

BY-LAWS

OF

TEMPLE ISRAEL OF THE CITY OF NEW YORK

(Amended and Restated as of June 14, 2010)

ARTICLE 1. NAME AND ARTICLES OF ORGANIZATION

Section 1.1 Name. The name of this organization shall be Temple Israel of the City of New York (sometimes referred to herein as the “Congregation”). The Congregation also may do business under the name Temple Israel.

Section 1.2 Articles of Organization. These by-laws, the powers of the Congregation and of its members and its Board of Trustees and the regulation of the affairs of the Congregation shall be subject to the Congregation’s Certificate of Incorporation, as amended.

ARTICLE 2. PURPOSE

Section 2.1 Purpose. The purpose of the Congregation is to promote the practices and beliefs of Reform Judaism; to worship in accordance with the faith of Judaism; to foster an appreciation of the central role of Israel to the Jewish faith, and to perpetuate, promote and administer a synagogue, a cemetery, religious education, early childhood education, and other religious, cultural, educational, social and recreational programs for the benefit of our members and the community, as determined from time to time by the Board of Trustees, and to welcome members of all faiths who wish to participate in the Temple’s activities and purposes.

Section 2.2 Additional Purposes. The Congregation shall have the following additional purposes:

(a) To do everything necessary or appropriate to accomplish any of the purposes set forth in Section 2.1 to the extent permissible under the laws of the State of New York and to the extent consistent with (i) the requirements of Section 501(c) (3) of the U.S. Internal Revenue Code of 1986, as amended from time to time; and (ii) the provisions of the Congregation’s Certificate of Incorporation and other provisions of these by-laws.

ARTICLE 3. MEMBERS

Section 3.1 Eligibility. In order to be eligible for membership in the Congregation, an individual must:

- a) (i) be of the Jewish faith (ii) wish to worship in accordance with the Jewish faith; or (iii) be a member of a household that includes a member of the Jewish faith.
- b) be at least 18 years of age, unless otherwise determined by the Board of Trustees; and
- c) pay all dues and fees in accordance with the policies of the Congregation and the Board of Trustees.

A membership in the Congregation may be held either by a single individual or a family. For purposes of membership, a family unit (sometimes referred to herein as a “Household”) shall consist of a single parent, a husband and wife, or committed partners, together with any unmarried children or relatives living in the same household under the age of twenty-five (25) (such unmarried children and relatives referred to collectively as “dependents”). The Board of Trustees may establish categories of special membership and establish the eligibility, duties, rights and privileges of members in such special categories.

Section 3.2 Application.

The membership application shall be in writing in a form approved by the Board of Trustees. Applications for membership shall be received by the membership Committee and approved by the Board of Trustees or a committee designated by the Board of Trustees for that purpose, or by a member of the Temple Israel staff designated by the Board of Trustees for such purpose. An applicant, once approved for membership, and as long as he or she remains in good standing, shall enjoy all of the rights, privileges and duties set forth in these by-laws.

Section 3.3. Rights and Privileges of Members

The rights privileges and duties of members in good standing, subject to applicable rules, regulations and reasonable conditions adopted from time to time by the Board of Trustees, shall include the following:

a) To attend all meetings of the Congregation and to vote on all matters that may lawfully come before such meetings.

b) To worship at religious services conducted by the Congregation for the benefit of its members.

c) To have a member of the Congregation’s Clergy officiate at marriage services for a member, and for the parents or dependents of a member.

d) To have a member of the Congregation’s Clergy officiate at funeral services for a member, his or her spouse, and the parents and dependents of a member.

e) To have the dependents of a member enroll in the Congregation’s Religious School.

f) To have a member and the dependents of a member, celebrate a Bar or Bat Mitzvah ceremony, in each case upon the completion of established academic requirements.

Section 3.4 Dues and Assessments.

a) Each member of the Congregation shall pay annual dues and assessments in such amounts as determined from time to time by the Board of Trustees. Special assessments may be made from time to time upon the members by the Board of Trustees.

b) The Board of Trustees may from time to time establish categories of dues. All dues and assessments shall be payable annually, in advance, although the Board of Trustees, or a committee established by the Board of Trustees for that purpose, may in its discretion, authorize the payment of dues or assessments in installments, and may reduce or eliminate dues or assessments payable by a member in demonstrated cases of need or hardship. Failure to pay arrearages shall be subject to the procedures set forth in Article 10 hereof.

Section 3.5 Good Standing A member shall be in good standing (“Good Standing”) unless (a) the member is not current in satisfying all of the member’s financial obligations and commitments to the Congregation; or (b) the member has been suspended or expelled from membership pursuant to Article 9 hereof. The Board of Trustees may, from time to time (a) impose additional requirements on a member’s Good Standing and (b) approve conditions for the suspension of a member of his or her membership privileges. A member who is not in Good Standing shall not be entitled to any of the privileges or rights of membership set forth herein, or as determined from time to time by the Board of Trustees.

Section 3.6 Meetings and Voting. Each member shall be entitled to attend all meetings of members of the Congregation. An individual membership shall have one vote and a family membership unit shall have one vote for each adult member of the family, but in no event more than two votes, upon all matters lawfully before such meeting.

Section 3.7 Resignation. A member may resign from the Congregation by giving notice of such resignation to the President of the Congregation, or the President’s designee. Such resignation shall be effective upon receipt of such notice but shall not relieve that member of any accrued financial obligation owed to the Congregation at the time of resignation, except such relief as may be given by the Finance Committee.

Section 3.8 High Holy Days Seats. Each member in Good Standing shall be entitled to a seat or seats for the Congregation’s Rosh Hashanah and Yom Kippur services in accordance with such rules and seating policies as the Board of Trustees shall from time to time adopt.

ARTICLE 4. CONGREGATIONAL MEETINGS

Section 4.1 Annual Meetings. An annual meeting of the members of the Congregation shall be held each year at such location or time of year as may be designated by the Board of Trustees.

Section 4.2 Special Meetings. Special meetings of the members of the Congregation entitled to vote may be called at any time by the President of the Congregation at his or her discretion, or shall be called by the President upon the written request of either (x) not less than one-third of the Trustees, or (y) not less than thirty-five members of the Congregation in Good Standing and entitled to vote. Such written request must be delivered to the Congregation's office and must specify the purpose for the Special Meeting.

Section 4.3 Notice of Meetings. Notice of the Annual Meeting to the Congregation shall be given by the Secretary at least twenty-one days but not more than sixty days prior to the Annual Meeting. Notice of a Special Meeting shall be given to members of the Congregation at least ten days before the date set for the Special Meeting, unless the Board of Trustees requires and approves a shorter period to reasonably address exigent circumstances, and shall set forth the business to be transacted at the Special Meeting. The notice for the Annual Meeting shall contain the names of the candidates for election as Officers and Trustees.

Section 4.4 Alternate Slate. An alternate slate of candidates for election as Officers or Trustees may be proposed in a written instrument signed by not less than thirty-five members of the Congregation in Good Standing entitled to vote, and filed with the Secretary at least 14 days prior to the date fixed for the Annual Meeting of the Congregation. The submission of a written instrument hereunder shall not require the adjournment of any properly noticed Annual Meeting. An amended notice of meeting containing the names of all of the candidates shall be promptly published in the same manner as required for the original notice of meeting.

Section 4.5 Form of Notice. Notice of each Annual Meeting and Special Meeting shall be mailed to each member at the last address shown for such member on the records of the Congregation, or, alternatively, by telecopy, electronic mail or other means of data transmission at the telephone number or electronic address supplied by such member.

