

CONSTITUTION AND BY-LAWS
OF THE
HEBREW INSTITUTE OF UNIVERSITY HEIGHTS, INC.

D/B/A HEBREW INSTITUTE OF RIVERDALE

PREAMBLE

This Constitution and By-Laws (sometimes referred to herein as “this Constitution” or “these By-Laws”) for the governing of the Hebrew Institute of University Heights, Inc., doing business as the Hebrew Institute of Riverdale shall be the instrument through which the organization shall be governed.

The Hebrew Institute of Riverdale (the “Congregation”), an Orthodox Congregation, is founded on the basic tenet that being a Jew is both complementary and compatible to modern life. It is committed to the halacha as prescribed in the Shulchan Aruch and prevailing halachic standards (“Halacha”), and maintains that Jewish law is by far the best vehicle for a Jew to achieve a life of meaning, purpose, happiness and responsibility within the framework of a supportive community, and that Jewish law is a developing, flexible and tolerant system of law that has belief in G-d and the Torah as its core value and is unwavering in its commitment to social justice for all humankind.

The Congregation operates as an Open Orthodox synagogue – open to questions, critical thinking and the potential benefits of aspects of secular culture; open to positive and respectful interaction with all Jews regardless of affiliation or denomination and with all people regardless of religion; open to the State of Israel as having religious meaning; open to enhancing and expanding women’s participation in religious life; and open to public protest as a means of helping the Jewish people.

ARTICLE I

SECTION 1. NAME: This congregation shall be known as HEBREW INSTITUTE OF RIVERDALE, BRONX, NEW YORK.

SECTION 2. OBJECT AND PURPOSE: The purpose of the Congregation shall be to promote Judaism in all relations of life by means of public and private worship, by religious education, and through social welfare activities and such means as shall serve to convey the teachings of Judaism.

SECTION 3. TORAH, OUTREACH, ACTIVISM, AND THE STATE OF ISRAEL: To accomplish this objective and achieve its purpose, the Congregation may: (1) prepare courses of Torah education, with study sessions for all levels, in order to touch the lives of Jews through the teaching of Torah and Halacha; (2) develop programs such as Free Rosh Hashana/Yom Kippur services, Free Passover Seders, and a Jewish Youth Encounter Program to attract Jews to their heritage, faith and Torah, as well as create events for the elderly, the mentally and physically challenged, and the young, so that all feel welcome in the Congregation; (3) engage in activism to raise a voice of moral conscience; and (4) make the survival and well being of the State of Israel, as well as aliyah, central to its philosophy. The Congregation may also maintain physical

structures consistent with its objective and purpose, in which (A) approximately equal seating may be available for men and women and (B) access to the synagogue and the bima may be provided for people who are confined to wheelchairs or are otherwise physically impaired.

SECTION 4. FORMS, INTERPRETATION AND AFFILIATION: The Congregation shall follow the forms, practices, and usages of an orthodox interpretation of Judaism committed to Halacha and may affiliate itself with the Union of Orthodox Congregations of America.

ARTICLE II -- MEMBERSHIP

SECTION 1. MEMBERS: Any person of the Jewish faith, as defined by Halacha, may be elected to regular membership in the Congregation on approval of his/her application by the Membership Committee or its designee and payment of his/her annual dues, assessments and fees.

SECTION 2. UNITS OF MEMBERSHIP – DUES: For the purpose of the payment of dues, the units of membership shall be, as the case may be, (1) any individual 18 years of age or older; (2) such an individual, with any unmarried children under the age of twenty-six years, provided said children are residing with the individual and in school full time or not otherwise gainfully employed; or (3) in all other cases, the household.

(a) DEFINITION OF HOUSEHOLD: For the purpose of membership a household shall include any unmarried children under the age of twenty-six years, provided said children are residing in the household and in school full time or not otherwise gainfully employed.

(b) DUES, ASSESSMENTS AND FEES: A member shall pay such annual dues as shall be determined by the Congregation. The Congregation may in its discretion, fix one dues schedule for individuals, another for individuals with children, and another for households. It may also create other units of membership and fix additional dues schedules for these membership units. The Congregation may also fix lifetime dues, which shall cover all future dues for any individual or household during their lifetime. Dues, assessments and fees shall be payable in advance on the first day of the fiscal year, i.e. July 1st, or as otherwise provided for by the Board of Trustees.

