these By-laws, and a ballot containing the all nominations made pursuant to Article VI for Officers, At-Large Trustees and members of the Nominating Committee. Any adjourned dates of the Annual Meeting may be announced at a meeting held on the First Scheduled Date, with no further notice being required. Members may request that the Congregation provide electronic notification by email in lieu of or in addition to notice by regular mail by advising the Executive Director by email or in writing.

SECTION 2. SPECIAL MEETINGS. Special meetings of the Congregation ("Special Meetings") shall be called by the President at the request of the Board or on written application of Adult Members representing fifty (50) Membership Units in Good Standing. Such requests of the Board or applications of Membership Units shall state the specific purpose of such Special Meeting, the content of any resolutions to be considered for approval at such meeting and such other information as may be relevant to such consideration (collectively, "Special Meeting Information"). The Recording Secretary shall cause notice of Special Meetings to be mailed to the Congregation at least thirty (30) days prior to the time of such meeting or such shorter period as the Board may determine is in the best interests of the Congregation, which notice shall contain the Special Meeting Information and any other information regarding such matters as the Executive Committee (in its discretion) may determine to be necessary and appropriate. No business shall be transacted at such Special Meeting except as specified in the notice. Members may request that the Congregation provide electronic notification of a Special Meeting in lieu of or in addition to notice by regular mail.

SECTION 3. QUORUM. At all meetings of the Congregation, attendance by at least one Adult Member from Membership Units constituting ten (10%) percent of the total Membership Units of the Congregation shall constitute a quorum.

SECTION 4. VOTING. Voting shall be in accordance with Article II, Section 3. Except as otherwise prescribed by these By-laws, all determinations shall be made by majority vote of those Adult Members present and entitled to vote at a duly constituted meeting of the Congregation. At all Annual and Special Meetings, all matters noticed to be acted upon at such a meeting shall be acted upon by written ballot provided, however, that (i) voting by written ballot on any of such matters may be dispensed with if there is no objection thereto and (ii) Adult Members attending an Annual or Special Meeting by audio, video or other conferencing technology shall be permitted to

vote in the manner announced by the President or other presiding Officer at such meeting in accordance with the capabilities of the conferencing technology being used. In the case of the election of Officers, Trustees and members of the Nominating Committee, election shall be by plurality, meaning the most votes for a candidate even if not a majority. Voting by proxy will be permitted to the extent allowed by law.

SECTION 5. CONVENING OF MEETINGS. Pursuant to applicable New York State law, any Annual or Special Meeting may be held exclusively either (i) in person, or (ii) by video conference through a generally accepted video conferencing technology, in which case attendance of Members by video conference shall constitute attendance for all purposes. Notices of any Annual or Special Meetings to be held by video conference shall contain appropriate video conference links to such meeting. Hybrid meetings, permitting attendance both in person and by video conference, may be conducted if permitted under applicable New York State law, with appropriate notice being provided pursuant to these by-laws.

SECTION 6. INSPECTORS OF ELECTION. At every Annual Meeting or Special Meeting, the President shall appoint two (2) Adult Members as the “Inspectors of Election,” who shall oversee all elections and voting, including without limitation the tabulation of votes, in connection with such meeting.

ARTICLE X SUSPENSION OF MEMBERSHIP AND EXPULSION

SECTION 1. PROCEDURE FOR SUSPENSION OF PRIVILEGES OF MEMBERSHIP.

- (a) Delinquent Membership Units. The privileges of Membership of the Members of a Membership Unit delinquent in the payment of its Membership Financial Commitments (a “Delinquent Membership Unit”) may be suspended by the Executive Committee without hearing, such suspension to take effect on the tenth (10th) day after notification of such action to such Membership Unit in person or by electronic and priority mail. Such privileges of Membership shall be restored to the Members of such Membership Unit upon the Membership Unit making payment of all arrearages before termination of Membership, upon the vote of the Board, or upon the satisfaction of such other terms and conditions agreed to by the Executive Director and the Treasurer.
- (b) Stay of Suspension. A suspension of Membership shall, however, be stayed until the Board meeting following the giving of such notification in the event that the Delinquent Membership Unit, in a letter addressed to the Treasurer and sent by regular mail or email, requests permission to appear before the Board for the purpose of explaining the reasons why suspension should not be exercised. This stay of suspension shall terminate, and the suspension shall become effective, immediately following such Board meeting if (i) an Adult Member of the Membership Unit, after requesting a personal appearance before the Board (by in person or by video conferencing), does not so appear or (ii) the Board, at the meeting, votes to proceed with the suspension. The Board shall also have the right to stay the suspension on such additional terms as it may determine in its sole and absolute discretion.

