

**BY-LAWS OF
TEMPLE SHAARAY TEFILA**
As Amended June 2018

ARTICLE I

Purpose

To promote the fundamental and enduring principles of Judaism and to ensure the continuity of the Jewish people; to provide our membership with an opportunity to cultivate an understanding of and love for our Jewish heritage through communal worship of God, Jewish education and assembly; and to apply the principles and values of Reform Judaism in the conduct of our daily lives. The Congregation shall be known either as "TEMPLE SHAARA Y TEFILA" or as "CONGREGATION SHAARAY TEFILA".

ARTICLE II

Membership in the Congregation

Section 1. Eligibility for Membership:

(a) We extend membership to any person eighteen (18) years of age or older who is Jewish or chooses to worship in the Jewish faith (an "Eligible Member"). The unit of membership is individual or family.

(b) Individual membership is open to any Eligible Member.

(c) Family membership is open to: (i) any Eligible Member and his/her single children age twenty-six (26) or younger who are dependent and/or living in his or her household ("Single Adult Family Unit"); (ii) two (2) adults, at least one of whom is an Eligible Member, who are married or domestic partners who are economically and emotionally committed to each other and their single children, if any, age twenty-six (26) or younger who are dependent and/or living in their household ("Dual Adult Family Unit"); or (iii) any Family Unit, if due to death, divorce, or other termination of the Family Unit there is no longer an adult Eligible Member. Any person described in Section 1(b) or (c) is a member of the Congregation ("Member").

Section 2. Application for Membership: Any Eligible Member who desires to become a Member of the Congregation shall submit a written membership application which shall be considered in accordance with policies and procedures established by the Board of Trustees. If the application is accepted, the applicant shall become a Member and be bound by these By-Laws, any amendments thereof, and all regulations adopted by the Congregation or the Board of Trustees, and shall annually pay dues and assessments as may be properly levied. Payment of dues and assessments shall not apply to Honorary Memberships.

Section 3. Good Standing: A Member shall be in good standing if the Member is current in satisfying all of his/her financial commitments to the Congregation. The Board of Trustees may from time to time impose additional requirements on Members to remain in good standing and approve conditions for suspension of membership.

Section 4. Rights and Privileges: All Members in good standing are welcome to share in the life of the Congregation and are entitled to all of the rights and privileges of membership.

Section 5. Honorary Membership: "Honorary Membership" may be bestowed by the Board of Trustees upon persons who have rendered outstanding service to the Congregation or to Judaism. They shall enjoy all the privileges of regular membership, without the right to vote or be counted toward a quorum and without any obligation to pay dues or assessments as a condition of said membership.

Section 6. Right to Vote: Each membership unit (individual or family) which is in good standing, other than Honorary Members, is entitled to cast one (1) vote at meetings of the Congregation for matters upon which the Congregation is entitled to vote.

Section 7. Votes By Proxy: Every membership unit (individual or family) which is in good standing, other than Honorary Members, and is entitled to cast one (1) vote at a meeting of the Congregation may vote by proxy, unless otherwise prohibited by these By-Laws.

Section 8. Membership Classification: The Board of Trustees shall have authority, from time to time, to create classifications of membership with such rights and privileges as it shall deem advisable, but it shall not restrict the right to vote for any class of membership so created other than Honorary Membership.

Section 9. Dues, Assessments, and Other Fees: Every Member shall pay the dues, assessments, and other fees as determined by the Board of Trustees.

ARTICLE III

Meetings of the Congregation

Section 1. Annual Meeting: The Annual Meeting of the Congregation shall be held on that day in the month of May or June in each year or such other date as is fixed by the Board of Trustees. The meeting shall take place at the Temple or at such other place in the City of New York as may be fixed by the Board of Trustees. The officers, Trustees and members of the Nominating Committee elected at said meeting shall take office at the commencement of the next fiscal year.

Section 2. Special and Emergency Meetings: Special Meetings of the Congregation may be called by the President at his or her discretion or shall be called by the President upon the written request of either one quarter (1/4) of the Trustees or by one hundred (100) membership units. Emergency Meetings of the Congregation may be called by the President at his or her discretion or shall be called by the President upon the vote of a majority of all of the members of the Board of Trustees taken at a regularly scheduled meeting or a meeting duly called for such purpose.

Section 3. Notice of Meetings/Waiver of Notice:

(a) Annual Meeting: Notice of the Annual Meeting to the Congregation shall be given by the Secretary at least thirty (30) days but not more than sixty (60) days prior to the Annual Meeting. The notice for the Annual Meeting shall contain the names of the candidates for election as officers, Trustees and members of the Nominating Committee. In the event an alternate slate of candidates is proposed by Members subsequent to the issuance of the notice of Annual Meeting, an amended notice of meeting containing all of the candidates shall be promptly sent in the same manner as required for the original notice of meeting.