Section 4.6 No Other Business at Special Meetings. No business shall be transacted at a Special Meeting other than that which is stated in the notice of such meeting.

Section 4.7 Waiver of Notice. Any failure to provide proper notice of a meeting of the members of the Congregation shall be deemed waived by any member who (a) attends such meeting without protesting the notice failure at commencement of the meeting, (b) signs a written waiver of notice before or after the meeting, or (c) fails for any reason to object within 10 days following said meeting.

Section 4.8 Quorum. Except as otherwise required by law, by the Congregation's Incorporation Certificate, or by these by-laws, a quorum for the transaction of business at any meeting of the members of the Congregation shall consist of not less than thirty-five members in Good Standing.

Section 4.9 Voting. Each member of the Congregation entitled to vote present at a meeting in person shall have one vote with respect to all matters submitted to the members. Members entitled to vote may vote by proxy only in any election of Temple Trustees or Officers, as provided by law. Proxies shall be in writing duly signed by the member but need not be acknowledged or witnessed, and the person named as proxy by any member must be a member of the Congregation. Voting at any meeting of the members at which a quorum is present shall be by majority vote of those present, except as otherwise required by these by-laws or applicable law. Voting by the members may be *viva voce*.

Section 4.10 Minutes. The Secretary or his or her designee shall keep contemporaneous minutes of each meeting of the members of the Congregation. Such minutes shall be made available for inspection by any member upon request in accordance with such procedures as may be established by the Board of Trustees from time to time.

Section 4.11 Order of Business. The order of business of the Annual Meeting shall be as follows: President's Report; Treasurer's Report; election of Trustees and Officers; and such other matters as may properly come before the meeting of the Congregation, as the Executive Committee and/or the Board of Trustees deem fit, consistent with these by-laws.

ARTICLE 5. BOARD OF TRUSTEES

Section 5.1 Composition. The Board of Trustees shall consist of not less than twenty one and not more than thirty three members, classified so that the terms of one-third of the total number of such Trustees shall expire in successive years, to the extent feasible depending on the actual number of Trustees. Each Officer of the Congregation shall continue to serve as a Trustee even though his or her term as Trustee may have expired.

Section 5.2 Election. The Trustees shall be elected for terms of three years. A Trustee who has served for two successive three year terms shall not be eligible for re-election for one year following the expiration of his second term; provided, however, that any Trustee who has been elected as an Officer of the Congregation shall serve as a Trustee for the period of time such Trustee serves as an Officer. Upon conclusion of his or her term as an Officer, a Trustee shall be eligible for election as a Trustee for up to an additional two consecutive terms, without any waiting period.

Section 5.3 Organizational Representatives. The President of the Women's Leadership Council, the President of the Religious School Parents' Association and the President of the Early Childhood Learning Center Parents' Association, and such other similar organizations as the Board of Trustees may designate from time to time, shall, by virtue of their respective organizational offices, qualify and be appointed to the Board of Trustees for a term concurrent with their term in such organizational office; provided, that such representatives must be members, or member of a household, in Good Standing of the Congregation during their term as Trustees.

Section 5.4 Nomination. A member shall be nominated for election as Trustee either (i) by the Nominating Committee; or (ii) by written instrument filed pursuant to Section 4.4.

Section 5.5 Voting. Each Trustee shall have one vote with respect to all matters submitted to the Board of Trustees. Voting at any meeting of the Board of Trustees at which a quorum is present shall be by majority vote of those present, except as otherwise required by these by-laws or applicable law.

Section 5.6 Vacancies. Any vacancy created by the removal, resignation, death or disqualification of a member of the Board of Trustees shall be filled by the Board of Trustees from a nominee or nominees recommended by the President. Such nominee or nominees shall serve until the next Annual Meeting, at which time such nominee or nominees shall be eligible for election to a full term on the Board of Trustees. The period prior to any such election during which any person filled a vacancy shall not be counted toward the term limitations set forth in this Article 5.

Section 5.7 Meetings. The Board of Trustees shall meet monthly, except that the President, with the consent of a majority of the Board, may determine not to hold meetings in the months of July and August. Special meetings of the Board of Trustees may be called by the President at his or her discretion upon forty-eight hours' notice, provided such notice specifically sets forth the purpose of the meeting. Special meetings shall be called by the President upon his or her receipt of a written request to call a special meeting, executed by at least eight Trustees. The President may cancel any regular meeting of the Board of Trustees under such circumstances as reasonably require such cancellation, but no more than two regularly scheduled meetings may be cancelled during any fiscal year absent extraordinary circumstances and a vote of two-thirds of the Trustees, exclusive of monthly meetings in July and August.

Section 5.8 Notice of Meetings. Notice of all meetings of the Board of Trustees shall be given by the Secretary to each Trustee at the Trustee's last address shown on the records of the Congregation or, alternatively, by electronic mail to an address the Trustee has provided to the Congregation. Each such notice shall state the time, place and purpose of the meeting and shall be given (a) at least five days prior to each regular meeting of the Board of Trustees; and (b) at least two days prior to any special meeting of the Board of Trustees. No business shall be transacted at a special meeting of the Board of Trustees other than that which is stated in the notice of such meeting. Any failure to provide proper notice of a meeting of the Board of Trustees shall be deemed waived by any Trustee who (a) attends such meeting without protesting the notice failure at commencement of the meeting, (b) signs a written waiver of notice before or after the meeting, or (c) fails for any reason to object within ten days following the meeting date.

Section 5.9 Quorum. A majority of the members of the Board of Trustees shall constitute a quorum for the transaction of business at any meeting of the Board of Trustees. With the prior approval of the Board of Trustees, Trustees may participate in a meeting of the Board of Trustees by means of teleconference, video conference or similar

communications equipment by means of which all persons participating in the meeting can hear each other at the same time. Participation by such means shall constitute presence in person at the meeting

Section 5.10 Resignation and Removal. Any Trustee may resign by giving notice to the President of such resignation. Any Trustee absent for four successive meetings of the Board of Trustees may be removed by the Board of Trustees by a two-thirds vote. The members of the Congregation may remove any Trustee pursuant to the terms of Article 9 of these by-laws. The Board of Trustees may suspend any Trustee pursuant to Article 9 of these by-laws.

Section 5.11 Duties and Powers. The Board of Trustees shall have charge of the property and affairs of the Congregation and shall take such action as shall in its judgment best promote the welfare of the Congregation. It shall keep an accurate record of its proceedings and present, through the President, at the Annual Meeting of the Congregation, a report thereof. There shall be included within the powers and duties of the Board of Trustees each of the following, which may be delegated to the Executive Director, or other appropriate person, from time to time:

5.11.1 Budget. All matters relating to the finances of the Congregation, including the preparation and adoption of an annual budget for each fiscal year (“Budget”);

5.11.2 Dues and Collections. The power to assess and establish dues, assessments, special assessments and other charges for all Temple related matters, functions and activities, and for the use of Temple property;

5.11.3 Abatement. A reduction or remission of dues and fees may be authorized by a special committee appointed by the President, which serves at the pleasure of the Board of Trustees. The special committee shall report to the Board of Trustees the number of instances wherein it exercises such authority, upon request therefor. Anything contained herein to the contrary notwithstanding, the principles of strict confidentiality shall have priority over any requirement of the Board to disclose the name or specific circumstances of the members seeking reduction or remission.

