

Amended and Restated
By-Laws of
Temple Israel of Great Neck
(amended June 1, 2015)

ARTICLE I

NAME

This Congregation of Jewish people shall be called Temple Israel of Great Neck (the "Congregation").

ARTICLE II

THE CONGREGATION'S MISSION

The Congregation's purpose is to grow and to maintain a *kehillah*, an egalitarian religious community encompassing roles as *beit kneset* - a place to assemble, *beit midrash* - a place to study, and *beit tefillah* - a place to pray. We provide varied opportunities for religious, educational, charitable, cultural, social and recreational experiences for the Jews of the community of Great Neck and surrounding communities.

The Congregation seeks to transform the lives of Jews through the observance and the teaching of *mitzvot*; promote the moral and ethical behavior of our members; and create a *kehillah* in which to mold our members, children and adults into responsible citizens of the world.

ARTICLE III

AFFILIATION

The Congregation shall conduct itself in accordance with Conservative/Masorti Jewish practice and teaching. The Congregation and auxiliaries and organizations of the Congregation may affiliate with appropriate groups of the Conservative Movement. The Congregation shall follow the Standards for Congregational Practice as published by the United

Synagogue of Conservative Judaism, except as otherwise determined by a majority vote of the Board of Trustees.

ARTICLE IV MEMBERSHIP

Section 1. Eligibility for Membership. Jewish adults 18 years of age or older are eligible for membership. A person born of a Jewish mother or who has been converted to Judaism according to *halakhic* requirements is a Jew.

Section 2. Ex Officio Members. The following persons shall have all rights of members other than with respect to voting: the Congregation's full-time clergy, the head of each Congregation school, the Executive Director and such other persons as determined by the Board of Trustees.

Section 3. Application. Application for membership shall be made in writing to the Membership Committee. A majority vote of those present and entitled to vote at a meeting of the Membership Committee shall be required to elect an applicant to membership.

Section 4. Classes of Membership. The Board of Trustees may establish by resolution classes of membership in the Congregation for Jewish men and women as it deems appropriate, including but not limited to family and single memberships, and shall establish dues, assessment and obligations for each such class in accordance with Article V of these By-Laws. The rights (including voting rights), privileges, and duties of each class of membership shall be as the Board of Trustees shall from time to time determine. Each Jewish adult included in a family membership shall be a member of the Congregation.

ARTICLE V FINANCIAL COMMITMENTS

All members shall pay such dues, assessments and obligations as shall be determined by the Board of Trustees and/or the Congregation. Special financial arrangements may, in accordance with guidelines decided by the Executive Committee, be made by the

Executive Director, in consultation with the Rabbi and the President, upon request and need for such consideration. All such arrangements will be held in strict confidence.

ARTICLE VI PRIVILEGES OF MEMBERSHIP

Except as otherwise determined by the Board of Trustees in establishing separate classes of members, members in good standing and members of their households (including children who have not yet graduated from college or are not yet 23 years of age) shall enjoy the following privileges, among others, subject to *halakha* as interpreted by the *marad'atra*, and subject to such fees and/or other requirements determined by the Board of Trustees:

- To participate in *tefillah and Talmud Torah* (religious services and study) conducted or sponsored by the Congregation.
- To enroll children in the early childhood programs, religious school and youth activities of the Congregation.
- To celebrate the *Bar/Bat Mitzvah* of a Jewish child.
- To participate in the educational, cultural and social programs of the Congregation.
- To attend meetings of the Congregation and to have a voice and a vote at such meetings; *provided, however*, that no household shall have more than two votes at any such meeting unless the members of the household pay more than one membership fee, in which case each member associated with the additional membership fee shall have a vote.
- To call on the *klei kodesh* (Rabbi and Cantor) and professional staff for Jewish needs and Jewish life cycle events.
- To hold an office in the Congregation, when eligible.

Any non-Jewish member of a member's household shall be eligible to participate in all cultural, educational and social activities of the Congregation, subject to such charges and other requirements as may be fixed by the Board of Trustees. Participation by non-Jewish household members in matters of religious ritual shall be subject to such guidelines as shall be established by the Rabbi.

ARTICLE VII
CONGREGATIONAL MEETINGS

Section 1. Regular Meetings. There shall be two regular meetings of the Congregation each year. These meetings shall be held on the first Mondays of November and of June at 8:30 p.m. In the event that a holiday or other important occasion intervenes, the meeting may be postponed by the President or the Board of Trustees to a date not later than 15 days after the initially scheduled date. The meeting held in June shall be the annual meeting of the members.

Section 2. Special Meetings. Special meetings of the Congregation may be called by the President whenever it is deemed necessary. A special meeting must be called at the written request of 50 members in good standing of the Congregation, or of a majority of the members of the Board of Trustees. Any request for a special meeting shall state the reason for and the purpose of the meeting. In the event that the President fails to issue a call for the special meeting within 10 days after being requested to do so, any other officer may issue such call.

Section 3. Quorum. At all meetings of the Congregation, whether regular and special, a quorum for the transaction of business shall consist of 50 voting members of the Congregation in good standing. If only a lesser number is present, such group may adjourn the meeting to some future time, not less than five nor more than 15 days after the initially scheduled date. The Secretary shall thereupon give at least three days' notice, by mail or e-mail, of such adjourned meeting, to all members.

Section 5. Voting Rights. Only members in good standing may vote at Congregational meetings, *provided, however,* that *ex officio* members may not vote.

Section 5. Proxies. A member may authorize another person or persons to act for him or her at a meeting or by written consent if so authorized by a written proxy, a copy of which shall be provided to the Congregation. Each proxy must be in writing (including an electronic mail communication or facsimile telecommunication) and signed by the member or by his or her attorney-in-fact and electronic and facsimile signatures shall be permitted. No proxy

shall be valid after the expiration of eleven months from the date thereof unless otherwise provided in the proxy. Every proxy shall be revocable at the pleasure of the member executing it, except as otherwise provided by the New York Not-for-Profit Corporation Law (“N-PCL”). Proxies shall count for all quorum purposes.

Section 7. Record Date. For the purpose of determining the members entitled to notice of or to vote at any meeting of members or any adjournment thereof, or to express consent to or dissent from any proposal without a meeting, or for the purpose of any other action, the Board of Trustees may fix, in advance, a date as the record date for any such determination of members. Such record date shall not be more than 50 days nor less than ten days before the date of such meeting. If no record date is fixed, the record date for the determination of members entitled to vote at a meeting of members shall be at the close of business on the day next preceding the day on which notice is given, or, if no notice is given, the day on which the meeting is held. When a determination of members of record entitled to notice of or to vote at any meeting of members has been made as provided in this paragraph, such determination shall apply to any adjournment thereof, unless the Board of Trustees fixes a new record date under this paragraph for the adjourned meeting.

Section 8. Location. Meetings of the members shall be held at such place, within or without the State of New York, as the Board of Trustees or the President may from time to time fix. Whenever the trustees or the President shall fail to fix such place, the meeting shall be held at the synagogue of the Congregation.