SECTION 3. VOTING: Each of the following members shall be entitled to cast one vote in person at a Congregational meeting: (a) an individual member, with or without any children, as defined in Section 2 hereof; (b) up to two individuals 18 years of age or older in a household membership as defined in Section 2, subdivision (a) hereof. Members may also cast a vote by written or electronically recorded proxy. If requested by a member present at a Congregational meeting, evidence of the proxy shall be provided to the President of the Congregation within 24 hours of the meeting.

SECTION 4. SUSPENSION AND EXPULSION: A member who has failed to pay any portion of accrued dues for a period in excess of one year or who has failed to pay any portion of accrued assessments for a period in excess of one year shall be deemed liable to suspension. If a member has made a special arrangement with the President for the payment of dues or assessments, then the member may be liable to suspension only if he/she fails to comply with the special arrangement.

(a) A member liable to suspension may be suspended from membership only according to the following procedure:

1. The President shall notify the delinquent member by mail, electronic mail or facsimile of its intention to suspend. Said notice shall be mailed to the delinquent member at the postal address, e-mail address, or fax number in the records of the Congregation.

2. After expiration of a period of thirty days from the sending of the notice provided for in the preceding subdivision, the Board of Trustees, by a majority vote of those present at a meeting of such body, may declare such delinquent member to be suspended. Upon such suspension, the suspended member shall cease to be a member of the Congregation for any purpose.

3. A member suspended as foresaid or a former member may be reinstated by a majority vote of the Board of Trustees upon condition that the member shall comply with such terms and conditions which may be required by the Board of Trustees in its discretion.

(b) The Board of Trustees may also suspend or expel a member of the Congregation by a two-thirds (2/3) vote of the Board present and voting at a meeting at which the proposed action is specifically included in the agenda, provided that:

1. A report has been issued to the Board by a committee consisting of one person appointed by the President, one person appointed by the Senior Rabbi, and a third person selected by the other two;

2. The member is notified by certified mail at least thirty (30) days in advance of the proposed action;

3. The member and/or the member's representative is afforded time to present evidence and argument in the member's defense equal to that afforded to those presenting evidence and arguments against; and

4. The Board of Trustees agrees by a two-thirds (2/3) vote to the terms of the suspension or expulsion.

(c) A suspension may be lifted by a majority of the Board of Trustees present and voting, and a member who has been expelled may reapply for membership and shall receive reinstatement if the application is supported by a two-thirds (2/3) vote of the Board of Trustees present and voting.

(d) If requested, a member who has been expelled shall receive a pro-rata refund of any membership dues paid for the current fiscal year. Such refund shall be calculated by multiplying the dues paid for the current fiscal year by the number of whole months remaining in the relevant fiscal year at the time the request is made and dividing the resulting product by twelve (12).

ARTICLE III -- PRIVILEGES OF MEMBERSHIP

SECTION 1. PRIVILEGES: A member of the Congregation shall be entitled to the following privileges: (a) the right to vote at all meetings of the Congregation, in accordance with Article II; (b) the right to be eligible for election as an officer or trustee of the Congregation; and (c) the right to reserve High Holiday seats and to purchase Congregation provided services, including cemetery plots to the extent available, at the members' price as determined by the Board of Trustees.

SECTION 2. SUSPENSION OF BENEFITS FOR RECALCITRANT SPOUSES:

Notwithstanding any other provision of these By-Laws, one who withholds issuance or receipt of a Get shall (a) be ineligible for membership in the Congregation, if not yet a member; (b) have his or her membership immediately suspended if such withholding occurs while a member of the Congregation; (c) not be permitted to occupy, or if elected, to retain any appointed or elective position in the Congregation; (d) not be permitted to serve as an employee of the Congregation; and (e) not be given any honor or recognition, or be granted any right or privilege or participation within liturgical services on any occasion whatsoever.

This Section shall apply only to the following situation:

1. Where a married couple has either separated in contemplation of a divorce and been living apart for a year or been granted a civil divorce,
2. One of the parties has filed for issuance of a civil divorce,
3. One of the parties has made a verifiable, formal written request for the unconditional termination of the marriage by execution and receipt of a Get, and
4. The other party has refused to comply with the request of a Get and has not appeared before a beth din recommended by the Senior Rabbi or the beth din's designee to explain this non-compliance within three (3) months following the fulfillment of the prior three conditions.