5.11.4 Employees. The development of human resources policies relating to the engagement of all employees of the Congregation, including, but not limited to, policies relating to the establishment of any desired job descriptions and employment benefits and policies for all Clergy, any Executive Director and all other employees of the Congregation, and the annual evaluation of all Clergy, any Executive Director and all other employees of the Congregation.

5.11.5 Rules. The adoption from time to time of rules, regulations and orders of business for the conduct of its affairs, and those of the Congregation, which are not inconsistent with these by-laws.

5.11.6 Contributions. The contribution or gifts from funds of the Congregation, in keeping with the principles and practices of Judaism, for such religious, educational, civic, charitable or benevolent purposes as it may deem proper;

5.11.7 Suspension and Termination. The power to suspend any member, Officer, Trustee, or member of the Clergy in accordance with Article 9 of these by-laws, unless another process for suspension or termination is otherwise agreed to in writing by the party to be suspended or discharged.

5.11.8 Renewal of Clergy Contracts. To approve or disapprove the renewal of employment contracts for the Rabbi, Associate and/or Assistant Rabbi, any Temple Educator appointed by the Temple, and the Cantors, or similar senior level position.

Section 5.12 Employees. All of the Congregation's employees are subject to the direction, and serve at the pleasure of, the Board of Trustees.

Section 5.13 Honorary Trustees. The Congregation may elect any member who has rendered outstanding service, and who has been nominated by the Board of Trustees as an Honorary Trustee, without the power to vote at Board meetings or to be counted toward a quorum, for a term of one year which may be renewed at the discretion of the Board.

ARTICLE 6. OFFICERS

Section 6.1 Officers Designated. The Officers of the Congregation ("Officers") shall be a President, four Vice-Presidents, a Treasurer, a Secretary, and Chairman of the Board. The Chairman of the Board shall be the immediate past-President of the Congregation, except as provided in paragraph 6.7.5 hereof.

Section 6.2 Eligibility.

6.2.1 Prior Status. No member of the Congregation shall be eligible to be an Officer unless that member has been a member of the Congregation in Good Standing for at least one year prior to his or her election. No member shall be eligible to be the President unless that member has been a member of the Board of Trustees for at least two years at some time prior to his or her election.

6.2.2 Service. All Officers shall also serve as members of the Board of Trustees. No member may serve as President of the Congregation for more than four consecutive terms of one year each; however, a member who

previously served as President will be eligible for election as President again, provided at least four years have passed since he or she completed his or her last one year term. Except as otherwise provided in these by-laws, Officers shall hold office for a term of one year. Unless otherwise extended by the vote of a majority of the Board, no Officer who has served for eight consecutive one year terms shall be eligible for election as an Officer, other than President, for a period of two years following the expiration of said Officer's eighth one year term.

Section 6.3 Election

6.3.1 Nominations by Nominating Committee.

Nominations for Officers shall be made by the Nominating Committee. Such nominations shall not include any member of the Nominating Committee (other than a member of the Nominating Committee serving *ex officio*). The Nominating Committee shall report to the Board of Trustees for approval its nominations at or before the monthly meeting immediately preceding the Annual Meeting. The Nominating Committee's nominations for Officers shall be submitted in writing to the Secretary not less than twenty-one days immediately preceding the election in question. The Secretary shall distribute to all of the members of the Congregation at or before the Annual Meeting of the Board of Trustees, a copy of such nominations, together with notice of the provisions for nominations by petition pursuant to Section 6.3.2 below.

6.3.2 Nomination by Petition. Nominations for Officers also may be made by written instrument as set forth in Section 4.4.

6.3.3 Election of Officers. Officers shall be elected by the members of the Congregation entitled to vote at their Annual Meeting. Balloting for Officers shall be conducted in accordance with policies and procedures consistent with Section 4.9 established by the President of the Congregation for such purpose.

Section 6.4 Removal.

6.4.1 General. An Officer may be suspended or removed pursuant to Article 9 of these by-laws.

6.4.2 Financial Arrearage. Any Officer who is not a member in Good Standing or who has been suspended from membership in the Congregation pursuant to these by-laws shall cease to serve as an Officer on the fifteenth day after notice of such suspension is mailed to him or her (unless the Officer's membership is reinstated within such fifteen day period). In the event of any such cessation, the Treasurer and the Secretary (or in the event the Treasurer or Secretary is the subject of the cessation, another appropriate Officer) shall promptly furnish an appropriate certification of such cessation to

the Board of Trustees and, at its first meeting after receipt of such certificate, the Board of Trustees shall declare a vacancy created by such cessation.

Section 6.5 Resignation. Any Officer may resign at any time by giving written notice of such resignation to the President of the Congregation. Such resignation shall be effective upon receipt of such notice by the President of the Congregation or, if later, such effective date as may be specified in the notice of resignation.

Section 6.6 Vacancies. Any vacancy created by the removal, resignation, death or disqualification of an Officer, other than the President, shall be filled by the Board of Trustees from a nominee recommended by the President. Such nominee shall serve until the next Annual Meeting, at which time such individual shall be eligible for election to a full term as an Officer.

Section 6.7 Powers and Duties. The Officers shall have the powers and perform the duties customarily belonging to their respective offices, including, but not limited to the following powers and duties and such other powers and duties as may be vested in their respective offices by law, these by-laws or the Board of Trustees.

6.7.1 President. The President of the Congregation shall preside at all meetings of the members of the Congregation and of the Board of Trustees; shall be the chief executive officer of the Congregation, and shall take appropriate and necessary action to carry into effect all orders and resolutions of the Board of Trustees. The President shall report on the status of the affairs of the Congregation at each annual meeting of the members of the Congregation and shall from time to time report to the Board of Trustees on matters within the President's knowledge which the interests of the Congregation may require to be brought to its notice.

6.7.2 Vice Presidents. In the event of the death, disability, resignation, removal or absence of the President, the Board of Trustees shall designate one of the Vice-Presidents to serve as President. Each of the Vice-Presidents shall serve on the Executive Committee of the Board of Trustees.

6.7.3 Treasurer. The Treasurer shall be the chief financial officer of the Congregation. The Treasurer shall supervise the collection of all moneys payable to the Congregation and shall cause those funds to be deposited in the name of the Congregation, in such bank or financial institution as may be designated from time to time by the Board of Trustees. The Treasurer shall supervise all receipts, disbursements and payment of bills. All disbursements of Congregation funds shall be made in accordance with such rules and regulations as may be prescribed by the Treasurer and the Board of Trustees. The Treasurer shall be responsible for the custody of all books, documents and vouchers maintained by the Congregation, and shall keep or cause to be kept in suitable form detailed accounts of the assets, liabilities, receipts and disbursements of funds of the Congregation. Such accounts and their supporting vouchers or checks shall be at all times open for inspection,

examination or audit by the Board of Trustees and such committees as shall be relevant to the duties and functions of the Treasurer. The Treasurer shall report on the condition of the finances of the Congregation at such times as the Board of Trustees may direct. The Treasurer shall serve as a member of the Executive Committee of the Board of Trustees. The Treasurer shall serve as Chairperson of the Finance Committee. The Treasurer shall have the power to abate or extend the time for payment of pledges and other financial obligations of members in cases of financial hardship, in consultation with the President and the Executive Director. Notwithstanding anything to the contrary, the Treasurer shall have the authority to authorize necessary expenditures for emergency situations up to the amount of \$5,000 per each emergency.

6.7.4 Secretary. The Secretary shall keep and maintain a true record of all meetings of the Congregation and the Board of Trustees. Such records shall be kept at the principal office of the Congregation and shall be open to inspection by members of the Board of Trustees. The Secretary shall be the official custodian of the official corporate seal of the Congregation and of all records of the Congregations, except for those financial records which are required to be maintained by the Treasurer. The Secretary shall be responsible for giving notice of all meetings of the Board of Trustees and of the Congregation.