Section 9. Notice. Notice of all meetings shall be given, stating the place, date and hour of the meeting, and, unless it is an annual meeting, indicate that it is being issued by or at the direction of the person or persons calling the meeting. The notice of an annual meeting shall state that the meeting is called for the election of trustees and for the transaction of other business which may properly come before the meeting. The notice of a special meeting shall in all instances state the purpose or purposes for which the meeting is called, and, at any such meeting, only such business may be transacted which is related to the purpose or purposes set forth in the notice. A copy of the notice of any meeting shall be given not less than ten or more than 50 days before the date of the meeting to each member at his or her address personally or by

first class or overnight mail, or by facsimile telecommunication or electronic mail, as such address (or electronic mail address or facsimile number) appears on the record of members or, if he or she shall have filed with the Secretary of the Congregation a written request that notices be sent to some other address, then directed to him or her at such other address. If mailed by other than by first class of mail, it shall be given not less than 30 nor more than 60 days before such date. Notice by mail shall be deemed to be given when deposited, with postage thereon prepaid, in a post office or official depository under the exclusive care and custody of the United States Postal Service. Notice shall not be deemed to have been given by facsimile telecommunication or by electronic mail if the Congregation is unable to deliver two consecutive notices to the member by facsimile telecommunication or electronic mail or the Congregation otherwise becomes aware that notice cannot be delivered to the member by facsimile telecommunication or electronic mail. The Congregation must send notice of meetings by first class mail to any member who requests in writing that such notices be delivered by such method. If a meeting is adjourned to another time or place and if any announcement of the adjourned time or place is made at such meeting, it shall not be necessary to give notice of the adjourned meeting unless the Board of Trustees, after adjournment, fixes a new record date for the adjourned meeting. Notice of a meeting and/or of the lapse of any prescribed period of time need not be given to any member who submits a signed waiver of notice and/or of the lapse of any prescribed period of time before or after the meeting. The attendance of a member at a meeting without protesting prior to the conclusion of the meeting the lack of notice of such meeting shall constitute a waiver of notice by such member.

Section 10. List of Members. A list or record of members as of the record date, certified by the Secretary or other officer responsible for its preparation, shall be produced at any meeting of members upon the request therefor of any member who has given written notice to the Congregation that such request will be made at least ten days prior to such meeting. If the right to vote at any meeting is challenged, the person presiding thereat shall require such list or record of members to be produced as evidence of the right of the persons challenged to vote at such meeting, and all persons who appear from such list or record to be members entitled to vote thereat may vote at such meeting.

Section 11. Annual Report. The Board of Trustees shall present at each annual meeting of members its reports, which shall set forth the statements and be verified or certified in the manner prescribed by Sections 513 and 519 of the N-PCL, including the following:

(1) The assets and liabilities, including the trust funds, of the Congregation as of the end of a twelve month fiscal period terminating not more than six months prior to the meeting.

(2) The principal changes in assets and liabilities, including trust funds, during such fiscal period.

(3) The revenue or receipts of the Congregation, both unrestricted and restricted to particular purposes, during such fiscal period.

(4) The expenses or disbursements of the Congregation, for both general and restricted purposes, during said fiscal period.

(5) The number of members of the Congregation as of the date of the report, together with a statement of increase or decrease in such number during such fiscal period, and a statement of the place where the names and places of resident of the current members may be found.

(6) All assets received for purposes specified in gift instruments given in trust for, or with a direction to apply the same to, any purpose specified in the Congregation's certificate of incorporation as described in Section 513(b) of the N-PCL and the use made of such assets and the income thereof, unless the terms of particular gift instruments provide otherwise.

Such report shall be filed with the records of the Congregation and either a copy or an abstract thereof entered in the minutes of the proceedings of such annual meeting of members.

Section 12. Conduct of Meeting. Meetings of the members shall be presided over by the President if present. The President shall, from time to time, designate in writing one of the Vice Presidents to be the presiding officer at any meeting of the members at which the President is absent. In the absence of any such written designation by the President, the Vice

President responsible for Legal Affairs and Administration shall be deemed to have been so designated.

ARTICLE VIII

BOARD OF TRUSTEES

Section 1. Number of Trustees; Election of the Board. Other than in matters of *halakha* (Jewish law), the management and administration of the Congregation shall be vested in a Board of Trustees (the “Board”) of 24 members plus, as *ex officio* members of the Board, the persons who are serving as officers of the Congregation and all former Presidents of the Congregation who, as of the date of the adoption of these by-laws, have served at least one full term of office and who are members of the Congregation in good standing. Trustees must be members in good standing at the time of their election. As used in these By-Laws, “entire Board of Trustees” (or “entire Board”) means the total number of trustees entitled to vote which the Congregation would have if there were no vacancies, as set forth in the N-PCL, *i.e.*, 24 plus the *ex officio* trustees.

The trustees, other than the *ex officio* trustees, shall be divided into three classes, the members of each class to be elected by the Congregation to serve for terms to expire at the conclusion of the third annual meeting after their election or such lesser period as may be specified at the time of election so as to substantially equalize classes. The duration of terms shall be so scheduled that the number of seats to be filled shall, so far as practicable, be equal in each succeeding year but the fact that classes are not equal in size shall in no way affect the validity of the constitution of the Board of Trustees or of a trustee’s election. Each board member shall be elected by the Congregation as set forth in Article XIV at the June annual meeting, after the Nominating Committee presents its recommendations and shall begin his/her term on the first of July following the election. Vacancies occurring on the Board of Trustees for any reason may be filled by the vote of a majority of the trustees then in office, regardless of their number. A trustee elected to fill a vacancy (whether caused by resignation, death, or removal or the creation of new trusteeships) shall be elected to hold office until the next annual meeting of members at which the election of trustees is in the regular order of business at which time the members shall vote to place such trustee in a class.

Section 2. Right to Attend Board Meetings. The clergy, all former Presidents of the Congregation who have served at least one full term of office and who are members of the Congregation in good standing, and the Presidents of those Congregation organizations as designated by the Board of Trustees from time to time, may attend meetings of the Board of Trustees, and may be heard and participate in its deliberations except as otherwise restricted by these By-Laws. Any member in good standing may also attend any meeting of the Board of Trustees but shall have no right to be heard or participate in its deliberations except as otherwise allowed by the Board. Notwithstanding the foregoing, the Board of Trustees, by vote of a majority of the trustees present, may go into executive session with respect to a particular item or items of Board of Trustees business when such majority determines that confidentiality is required, in which event only trustees and persons specifically requested by the Board of Trustees to attend may be present.

Section 3. Board Powers. The Board of Trustees shall govern and direct the affairs of the Congregation, fix the policies of the Congregation, control its revenue, expenses and property, and take such action as shall in its judgment best promote the mission of the Congregation as set forth in Article II of these By-Laws. In carrying out its functions, the Board of Trustees shall have the following specific powers:

- (a) To fill all vacancies on the Board of Trustees and (subject to Section 6 of Article IX of these By-Laws) to elect replacement officers should an officer die, resign or be removed during his or her term.
- (b) To establish procedures for admitting to membership persons who are eligible as such in accordance with Article IV, Section 1, and for terminating and reinstating membership.
- (c) To propose an annual budget which shall be submitted to the Congregation at the annual meeting of the Congregation in June for its approval. A summary of such budget shall be provided to each member with the notice of such annual meeting. Such summary shall include proposed membership dues and tuition for each of the Congregation's schools. Any expenditure in excess of an approved budget item or without a budget allocation shall require approval

of the Board of Trustees. Expenditures from special funds of the Congregation shall be approved by the Executive Committee and a summary of all such expenditures shall be provided to the Board of Trustees.