If after the allegedly recalcitrant party appears before a beth din, the beth din rules that sanctions should not be adopted, or should be adopted in a modified fashion, then the ruling of the beth din shall be determinative in this matter. The actual or potential application of this Section to a member shall not prevent the member from being suspended or expelled by the Board of Trustees pursuant to Article II, Section 4.

ARTICLE IV -- BOARD OF TRUSTEES

SECTION 1. COMPOSITION OF THE BOARD: (a) A trustee must be a member of the Congregation. No more than one member of a household unit, as defined in Article II, shall be eligible to serve on the Board of Trustees at the same time; (b) the Board of Trustees shall consist of fifty-four (54) trustees including the eight (8) officers of the Congregation.

SECTION 2. TERM OF TRUSTEES: Each trustee shall be elected by the Congregation at the annual meeting thereof and shall serve for a term of three years, and they shall be so

classified that the terms of approximately one-third shall expire each year. In the event, however, that a trustee is elected to fill a vacancy, such elected trustee shall serve for the unexpired portion of the term of the vacancy he is elected to fill. For the election at the annual meeting at which this constitution is adopted, one-third of the trustees shall be elected for a term of one year and another one-third of the trustees shall be elected for a term of two years.

SECTION 3. CONDUCT OF MEETINGS: The Board of Trustees shall conduct their meetings in accordance with: (a) the Laws of the State of New York; (b) the By-Laws of the Synagogue; (c) Robert's Rules of Parliamentary Procedure.

SECTION 4. GENERAL POWERS: The Board of Trustees shall govern the affairs of the Congregation, control its revenue and property, and take such action as shall in its judgment best promote the welfare thereof.

SECTION 5. SPECIAL POWERS: The Board of Trustees shall have the power to: (a) elect members of the Congregation, in accordance with these By-Laws; (b) determine and fix all membership dues, assessments and fees of members of the Congregation, subject however, to the approval of the general membership; (c) select such employees as may be necessary, fix their duties and compensation; or remove such employees, unless otherwise prescribed by these By-Laws (and without detracting from the rights of the Executive Committee to take such actions as provided in Article XIII); (d) authorize appropriations of funds provided the same has been budgeted or does not exceed the amount of \$50,000.00; (e) designate the signatories for the withdrawal of the funds of the Synagogue; (f) order a special meeting of the Congregation whenever it may be deemed necessary on its own motion; (g) remove any officer or trustee for cause, provided two-thirds of all Trustees vote for such removal, which removal may be overruled by a two-thirds vote of the members of the Congregation present at a meeting which shall be called for such purpose; (h) purchase, mortgage, sell, transfer or lease, subject to the approval of a majority of the Congregation present at a meeting of the Congregation, real estate for the purpose of providing a House of Worship, cemetery land or plots, or any other purpose incidental to the operation of the Congregation; (i) authorize expenditures of monies from the funds of the Congregation in payment of any debts lawfully incurred on behalf and for the Congregation; (j) fix the fiscal year of the Congregation; (k) audit all books of the Congregation; (l) determine the terms and conditions to be observed by members and non-members of the Congregation for obtaining seats in the Congregation's House of Worship; (m) determine the fees to be paid by members and non-members of the Congregation for any services, including the sale of any cemetery plots, provided by the Congregation; (n) suspend or expel any member pursuant to Article II, Section 5; (o) authorize any committee in charge of any of the functions of the Synagogue to solicit funds for its activities, to appoint its own Treasurer and disburse such funds, after which a full accounting of all receipts and all disbursements is to be given to the Board; (p) recommend to the Congregation the hiring of a Spiritual Leader or an Assistant Spiritual Leader, and approve the terms and conditions of any contract, in each case as and to the extent provided in Article VI below; (q) approve the hiring of an Assistant Spiritual Leader, including the terms and conditions of any contract, for a term of between one and two years, based upon the recommendation of the Executive Committee, in each case as and to the extent provided in Article VI; and (r) fix charges for the use of Synagogue facilities.

SECTION 6. LIMITATION OF POWERS: Specification of the aforementioned powers shall in no way be construed to be a limitation of any of the general powers inherent in the Board of Trustees and necessary for the proper conduct of the affairs of the Congregation, except those powers specifically reserved to the Congregation.