SECTION 2. TERMINATION AFTER SUSPENSION OF MEMBERSHIP. In the event that a Delinquent Membership Unit does not pay all arrearage to the Congregation within thirty (30) days after being notified that its privileges of Membership have been suspended, the Membership of such Membership Unit may be terminated by the vote of the Board without any further notification to the Member. Immediately upon such vote being taken in favor of termination, the Delinquent Membership Unit’s Membership shall be deemed terminated.

SECTION 3. EXPULSION. A Membership Unit may be expelled by the Board for willful violation of these By-laws or for the conduct of any Member that is determined by the Board, in its sole and absolute discretion, to be or have been prejudicial to the interests and welfare of the Congregation.

- (a) Presentment of Charges for Expulsion. A Membership Unit shall not be expelled except upon written charges and specifications being submitted by at least three (3) Adult Members of different Membership Units to the Board, whereupon the Recording Secretary shall cause a copy of such charges and specifications to be served personally or by electronic and priority mail on the Adult Members of the accused Membership Unit.

(b) Procedures. In the event charges of expulsion are made pursuant to this Section 3, the Board shall, no later than its second Regular Board Meeting after the receipt of such charges and specifications, appoint a Committee of three (3) Adult Members from three (3) different Membership Units, none of whom shall be a Trustee or Ex Officio Member, to investigate the case (a "Special Committee"). The Executive Committee shall be authorized to retain counsel and such other professionals as determined to be necessary and appropriate to assist the Special Committee and shall be permitted to authorize the reasonable expenditure of funds to enable the Special Committee to conduct a full and fair investigation.

(c) Role of the Special Committee. The Special Committee shall promptly examine the matter and, within thirty (30) days of its appointment or such additional time as permitted by the President, provide a report of its investigation to the Board. Promptly after its receipt of such report, the Board shall take such action with respect thereto as it deems necessary and appropriate in its sole and absolute discretion. The Membership Unit against whom the charges have been made shall have a reasonable opportunity to be heard before the Special Committee and to be represented by counsel, at its own cost unless otherwise determined by the Board. The accused Membership Unit, any Member thereof, or any other person involved in the matter may only seek to overturn the decision of the Board upon the convening of a Special Meeting of the Congregation called for by not less than ten (10%) percent of all Membership Units to consider and overturn the decision of the Board. At said Special Meeting, two-thirds of the Adult Members present shall have the power to overturn the decision of the Board and reinstate the Membership of the Membership Unit. Otherwise, the decision of the Board shall be final and binding on the Membership Unit involved and all Members thereof.

ARTICLE XI LIABILITY FOR OUTSTANDING MEMBERSHIP FINANCIAL COMMITMENTS

Unless otherwise determined by the Executive Director and the Treasurer, in the event that the Membership of any Membership Unit is terminated by reason of (i) the termination of Membership pursuant to Article X, or (ii) the resignation of the Membership Unit or (iii) any other cause or circumstance:

- (a) such former Membership Unit shall continue to be liable to Community Synagogue for any and all past due Membership Financial Commitments, including self-assessments as they accrue, all past due and current Religious School registration fees and charges, and any tuition, fees and charges of the Congregation Schools, b' mitzvah preparation charges, building fund assessment, fees and charges for use of any rooms or other facilities of Community Synagogue or any other fees, charges and indebtedness of any kind or nature, owing at the time of termination of Membership to Community Synagogue; and
- (b) such former Membership Unit shall also be liable to Community Synagogue for all costs incurred by it to collect any past due Membership Financial Commitments, including reasonable attorney's fees, collection agency fees, all court fees, costs and disbursements, and all expenses and disbursements reasonably incurred to cause a recovery thereof.

ARTICLE XII RULES OF PROCEDURE

The rules of procedure applicable at meetings shall be determined by Roberts Rules of Order, as they may be modified from time to time, and, by the Board with respect to meetings of the Board, by the Executive Committee with respect to meetings of the Executive Committee, and by the chair of a Committee and the President with respect to Committee meetings.

ARTICLE XIII NOTICES

Notice under these By-laws shall not be construed to mean personal notice, except if specifically required and stated, but may be given by mail addressed to such person at the last known post office address. The time of giving of such notice shall be the time when the same shall be so mailed. Members shall have the duty to advise the office of Community Synagogue in writing (or by email) of any change of address. Members shall be permitted to advise the Executive Director of the Congregation that they wish to receive notices by email or other electronic transmission in lieu of or together with notice by mail.