- (d) To fix the annual membership dues and to levy special assessments.
- (e) To set up rules governing delinquencies in payment of dues, assessments or other charges or penalties.
- (f) To fix school fees.
- (g) To create such membership categories as it deems fit.
- (h) To administer the procedure for the election and installation of officers and trustees.
- (i) In accordance with Articles VIII and XVI, to expel members and to remove officers and trustees.
- (j) To authorize committees of the Congregation as set forth in Article XII and to set up such regulations as it deems necessary for the conduct of such organizations.
- (k) To invest and delegate the investment of the Endowment Fund and other funds of the Congregation as permitted in Article XV of these By-Laws and by law.
- (l) To oversee the operation and management of the Congregation and to establish policies and procedures for the operation and management of the Congregation.
- (m) To approve all contracts for the hiring of all clergy; the Executive Director; and the heads of the Beth Hagan, the Religious School and the Youth House, and all other material contracts.

Section 5. Meetings.

(a) **Annual Meeting.** The annual meeting of the Board of Trustees shall be held at the same place as, and immediately following, the annual meeting of the members of the Congregation or at such other time and at such other place as shall be fixed by the Board.

(b) **Regular Meetings**. The Board of Trustees shall meet on the third Thursday of each month at 8:30 p.m., unless that day is a Jewish or legal holiday or otherwise believed to be inappropriate because of other community events, in which event the meeting shall be re-scheduled for a date in reasonable proximity to the original one.

(c) **Special Meetings**. Special meetings of the Board of Trustees may be called by the President at any time, and must be called at the written request of not less than one-fifth of the entire Board. Such request shall state the reason for and the purpose of the meeting. In the event that the President fails to issue a call for a special meeting within three days after being requested to do so, any other officer may issue such call. Special meetings shall be held at such time and at such place as fixed by the person calling the meeting. No other business may be transacted at such a meeting.

Section 6. Meeting Procedures.

(a) **Quorum**. The quorum shall be a one-third of the entire board plus one.

(b) **Voting**. The affirmative vote of a majority of the trustees present at the time of a vote, if a quorum is present at such time, shall be the act of the Board of Trustees, unless the question or action is one upon which a different vote is required by (i) express provision of statute including, without limitation, Sections 509 (which requires that certain real estate related actions be approved by a majority or two-thirds of the entire Board), 705 (which requires that action to fill any vacancies on the board be filed by vote of a majority of the trustees then in office, regardless of their number), and 712 (which requires that certain Board committees and their members be designated by resolution adopted by a majority of the entire Board),, (ii) the Certificate of Incorporation, (iii) these By-Laws or (iv) any Board-approved policy.

(c) **Telephone, Etc. Attendance**. Meetings of the Board of Trustees, Board committees and committees of the Congregation may be conducted, and any one or more members of the Board of Trustees may participate in such meeting, by telephone or similar equipment provided such equipment allows all persons participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

(d) **Action by Written Consent of Trustees.** Any action required or permitted to be taken at any meeting of the Board of Trustees or any committee thereof may be taken without a meeting if all voting members of the Board of Trustees or the committee consent in writing (including electronic mail or facsimile telecommunication) to the adoption of a resolution authorizing such action. If provided in writing, the consent must be executed by the trustee or the committee member, as applicable, by signing such consent or causing his or her signature to be affixed to such consent by any reasonable means including, but not limited to, facsimile signature. If provided via electronic mail, the transmission of such consent must set forth, or be submitted with, information from which it can reasonably be determined that the transmission was authorized by the trustee or the committee member, as applicable. Such resolution and written consents thereto shall be filed with the minutes of proceedings of the Board of Trustees or the committee.

(e) **Notice.** Notice of the date, time and place and, to the extent required by law or these By-Laws, the purpose of every special meeting of the Board of Trustees shall be given by first class or express mail, by overnight courier, or by facsimile telecommunications, electronic mail, or personal delivery to the usual address or fax number or electronic mail address of such trustee as it appears on the books of the Congregation so that it is effective at least three days before such meeting; *provided, however*, if it is determined by the President that there is an emergency which requires immediate Board action, a meeting may be called on 24 hour notice given by the most expeditious manner possible. Notice of any meeting need not be given, however, to any trustee who submits a signed waiver of notice, before or after the meeting, or who attends the meeting without protesting the lack of notice. Although not required, a written agenda stating all matters upon which action is proposed to be taken may also be provided but matters not on the agenda may be acted upon at the meeting except as otherwise required by these By-Laws or applicable law.

(f) **Conflicts of Interest and Related Party Transactions.** The Congregation shall adopt a conflict of interest policy in conformity with the requirements of the N-PCL. All related party transactions (as defined in the N-PCL) shall be approved only as set forth in the Congregation's conflict of interest policy. Any related party transaction in violation of the related party transactions provisions of such policy shall be deemed void or voidable.

Section 7. Eligibility; Term Limits. Multiple members of the same household shall not be eligible to serve as trustees at the same time. If a member of a household is an officer of the Congregation, no other member of that household shall be eligible to serve as a trustee during the officer's term. No trustee, elected as such by either the Congregation or the Board of Trustees, shall be eligible for nomination for a new term which would result in a trustee serving in excess of six consecutive years as a trustee; *provided, however*, that officers shall serve as *ex officio* trustees for so long as they hold office. No member who has served as an officer shall be eligible for nomination to be a trustee until three years after the last date on which the member served as an officer.

Section 8. Removal of Trustees. At any of its regular meetings, the Board of Trustees shall have the right to remove any trustee on the grounds of excessive absences, dereliction of duties or behavior reasonably deemed "cause" by the Board of Trustees and shall be required to declare vacant the position of any trustee so removed. Persons whose removal is being considered shall leave the meeting after making any presentation they desire and answering any questions posed to them. Any such removal shall be by vote of a two-thirds majority of those trustees present at the time of the vote, assuming a quorum exists at such time.

Section 9. Membership Power of Veto. Any resolution by the Board of Trustees shall be subject to review and veto at a regular or special meeting of the membership for which the notice of meeting specifically referred to the proposed veto as being a purpose of such meeting. A three-quarters vote of the members in good standing present and voting at such meeting shall be required to reverse any action of the Board of Trustees. Such vote shall be taken by secret ballot.

ARTICLE IX

CONGREGATIONAL OFFICERS

Section 1. Officers. The officers of the congregation shall be one President and seven Vice Presidents. All officers of the Congregation shall be elected by the members of the Congregation at the duly called annual meeting of the members in June. Officers must be members in good standing at the time of their election.

Section 2. President. The President of the Congregation shall be the Chief Executive Officer of the Congregation and shall preside at all meetings of the Congregation, the Board of Trustees, and the Executive Committee. Except as otherwise provided in these By-Laws, and in consultation with the Executive Committee, the President shall appoint all committees of the Congregation and the Chair(s) of each committee of the Board and committee of the Congregation and shall be an *ex-officio* member of each such committee, except the Nominating Committee, without the right to vote on any committee. At the election of the President, the chair of any committee, except the Finance and Budget Committee, may be an officer or a trustee. The President shall, pursuant to appropriate resolutions of the Board of Trustees, be a permitted signatory of all agreements, contracts, deeds and other documents, checks, and notes of the Congregation. The President shall consult with the Rabbi regarding all appropriate matters affecting the Congregation.