6.7.5 Chair of the Board. The Chair of the Board shall be the immediate past President of the Congregation. In the event the immediate past President of the Congregation becomes unavailable to serve as Chair of the Board, or declines to do so, then the Chair of the Board shall be designated by the Board of Trustees at a regularly scheduled meeting of the Board of Trustees. The Chair of the Board shall exercise such duties as the President may delegate, from time to time.

6.7.6 Trustees Emeriti. Members who have previously served as Officers may be appointed by the Board of Trustees as Trustees Emeriti, and shall serve as *ex-officio* (non-voting) members of the Board of Trustees. Officers Emeriti shall not be entitled to vote at meetings of the Board of Trustees unless they are elected as Trustees by the Congregation or appointed to fill a vacancy on the Board of Trustees. Any person who serves as Chair of the Board shall by that reason become a Trustee Emeritus, and may serve in that capacity for life. This provision shall be retroactive so as to include members who previously have served as Chair.

Section 6.8 Executive Committee.

6.8.1 Composition. The Executive Committee shall consist of the President of the Congregation, the Vice Presidents of the Congregation, the Treasurer, the Secretary, the Chair of the Board, and any other individuals as the President may appoint from time to time, with the consent of a majority of the Executive Committee. The Senior Rabbi and Executive Director shall

serve as *ex officio* (non-voting) members. The President shall act as chair of the Executive Committee, and shall report to the Board of Trustees on the conduct of activities by the Executive Committee. The President shall regularly schedule meetings of the Executive Committee. The attendance of the *ex-officio* members of the Executive Committee at meetings that are deemed to be in executive session shall be at the discretion of the Committee.

6.8.2 Powers and Duties. The Executive Committee shall coordinate the agenda and work of the Board of Trustees, and shall regularly schedule meetings for that purpose. The Executive Committee shall have the authority to act in place of the Board of Trustees between Board of Trustees' meetings in the manner delegated by the Board of Trustees. The Executive Committee shall meet at such times and places as may be designated by the President or by a majority of the members of the Executive Committee. The Executive Committee shall keep a record of all meetings and (through the President) shall make a report at each regular meeting (or if so requested by the Board of Trustees, each Special Meeting) of the Board of Trustees. The Executive Committee (through the President) also shall report any actions taken by the Executive Committee to the Board of Trustees in a timely fashion, not later than the next Board of Trustees' meeting. The Executive Committee shall identify annual and long-term goals of the Congregation, with the advice of the Board of Trustees. The affirmative vote of a majority of the Committee present at the meeting shall be necessary to its adoption of any resolutions. Notwithstanding anything to the contrary herein, the Executive Committee, and the Executive Director with the consent of the President and the Chair of the Finance Committee, respectively, shall have the power to authorize necessary expenditures for emergency situations up to a maximum of twenty-five thousand (\$25,000) dollars per expenditure.

ARTICLE 7. COMMITTEES

7.1.1 Standing Committees. The Congregation shall have the following suggested standing committees ("Standing Committees"): Executive, Finance, Nominating, Development, Membership, Law, Building, Religious Education, Early Childhood Education, Social Action, Investment, Cemetery, and any such other special or standing committees as the Board of Trustees may deem necessary and appropriate. The Chairperson of each Standing Committee shall be appointed by the President and shall be a member of the Board of Trustees, unless otherwise determined by the Board of Trustees. The President, Senior Rabbi and Executive Director shall serve as an *ex officio* (non-voting) member of all Standing Committees. With the exception of the Executive Committee, members of the committees (other than the Chairperson) may include members of the Congregation who are not members of the Board of Trustees. Each Standing Committee shall be subject to the direction of the Board of Trustees and shall, in addition to the powers and duties specified in these by-laws, have such powers and duties as may from time to time be delegated to it by the Board of Trustees. Except as

otherwise provided in these by-laws, the size of each Standing Committee shall be fixed by the President, in consultation with the Board. The Chairperson of each Standing Committee shall report not less than twice annually to the Board of Trustees on the activities of such Committee. Each Committee shall have at least three members, unless a smaller number is approved by the Board of Trustees.

7.1.2 . Two-thirds (2/3) of the members of any Standing Committee shall constitute a quorum at all meetings of the Committee. Voting at any duly held meeting of a Standing Committee shall be by majority vote of the members present.

Section 7.2 Additional Committees. Subject to the approval of the Board of Trustees, the President of the Congregation may from time to time establish such additional Standing Committees, or other committees and task forces (“Special Committees”), as the President may deem necessary or appropriate from time to time. Any Special Committee shall be subject to the direction of the Board of Trustees, shall be subject to the same conditions and standards mandated for Standing Committees, and, except as otherwise provided in these by-laws, shall have such composition, powers and duties and term of existence as may be determined by the President, with the advice of the Executive Committee.

Section 7.3 Building Committee.

7.3.1 Composition. The Building Committee shall be composed of (a) the chairperson; and (b) such additional members as may be appointed by the President.

7.3.2 Powers and Duties. Consistent with the Temple’s budget, the Building Committee shall supervise the real estate, buildings and other property of the Congregation, with the exception of the Temple Israel Cemetery. The Building Committee shall annually suggest to the Finance Committee a schedule of fees for the use of the Congregation’s facilities, act on applications for use of the Congregation’s real estate and other property, supervise and direct the renovation, repair and maintenance of such property and approve all furniture, fixtures and other items purchased by or donated to the Congregation as a gift or otherwise. The Building Committee may authorize expenditures on behalf of the Congregation only to the extent authorized by the Board of Trustees.

Section 7.4 Cemetery Committee

7.4.1 Composition. The Cemetery Committee shall be composed of (a) the chairperson; and (b) such additional members as may be appointed by the President.

7.4.2 Powers and Duties. The Cemetery Committee shall supervise the operation of the Temple Israel Cemetery and recommend to the

Executive Committee and Finance Committee charges for the purchase of cemetery plots and mausoleums and the costs of endowed and/or annual care for such plots and mausoleums. The Cemetery Committee shall recommend to the Board of Trustees proper rules of procedures for the operation of the cemetery, subject to all appropriate laws, regulations and ordinances.

Section 7.5 Development Committee.

7.5.1 Composition. The Development Committee shall be composed of (a) the chairperson; and (b) such additional members as may be appointed by the President.

7.5.2 Powers and Duties. The Development Committee shall undertake and promote ways and means for raising funds and endowments for the welfare of the Congregation.

Section 7.6 Early Childhood Committee.

7.6.1 Composition. The Early Childhood Committee shall be composed of (a) the chairperson; (b) such additional members as may be appointed by the President; and (c) the president of the Early Childhood Learning Center Parents Association. The Director of the Early Childhood Learning Center, and Temple Educator shall serve as *ex officio* (non-voting) members of the Early Childhood Committee.

7.6.2 Powers and Duties. The Early Childhood Committee shall formulate policies and purposes for the Early Childhood Learning Center (ECLC), Playgroup, and such other preschool programs as the Temple may from time to time administer. The Early Childhood Education Committee shall supervise the activities of the ECLC in accordance with the rules and regulations of the City of New York governing the operation of nursery schools and in accordance with the highest practices of early childhood education. Early Childhood Education Committee shall have responsibility for recommending to the Finance Committee all tuitions and charges for students at the ECLC, Playgroup, and other preschool programs, and all salaries for faculty employed to teach at such programs. The Early Childhood Committee shall oversee policies for the selection and retention of teachers at the ECLC, Playgroup and other preschool programs.