SECTION 7. MEETING AND NOTICE: The Board of Trustees shall meet regularly on a day fixed by each Board of Trustees. Special meetings of the Board of Trustees may be called by the President, provided however that notice thereof shall be sent by mail, electronic mail or facsimile to each member of the Board at least five (5) days prior to the date set for such meeting. In the event that such five day notice cannot be given, the President may call such special meeting upon giving notice by telegram or electronic mail to each member of the Board at least twenty four hours prior to the time set for such special meeting. If a special meeting is called upon less than five days notice, then no action can be taken except upon the affirmative vote of more than 25% of the total number of members of the Board of Trustees.

Any ten members of the Board of Trustees may call a special meeting by giving the same notice to the other members of the Board as herein above provided with respect to the calling of a special meeting by the President.

Each member of the Board of Trustees shall have one vote. Except where otherwise expressly provided in this Constitution, the affirmative vote of a majority of the Board of Trustees present shall be necessary for any action to be taken at any meeting of the Board.

A majority of the full membership of the Board of Trustees shall constitute a quorum.

SECTION 8. ABSENCE FROM BOARD MEETINGS: Any trustee absent for three successive regular meetings of the Board, without reasonable cause therefor, may have his/her office declared vacant by the Board.

SECTION 9. VACANCY: (a) No resignation of a Trustee shall be effective unless the same is in writing and accepted by a vote of the Board of Trustees; (b) should a vacancy occur in the office of any Trustee, the Board of Trustees shall within 60 days fill such vacancy until the next annual meeting of the Congregation when the office of such Trustee shall then be filled by election for its unexpired term.

SECTION 10. FURTHER SPECIAL POWERS: Consistent with the approval granted at a meeting of the Congregation on Wednesday, October 17, 2007, to proceed with the renovation and expansion of the facilities located at 3700 Henry Hudson Parkway, Bronx, New York, and to obtain the necessary financing, the Board of Trustees shall have the power to (i) cause the Congregation (and/or its subsidiary described below) to mortgage and encumber, directly or indirectly, any and all assets of the Congregation, including real estate, for the purpose obtaining financing in connection with such renovation and expansion on such terms as the Board of Trustees shall determine, and (ii) convey any such assets, including real estate, to a limited liability company wholly-owned by the Congregation (and cause such limited liability company to lease back such assets to the Congregation on such terms as the Board of Trustees shall determine) if the Trustees determine the same to be necessary or advisable in order to secure such financing. Notwithstanding any other provision of the Constitution and By-Laws to the

contrary, any vote of the Board of Trustees in connection with such renovation and expansion or the financing thereof shall be effective if approved by either (i) the vote (either in person or by proxy) by a majority of Trustees present at a regular or special meeting of the Board of Trustees (which may be by telephone conference) at which a quorum is present (either in person or by proxy) or (ii) the written consent (which may be delivered by electronic means such as email) of a majority of the Board of Trustees.

ARTICLE V -- OFFICERS

SECTION 1. ELECTION OF OFFICERS: The Congregation shall annually elect a President, Executive Vice-President, first Vice-President, second Vice-President, third Vice-President, Secretary/Treasurer, Recording Secretary, and Financial Secretary, all to be elected and duly installed.

SECTION 2. DUTIES OF THE PRESIDENT: The President shall enforce the Constitution and By-Laws and sign all official documents. The President shall be an authorized signatory on all accounts of the Congregation at banks and other financial institutions. The President may delegate his/her authority and duties. It shall also be his/her duty to: (a) remit or defer the whole or any portion of dues, assessments and fees in hardship cases in his/her sole discretion; (b) appoint such committees as may from time to time be required, except as otherwise provided; (c) call a special meeting of the Congregation, whenever at least twenty-five qualified members shall make a written request for same, setting forth the purpose of the such meeting including such other business as may be properly brought before the Congregation. On the refusal or failure of the President to act within ten days after receipt of such request, any Vice-President or in their absence or refusal the Recording Secretary shall call such meeting. The procedure for notice of such special meeting of the Congregation shall conform to that set forth in Article VIII, Section 2 hereof; (d) call a special meeting of the Congregation, the Board of Trustees, or the Executive Committee, whenever, in his/her opinion, necessity therefor exists. Said meetings shall be called in accordance with the provisions therefor provided for in Article VIII, Section 2, and Article IV Section 7 hereof; (e) appoint a custodian of all valuable documents of the Congregation, and see that they are delivered at the expiration of his/her term to his/her successor in office; (f) appoint the representative from the Congregation to all bodies wherein the Congregation may be entitled to representation, with notice thereof given to the Board of Trustees at its next meeting following such appointment; (g) appoint at or before the third meeting of the Board of Trustees held after the installation of Officers, the Chairperson and members of the various Committees; (h) at a Congregation meeting, cast the deciding vote on all questions in which there may be an equal division of votes except in the election of officers and appeals from his/her decision. Such vote may be cast notwithstanding the fact that he may have already cast a vote on the question as a member of the Congregation; (i) present a written report to the Congregation at its annual meeting of the state of affairs of the Congregation; (j) appoint an official Synagogue legal counsel and auditor subject to the approval of the Board; (k) preside at all Congregational and Trustees meetings; (l) empowered to authorize expenditures up to \$5,000 for any one item without prior approval; and (m) manage the cemetery plots associated with the Congregation, including the sale of one or more individual plots.