Section 3. Vice Presidencies. The President, in consultation with the Vice Presidents, shall assign the following portfolios, and such other duties and responsibilities as necessary among the Vice Presidents (a Vice President may be assigned one or more portfolios):

A. Finance. The Vice President responsible for finance shall be the Treasurer of the Congregation and shall be responsible for those committees which are charged with developing and presenting the overall budget, supervising day-to-day office operations insofar as the same impact financially on the Congregation and the raising and collection of funds, subscriptions, pledges and voluntary contributions, and apprising the Board of Trustees with respect to all financial matters and shall consult with the Vice President responsible for Giving and Endowment with respect to the Endowment Fund described in Article XV.

B. Legal Affairs and Administration. The Vice President responsible for legal affairs and administration shall assist the President in the discharge of all duties and shall be responsible for the administrative and legal affairs of the Congregation and the approval (as to form) and ongoing supervision of all contracts and agreements to which the Congregation is a party.

C. Ritual. The Vice President responsible for ritual matters shall coordinate with the clergy, the Executive Committee, the Ritual Committee and the *B'Nai*

Mitzvah Committee, as needed, on the schedule and content of religious services, holiday observances, all life cycle events including weddings, *B'nai Mitzvah*, deaths, *Brit Milah* and baby namings.

D. Education. The Vice President responsible for education shall oversee the Congregational Education, *Beth Ha-Gan*, Religious School, and Waxman Hebrew High School committees.

E. Programming. The Vice President responsible for programming shall coordinate programs with the appropriate committees or auxiliaries and shall initiate and create projects and programs as needed to enhance and to develop the overall mission of the Congregation. This officer shall also oversee the coordination and preparation of the annual calendar of Congregation events and the coordination of all groups and committees within the Congregation. This officer shall oversee the ongoing development of Congregational volunteers, providing appropriate individuals to the committees and training Chairs to effectively involve members in the work of the Congregation.

F. Membership. The Vice President responsible for membership shall coordinate efforts to retain current members and to reach out to attract new members. The Vice President shall also request the appropriate committees to prepare and present regular reports as to admission of new members at meetings of the Board of Trustees as directed by the President.

G. Giving and Endowment. The Vice President responsible for giving and endowment shall coordinate efforts to raise funds (over and above dues), subscriptions, pledges and voluntary contributions to the Congregation, including the Endowment Fund set forth in Article XV, and shall consult with the Vice President responsible for Finance with respect to the Endowment Fund.

H. Secretary. The Vice President designated as the Secretary shall keep an accurate record of all the proceedings of the Congregation and of the Board of Trustees; issue all notices for meetings; carry on all correspondence of the organization and the Board of Trustees, and sign such instruments or documents as may be necessary to effectuate the proper

directions of the organization or the Board of Trustees. The Secretary shall furnish the Treasurer with the names of all persons who have become members of the Congregation.

I. Communications. The Vice President responsible for communications shall be responsible for directing the Congregation's advertising and public relations efforts with respect to Congregation activities and programs to existing and prospective members and shall be responsible for the supervision of the Congregation's website.

Section 4. Alternative Presiding Officer. The President shall, from time to time, designate in writing one of the Vice Presidents to be the presiding officer at any meeting of the Board of Trustees or Executive Committee at which the President is absent, which shall be the same person designated to be the presiding officer at any meeting of the members. Such Vice President shall also serve as acting President in the event of a vacancy in the Presidency, but only until a new President shall be selected in accordance with Section 7 below. In the absence of any such written designation by the President, the Vice President responsible for legal affairs and administration shall be deemed to have been so designated.

Section 5. Terms. The President shall be elected for a term of two years. Each Vice President shall be elected for a term of two years. Each officer shall hold office until the first of July following the next election in June of each odd-numbered year or until his/her successor shall have been elected and taken office.

Section 6. Removal of Officers. The members shall have the right to remove any officer with or without cause, at a special meeting called for that purpose. At any of its regular meetings, the Board of Trustees shall have the right to suspend any officer for cause. Persons whose suspension is being considered shall leave the meeting after making any presentation they desire and answering any questions posed to them. Any such suspension shall be by vote of a two-thirds majority of those trustees present at the time of the vote, assuming a quorum exists at such time.

Section 7. Vacancies. Vacancies in any office for any reason shall be filled by the Board of Trustees by vote of a majority of those present and eligible to vote and voting at the next regularly scheduled meeting of the Board of Trustees. The person or persons so elected to

fill such vacancy or vacancies shall occupy such office or offices until the next regular election of officers. Notwithstanding the foregoing, or the any other provisions set forth in Article XIV Section 6 below of these By-Laws, if the Presidency has become vacant, notwithstanding that the Vice President designated (or deemed designated) in accordance with Section 4, above, shall have become acting President, a special meeting of the Board of Trustees shall be called for the purpose of electing a new President within 10 business days of such vacancy, unless a regular meeting is scheduled to occur within such time, and the Board of Trustees shall select a new President from among the then-current members of the Executive Committee.

Section 8. Eligibility; Term Limits. No member shall serve as an officer while another member of his/her household serves as an officer or a trustee. No member shall be eligible to be an officer unless such member has served as a trustee for at least one year. No person shall serve as President for more than two full consecutive terms. No member shall serve in any other office for more than three consecutive two-year terms. For purposes of the preceding sentence, all Vice-Presidencies shall be considered the same office.

Section 9. Executive Director and Other Agents. The Board may engage an individual to serve as the Congregation's Executive Director. Such individual shall not be deemed an officer of the Congregation. The Board may also engage the services of legal and accounting professionals as needed. The Board of Trustees may appoint from time to time such other agents as it shall deem appropriate. Each of such persons shall hold office at the pleasure of the Board of Trustees and shall have such authority and perform such duties, and shall receive such reasonable compensation, if any, as the Board of Trustees may from time to time determine.

Section 10. Compensation. The officers shall serve without compensation except that they may receive reimbursement of expenses incurred in the performance of their duties.

Section 11. Loans. No loans shall be made by the Congregation to any of its trustees or officers or to any entity in which one or more of its trustees or officers is also a director, trustee or officer or holds a substantial financial interest, except for a loan to another charitable corporation.

ARTICLE X

THE RABBI

Section 1. Pulpit. The pulpit shall be occupied by an ordained rabbi (the “Rabbi”).

Section 2. Election. The Rabbi shall be elected by the Congregation at a meeting called for that purpose, upon the recommendation of the Board of Trustees.