(b) Special Meetings: For a Special Meeting of the Congregation, the Secretary shall give notice of the time and place no less than thirty (30) nor more than sixty (60) days before the appointed day. The notice of a Special Meeting shall state the nature of the business to be transacted thereat, which shall be the sole business conducted at such Special Meeting.

(c) Emergency Meetings: Notice of an Emergency Meeting of the Congregation shall be given by the Secretary at least forty-eight (48) hours prior to such Emergency Meeting. The notice of an Emergency Meeting shall state the nature of the business to be transacted thereat, which shall be the sole business conducted at such Emergency Meeting.

(d) Form of Notice: Notice required by these By-Laws may be given personally or sent by mail, facsimile transmission, electronic mail or other means of data transmission at the Member's address as it appears on the books and records of the Congregation.

(e) Waiver of Notice: Any failure to provide proper notice of any meeting shall be deemed to be waived by any Member who (i) attends such meeting without protesting the failure to provide notice at the commencement of such meeting, (ii) provides a written or electronic waiver of notice before or after such meeting; or (iii) fails to object to such failure within ten (10) days following such meeting.

Section 4. Quorum, Voting and Adjournments: One Hundred (100) Members or ten (10%) percent of the total units of membership, whichever is less, attending in person or by proxy, shall constitute a quorum for all meetings of the Congregation. At each meeting of the Congregation, each membership unit present in person or by proxy shall be entitled to one (1) vote. Provided that a quorum is present, by person or proxy, an action may be taken by the membership by majority vote. In the case of a vote for Trustees, officers or members of the Nominating Committee, a plurality shall determine the election of such of Trustees, officers or members of the Nominating Committee. In the absence of a quorum, a majority of the Members present in person or by proxy may adjourn the meeting for a later date and time (the "Replacement Meeting"). If the time and place for the Replacement Meeting is announced at the original meeting, notice of the Replacement Meeting shall not be required. Any meeting at which a quorum is present may be adjourned in the same manner. Only business which may have been transacted at the original meeting may be transacted at the Replacement Meeting.

Section 5. Proxies: The Board of Trustees may determine whether to suspend proxy voting for any Special or Emergency Meeting, which suspension must be set forth in the notice of such Special or Emergency meeting. Unless proxy voting is suspended, any membership unit

shall be permitted to vote by proxy at any meeting. Proxies shall be in writing duly signed by the Member or such Member's authorized agent (including but not limited to by facsimile signature) but need not be acknowledged or witnessed, or must be sent by email and able to be reasonably determined to have been sent by such Member. The person named as proxy must be a Member of the Congregation. The Secretary shall vote each such proxy as directed therein. Each proxy shall be revocable by the Member submitting it, and no proxy shall be valid after the applicable meeting.

Section 6. Order of Business: The order of business of the Annual Meeting shall be as follows: President's Report; Treasurer's Report; election of Trustees, officers and members of the Nominating Committee; 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. No new business will be conducted at any Annual Meeting unless the notice requirements for special meetings set forth in Section 3. of this Article have been complied with.

ARTICLE IV

Board of Trustees

Section L Number: The Board of Trustees shall consist of at least twenty-four (24) and not more than thirty-two (32) Eligible Members of the Congregation, including officers, as shall be determined from time to time by resolution adopted by a vote of the majority of the entire Board of Trustees, provided that no reduction in the size of the Board of Trustees shall shorten the term of any then acting Trustee. The Board of Trustees shall be classified so that the terms of one-third (1/3) of the total number of such Trustees (or as near thereto as practicable) shall expire in successive years. The Board of Trustees may, from time to time, invite any auxiliary organization of the Congregation to send a representative to attend any regular or special meeting of the Board of Trustees other than a meeting or session of the Board of Trustees called for executive purposes. No such representative shall have the right to vote at any meeting of the Board of Trustees or to be counted toward a quorum.

Section 2. Election: Every Trustee shall at all times be an Eligible Member in good standing. The Trustees shall be elected, and shall serve, for terms of three (3) fiscal years or until their successors take office. No Trustee, who is not an officer, who has served for six (6) consecutive fiscal years shall be eligible for re-election for one (1) fiscal year next following the expiration of such sixth (6th) consecutive year unless such Trustee shall be elected to any office of the Congregation described in Article V for such fiscal year. Any Trustee who has been elected to any office of the Congregation described in Article V of these By-Laws shall serve for such time as prescribed by Article V, Section 2. and, upon conclusion of his or her time in office, shall be eligible for election and service as a Trustee for up to an additional term of three (3) fiscal years, or until his or her successor takes office. An Eligible Member of the Congregation shall be nominated for election as Trustee either (a) by written instrument signed by not less than twenty (20) Members of the Congregation in good standing and filed with the Secretary not less than three (3) weeks prior to the date fixed for the Annual Meeting of the Congregation or (b) by the Nominating Committee and filed with the Secretary not less than five (5) weeks prior to the date fixed for the Annual Meeting of the Congregation. The report of the Nominating Committee

setting forth the nominations for Trustees shall be included in the notice to Members of the Annual Meeting.