SECTION 3. DUTIES OF THE EXECUTIVE VICE-PRESIDENT: The Executive Vice-President shall, in the absence of or vacancy of the President, assume all the duties and

responsibilities incumbent upon the President and shall be an ex-officio member of all committees to which he/she is assigned by the President. It shall be his/her duty to report to, advise and assist the President.

SECTION 4. DUTIES OF THE FIRST VICE-PRESIDENT: The first Vice-President shall in the absence of, or vacancy in the office of the Executive Vice-President assume all the duties and responsibilities incumbent upon the Executive Vice-President and shall be an ex-officio member of all committees to which he/she is assigned by the President.

SECTION 5. DUTIES OF THE SECOND VICE-PRESIDENT: The second Vice-President shall in the absence of, or vacancy in the office of the first Vice-President assume all the duties and responsibilities incumbent upon the first Vice-President and shall be an ex-officio member of all committees to which he/she is assigned by the President.

SECTION 6. DUTIES OF THE THIRD VICE-PRESIDENT: The third Vice-President shall in the absence of, or vacancy in the office of the second Vice-President assume all the duties and responsibilities incumbent upon the second Vice-President and shall be an ex-officio member of all committees to which he/she is assigned by the President.

SECTION 7. DUTIES OF THE SECRETARY/TREASURER: The Secretary/Treasurer shall have the duty to supervise: (a) the receipt of all money belonging to the Congregation, and the issuing of receipts therefor when necessary. All money so received shall be deposited in the name of the Congregation in such bank or banks as the Board of Trustees may direct; and (b) the payment of all orders, when properly attested to by the Budget and Finance Committee Chairperson. He/she shall (a) attend the meetings of the Budget and Finance Committee, of which he/she shall be an ex-officio member, and have the books and accounts ready at the expiration of his/her term or at any time the Board of Trustees may request upon two weeks notice by mail; (b) perform such other duties as the office demands; (c) at the expiration of his/her term, deliver to his/her successor, when duly qualified, all money and other properties of the Congregation in his/her custody, and all books, papers, and computer records pertaining to his/her office which may be in his/her possession; (d) make periodic reports to the Board of Trustees and a written annual report to the Congregation at each annual meeting of the Congregation on the financial condition of the Congregation; (e) shall be the custodian of the seal of the Congregation, and affix it together with his/her signature, to all documents emanating from the Congregation or Board of Trustees which require a seal. In the event the Secretary/Treasurer shall be unable, for a temporary period, to perform any of such designated responsibilities, he/she shall have the right to delegate such responsibilities, for such limited period, to a responsible member of the Board of Trustees, subject to the approval of the President.

SECTION 8. DUTIES OF THE RECORDING SECRETARY: It shall be the duty of the Recording Secretary to: (a) attend all meetings, read the minutes, reports and communications and keep a correct record of the proceedings; (b) perform such duties as the office demands; (c) at the expiration of his/her term, to deliver to his/her successor, when duly qualified, all Synagogue property, and all books and papers pertaining to his/her office which may be in his/her possession. In the event the Recording Secretary shall be unable, for a temporary period, to perform any of such designated responsibilities, he/she shall have the right to delegate such

responsibilities, for such limited period, to a responsible member of the Board of Trustees, subject to the approval of the President.