Section 7.7 Finance Committee.

7.7.1 Composition. The Finance Committee shall be composed of (a) the chairperson, who shall be the Treasurer; and (b) such additional members as may be appointed by the President, with the advice of the Treasurer.

7.7.2 Powers and Duties. The Finance Committee shall make a detailed estimate of the annual expenses and income of the Congregation, shall prepare a preliminary budget for each fiscal year based on submissions to it from other committees and from the Temple staff (which shall be so submitted within forty-five (45) days after request therefor by the Finance Committee) and shall submit such preliminary Budget to the Board of Trustees. The Finance Committee shall investigate and make recommendations to the Board of Trustees with respect to all matters involving the finances of the Congregation, including, but not limited to, such investments as it deems advisable. The expenditure of funds in accordance with the Budget approved by the Board of Trustees shall be supervised by the Audit and Finance Committee. The Committee also shall review the financial statements, books and records and accounting systems of the Congregation and shall report its findings and recommendations to the Board of Trustees. It shall have the power to employ a certified public accountant for the purpose of assisting it in the performance of its duties and for the purpose of performing such duties (including an audit, review or compilation of the Congregation's financial condition) as may be prescribed by the Finance Committee. The Finance Committee shall submit an annual report of the fiscal affairs of the Congregation to the Board of Trustees and shall exercise such other functions and duties as are assigned by the Board of Trustees.

Section 7.8 Investment Committee

7.8.1 Composition. The Investment Committee shall be composed of (a) the chairperson, (b) the Treasurer if the Treasurer is not the chairperson; and (c) such additional members as may be appointed by the President.

7.8.2 Powers and Duties. The Investment Committee shall oversee all investments of the Congregation's funds, review investment performance, make investment recommendations to the Board of Trustees, and implement the Board's investment policies and guidelines.

Section 7.9 Legal Committee.

7.9.1 Composition. The Law Committee shall be composed of (a) the chairperson; and (b) such additional members as may be appointed by the President, with the advice of the Executive Committee.

7.9.2 Powers and Duties. The Law Committee shall advise the Board of Trustees on all legal matters affecting the Congregation.

Section 7.10 Membership Committee.

7.10.1 Composition. The Membership Committee shall be composed of (a) the chairperson; and (b) such additional members as may be appointed by the President.

7.10.2 Powers and Duties. The Membership Committee shall encourage and promote membership in the Congregation, and shall provide information about the Congregation and its activities to prospective members.

Section 7.11 Nominating Committee

7.11.1 Composition. The Nominating Committee shall be composed of (a) the chairperson; (b) up to four (4) members of the Board of Trustees, and (c) two (2) members of the Congregation who are not members of the Board of Trustees.

7.11.2 Eligibility. The Executive Committee, after consultation with the Board of Trustees, shall appoint the members of the Nominating Committee. It is expected that the membership of the Nominating Committee shall reflect the diversity of the membership of the Congregation. Members of the Nominating Committee may not serve more than three consecutive terms on the Nominating Committee (exclusive of any term served in an *ex officio* capacity) but may serve an unlimited number of nonconsecutive terms.

7.11.3 Powers and Duties. The Nominating Committee shall nominate candidates for (a) all Officers, Trustees and (b) such other positions, if any, as the Board of Trustees may request from time to time as provided in these by-laws. The Nominating Committee shall coordinate with any leadership development and leadership succession planning in the Congregation, including by formulating an ongoing leadership and training program for members of all committees and the Board of Trustees.

Section 7.12 Religious School Committee.

7.12.1 Composition. The Religious School Committee shall be composed of (a) the chairperson; (b) such additional members as may be appointed by the President, and (c) the president of the Religious School Parents Association. The Temple Educator will serve as *ex officio* (non-voting) members of the Religious School Committee.

7.12.2 Powers and Duties. The Religious School Committee shall formulate policies and purposes for the Religious School, subject to approval of the Board of Trustees. The Religious School Committee shall have responsibility to oversee the Religious School, including policies concerning the selection of teachers and assistants.

Section 7.13 Social Action Committee.

7.13.1 Composition. The Social Action Committee shall be composed of (a) the chairperson; and (b) such additional members as may be appointed by the President.

7.13.2 Powers and Duties. The Social Action Committee shall coordinate and supervise the Congregation's community social action programs and charitable outreach programs. The Social Action Committee also shall organize, in conjunction with the Clergy, educational programs, speakers and cultural activities for the Congregation.

Section 7.14 Term. Each member of a Standing Committee (other than the chairperson) shall serve on such committee for a term of one year, commencing on January 1 of the year in which appointed, and ending on the following December 31, or, if earlier, until such committee member's death, resignation, removal or disqualification. Members may be reappointed.

Section 7.15 Vacancies. Any vacancy created by the removal, resignation, death or disqualification of a member of any Standing Committee shall be filled by the President, in consultation with the Committee Chair, promptly after the creation of such vacancy for the remainder of the vacating committee member's unexpired term.

Section 7.16 Resignation. Any member of a Standing Committee may resign at any time by giving written notice of such resignation to the President of the Congregation. Such resignation shall be effective upon receipt of such notice by the President of the Congregation or, if later, such effective date as may be specified in the notice of resignation.

Section 7.17 Removal. Any member of a committee may be removed, with or without cause, by the President, with the advice of the Executive Committee.

Section 7.18 Committee Chairs. Each Standing Committee shall have a chair that is a member of the Board of Trustees and is appointed by the President, for up to a three year term. No person shall serve simultaneously as chair of more than one Standing Committee, except as otherwise may be expressly determined by the Board. Each such chair shall have such duties, responsibilities and powers as may be delegated to such chair by the Board of Trustees or the members of the committee, subject in all cases, to the direction and control of the Board of Trustees. Any vacancy created by the removal, resignation, death or disqualification of any such chair shall be filled by the President, with the advice of the Executive Committee, promptly after the creation of such vacancy, for the remainder of the vacating chair's unexpired term.

Section 7.19 Rules and Procedures. Each Standing Committee may adopt its own rules and procedures for the conduct of its business, provided such rules and procedures comply with these by-laws, and are approved by the Board of Trustees.

Section 7.20 Committee Meetings. Except as otherwise provided in these by-laws, meetings of each Standing Committee shall be held at such times and places as may be determined by the Chair or members of the committee. Any member of the Congregation (including any Trustee) who is not a member of a committee may attend any committee meeting with the approval of the chairperson of the committee but shall not have any right to vote at such meeting. In addition, in the event the committee

determines that closure of any committee meeting (in whole or in part) to persons other than committee members is desirable and appropriate, such meeting shall be so closed.

Section 7.21 Reports. A report of all material actions taken by each committee shall be made to the Board of Trustees at least annually upon such schedule as may be determined by the Board of Trustees.

ARTICLE 8. CLERGY

Section 8.1 Appointment. In accordance with Section 8.2 below, the Board of Trustees shall appoint (and renew the appointment of) a Senior Rabbi, Cantors, Temple Educator, and such Assistant or Associate Rabbis, if any, as may be deemed appropriate (collectively, the “Clergy”), upon such conditions and for such terms as it shall determine by the affirmative vote of at least two-thirds of those Trustees present and voting at a duly held regular or special meeting of the Board of Trustees; provided, however, that any initial employment of the Senior Rabbi (but not the conditions and terms thereof) must also be approved by vote of a majority of the members of the Congregation present and entitled to vote at a duly held meeting for such purpose. Members shall not be entitled to vote by proxy at any such meeting. Notice of the meetings of the Board of Trustees and of the members of the Congregation at which such votes are to be taken shall specify that the matter of the appointment of the Clergy in question shall be before the Board of Trustees or the members of the Congregation, as the case may be, at such meeting. Any such vote shall be conducted in accordance with such rules as the President of the Congregation may reasonably establish for such purpose.