Section 3. Quorum: A majority of the Board of Trustees shall constitute a quorum for the transaction of all business except as otherwise set forth herein.

Section 4. Vacancies: The Board of Trustees may fill any vacancy on the Board of Trustees, however occurring, by a vote of the majority of the entire Board of Trustees. A Trustee or Trustees so elected to fill a vacancy shall serve until the next annual meeting of the Congregation, when a successor Trustee or successor Trustees shall be elected for the unexpired term or terms applicable to such vacancy or vacancies. Time spent filling such vacancy shall, beginning on the first day of the next fiscal year following the filling of such vacancy, be counted toward the term limitations set forth in Section 2 of this Article.

Section 5. Meetings: The Board of Trustees shall schedule regular meetings not less than ten (10) times per year. Special meetings may be called by the President at his or her discretion upon forty-eight (48) 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 one quarter (1/4) of the 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 one (1) regularly scheduled meeting may be cancelled during any fiscal year absent extraordinary circumstances.

Section 6. Resignation and Removal: The Board of Trustees may suspend any Trustee for cause pursuant to Article IV, Section 8(c) and Article X hereof. Any Trustee absent for three (3) Successive meetings of the Board of Trustees may be removed by the Board of Trustees. Any Trustee may resign by giving notice to the President of such resignation.

Section 7. Annual Financial Requirements (Budget): The Board of Trustees shall, upon the advice of the Finance Committee and Treasurer, consider and recommend a budget of the Congregation's financial requirement for the next following fiscal year, to the Congregation at its annual meeting.

Section 8. Board Action, Duties, and Powers: Unless otherwise provided by these By-Laws, an act of the Board of Trustees occurs when action is taken at a meeting of the Board of Trustees by vote of a majority of the Trustees present at the time of the vote, if a quorum is present at such time. The Board of Trustees shall have ultimate authority regarding all matters of the Congregation except for matters reserved for the Congregation pursuant to these By-Laws or the laws of the State of New York. The Board of Trustees shall be responsible for the Congregation's strategic planning as well as establishing the Congregation's Mission and Vision which shall support and advance the Purpose clause found in Article I. The Board of Trustees shall have charge of the property and temporal affairs of the Congregation and shall take such action as shall, in its judgment, ensure the financial health of the Congregation and 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. The Board of Trustees shall, in addition have the following powers and duties:

(a) it shall have the power, with a quorum present, upon a vote of two-thirds (2/3) of those present to make contributions and 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 and which contributions and gifts shall not exceed One Thousand (\$1,000.00) Dollars unless consented to by two-thirds (2/3) of the entire Board of Trustees, in which event the aggregate of gifts during any fiscal year shall not exceed Ten Thousand (\$10,000.00) Dollars;

(b) the Board of Trustees shall have the power to deposit funds of the Congregation in the name of the Congregation as the Board of Trustees may, from time to time, designate and shall only withdraw therefrom upon checks, drafts or other instruments for the payment of money, executed in accordance with the resolutions of the Board of Trustees, and upon the basis of proper vouchers. All checks shall be signed by at least two (2) officers, unless the Board of Trustees by a majority vote of its membership determines otherwise;

(c) the Board of Trustees shall have the power by a two-thirds (2/3) vote of the entire Board of Trustees, acting in accordance with the provisions of Article X of these By-Laws, to suspend any Member, officer, Trustee, member of the Nominating Committee, employee, Rabbi or Cantor of the Congregation;

(d) the Board of Trustees shall assess the dues requirements for each class of membership. A reduction or remission of dues may be authorized by the Executive Director/Administrator together with a special committee, if any, appointed by the President, which serves at the pleasure of the Board of Trustees. The Executive Director or the special committee, as the case may be, shall provide to the Board of Trustees a summary report on how it has exercised such authority. Anything contained herein to the contrary notwithstanding, the principles of strict confidentiality shall have priority over any requirement of the Board of Trustees to disclose the name or specific circumstances of the Members seeking reduction or remission; and

(e) the Board of Trustees shall have the power, with a quorum present, to approve the renewal of employment contracts for the Rabbis, Cantors, and Executive Director upon a vote of two-thirds (2/3) of the Board of Trustees present at such meeting, subject to Article VII, Section 4.

Section 9. Employees: All of the Congregation's employees are subject to the direction, and serve at the pleasure of, the Board of Trustees.