SECTION 9. DUTIES OF THE FINANCIAL SECRETARY: It shall be the duty of the Financial Secretary or his/her designee to supervise: (a) the keeping of a register of the names of all the members of the Congregation with complete data as to their membership; (b) the keeping of a correct accounting between the Congregation and its members, each the periodic issuing of statements for dues and assessments and other charges and supervise their collection; (c) the collection of all arrears due the Congregation from the members; (d) the performance of such other duties as the office demands; (e) at the expiration of his/her term, the delivery to his/her successor when duly qualified, all money and other properties, and all books, papers, and computer records pertaining to his/her office which may be in his/her possession. The Financial Secretary shall be a regular member of the Budget and Finance Committee.

SECTION 10. BANKING AUTHORIZATIONS: All checks and similar banking authorizations shall be signed jointly by the President and one other officer, or by two officers designated by the President.

SECTION 11. VACANCY IN OFFICE: (a) No resignation of any office shall be effective unless the same shall be in writing and accepted by the Board of Trustees; (b) should the office of the President become vacant for any reason, the four Vice-Presidents in order move up. The office of the third Vice-President shall then be declared vacant and the Board of Trustees shall fill said vacancy from among the members of the Board of Trustees. The selected trustee shall hold office until the next annual meeting, unless otherwise provided for by these By-Laws. A vacancy occurring in any other office shall be filled in like manner.

SECTION 12. QUALIFICATIONS FOR CANDIDATES FOR OFFICE: Candidates for office in the Congregation must be members of the Congregation for at least one year prior to the date of the election.

SECTION 13. LIMITATION ON TERMS OF OFFICE: The President shall not be eligible for reelection for more than three (3) consecutive terms. No limitations as to the number of consecutive terms which may be served shall apply to any other officer.

ARTICLE VI -- SPIRITUAL LEADERS

SECTION 1. SELECTION:

(a) As used herein, (i) "Spiritual Leader" means any individual with, or proposed to be given, one of the following titles: Senior Rabbi, Rabbi, Rabba and any other title for a spiritual leader hired to perform a comparable role; and (ii) "Assistant Spiritual Leader" means any individual with, or proposed to be given, one of the following titles: Associate Rabbi, Assistant Rabbi, Associate Rabba, Assistant Rabba, Cantor, Torah Reader and any other title for a spiritual leader hired to perform a comparable role.

(b) Effective February 1, 2012, new Spiritual Leaders shall be engaged and assigned their title, Spiritual Leaders shall have their position or title changed, and Assistant Spiritual

Leaders shall have their position or title changed or extended beyond an initial two-year period, only after such action is (i) proposed by the Executive Committee (whether at a meeting or by consensus through email, facsimile or other electronic communication), (ii) recommended by the Board of Trustees (aa) at a regularly scheduled meeting or at a special meeting of the Board of Trustees called for such purpose or (bb) by written approval of a majority of the members of the Board of Trustees (which written consent may be in the form of email, facsimile or other electronic communication of similar function) at the request of the President, and (iii) approved by a vote of a majority of the members of the Congregation present at the annual meeting of the Congregation or at a special meeting of the Congregation called for such purpose.

Notwithstanding these provisions, the Executive Committee may, in accordance with Article XIII, Section 2, hire any Spiritual Leader (other than the Senior Rabbi) for a period not exceeding one (1) year, or on a limited basis for designated holidays or occasions.

(c) Effective February 1, 2012, new Assistant Spiritual Leaders shall be engaged and assigned the associated title for up to an initial two-year period, only after such action is (i) proposed by the Executive Committee (whether at a meeting or by consensus through email, facsimile or other electronic communication), and (ii) approved by the Board of Trustees (aa) at a regularly scheduled meeting or at a special meeting of the Board of Trustees called for such purpose or (bb) by written approval of a majority of the members of the Board of Trustees (which written consent may be in the form of email, facsimile or other electronic communication of similar function) at the request of the President. Notwithstanding these provisions, the Executive Committee may, in accordance with Article XIII, Section 2, hire any Assistant Spiritual Leader for a period not exceeding one (1) year, or on a limited basis for designated holidays or occasions.

(c) Subject to the approval of the annual budget by the Congregation as provided in Article VIII, Section 1, the salary and other material terms of retention of a Spiritual Leader or Assistant Spiritual Leader shall be determined by the Executive Committee and approved by the Board of Trustees.