Section 3. Duties. The Rabbi shall have the responsibility of teacher and preacher of the Congregation. The Rabbi shall enjoy the freedom of the pulpit. The Rabbi shall seek the advice and guidance of the Board of Trustees. The Rabbi, as *mara d'atra*, shall be the *halakhic* authority of the Congregation. In exercising this authority the Rabbi shall give due consideration to the *minhag* (traditions) of the Congregation, and the views of the lay leadership and membership. After consulting with the Ritual Committee and with the Executive Committee, the Rabbi shall have final authority to determine and to supervise the form, content and ritual of the Congregation’s religious services. If the Rabbi is not a member of the Rabbinical Assembly, the Rabbi shall be expected, nonetheless, to adhere to the standards expected of members of the Rabbinical Assembly. The Rabbi shall be an *ex-officio* member, without vote, of all committees of the Board and committees of the Congregation, other than the Nominating Committee, an audit committee or committee charged with matters related to hiring, retaining, removal, renewal or compensation of the Rabbi or other similar matters relating to the service of the Rabbi.

Section 4. Replacement Procedure. In the event of an actual or anticipated vacancy in the position of Rabbi, the Board of Trustees shall appoint a committee to procure the services of a Rabbi. It shall be within the power of this committee to invite to the pulpit of the Congregation for trial sermons any duly qualified rabbi. When the committee shall have decided that it has identified a suitable candidate for the pulpit, it shall so report to the Board of Trustees. If the Board of Trustees concurs with the conclusion of the committee, a special meeting of the Congregation shall be called (in accordance with the procedures set forth in Article VII, Section 2), and the notice of such meeting shall state that the purpose of the meeting is to elect a Rabbi. At least two weeks must elapse between the time at which members are notified of the meeting

and holding of such meeting. The Congregation may then, by majority vote of those present, elect the applicant in accordance with the provisions of Section 2 of this Article X.

Section 5. Removal. Should any Rabbi of the Congregation, during the term of his or her contract, cease to be suitable for that position through incompetence, moral delinquency, serious divergence of point of view, or other similar cause, the Board of Trustees may adopt the following course of action in order to declare such position vacant. It shall first, by a two-thirds vote of those present and entitled to vote at a meeting of the Board of Trustees called for that particular purpose, submit a recommendation that such position be declared vacant. The notice of such recommendation, together with a copy of this section of the By-Laws, shall then be sent to every member of the Congregation in good standing and to such Rabbi. Such notice shall further set forth the date of a special meeting of the Congregation and the purpose of such meeting. At least two weeks' notice shall be given of such meeting. At such meeting, such Rabbi shall be given a fair opportunity to be heard in his or her own behalf. The members in good standing shall then decide by majority vote, by secret ballot of the membership present, whether the services of the Rabbi in question shall be retained or whether such position shall be declared vacant.

Section 6. Assistant and Associate Rabbis. If it is determined that the Congregation shall hire additional rabbis, the Executive Committee, in consultation with the Rabbi, shall determine procedures for the hiring of one or more Assistant or Associate Rabbis. The Board of Trustees shall by majority vote ratify the contract of any Associate or Assistant Rabbi.

Section 7. Contract Renewal. If the membership approves a contract for the Rabbi with a fixed term, the membership shall be deemed to have approved the non-renewal of the agreement as of the last date of the fixed term. The renewal of any contract with the Rabbi shall be upon the recommendation of a Board committee and voted upon by the Congregation at a meeting called for such purpose, which may be a regularly scheduled meeting.

Section 8. Leaves of Absence. The Board of Trustees shall have full power to grant leaves of absence, sabbaticals or vacations to any Rabbi and Assistant or Associate Rabbis.

ARTICLE XI
THE CANTOR

Section 1. Pulpit. If the Congregation decides to employ a Cantor, the pulpit shall be occupied by a qualified *hazzan*.

Section 2. Election. The *hazzan* shall be elected by the Congregation at a meeting called for that purpose upon the recommendation of the Board of Trustees.

Section 3. Duties. The *hazzan* shall act as the *ba'al nusach* (religious musical expert) and principal *sheliach tzibbur* of the Congregation, in consultation with the Rabbi, the Executive Committee and the Ritual Committee, and subject to the Rabbi's authority as *marad'atra* of the Congregation. The *hazzan* shall also consult with the responsible program trustees and committees regarding all programs and activities of the Congregation involving liturgical or Jewish music. All programs or activities that require the expenditure of funds must be approved the responsible program trustees.

Section 3. Removal. Should the *hazzan*, during the term of his or her contract, cease to be suitable for that position through incompetence, moral delinquency, serious divergence of point of view or other cause, the Board of Trustees may adopt the following course of action in order to declare such position vacant. It shall first, by a two-thirds vote of those present and entitled to vote at a meeting of the Board of Trustees called for that particular purpose, submit a recommendation that such position be declared vacant. The notice of such recommendation, together with a copy of this section of the By-Laws, shall then be sent to every member of the Congregation in good standing and to such Cantor. Such notice shall further set forth the date of a special meeting of the Congregation and the purpose thereof. At least two weeks' notice shall be given of such meeting. At such meeting, such Cantor shall be given a fair opportunity to be heard in his or her own behalf. The members in good standing shall then decide by majority vote, by secret ballot of the membership present, whether the services of the Cantor shall be retained or whether such position shall be declared vacant.

Section 5. Contract Renewal. If the membership approves a contract for the *hazzan* with a fixed term, the membership shall be deemed to have approved the non-renewal of

the agreement as of the last date of the fixed term. The decision whether to renew any contract with the *hazzan* shall be made by the Board.

ARTICLE XII COMMITTEES

Section 1. Board Committees.

(a) **Formation.** These By-Laws, or the Board of Trustees by resolution adopted by a majority of the entire Board, from time to time may designate from among the Board of Trustees' members such committees, each consisting of three or more trustees named by action of a majority of the entire Board, as the business of the Congregation may require, and delegate such authority to such committees as the Board of Trustees may deem appropriate; *provided, however,* that no such committee of the Board shall have authority as to (i) submitting to members any action requiring members' approval under the N-PCL, (ii) filling vacancies in the Board or any committees, (iii) amending or repealing these By-Laws or adopting new By-Laws, (iv) amending or repealing any Board resolution which by its terms shall not be so amendable or repealable, (v) conducting any other activities expressly prohibited by Section 712 of the N-PCL or any other law, (vi) electing or removing officers or Trustees; (vi) approving any plan of dissolution; (vii) authorizing the sale, lease, exchange or other disposition of all or substantially all the assets or recommending any such action for approval by the members; or (viii) approving amendments to the Certificate of Incorporation.

(b) **Executive Committee.** There shall be an Executive Committee consisting of all the officers of the Congregation. The Executive Committee shall be responsible for administering the day-to-day activities of the Congregation consistent with policies established by the Board of Trustees. It shall meet at least monthly to review operational activities and to make policy recommendations to the Board of Trustees concerning the affairs of the Congregation, and generation and expenditure of its revenue and use of its property. The Executive Committee shall take action otherwise reserved for the Board of Trustees subject to ratification by the Board of Trustees when emergencies occur which require a decision in less than 48 hours. The Executive Committee shall be responsible for negotiating (subject to ratification by the Board of Trustees and, where specifically required herein, by the

Congregation) and administering employment arrangements with all Clergy, the Executive Director, and the heads of the schools.

(c) **Adjuncts**. Persons who are not trustees may be named as adjuncts to Board committees with the right to attend and speak at meetings but such adjuncts shall not have any voting rights or be counted for quorum purposes.