Section 10. Chairperson of the Board of Trustees: The Board of Trustees may appoint one of their number as Chairperson of the Board of Trustees at the first meeting of the Board of Trustees, or whenever such action is deemed necessary after the commencement of the fiscal year, to serve until the end of the fiscal year, by the concurring votes of a majority present at a meeting of the Board of Trustees so long as there is a quorum. The Chairperson of the Board of Trustees shall be vested with such duties, powers and authority as shall be determined from time to time by the Board of Trustees.

Section 11. Honorary Trustees: The Congregation may elect any person described in Article II, Section 5. who has been nominated by the Board of Trustees as an "Honorary Trustee," without the power to vote at Board of Trustees meetings nor be counted toward a quorum. An Honorary Trustee will be invited to Board of Trustees meetings for five (5) years following election as such, but may retain the title of Honorary Trustee indefinitely.

Section 12. Action by Unanimous Consent: Any action required or permitted to be taken by the Board of Trustees, or any committee thereof, may be taken without a meeting if all members of the Board of Trustees or committee authorize the action in writing, which writing may include email or other writing delivered by electronic means.

Section 13. Attendance by Conference Call: Any Trustee, with prior consent from the President or Executive Director, may participate in a meeting of such Board of Trustees or committee by means of a conference telephone or similar communications equipment which 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. Participation or voting at Board of Trustees or Committee meetings via electronic mail is not permitted, but unanimous consents may be obtained by use of electronic mail.

Section 14. No Compensation: Trustees shall receive no compensation for their services as Trustees.

ARTICLE V

Officers

Section I. Officers Designated: All officers of the Congregation shall be members of the Board of Trustees. The officers of the Congregation shall be a President or two (2) Co-Presidents (when such office is filled pursuant to Section 5. below and subject to the terms thereof), no more than four (4) Vice Presidents, one of whom may, but need not, be an Executive Vice-President, a Secretary, a Treasurer and such other officers as may be designated by the Board of Trustees.

Section 2. Election and Removal: An Eligible Member shall be nominated for election to the post of President, Executive Vice President, Vice President, Treasurer or Secretary either (i) by written instrument signed by not less than twenty (20) Members of the Congregation in good standing and filed with the Secretary not less than three (3) weeks prior to the date fixed for the Annual Meeting or (ii) by the Board of Trustees and filed with the Secretary not less than five (5) weeks prior to the date fixed for the Annual Meeting. The report of the Board of Trustees as to such nominations shall be included in the notice to Members of the Annual Meeting. All officers shall be elected at the Annual Meeting of the Congregation. The officers (other than the President and the Executive Vice-President) shall be elected for a term of two (2) consecutive fiscal years, or until their successors take office. No elected officer who has served for four (4) consecutive fiscal years shall be eligible for re-election to any office other than (i) Executive Vice-President, which is limited to a single one (1) year term and (ii) President, which is limited to a single three (3) year term, except in extraordinary circumstances as determined by the Board of Trustees when it would serve the best interests of the

Congregation. The Board of Trustees may suspend any officer for cause pursuant to Article IV, Section 8(c) and Article X hereof. Any officer may resign by giving written notice to the President of such resignation, or, in the case of the President's resignation, by giving notice to any officer. An officer's resignation shall be effective upon delivery unless otherwise specified in the resigning officer's resignation notice.

Section 3. Vacancies: In case of a vacancy in the office of the President, the Chairperson of the Board of Trustees shall immediately succeed to the office and discharge the functions of the office until the next meeting of the Board of Trustees. At such meeting, the Executive Vice President or, if the Executive Vice President is absent or unable to perform the functions of the President or if such office is otherwise vacant, one or more of the Vice Presidents shall be designated by the Board of Trustees as President for the balance of the term or until a successor is elected and takes office. In the event of vacancy in any other elective office of the Congregation, the Board of Trustees shall designate a member of the Board of Trustees to serve in that office for the balance of the term or until a successor is elected and takes office. An officer's time spent filling such vacancy shall, beginning on the first day of the next fiscal year following the filling of such vacancy, be counted toward the applicable term limitations.

Section 4. Duties of President, Executive Vice President and Vice Presidents: The President or, in his or her absence, the Executive Vice President or, in his or her absence or if no Executive Vice President is in office, a Vice President shall preside at meetings of the Congregation and of the Board of Trustees. The presiding officer shall not vote at such meeting except to break a tie. The President or in his or her absence an officer or the Executive Director/Administrator duly designated by the Board of Trustees shall sign all deeds, contracts and other documents to be executed for and on behalf of the Congregation. The President shall enforce the By-Laws of the Congregation, carry into effect all resolutions of the Board of Trustees and of the Congregation, and generally perform such other duties of the office as the Board of Trustees shall determine from time to time. The President shall be a member ex-officio of all committees of the Congregation without the right to vote at said meetings, except that he or she may vote as a member of the Executive Committee. In the event of the absence of the President, the Executive Vice President or, if the Executive Vice President is absent or if no Executive Vice President is in office, one or more of the Vice Presidents selected by the Board of Trustees shall temporarily exercise the power and discharge the duties of the President until the end of such absence. The Executive Vice President and the Vice Presidents shall perform such duties as may be assigned to them from time to time by the President and/or the Board of Trustees. It is intended that the Executive Vice President shall be next in line to be President and that the purpose of the one (1) year term of the Executive Vice President, which shall be for the last year of the President's term, is to enable the Executive Vice President to gain knowledge and to ensure a smooth transition.