ARTICLE XIV
AMENDMENTS

SECTION 1. New York State Law. The procedure for amending these By-laws shall be as required by Section 5 of the Religious Corporations Law of the State of New York (or any other applicable statutes) and by Article XIV, Section 2.

SECTION 2. Procedural Rules. Amendments to these By-laws must be in writing and must be proposed by the Board or by at least ten (10%) percent of the total Membership Units of the Congregation and filed with the Recording Secretary. Such amendments may be voted on at any Annual Meeting, or at any Special Meeting duly called for that purpose. The Recording Secretary shall cause notice of the proposed amendments to be mailed to each Membership Unit at least ten (10) days prior to the meeting at which any amendment is to be considered and voted upon. An affirmative vote of two-thirds of the Membership Units present at such meeting and entitled to vote in accordance with Article II, Section 3 shall be necessary to adopt any amendment.

ARTICLE XV
PROHIBITED ACTIVITIES AND CONFLICTS OF INTEREST

SECTION 1. NO PECUNIARY PROFIT. No Member shall receive any earnings or pecuniary profit from the operations of the Congregation. This shall not prevent the payment to any Member of reasonable compensation for professional, expert or artistic services rendered to or for the Congregation in carrying out any of its tax-exempt purposes.

SECTION 2. TAX EXEMPT STATUS. Notwithstanding any other provision of these By-Laws, no Officer, Trustee, Member, employee, agent or other representative of the Congregation shall take any action or engage in any activity by or on behalf of the Congregation not permitted to be taken or engaged in by an organization exempt under section 501(c)(3) of 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 such code and regulations promulgated thereunder, as they now exist or as they may hereafter be amended.

SECTION 3. CONFLICT OF INTEREST. It shall be considered to be a conflict of interest if (a) a Trustee, a member of the clergy, a Committee member, or a member of the professional staff (including the Executive Director) has existing or potential financial or other interests that impair, or might reasonably appear to impair, independent, unbiased judgment in the discharge of such person's fiduciary responsibilities to the Congregation, or (b) a Trustee, a member of the clergy, a Committee member, or a member of the professional staff (including the Executive Director) is aware that a member of his or her immediate family, domestic partner or significant other has such existing or potential financial or other interests. All Trustees, clergy, Committee members, the Executive Director and professional staff shall disclose to the Board any possible conflict of interest at the earliest practical time. Furthermore, Trustees shall recuse themselves from discussions of, and abstain from voting on, matters under consideration by the Board or the Executive Committee, as the case may be, in which the Trustee has an actual or potential, or the reasonable appearance of a, conflict of interest. Any Trustee, clergy, Committee member, the Executive Director or professional staff who is uncertain whether a conflict of interest may exist in any matter may request that the President or chair of the Committee considering the matter resolve the question.

ARTICLE XVI
INDEMNIFICATION

SECTION 1. Indemnified Persons. The Congregation shall indemnify and hold harmless any person who is a party to, or who is threatened to be made a party to, any legal proceeding or investigation, whether civil, criminal, or administrative (other than administrative proceedings conducted by the Board or by the Congregation), because such person was a Trustee, Officer, clergy, employee, or authorized representative of the Congregation (collectively, "Indemnified Persons", against expenses (including attorney's fees), judgments, fines, and amounts paid in settlement (if approved by the Board, in advance) actually and reasonably incurred by such person in connection with such action, suit, or proceeding, if such person reasonably believed that the actions in question were in the best interests of the Congregation, and with respect to any criminal action or proceeding, had no reasonable cause to believe such 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 that such person reasonably believed was acting in the best interests of the Congregation, and with respect to any criminal action or proceeding, had reasonable cause to believe that such person's conduct was unlawful.

SECTION 2. Indemnification. Any indemnification under this Article XVI (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 such person has met the applicable standard of conduct set forth in Article XVI, Section 1. Such determination shall be made: (a) by the Board, by a majority vote of a quorum of the Board at a duly constituted meeting excluding all persons who were parties to such action, suit or proceeding; or (b) by the affirmative vote of a majority of the Membership Units, excluding all Membership Units which have a Member who is a party to the action.

SECTION 3. Insurance. The Congregation shall purchase and maintain appropriate insurance on behalf of any and all Indemnified Persons.