Section 2. Creation of Committees of the Congregation. Committees of the Congregation, if any, may be established by the Board of Trustees and the members thereof (who do not need to be trustees) shall be elected in the same manner as officers of the Congregation or appointed by the President, or as otherwise set forth at the time of formation of such committees. Such committees shall act in an advisory capacity or shall function to conduct events or activities of the Congregation; they shall have no authority to act on behalf of the Board of Trustees or to set corporate policy.

Section 3. Procedure. Each member of a committee shall serve at the pleasure of the Board of Trustees or, if appointed by the President, at the pleasure of the President. The Board of Trustees may appoint alternate members of any Board committee to act as substitutes for any absent member at meetings of such committee. If there shall be a vacancy in any committee, such vacancy may be filled by the Board of Trustees or, if such committee member was appointed by the President, by the President. Except as otherwise provided by these By-Laws or by the Board of Trustees, each committee shall determine its own rules of procedure. A majority of the membership of a committee of the Board shall constitute a quorum for the transaction of business by such committee unless otherwise established pursuant to committee rules of procedure.

Section 4. Chairs of Board Committees. Board committee chairs shall be appointed by the President from among the members of such committee for a term of three year(s) and may be reappointed for one additional consecutive term. Subject to the discretion of the Executive Committee, a chair shall not serve more than a total of four terms as chair of the same committee. The chair of any committee at the time of the adoption of these By-Laws shall be deemed to have served one term.

Section 5. Committee Minutes and Reports. Minutes of each board committee meeting shall be taken and promptly circulated to the Executive Committee and (with such redactions as the Executive Committee shall deem appropriate regarding matters of compensation, personal privacy and other sensitive matters) the Board of Trustees along with recommendations for action to be taken by either body as appropriate. In addition, each Board committee chair shall present such reports of its activities and progress as the Board of Trustees may require, and in all cases at least once per year. Committees of the Congregation shall report as appropriate.

Section 6. Meetings of Board Committees. Each Board committee shall meet not less than three times annually at the call of its Chair or the President. In addition, one-third of the members of any committee may call a meeting of their committee on five days' written notice to the other members of such committee.

Section 7. Committees of the Congregation. The committees of the Congregation and their duties shall be as follows:

A. Cemetery Committee. The Cemetery Committee shall have charge of the care and maintenance of the Congregation's cemetery, issue burial permits and set the price for plots subject to the approval of the Board of Trustees. Not less than twice yearly the Committee shall visit the cemetery, report to the Executive Committee the results of such visits and shall supervise any repairs or alterations required to the cemetery.

B. Congregational Education Committee. The Congregational Education Committee shall be responsible for coordinating and organizing the adult and family educational and cultural and other learning activities of the Congregation and coordinating such activities with the Vice President with the Education portfolio.

C. Finance and Budget Committee. The Finance and Budget Committee shall review the financial operations of the Congregation and report to the Board of Trustees on a regular basis. It shall also report to the Executive Committee not less than four times per year. It shall report the results of financial operations at the annual Congregational meeting and present a proposed budget approved by the Board of Trustees for the upcoming fiscal year for the approval

of the Congregation. The Committee shall develop and submit for approval by the Board of Trustees a written policy governing the authorization and approval of Congregation expenditures and issuance of checks. The Committee shall provide financial oversight over all financial matters of the Congregation, including requesting the clergy, the Executive Director, the Executive Committee and the committees to report anticipated expenditures for consideration in budget planning. It shall be included in the planning and implementation of all fund raising events. It shall interact with the Fundraising and Endowment committee with regard to budgetary matters. The Vice President with responsibility for the Finance portfolio and the President shall be voting members.

D. House Committee. The House Committee shall have charge of the physical properties of the Congregation and all additions, repairs or alterations thereto. The House Committee shall present its findings with respect to the additions, repairs or alterations or the purchase of supplies to the Executive Committee for approval except in the event of an emergency when such findings shall be promptly directed to the President or the Vice President with the Legal Affairs and Administration portfolio for approval and action.

E. Membership Committee. The Membership Committee shall be entrusted with the responsibility of reaching out to Jews in the community and beyond who are not affiliated with any congregation in the local area, particularly those who are new to the community, with the view of inviting them to become members of the Congregation. This Committee shall also receive applications for membership, investigate such applications and present them for appropriate action to the Board of Trustees. The Membership Committee shall also be responsible for extending hospitality to new members to help them integrate and become comfortable within the Congregation. The Membership Committee shall also initiate projects to further the goal of encouraging participation in Congregation life.

F. Nominating Committee. The Nominating Committee shall be composed, and shall have the functions, as described in Article XIV.

G. Ritual Committee. The Ritual Committee shall provide input to the Rabbi and the Cantor with respect to the form and content of the Congregation's religious services and ritual, subject to the Rabbi's final authority to determine the form and the content of the

services as *Mara d'Atrah*; procure, provide and maintain the books and religious articles required for the proper conduct of all such services and rituals; arrange for an appropriate number of ushers at each such service; interview and recommend to the Executive Committee the employment of such additional temporary functionaries as may be necessary for the proper conduct of High Holy Day services; and propose for approval by the Board of Trustees all rules and regulations for life-cycle events in the Congregation.

H. Youth Education and Activities Committee. The Youth Education and Activities Committee shall have responsibility for the religious schools. It shall oversee the course of instruction and all other academic matters pertaining to the religious schools (but shall not establish tuition therefor). The Youth Education and Activities Committee shall be chaired by the Vice President with the Education portfolio.

Section 8. Other Committees. The Board of Trustees may authorize such other committees as it deems appropriate from time to time.

ARTICLE XIII

COMPLEMENTARY ORGANIZATIONS OF CONSERVATIVE JUDAISM

The Congregation shall sponsor such additional organizations, affiliated with Conservative Judaism, as shall be recommended by the Board of Trustees.

ARTICLE XIV

ELECTION PROCEDURE

Section 1. Nominations Procedure.

(a) **Nominating Committee.** There shall be a Nominating Committee as a committee of the Congregation consisting of seven members. There shall be four members of the committee who are members who are not trustees; which shall be divided into two classes, each consisting of two such members shall be elected for two-year terms by the members of the Congregation at each November meeting of the Congregation. In addition, an alternate non-trustee member shall be elected for a one-year term at the same time as the non-trustee members. The alternate member shall sit with the Nominating Committee for all meetings and

deliberations, *provided, however*, that, if no non-trustee member of the Nominating Committee has resigned from the Nominating Committee, then the alternate member shall not participate in voting to determine the slate of candidates.

Three members of the committee shall be trustees, but not *ex officio* trustees, each of whom shall be elected for a one-year term by the Board of Trustees at its November meeting. A person may not serve more than two consecutive terms on the Nominating Committee. Upon completion of service on the Nominating Committee, such person shall be disqualified from sitting on the Nominating Committee for as long as the term(s) held by said person. The first meeting of the Nominating Committee shall be convened by the Secretary of the Congregation and shall be scheduled as soon as is practical after all members of the Nominating Committee have been chosen. The immediate past President of the Congregation shall serve as the chair of the Nominating Committee, but shall not be one of the seven members and shall not have a vote. Voting shall be in person and not by proxy. If the immediate past President is unable or unwilling to serve as the chair, the Executive Committee shall have the right to designate an officer other than the President to participate in all meetings of the Nominating Committee, but such officer shall not be entitled to vote on any matters before the Nominating Committee.