Section 5. Co-Presidents:

(a) The Board of Trustees shall have the authority, upon majority vote of the entire Board of Trustees, to declare that the office of President will be filled by two (2) individuals who shall serve as Co-Presidents. Upon such declaration, the two (2) individuals will remain in office as Co-Presidents under these By-Laws, subject to all of the terms and provisions herein until the next regularly scheduled election of officers at which time the Board of Trustees shall determine

whether or not it shall continue to have two (2) individuals serve as Co-Presidents. If the Board of Trustees declares that the office of President is to be filled hereunder with two (2) Co-Presidents, then two (2) individuals shall be elected to such office in the manner provided for in Section 2. above.

(b) The duties, obligations and authority of the Co-Presidents shall be equal and in all respects identical to that of the President as provided in Section 4. above except as the Board of Trustees may specifically provide pursuant to this Section 5. (b) and Section 4. above. In the event of the absence of one of the individuals holding the office of Co-President, or vacancy in the office of Co-President, the remaining Co-President shall perform and have all of the duties, obligations and authority as the President would have as set forth in Section 4. above as if there were no Co-President or until such vacancy is filled as provided in Section 3. above. In the event of any disagreement between the Co-Presidents with respect to their respective duties, obligations or authority, then in such event the Board of Trustees shall specify which Co-President has a specific duty, obligation or authority. Subject to the provisions of this Section 5., the act of either Co-President shall be deemed to be the act of both Co-Presidents. Any reference in these By-Laws to the President shall be deemed to likewise apply to the Co-Presidents when such office is filled by two (2) individuals under this Section 5.

Section 6. Duties of Treasurer: The Treasurer shall confirm that the staff is keeping a correct account of all receipts and expenditures which shall at all times be open to the inspection of the Trustees and of the Finance Committee. He or she shall have custody of all the books, documents and vouchers pertaining to the office and all the securities belonging to the Congregation, subject, at all times, to examination of the Board of Trustees and any member of the Finance Committee. The Treasurer shall be responsible for and direct the collection of all dues and assessments and all other monies which shall from time to time be payable to the Congregation. He or she shall deposit, or cause the deposit of, the funds of the Congregation in its name in such banks, trust companies or other financial institutions as shall be designated by the Board of Trustees. Subject to its direction, the Treasurer shall be responsible to invest, or cause to invest, such funds as are held in trust by the Congregation or which belong to it in securities and investments in which a trustee may invest under the laws of the State of New York. The Treasurer shall serve as Chairperson of the Finance Committee.

Section 7. Duties of Secretary: The Secretary shall have such duties as the President or the Board of Trustees may determine from time to time. He or she shall have custody of the seal of the Congregation and shall generally perform all duties pertaining to the office.

Section 8. Appointment of Additional Interim Officers: The Board of Trustees may appoint such other officer or officers as may be necessary, to hold office until the next Congregational election, at the pleasure of the Board of Trustees, and to perform such duties as may be delegated to them from time to time by the Board of Trustees. Any such additional officers shall not be members of the Executive Committee, unless designated as members of the Executive Committee by the Board of Trustees.

Section 9. Honorary Officers: The Board of Trustees may elect any officer who has completed a term of office, or any member who has rendered outstanding service, and who has been nominated by the Board of Trustees, as an "Honorary Officer." An Honorary Officer shall

not have the power to vote at Board of Trustees or Executive Committee meetings nor to be counted toward a quorum. An Honorary Officer will be invited to Board of Trustees meetings for five (5) years following election as such, but may retain the title of Honorary Officer indefinitely.

ARTICLE VI

Nominating Committee

Section 1. Number: The Nominating Committee shall consist of nine (9) Members, of which no more than three (3) Members shall be elected at each Annual Meeting. No person shall be qualified to succeed him or herself as a member of the Nominating Committee. The majority of the members of the Nominating Committee shall be members of the Board of Trustees. The President, Senior Rabbi and Executive Director shall serve as non-voting members of the Nominating Committee. No member of the Nominating Committee may be nominated for service as a Trustee while a member of the Nominating Committee.