(d) Notwithstanding the provisions of the preceding subdivison (c), in order to preserve the dignity and privacy of the Spiritual Leaders and Assistant Spiritual Leaders, at the discretion of the President, salary and other compensation of a Spiritual Leader or Assistant Spiritual Leader may be presented to those entitled to vote thereon on an aggregate basis for all Spiritual Leaders and Assistant Spiritual Leaders (as distinguished from itemizing such information for each Spiritual Leader or Assistant Spiritual Leader, individually), provided that the President shall make available such information on an individual basis to any member of the Board of Trustees who desires to see such information on an individual basis. Notwithstanding anything to the contrary contained herein, any approval pursuant to this Constitution of an annual budget or modification thereof which includes the compensation of a Spiritual Leader or Assistant Spiritual Leader shall be deemed to constitute the required approval for such compensation for all purposes of this Constitution.

(e) A Spiritual Leader or Assistant Spiritual Leader engaged for more than one year may only be dismissed upon a vote of a majority of the members of the Board of Trustees at a regularly scheduled meeting or at a special meeting of the Board of Trustees called for such purpose. The dismissal of the Senior Rabbi also requires a vote of a majority of the members of

the Congregation present at the annual meeting of the Congregation or at a special meeting called for that purpose. The Executive Committee may, in accordance with Article XIII, Section 2, dismiss a Spiritual Leader (other than the Senior Rabbi) or an Assistant Spiritual Leader who has been engaged for less than one year or on a limited basis for designated holidays or occasions.

SECTION 2. AFFILIATION TO CONGREGATION: All Spiritual Leaders and Assistant Spiritual Leaders shall be ex-officio members of the Congregation, but need not pay any annual dues or assessments by virtue of such membership. No members of the families of Spiritual Leaders or Assistant Spiritual Leaders shall hold any elective office in the Congregation unless such family member shall be a dues paying member of the Congregation.

SECTION 3. DUTIES OF SPIRITUAL LEADERS AND ASSISTANT SPIRITUAL LEADERS: The Spiritual Leaders and Assistant Spiritual Leaders shall perform all duties incumbent upon them in accordance with their respective offices and their respective contracts, whether written or oral.

ARTICLE VII-- COMMITTEES

SECTION 1. COMMITTEES: The President shall have the authority to appoint members and chairpersons of committees, including but not limited to those committees listed in this Section below. With the exception of the Budget and Finance Committee and the Nominating Committee, the President need not establish the committees listed below or any other committees. These Committees shall function to carry out the powers, policies and programs of the Board of Trustees and of the Congregation:

Budget and Finance	Education	Hospitality
Membership	Ritual	Fundraising
Cemetery	Youth	Building
Nominating		Program

SECTION 2. BUDGET & FINANCE COMMITTEE: It shall be the duty of the Budget and Finance Committee to make a detailed estimate of the income and prospective expenses for the ensuing year of the Congregation. Such detailed estimate shall be furnished by the Budget and Finance Committee to the Board of Trustees, in writing, at least fifteen (15) days prior to the annual meeting of the Congregation, and be presented to the annual meeting of the Congregation. It shall also be the duty of this committee to direct an audit of the accounts of the Congregation and the various officers, committees and subordinate organizations. The committee or its designee shall also be responsible for the examination and approval of vouchers and the making of payments thereunder. The Committee shall also render reports to the Board of Trustees regarding the status of the budget. The President, in appointing members of this Committee shall appoint as members the following: Secretary/Treasurer, Financial Secretary and such other members of the Congregation as he/she, in his/her discretion, may determine.

SECTION 3. EDUCATION COMMITTEE: If established by the President, it shall be the duty of the Education Committee to establish programs for the education of members of the Congregation.

SECTION 4. HOSPITALITY COMMITTEE: If established by the President, it shall be the duty of the Hospitality Committee to welcome visitors and new members to the Congregation.

SECTION 5. MEMBERSHIP COMMITTEE: If established by the President, it shall be the duty of the Membership Committee to solicit members and promote such activities as shall tend to encourage the entrance of new members into the Congregation and the retention and integration of existing members.

SECTION 6. PROGRAM COMMITTEE: If established by the President, it shall be the duty of the Program Committee to plan, prepare and arrange for programs designed to foster good fellowship among the members of the Congregation, increase interest in Synagogue activities, and in general, to take such steps as to achieve the above purpose.