No two members from the same household shall serve on the Nominating Committee at the same time.

(b) Preparation of Slate. The Nominating Committee shall prepare a slate of candidates for (i) all offices, the terms of which are expiring at the next membership meeting, and (ii) all seats on the Board of Trustees the terms of which are expiring at the next membership meeting. The committee shall submit such slate to the Secretary of the Congregation at least 45 days prior to the membership meeting. Such slate shall not include any member of the Nominating Committee or any family member of any member of the Nominating Committee.

(c) Voting on Slate. Within five business days after receipt of the slate of nominees provided for in subparagraph (b), the Secretary shall send to each member a copy of this slate and a notice of the time and place of the meeting to be held in June. Any 20 or more members in good standing may nominate additional candidates for office or for the Board of Trustees to be voted upon at such membership election, provided such name or names are filed

with the Secretary at least 20 prior to the membership meeting in June. No other nominations shall be considered or voted upon at such meeting. Notice of any additional nominations shall be mailed by the Secretary to each member at least 15 days prior to such membership meeting. In the event the Secretary does not send the notice required to be sent by him or her within the time herein fixed, then the notice may be sent by the Chair of the Nominating Committee or by any person named on any nominating petition which has been signed by 20 members in good standing. All such notices shall be sent at the expense of the Congregation. Every slate submitted hereunder shall contain a certification that each candidate named on the slate is a member in good standing and has agreed to stand for election on such slate and serve if elected.

Section 2. Transition Provision. Until the first election of officers subsequent to the adoption of this Revised and Restated By-Laws, there shall be no change in the officers of the Congregation. The requirements of Article XIV, Section 1 shall take effect for the first election of officers subsequent to the adoption of this Revised and Restated By-Laws.

Section 3. Voting Procedure. All elections pursuant to this Article shall be by secret ballot and the candidate receiving the highest number of ballots shall be declared elected. Three inspectors shall be designated by the President and they shall canvas the ballots cast.

Section 4. Installation of Trustees and Officers. The newly elected trustees and officers shall assume their respective offices on July 1 following their election.

ARTICLE XV

ENDOWMENT AND LEGACY FUND

Section 1. Endowment Fund. A permanent fund shall be established on the books of the Congregation which shall be known as the "Temple Israel of Great Neck Endowment and Legacy Fund" (the "Endowment Fund") The Endowment Fund shall include such property as may from time to time be transferred to the Congregation by donors for inclusion in the Endowment Fund, such property as may from time to time be received by the Congregation from any other source and accepted by it for inclusion in the Endowment Fund, and all income from the foregoing property. The Endowment Fund shall be the property of the Congregation held by it in its corporate capacity; it shall not be deemed a trust fund held by it in

a trustee capacity. Although the Endowment Fund shall exist and function within the Congregation framework, its financial records will be segregated on the books and statements of the Congregation, so as to distinguish it from the general accounts as well as any other endowment funds held by the Congregation, which may be earmarked for specific purposes.

Section 2. Endowment Committee. All matters relating to the administration of the Endowment Fund, including, but without limitation, the investment of the *corpus* thereof, shall be directed by a committee of the Congregation (the “Endowment Committee”) of seven members. The Board of Trustees shall elect four members of the Endowment Committee, at least three of whom shall not then be members of the Board of Trustees. The three remaining members shall be the current President of the Congregation, the Vice-President responsible for Giving and Endowment and the Vice President responsible for Finance. The Chair of the Endowment Committee shall be the President of the Congregation.

Section 3. Use of Funds. The revenues generated by the Endowment Fund may be used and applied by the Endowment Committee for the following purposes: preservation, improvement and maintenance of the Congregation, including cost and expense of capital improvements, repairs and maintenance; and education of members and their children. Any unexpended portion of the revenues generated by the Endowment Fund at the end of each fiscal year shall be added to and incorporated as an integral part of the corpus of the Endowment Fund. In addition to the revenues which may be used and applied as hereinabove provided, the *corpus* of the Endowment Fund and unexpended and accumulated revenues which have been theretofore added to the corpus of the Endowment Fund may be used and applied to the extent of not more than five percent of the Fund *corpus* as of the first day of such fiscal year in any one fiscal year for purposes consistent with the provisions of this paragraph as determined by the Endowment Committee. Any single expenditure (or related series of expenditures) of principal of more than five percent in any one fiscal year shall require prior approval of the Board of Trustees.

Section 5. Acknowledgement of Gifts. The Congregation, as beneficiary of the Endowment Fund, shall appropriately acknowledge donors in recognition of their gifts.

Section 6. Not a Trust. It is intended that the Endowment Fund shall be a component part of the Congregation and not a separate trust, subject, however to Section 1,

above, and that nothing in this Agreement shall affect the status of the Congregation as an organization described in Section 501 (c) (3) of the Internal Revenue Code of 1986 as amended and as an organization which is not a private foundation within the meaning of Section 509 (a) of the Internal Revenue Code as amended. This provision shall be interpreted in a manner consistent with the foregoing intention and so as to conform to the requirements of the foregoing provisions of the federal tax laws and any regulations issued pursuant thereto. References herein to provisions of the Internal Revenue Code of 1986 shall be deemed references to the corresponding provisions of any future Internal Revenue Code.

Section 7. NYPMIFA Policy. The Board shall adopt an investment policy as required under the New York Prudent Management of Institutional Funds Act. In the event of any conflict between such policy and this Article XV, such policy shall prevail.

ARTICLE XVI

TERMINATION, SUSPENSION AND EXPULSION OF MEMBERS

Section 1. Good Standing. Members shall be deemed to be in good standing, if they are current on their financial obligations (as determined by the Executive Committee) and/or have not been suspended pursuant to Article XVI.

Section 2. Resignation. Any member may resign as a member of the Congregation by written notice to the President or the Secretary.

Section 3. Suspension of Membership. Membership may be suspended for conduct which it deems to bring discredit upon Jews, the *kehillah*, synagogue or the Jewish community; or, by a vote of the Executive Committee, for failure to fulfill congregational obligations, including dues assessment, school tuition, building fund, or any other pledge.

Section 4. Expulsion. A member of the Congregation may be expelled if deemed responsible for an offense involving moral turpitude or gross misconduct. Before expelling any member, written charges must be prepared against him or her by three or more members. These charges shall be presented to the Executive Committee, which shall thereupon send a copy of these charges to the accused person. The Executive Committee shall then appoint

a committee of five members, as a committee of the Congregation, to investigate such charges. The committee shall examine witnesses and permit the accused and his or her counsel to be present at such examination with the right to produce, examine and cross-examine witnesses on his or her own behalf. The committee shall submit a report of the evidence together with its findings to the Board of Trustees. If the committee determines that expulsion of such member is appropriate, the Board of Trustees, acting in executive session, shall review such findings, and the accused member shall be permitted to address the Board of Trustees on his or her own behalf. The Board shall then vote on whether or not such member shall be expelled. A vote by two-thirds) of the trustees present and entitled to vote at such meeting shall be necessary to expel the accused person. Pending any such determination, the Executive Committee may take such action as it deems necessary or appropriate to protect the safety and property of the Congregation and its members.