Section 8.2 Committee Recommendations. If a vacancy shall arise or is contemplated in the position of the Senior Rabbi or the Cantor, the President of the Congregation, with the approval of the Board of Trustees, shall appoint an *ad hoc* committee to furnish to the Board of Trustees, as soon as practicable, recommendations concerning the appointment or reappointment of the Senior Rabbi or the Cantor, as the case may be.

Section 8.3 Leaves of Absence; Temporary Appointment. The Board of Trustees may grant leaves of absence for the Senior Rabbi, the Cantors or any Assistant or Associate Rabbi, upon such conditions as it may establish. The Board of Trustees may, by affirmative vote of at least two-thirds of those Trustees present and voting at a duly held regular or special meeting of the Board of Trustees, fill any Clergy position on a temporary basis without approval of the members of the Congregation, provided that no person may serve as Clergy on a temporary basis for more than twelve months in any consecutive twenty-four month period without approval of the members of the Congregation.

Section 8.4 Senior Rabbi. The Senior Rabbi of the Congregation shall be duly ordained and shall profess and observe the tenets of Reform Judaism. The Senior Rabbi shall have full responsibility for the pulpit in conjunction with other Clergy, shall labor for the spiritual welfare of the Congregation, and shall perform such rabbinical duties as are usual and customary and as may be required from time to time by the Board

of Trustees or the Congregation. The Senior Rabbi shall have general supervision of the religious and educational activities of the Congregation, including formal and informal education, and the ECLC. The Senior Rabbi also shall supervise and coordinate the activities of the Temple's senior staff. The Senior Rabbi shall render a report of the Senior Rabbi's Congregation activities to the members of the Congregation at their annual meeting and at such other times as the Senior Rabbi deems appropriate, or as the Board of Trustees or the members of the Congregation shall require.

Section 8.5 Cantor. The Cantor of the Congregation shall profess and observe the tenets of Reform Judaism, and, if the Cantor is a full-time Cantor, the Cantor shall be duly invested, as may be appropriate. The Cantor shall perform such cantorial duties as are usual and customary and as may be required from time to time by the Board of Trustees or the members of the Congregation.

Section 8.6 Other Clergy. Any Temple Educator, Rabbi or Cantor shall be duly ordained or invested and shall profess and observe the tenets of Reform Judaism. Each Temple Educator, Rabbi or Cantor and Rabbinical Intern shall assist and support the Senior Rabbi in such manner as the Senior Rabbi may request and shall perform such other clerical duties as may be required from time to time by the Board of Trustees or the members of the Congregation.

Section 8.7 Clergy Emeriti. The Board of Trustees shall have the power to create the office of Rabbi Emeritus and Cantor Emeritus, and to recommend a Rabbi and Cantor for such offices to the Congregation.

Section 8.8 Suspension or Removal: Any Rabbi, Associate or Assistant Rabbi, Rabbinical Intern Cantor or Assistant Cantor may be suspended or removed by the members of the Board of Trustees or the Congregation pursuant to Article 9 of these by-laws.

ARTICLE 9. DISCIPLINE

Section 9.1 Removal from Office for Malfeasance. A Rabbi or Cantor, Officer or Trustee may be removed from office, and a member may be removed or suspended from membership, for malfeasance with regard to the Temple's property or affairs.

Section 9.2 Method for Expulsion, Suspension or Removal for Malfeasance. A member shall be removed or suspended, and a Trustee, Officer, Rabbi, Associate Rabbi, Assistant Rabbi, Cantor or Assistant Cantor shall be removed from office or suspended (the "Charged Party") under this Section 9 as follows:

- a) either (i) the Executive Committee or (ii) no fewer than thirty-five members of the Congregation, may present to the Board of Trustees a written charge and specifications (the "Complaint") enumerating the acts complained of which may require suspension or removal of the Charged Party from office or the Congregation. The Board of Trustees

shall hear the Complaint and if by a majority vote of Trustees present, the Board of Trustees determines that reasonable grounds exist to consider such charges, a copy of the Complaint shall be served on the Charged Party, who shall have ten (10) days to submit a response;

- b) if the Board of Trustees determines that reasonable grounds exist to consider charges against the Charged Party, the Board of Trustees shall select a committee of five members of the Congregation, at least three of whom shall be Trustees (the “Disciplinary Committee”) who shall, with such legal counsel or such advisors as the Board of Trustees may select, investigate the charges and conduct a hearing;
- c) the Disciplinary Committee shall conduct a hearing and may examine witnesses or receive documentary and physical evidence. The Charged Party shall be permitted to be present at such hearing with the right to produce, examine and cross-examine witnesses, and physical evidence on his or her behalf. A stenographic transcript of the hearing may be taken. After conclusion of the hearing, the Disciplinary Committee shall file its report with the Board of Trustees;
- d) a meeting of the Board of Trustees shall be called no less than five nor more than ten days after the receipt of the report to consider the same. If the Board of Trustees deems the charge sustained, in whole or in part, it shall promptly call and conduct a Special Meeting of the Congregation to consider and act upon such report. At the Special Meeting, a vote of a majority of the members present shall be required to accept the report and recommendations of the Board of Trustees. The extent of punishment to be imposed shall be determined by the votes of a majority of the members present. Proxies will not be recognized at the Special Meeting; and;
- e) at any time after receipt of the charges and prior to such Special Meeting of the Congregation, the Board of Trustees may, by a two-thirds (2/3) vote of the entire Board, temporarily suspend the Charged Party from membership or office, and, in the case of a salaried employee of the Congregation, may suspend the Charged Party either with or without pay pending the Disciplinary Committee hearing and final determination by the Congregation.

ARTICLE 10. FAILURE TO PAY DUES, AND OTHER CHARGES

Section 10.1 Arrearages. Any member failing to pay all amounts assessed when due (or such later date as may be specified by the Treasurer or by the Board of Trustees pursuant to these by-laws) may be declared in arrears, except to the extent such assessment has been abated pursuant to these by-laws. In the Board’s discretion, members so declared in arrears may be deemed to have forfeited seats for the

Congregation's Rosh Hashanah or Yom Kippur services or to have their children enrolled in the Congregation's religious school or the Early Childhood Learning Center or to celebrate a Bar or Bat Mitzvah or wedding at the Congregation's facilities unless and until such arrearage is remedied in full. If any such arrearage is not remedied or excused within thirty (30) days after the member's receipt of final written notice of such failure (such notice to be prominently marked "FINAL NOTICE"), the Treasurer shall promptly report such failure to the President, who may declare the member not to be in Good Standing, whereupon the member shall be suspended from all rights and privileges of membership in the Congregation (including the holding of any office for which membership in the Congregation is a prerequisite, but excluding the right to worship with the Congregation, which right shall not be suspended, other than the possible forfeiture of seats for certain services described above). In the event of any such suspension, the Treasurer shall promptly send to the suspended member by certified or registered U.S. mail written notice of the suspension and all overdue amounts payable by the member to the Congregation. If, within six months following the sending of such notice, a suspended member pays in full all such overdue amounts and any other assessments then due and payable, the member's rights and privileges of membership in the Congregation shall be reinstated and the Treasurer shall promptly notify the member in writing of such reinstatement. If, within such six month period, a suspended member does not pay in full all such overdue amounts and other assessments then due and payable, the member's rights and privileges of membership in the Congregation shall be automatically terminated. Suspension of a member shall suspend the membership of all members within the family unit. Termination of a family unit shall terminate the membership of all members within the family unit, unless otherwise determined by the Board of Trustees.