Section 2. Election, Removal and Resignation: A Member shall be nominated for election as a member of the Nominating Committee either (i) by written instrument signed by not less than twenty (20) Members of the Congregation in good standing and filed with the Secretary not less than three (3) weeks prior to the date fixed for the Annual Meeting of the Congregation or (ii) by the Nominating Committee and filed with the Secretary not less than five (5) weeks prior to the date fixed for the Annual Meeting of the Congregation. The report of the nominations of the Nominating Committee shall be transmitted with the notice to Members of the Annual Meeting of the Congregation. The members of the Nominating Committee shall be elected at the Annual Meeting of the Congregation and shall serve for a term of three (3) years, or until their successors take office. The Board of Trustees may discipline any member of the Nominating Committee for cause under Article IV, Section 8(c) and Article X. Any member of the Nominating Committee may resign by giving notice to the President of such resignation.

Section 3. Quorum and Action: Six (6) voting members of the Nominating Committee shall constitute a quorum. An act by the Nominating Committee shall take effect upon a **majority votes of those Committee members present so long as a quorum exists.**

Section 4. Vacancy: In case of a vacancy in the Nominating Committee, the Board of Trustees shall appoint a Member to fill the vacancy for the balance of the unexpired term, or until his or her successor is duly elected and takes office, which successor term shall, beginning on the first day of the next fiscal year following the filling of such vacancy, count against the applicable term limits.

Section 5. Meetings: The Nominating Committee shall meet at least once in each fiscal year. The Nominating Committee shall elect at its annual meeting a committee chair who shall serve for no more than two (2) fiscal years or until his or her successor is elected and takes office. In the absence of such a chair, the President, or, in his or her absence, one of the Vice Presidents, shall preside at all meetings of the Nominating Committee.

Section 6. Potential Trustees: Prior to a scheduled Nominating Committee meeting, the President shall advise the Nominating Committee and the Board of Trustees in writing of the

number of Trustee positions which will be the subject of the elections at the next Annual Meeting of the Congregation, and whether or not sitting Board of Trustees members, who have not reached the term limit set down herein, are seeking re-election. The Temple communications for the months of December and January shall carry notice that the Nominating Committee is about to meet and that any Member of the Congregation may submit recommendations for nominations as Trustees by sending recommendations in writing to the Nominating Committee at the Temple office.

ARTICLE VII

Rabbi, Associate or Assistant Rabbi and Cantors

Section 1. Employment of the Rabbis and Cantors: Candidates for the position of Rabbi, Associate or Assistant Rabbi, Cantor, or Associate or Assistant Cantor, (pulpit clergy hereafter referred to as "Clergy") shall be interviewed by the Board of Trustees, or such committee as it may designate for such purpose. Upon the recommendation of the Board of Trustees, Senior or Solo Rabbi and Senior or Solo Cantor shall be elected to such position by a majority vote of the Members present at either the Annual Meeting of the Congregation or at a Special Meeting called for that purpose. The right to elect Clergy for positions other than Senior or Solo Rabbi or Cantor, such as Assistant or Associate Rabbi, shall be reserved for the Board of Trustees, which election becomes effective by a two-thirds (2/3) vote of the Board of Trustees present at a meeting called for such purpose at which a quorum is present. Each Clergy member shall be employed upon such terms and conditions as are mutually satisfactory to such Clergy member and the Board of Trustees.

Section 2. Duties: The Clergy shall perform such reasonable and necessary duties and functions as are customary and usual in their respective callings and such other duties and functions as the Board of Trustees may otherwise reasonably require.

Section 3. Suspension or Removal: Clergy may be suspended or removed by the Board of Trustees for disciplinary reasons pursuant to Article IV, Section 8(c) and for the reasons set forth in Article X of these By-Laws.

Section 4. Renewal of Contract: The determination to renew the employment contract of Clergy shall be reserved exclusively for the Board of Trustees and effective upon the vote of two-thirds of the Board of Trustees present at a meeting called for such purpose at which a quorum is present.

ARTICLE VIII

Committees

Section 1. Board of Trustees Committees:

(a) The Board of Trustees, by resolution adopted by majority vote of the entire Board of Trustees, may establish solely from among the Trustees committees of the Board of Trustees ("Board of Trustees Committees") including but not limited to an Executive Committee, Audit Committee, and Finance Committee to serve at the pleasure of the Board of Trustees.

Notwithstanding the foregoing, if the Board of Trustees shall consist of thirty (30) or more members, appointment to the Executive Committee shall be made by at least three-quarters (3/4) of the Trustees present at the time of the vote, if a quorum is present at that time. Any member of a Board of Trustees Committee who is not a Trustee shall serve only in an advisory capacity and shall have no voting rights. The President shall be an ex-officio voting member of all Board of Trustees Committees.

(b) Unless otherwise provided herein, a majority of members of a Board of Trustees Committee shall constitute a quorum. An act by the Board of Trustees Committee shall take effect upon a majority votes of those Committee members present so long as a quorum exists.