Section 5. Liability for Charges. Any resignation or termination of membership shall not relieve such person of any liability for dues, assessments or other obligations that shall have occurred prior to such resignation or termination.

ARTICLE XVII

PARLIAMENTARY PRACTICE: CODE OF BEHAVIOR

Ethical and moral behavior is imperative and values of *derech erez* and *kavod*, mutual respect and honor, take precedence in guiding our discussions and deliberations. At all meetings of the Congregation, of the Board of Trustees, of the Executive Committee, and of any other committee, members shall be required to speak and act accordingly at all times in order to promote *shalom bayit* (peace in the house). The Board of Trustees shall make such rules and regulations, consistent with these By-Laws and applicable law, for the proper conduct of their meetings and the furtherance of the purposes of the Congregation.

ARTICLE XVIII

INDEMNIFICATION

Section 1. Authorized Indemnification. Unless clearly prohibited by law or these By-Laws, this Congregation shall indemnify any person (an "Indemnified Person") made

or threatened to be made a party in any action or proceeding, whether civil, criminal, administrative, investigative or otherwise, including any action by the Congregation, by reason of the fact that s/he (or her/his testator or administrator, if then deceased), whether before or after adoption of this Article: (a) is or was a trustee or officer or Executive Director of the Congregation or (b) is serving or served, in any capacity, at the request of the Congregation, as a trustee or officer of any other Congregation, or any partnership, joint venture, trust, employee benefit plan or other enterprise. The indemnification shall be against all judgments, fines, penalties, amounts paid in settlement (provided the Congregation shall have consented to such settlement) and reasonable expenses, including attorneys' fees and costs of investigation, incurred by an Indemnified Person with respect to any such threatened or actual action or proceeding.

Section 2. Prohibited Indemnification. The Congregation shall not indemnify any person if a judgment, or other final adjudication, adverse to any Indemnified Person establishes, or the Board of Trustees in good faith determines, that such person's acts were committed in bad faith or were the result of active and deliberate dishonesty and were material to the cause of action so adjudicated or that s/he personally garnered any financial profit or other advantage to which s/he was not legally entitled.

Section 3. Advancement of Expenses. The Congregation shall, on request of any Indemnified Person who is or may be entitled to be indemnified by the Congregation, pay or reimburse an Indemnified Person's reasonably incurred expenses in connection with a threatened or actual action or proceeding prior to its final disposition. However, no such advancement of expenses shall be made unless the Indemnified Person makes a binding, written commitment to repay the Congregation, with interest, for any amount advanced for which it is ultimately determined that s/he is not entitled to be indemnified under the law or these By-Laws. An Indemnified Person shall cooperate in good faith with any request by the Congregation that common legal counsel be used by the parties to such action or proceeding who are similarly situated unless it would be inappropriate to do so because of actual or potential conflicts between the interests of the parties.

Section 4. Indemnification of Others. Unless clearly prohibited by law or these By-Laws, the Board of Trustees may approve indemnification by the Congregation, as set forth in Section 1 of this Article, or advancement of expenses as set forth in Section 3 of this Article, to a person (or her/his testator or administrator, if then deceased) who is or was employed by the Congregation or who is or was a volunteer for the Congregation, and who is made, or threatened to be made, a party in any action or proceeding, by reason of the fact of such employment or volunteer activity, including actions undertaken in connection with service at the request of the Congregation in any capacity for any other Congregation, partnership, joint venture, trust, employee benefit plan or other enterprise.

Section 5. Determination of Indemnification. Indemnification mandated by an order of a court of competent jurisdiction will be paid. After termination or disposition of any actual or threatened action against an Indemnified Person, if indemnification has not been ordered by a court, the Board of Trustees shall, upon written request by an Indemnified Person, determine whether and to what extent indemnification is permitted pursuant to these By-Laws. Before indemnification can occur, the Board of Trustees must find that such indemnification will not violate the provisions of Section 2 of this Article. No trustee with a personal interest in the outcome, or who is a party to such action concerning which indemnification is sought, shall participate in this determination. If a quorum of disinterested Trustees is not obtainable, the Board of Trustees shall act only after receiving the opinion in writing of independent legal counsel that indemnification is proper in the circumstances under then applicable law and these By-Laws.

Section 6. Binding Effect. Any person entitled to indemnification under these By-Laws has a legally enforceable right to indemnification which cannot be abridged by amendment of these By-Laws with respect to any event, action or omission occurring prior to the date of such amendment.

Section 7. Insurance. The Congregation is required to purchase trustees and officers' liability insurance in an amount to be determined by the Executive Committee. To the extent permitted by law, such insurance shall insure the Congregation for any obligation it incurs as a result of this Article and it may directly insure the trustees, officers, employees or volunteers

of the Congregation for liabilities against which they are not entitled to indemnification under this Article, as well as for liabilities against which they are entitled to be indemnified.

Section 8. Nonexclusive Rights. The provisions of this Article shall not exclude any other rights to which any person may be entitled under law or contract. The Board of Trustees is authorized to enter into agreements on behalf of the Congregation with any trustee, officer, employee or volunteer to provide them rights to indemnification in connection with potential indemnification in addition to the provisions therefore in this Article, subject in all cases to the limitations herein.

ARTICLE XIX AMENDMENTS

Section 1. Method of Amendment. These By-laws, or any portion thereof, may be amended in the following manner:

(a) A proposal to amend or suspend one or more articles of these By-Laws, or to introduce new articles to it, shall be proposed by the Board of Trustees or submitted in writing to the Board of Trustees, signed by at least 35 members in good standing of the Congregation. Proposals may also be generated by the Board of Trustees by majority vote.

(b) The Board of Trustees shall consider such a proposal at its next meeting.

(c) Within 30 days after consideration of the proposal by the Board of Trustees, a meeting of the Congregation shall be called to consider and vote on the proposal. The notice of such meeting shall include a copy of the proposed amendment, a copy of the current section being amended and an explanation of the rationale/import for the amendment. At such meeting, a report shall be submitted to the congregation on the recommendation of the Board of Trustees as to action to be taken.

(d) If at least two-thirds of the members present and voting at such meeting favor the proposal, it shall be declared adopted except as set forth in Article XIV, Section 3. Adopted amendments shall be noted in these By Laws as "amended [date]".

Section 2. Resubmission. A proposal for amendment or suspension which has been rejected by the Congregation may not be resubmitted for the consideration of the Congregation unless 24 months have elapsed since the time of such rejection.

Section 3. Certain Events Requiring Supermajority. Notwithstanding the foregoing procedures, any proposal to (a) sell all or any principal portion of the real property of the Congregation, (b) change or discontinue affiliation with the United Synagogue for Conservative Judaism, or (c) alter this Article XIX shall require, at respective special meetings called for such purpose, the affirmative votes of (x) three-quarters of the entire Board of Trustees and (y) three-quarters of the entire Congregation at special meetings called for the purpose of effectuating any or all of the above.

Section 4. Date of Adoption. All revisions to these By-Laws shall be noted with the date of adoption.

ARTICLE XX

ADOPTION

These Amended and Restated By-Laws were adopted by a vote of at least 68 of the members of the Congregation present at a meeting held on June 1, 2015.