ARTICLE 11. AFFILIATED ORGANIZATIONS

Section 11.1 Enumeration. The term "Affiliated Organizations" as used in these by-laws shall mean the Temple Israel Women's Leadership Council, the Religious School Parents Association, the ECLC Parents Association, (or such names as those organizations should choose to use in the future), and such other organizations as the Board of Trustees may from time to time designate as Affiliated Organizations for purposes of these by-laws. The members of the referenced educational Parents Associations shall be designated by the school director in consultation with the Senior Rabbi and Temple Educator, and the members of the Women's Leadership Council shall be chosen with the approval of the President of the Board of Trustees. The membership of other Affiliated Organizations shall be as determined by the Board from time to time.

Section 11.2 Officers. The members of each of the Affiliated Organization shall choose the Officers of the Affiliated Organizations, each of whom shall serve for terms of two years, or until a successor has been elected.

Section 11.2 Jurisdiction. All Affiliated Organizations shall be subject to (a) the jurisdiction and general financial oversight of the Board of Trustees; (b) these by-laws; and (c) such additional rules as the Board of Trustees may establish from time to time.

Section 11.3 Charter Documents. Any constitution, by-law or other charter document (including any amendment thereto) of an Affiliated Organization shall be subject to approval by the Board of Trustees prior to adoption by the Affiliated Organization.

Section 11.4 Presidents. All Presidents and Officers of Affiliated Organizations shall be members of the Congregation, or members of households in the Congregation.

ARTICLE 12. CEMETERY

Section 12.1 The Temple Israel Cemetery. The cemetery of the Congregation is known as the Temple Israel Cemetery (the “Cemetery”) and is located in Hastings-on-Hudson, New York.

Section 12.2 Sale and Transfer of Plots. The Board of Trustees shall have the sole control and management of the Cemetery and shall, from time to time, make rules for the governance of same. The Board of Trustees may in connection with each conveyance impose such terms and conditions, including the addition or amendment of deed provisions, that are not inconsistent with this Section as they deem proper, and such conditions and restrictions shall be deemed to have been adopted by the Congregation. Cemetery plots or graves and mausoleums shall be sold, transferred or assigned subject to the terms and conditions prescribed by the Board of Trustees. The cemetery shall be maintained consistent with Jewish traditions and rituals, and all services performed at the cemetery shall be performed in a manner consistent with Jewish traditions and rituals. Subject to the foregoing, (x) plots shall be made available to members and their spouses/partners, dependents and parents to the extent available, and regardless of religious affiliation, and (y) may be made available to the public by the Board of Trustees on such terms as it determines appropriate.

Section 12.3 No Permitted Encumbrance or Lien. No plot owner shall create any encumbrance or suffer any lien to be created upon any Cemetery plot or interest therein, and no lien or encumbrance attempted to be conferred or created shall be valid.

Section 12.4 By-Laws Deemed Incorporated in Deeds. These by-laws and any amendments thereof and the rules and regulations now or hereafter enacted by the Board of Trustees governing the ownership, supervision and care of the Cemetery shall be deemed to be a part of every deed and every transfer of a Cemetery plot or of any interest therein, as fully as if they were therein set forth; and a provision to that effect shall be incorporated in all deeds of cemetery plots executed on behalf of the Congregation. These by-laws shall supersede any inconsistent provision in any deed relating to a cemetery plot, or to any interest therein, and shall at all times be applied in a manner consistent with governing law.

Section 12.5 Endowed Care Fund: The Endowed Care heretofore established by the Congregation shall be known and designated as “Endowed Care Fund Of Temple Israel Of The City Of New York” and the securities in which said fund is invested shall

be segregated from all other funds of the Congregation. All funds received for maintenance, endowed care and/or annual care of Cemetery plots, graves and mausoleums shall be deposited in the Endowed Care Fund, until invested, shall be deposited in special bank accounts. The Fund may be invested in securities and investments under the laws of the State of New York applicable to trust investments. Interest and dividend income generated by the Fund are not considered assets of the Fund, and may be transferred to the general accounts of the Temple.

Section 12.6 Liens By Congregation. The Congregation shall have a lien upon any unused portion of all the plots of the Cemetery not under perpetual care for all taxes, assessments and charges and whenever taxes, assessments or charges shall be unpaid and remain unpaid for a period of two years, such unused portion of such plots and all right, title and interest of the owners therein may be sold in such manner and upon such terms as the Board of Trustees may determine, and the unused portion may be leveled. The manner, time and place of such sale and all procedural matters in connection therewith shall be determined by the Board of Trustees. Plots so offered for sale, or any portion thereof, may be purchased by the Congregation. All bills for taxes, assessments or charges shall contain thereon a copy of this section of these by-laws or a statement of the substance hereof.

SECTION 13. INDEMNIFICATION AND LIABILITY

Section 13.1 Indemnification of Trustees and Officers. To the fullest extent legally permissible, the Congregation shall indemnify each person who serves or has served as a Trustee or an Officer of the Congregation, against all liabilities, costs and expenses (including, but not limited to, amounts paid in satisfaction of judgments, in settlement or as fines and penalties, and counsel fees and disbursements) reasonably incurred by or imposed upon such person in connection with the defense or disposition of, or otherwise in connection with, or resulting from any action, suit or other proceeding, whether civil, criminal, administrative or investigative, before any court or administrative, legislative or investigative body, in which such person may be or may have been involved as a party or otherwise or with which such person may be or may have been threatened, while in office or thereafter, by reason of his or her being or having been such an Officer or Trustee, or by reason of any action taken or not taken in any such capacity; except that no indemnification shall be provided with respect to any matter as to which such person shall have been finally adjudicated by a court of competent jurisdiction to have acted willfully and maliciously, and without the reasonable belief that his or her action was in the best interests of the Congregation. Expenses, including but not limited to counsel fees and disbursements, so incurred by any such person in defending any such action, suit or proceeding, shall be paid from time to time by the Congregation in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of the person indemnified to repay the amounts so paid if it shall ultimately be adjudicated that indemnification of such expenses is not authorized hereunder, which undertaking shall be accepted without reference to the financial ability of such person to make repayment. Promptly after becoming aware of any claim, demand or other action giving rise to a claim for indemnification under this

Article 13, each party indemnified hereunder shall advise the Congregation's President of the existence of such claim, demand or action.

Section 13.2 Settlements. As to any matter disposed of by settlement by any such person, pursuant to a consent decree or otherwise, no such indemnification either for the amount of such settlement or for any other expenses shall be provided unless such settlement shall be approved as in the best interests of the Congregation, after notice that it involves such indemnification, (a) by vote of a disinterested majority of the whole Board of Trustees then in office, or (b) by vote of a majority of the Board of Trustees then in office but only (in the case of (b)) if the Board of Trustees shall have been furnished with an opinion of independent legal counsel to the effect that such settlement is in the best interests of the Congregation and that such person appears not to have acted willfully and maliciously, and without the reasonable belief that his or her action was in the best interests of the Congregation. No such approval shall prevent the recovery from any such Officer or Trustee of any amounts paid to such person or on his or her behalf as indemnification in accordance with the preceding sentence if such person is subsequently adjudicated by a court of competent jurisdiction to have acted willfully and maliciously, and without the reasonable belief that his or her action was in best interests of the Congregation.