(c) These Board of Trustees Committees shall have and exercise such power and authority as the Board of Trustees specifies and as mandated or permitted by law, provided that no Board of Trustees Committee shall have authority as to the following matters: (i) submission to Members of any action requiring Members' approval under applicable law; (ii) the filling of vacancies on the Board of Trustees or on any committee; (iii) the fixing of compensation for Trustees for serving on the Board of Trustees or on any committee; (iv) the amendment or repeal of these By-Laws or the adoption of new By-Laws; (v) the amendment or repeal of any resolution of the Board of Trustees which by its terms shall not be amendable or so appealable; (vi) the election or removal of Trustees or officers; (vii) the adoption of a resolution recommending to the Board of Trustees action on the sale, lease, exchange or other disposition of all or substantially all of the assets of the Congregation or, if there are no Members entitled to vote, the authorization of such transaction; and (viii) the approval of amendments to the Certificate of Incorporation.

Section 2. Executive Committee

(a) The purpose of the Executive Committee is to provide day-to-day governance and oversight for the Congregation. The Executive Committee shall be a Board of Trustees Committee and shall have jurisdiction over the management, maintenance and operation of the affairs of the Congregation between meetings of the Board of Trustees, shall act on any and all management issues, day-to-day personnel issues or other matters appropriate for the lay leadership and shall be responsible for such other duties and authority as may be granted to it by the Board of Trustees. The Executive Committee shall have authority, in cooperation with the President, for assuring that the Board of Trustees has the necessary information required for its decision making and the fulfillment of its duties. The Executive Committee shall assist the President in providing oversight and advice to the other committees, task forces, planning groups and working groups of the Congregation. The Executive Committee shall also serve as an advisory council to the President and can serve as a preliminary forum for discussion of issues that might come before the Board of Trustees. The Executive Committee shall include all officers of the Congregation and shall meet not less than ten (10) times per year at the call of the President. The President shall preside at the meetings of the Executive Committee.

(b) The Executive Committee shall keep minutes of each meeting and shall report regularly to the Board of Trustees

Section 3. Audit Committee:

(a) The Audit Committee shall be a Board of Trustees Committee comprised solely of members of the Board of Trustees who are "independent directors" within the meaning of Section 712-a of the New York Not-For-Profit Corporation Law. The Audit Committee shall oversee the accounting and financial reporting processes of the Congregation and the audit of the Congregation's financial statements. The Audit Committee shall annually retain or renew the retention of an independent auditor to conduct the audit and, upon completion thereof, review the results of the audit and any related management letter with the independent auditor.¹

(b) The Audit Committee shall maintain minutes of its meetings. Maintaining minutes of the Audit Committee's meetings is important in demonstrating that the Audit Committee exhibits appropriate oversight.

Section 4. Finance Committee

(a) The Finance Committee shall be a Board of Trustees Committee.

(b) The Finance Committee shall propose the budget of the Congregation's financial requirements for the next fiscal year to the Board of Trustees.

(c) The Finance Committee shall have oversight of investing such funds of the Congregation as the Board of Trustees shall determine from time to time.

(d) The Finance Committee shall report at least quarterly to the Board of Trustees.

Section 5. Committees of the Congregation: Committees other than Board of Trustees Committees are "Committees of the Congregation." Committees of the Congregation may be established by the President, with the advice and consent of the Board of Trustees, or by the Board of Trustees, and may consist of Trustees, Members or others, including as he, she or they deem appropriate. Committees of the Congregation shall have no authority to bind the Board of Trustees, but shall serve solely in an advisory capacity.

(a) For example, the Board of Trustees may deem it helpful to appoint a worship committee, including the Rabbis and Cantors of the Congregation, which may supervise the rituals, suggest changes to services and consider and/or report on matters referred to it.

(b) For example, the Executive Director may appoint his or her own advisory or working groups to serve at the pleasure of the Executive Director within his or her scope of responsibility.

¹ An "independent director" is an individual who is not, and has not been during the prior three years, an employee of the synagogue, who does not have a relative who has held an influential position at the synagogue within the past three years, and who has not him or herself received \$10,000 compensation from the synagogue within the past three years or has a family member who has received \$10,000 compensation from the synagogue within the past three years.

ARTICLE IX

Indemnification and Insurance

Section 1. Indemnification.

(a) Unless clearly prohibited by law, the Congregation shall, to the fullest extent permitted by applicable law, indemnify any person made, or threatened to be made, a party to any action, suit or proceeding, whether civil or criminal, administrative or investigative, and whether threatened, pending or completed, by reason of the fact that such person was a Trustee or officer of the Congregation, was serving at the request of the Congregation as trustee, director, officer, employee or agent of another entity, and was acting in what she or he believed in good faith to be the best interest of the Congregation, from and against any and all judgments, fines, amounts paid in settlement and reasonable expenses (including, without limitation, reasonable attorney's fees) (collectively, the "Expenses") in connection with such proceedings.

(b) The Congregation may, to the fullest extent permitted by applicable law, indemnify any person who is made, or threatened to be made, a party to any such proceeding by reason of the fact that he or she was an employee or agent of the Congregation, from any and all Expenses. Notwithstanding the foregoing, the Congregation will indemnify any person seeking indemnification in connection with any such action, suit or proceeding initiated by such person only if such action, suit or proceeding was authorized by the Board of Trustees and is permitted by applicable law.

Section 2. Insurance. The Congregation shall have the power to purchase and maintain insurance as approved by the Board of Trustees for the indemnification in this Article IX to the fullest extent such insurance is permitted by applicable law.

ARTICLE X

Discipline

Section 1. Removal of Members: Subject to Article IV, Section 8(c), the Board of Trustees may remove a Member of the Congregation of any classification for willful violation of the By-Laws of the Congregation or if convicted of a criminal offense or for gross misconduct.

Section 2. Removal from Office: Subject to Article IV, Section 8(c), the Board of Trustees may remove a Trustee, officer, member of the Nominating Committee, Rabbi, Cantor, or other employees from service for good cause shown pursuant to established procedures. For purposes of this Article X, good cause shall include, without limitation, (i) dishonesty, (ii) fraud, (iii) embezzlement or other criminal conduct, (iv) willful unauthorized disclosure of the Congregation's confidential information, and (v) failure or refusal of the individual to competently perform the services charged to him or her.

ARTICLE XI

Cemetery

Section 1. The Beth Olam Cemetery: The cemetery of the Congregation shall be known as the Grounds of Temple Shaaray Tefila d/b/a Beth Olam Cemetery.

Section 2. Sale and Transfer of Plots: Cemetery plots or graves shall be sold, transferred or assigned only to a member of the Jewish faith and shall be subject at all times to the rules and regulations prescribed by the Board of Trustees for the maintenance, preservation and governance of the cemetery.

Section 3. No Permitted Encumbrance or Lien: No plot owner shall create any encumbrance or suffer any lien to be created upon any cemetery lot or interest therein, and no lien or encumbrance attempted to be conferred or created shall be valid.

Section 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 lot 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 lots executed on behalf of the Congregation.

Section 5. Interments: Interments in the cemetery may be made only upon permits signed by the Executive Director or an officer of the Board of Trustees.

Section 7. Additional Cemeteries: The Congregation may take action with respect to cemeteries and other cemetery arrangements. The Board of Trustees shall recommend to the Congregation at a meeting duly noticed therefore, the purchase or sale of any cemetery.

ARTICLE XII

Miscellaneous

Section 1. Seal: The seal of the Congregation shall be in the form of a disk with concentric circles thereon. Between the concentric circles shall be the words "CONGREGATION SHAARAY TEFILA" or "TEMPLE SHAARAY TEFILA" in Hebrew characters.

Section 2. Amendments to By-Laws: These By-Laws may be amended, supplemented or repealed in whole or in part by the affirmative vote in person or by proxy of two-thirds (2/3) of the Members of the Congregation present at any meeting of the Congregation, provided that such amendment, supplement or repeal has been duly proposed in writing by the Board of Trustees or by not less than ten percent (10%) of the Members of the Congregation in good standing, and provided further that in or with the notice of such meeting to all Members of the Congregation such proposed amendment, supplement or repeal has been fully set forth.

Section 3. Effective Date of Amendments: The aforesaid By-Laws and any Amendments thereto shall become operative upon adoption and shall supersede and replace all other By-Laws or relevant portions thereof, as the case may be.

Section 4. Governing Law: These By-Laws are governed by the laws of the State of New York, without giving effect to its conflict of law principles, and are subject to all applicable laws. Where these By-Laws are inconsistent with applicable law (where following applicable law is not binding), these By-Laws shall prevail except that if any provisions of these By-Laws violate applicable law, the applicable law shall prevail.

Section 5. Enforcement and Interpretation: In the enforcement of these By-Laws it shall be the duty of the President to interpret its meaning from time to time. A challenge to the President's ruling may be made at any meeting of the Board of Trustees or the Congregation by any person qualified to vote at such meeting. Upon such challenge, the President may be overruled by a vote of two-thirds (2/3) of those present.

Section 6. Reference to Gender in By-Laws: As used in these By-Laws, the masculine or feminine pronoun shall refer to either male or female persons or both or entities where such construction is required to give meaning to a provision contained herein.

Section 7. Fiscal Year: The fiscal year of the Congregation shall commence on July 1 of each calendar year and continue through June 30 of the following calendar year.

Section 8. Qualification for Tax Exempt Status: The Congregation shall operate in such a manner as shall enable it to maintain its status as a religious, educational and charitable organization within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or any successor provision of law thereto.

Revised by a vote of the Congregation on June 4, 2018