Section 13.3 Employees and Agents. By the same procedures set forth in Sections 13.1 and 13.2 above, the Board of Trustees may vote to extend indemnification provisions substantially similar to those rights and subject to those limitations described in Sections 13.1 and 13.2 to employees or agents of the Congregation who are not Officers or Trustees or to persons serving at the Congregation's request as Officers, trustees, employees or agents of another organization or in a capacity with respect to any employee benefit plan.

Section 13.4 Nonwaiver of Other Rights. The right or grant of indemnification hereby provided shall not be exclusive of or affect any other rights to which any Officer, Trustee, employee or agent may be entitled or which may lawfully be granted to such person.

Section 13.5 Insurance. By action of the Board of Trustees, notwithstanding any interest of the Trustees in such action, the Congregation may purchase and maintain insurance, in such amounts as the Board of Trustees may from time to time deem appropriate, on behalf of any person who is or was an Officer, Trustee, employee or agent of the Congregation or who is or was serving at the request of the Congregation as an Officer, Trustee, employee or agent of another organization, against any liability incurred by such person in any such capacity, or arising out of his or her status as such, whether or not the Congregation would have the power to indemnify such person against such liability.

Section 13.6 Definitions. As used in this Article 13, the terms "Officer," "Trustee," "officer", "trustee", "employee" and "agent" include their respective executors, administrators and other legal representatives; an "interested" person is one against whom an action, suit or other proceeding on the same or similar grounds is then

or had been pending or threatened; and a “disinterested” person is a person against whom no such action, suit or other proceeding is then or had been pending or threatened.

Section 13.7 Personal Liability. The Trustees and Officers of the Congregation shall not be personally liable for any debt, liability or obligation of the Congregation. All persons or entities extending credit to, contracting with, or having any claim against the Congregation may look only to the funds and property of the Congregation for the payment of any such contract or claim, or for the payment of any debt, damages, judgment or decree, or of any money that may otherwise become due or payable to them from the Congregation.

ARTICLE 14. GENERAL AND MISCELLANEOUS

Section 14.1 Fiscal Year. The fiscal year of the Congregation shall be from each July 1 to the next June 30, unless changed by the Board of Trustees.

Section 14.2 Gender. The use of the masculine form in these by-laws shall be deemed to include the feminine and vice versa.

Section 14.3 Robert’s Rules of Order. Except as otherwise provided in these by-laws, meetings of the Board of Trustees and of members of the Congregation shall be conducted in accordance with Robert’s Rules of Order, as in effect from time to time.

Section 14.4 Execution of Instruments; Receipt and Disbursement of Funds. Except as otherwise provided in these by-laws or as the Board of Trustees may generally or in particular cases authorize, all instruments, documents, deeds, leases, transfers, contracts, bonds, notes, checks, drafts and other obligations made, accepted or endorsed by the Congregation shall be signed by (a) the President, (b) a Vice President; (c) the Treasurer; or (d) the Secretary. Facsimile signatures may be used in the manner and to the extent authorized generally or in particular cases by the Board of Trustees. The Board of Trustees may designate an Officer, Trustee or employee of the Congregation who, in addition to or instead of the Treasurer, shall be authorized to receive and receipt for all monies due and payable to the Congregation from any source whatever, to endorse for deposit checks, drafts, notes, or other negotiable instruments, and to give full discharges and receipts therefor. Funds of the Congregation may be deposited in such bank or banks or with such other entities as the Board of Trustees may from time to time designate.

Section 14.5 Custodian and Other Agents. The Board of Trustees shall have power in its discretion, from time to time, (a) to employ a bank or trust company or brokerage firm as custodian of any funds or securities of the Congregation and to delegate to such custodian such powers as it may deem appropriate, including the power to make payments from and execute checks drawn on the funds of the Congregation; (b) to employ clerks, accountants, legal counsel, investment counsel and any special services and to delegate the power to make investment changes on a discretionary basis; and (c) to pay compensation for any expenses of all such services. Each such custodian, employee or agent shall retain his or her authority at the pleasure of the Board of Trustees.

Section 14.6 Voting of Securities. Except as the Board of Trustees may otherwise designate or require, the President may appoint any person or persons, with or without power of substitution, to act as proxy or attorney-in-fact for the Congregation at any meeting of stockholders of any other entity, the securities of which may be held by this Congregation.

Section 14.7 Conflict of Interest. Except as otherwise provided by law, in the Congregation's Articles of Organization or in such policies as may be adopted by the Board of Trustees, (i) no contract or other transaction of the Congregation shall, in the absence of fraud, be affected or invalidated by the fact that any Trustee or Officer of the Congregation (or any entity of which the Trustee or Officer may be a Trustee, Officer, stockholder, member, employee or agent) may be a party to or may have an interest (pecuniary or otherwise) in, any such contract or other transaction, and (ii) any member of the Board who has a financial, personal, or official interest in, or conflict (or appearance of a conflict) with any matter, contract or transaction pending before the Board of such nature that it prevents or may prevent that member from acting on the matter in an impartial manner, will offer to the Board to voluntarily excuse himself with regard to such matter, and refrain from discussion and voting thereon.

Section 14.8 Compensation. No Trustee, Officer or member shall receive compensation for serving as such. Trustees, Officers and members may be reimbursed for reasonable expenses properly incurred in connection with the affairs of the Congregation. The Board of Trustees shall determine the salary or other compensation of each employee or agent of the Congregation.

Section 14.9 Amendments. These by-laws may be amended, in whole or in part, only in accordance with the following procedure:

14.9.1 Proposal of Amendment. Amendments to these by-laws may be proposed by (a) the Board of Trustees, upon the vote of a majority of the members of the Board of Trustees attending a meeting at which such proposal is offered; or (b) by a petition submitted by thirty-five or more members of the Congregation.

14.9.2 Members Approval (exclusive of amendment to Sections 2.1 and 2.2). Upon approval of a proposed amendment (exclusive of a proposed amendment of Section 2.1 or 2.2) by the Board of Trustees pursuant to Section 14.9.1 above, the proposed amendment shall be approved by affirmative vote of at least two-thirds of the members present and voting at the next annual meeting of members of the Congregation (or, if the Board of Trustees deems it desirable, at a Special Meeting of members of the Congregation called for such purpose), notice of which meeting shall include notice of, and a copy of, the proposed amendment. Notwithstanding the foregoing, no approval of the members shall be required hereunder with respect to any amendment which is approved by at least two-thirds of the Board of Trustees and which relates solely to the revision of Article 7 to add or delete one or more Committees of the Board or (b) to modify the

composition or powers or duties of one or more Committees of the Board.

14.9.3 Members Approval of Amendment to Sections 2.1 or 2.2. Upon approval of a proposed amendment of existing provisions of Section 2.1 or 2.2 by the Board of Trustees pursuant to Section 14.9.1 above, the proposed amendment shall be approved by affirmative vote of at least three-fourths of the members present and voting at an Annual Meeting or a Special Meeting of the members of the Congregation called for such purpose (at which one-half or more of the membership is present), notice of which meeting shall include notice of and a copy of the proposed amendment.

14.9.4 Scope of Amendment. Each amendment approved by the Board of Trustees and the members pursuant to this Section 14.9 shall be within the scope of the description included in the notice of the meetings at which such approval is given.