SECTION 7. RITUAL COMMITTEE: If established by the President, it shall be the duty of the Ritual Committee, whose members shall be appointed by the President subject to the approval of the Board of Trustees, to assist the Spiritual Leaders in establishing the practice, procedure and ritual of services, regular and special; to provide ushers when necessary and arrange for seating at all religious services; and to have available for use all traditional ritual objects essential for the conduct of the religious services. Any of the Spiritual Leaders shall be available for the consultation and advice whenever requested by said committee.

SECTION 8. FUNDRAISING COMMITTEE: If established by the President, it shall be the duty of the Fundraising Committee to raise funds for the operation and capital needs of the Congregation.

SECTION 9. CEMETERY COMMITTEE: If established by the President, it shall be the duty of the Cemetery Committee to manage the cemetery plots associated with the Congregation, including the sale of one or more individual plots.

SECTION 10. YOUTH COMMITTEE: If established by the President, it shall be the duty of the Youth Committee to plan, arrange and supervise activities of all types to foster greater participation in Synagogue activities by the children of the members of the Congregation to encourage social relationships between the youth of our Synagogue and those of other Synagogues and related groups; and, in general to develop programs of interest to the youth of our Synagogue.

SECTION 11. BUILDING COMMITTEE: If established by the President, it shall be the duty of the Building Committee to be responsible for and to oversee all building and construction work performed on the Synagogue facilities and the building and construction of additional facilities.

SECTION 12. NOMINATING COMMITTEE: The Nominating Committee shall consist of seven (7) members of whom no more than four (4) members shall be officers or trustees, who shall nominate a slate of officers, as well as candidates for those positions on the Board of

Trustees which are due to expire, for each annual election of the Synagogue. The members of the Nominating Committee shall be recommended by the President and approved individually by the Board of Trustees no later than 60 days prior to the date set for the annual election of Synagogue Officers. The Committee shall select its own chairperson.

ARTICLE VIII -- MEETINGS

SECTION 1. ANNUAL MEETING: (a) An annual meeting of the Congregation shall be held each year at such place and on such day and hour as designated by the Board of Trustees. At this annual meeting, to the extent requested by the President, the reports of all officers whose duty it is to make or supervise the making of reports shall be submitted; all standing committees shall present a report; and all special committees shall present a report. In addition, a budget for the coming year shall be adopted; and all officers, necessary trustees, and if there be a vacancy, a Senior Rabbi may be elected. Such meeting may also consider such other business as may be properly brought before it. If no election is held, the meeting shall stand adjourned to be called again for such election, at a time to be designated by the President within 30 days after the adjourned date. Every member of the Congregation shall be notified, at least 10 days prior to the annual meeting, and 5 days prior to any adjournment thereof, as provided in Article XII, Section 1. In the event that the President fails to designate an adjourned date within 10 days, then his/her successor shall do so in accordance with the provisions contained in this Constitution and By-Laws or in the absence of same, in accordance with the Laws of the State of New York and Roberts Rules of Parliamentary Procedure; (b) all officers and Trustees shall take office on the first day of the month following their election if elected at the annual meeting; if elected to fill an existing vacancy they shall take office immediately upon election.

SECTION 2. SPECIAL MEETING: Special meetings of the Congregation may be called on its own motion and must be called by the President or the Board of Trustees on the written application of twenty-five members of the Congregations. The call for the special meeting shall set forth the purpose of the meeting and notice thereof shall be given to all members at least ten days prior to the time of such meeting.

SECTION 3. QUORUM: Twenty per cent (20%) of the individual membership of the Congregation or fifty (50) individual members, whichever is the lesser, shall constitute a quorum at Congregational meetings. The presence of members by proxy shall count towards a quorum.

ARTICLE IX -- AMENDMENTS

SECTION 1. PROCEDURE FOR AMENDMENTS: Amendments to this Constitution must be in writing and must be proposed by the Board of Trustees, the Executive Committee or by at least twenty percent of the individual members of the Congregation and filed with the Board of Trustees. Such amendments may be acted upon at any regular meeting of the Congregation or any special meeting called for that purpose. Copies of proposed amendments shall be given to each member with the notice of the meeting ten days prior thereof. An affirmative vote of two thirds of the members present shall be necessary to adopt any amendment.

ARTICLE X -- NOMINATIONS

SECTION 1. NOMINATIONS: Nominations of all officers and Trustees shall be made by the Nominating Committee or its designee. The slate of nominees offered by the Nominating Committee shall consist of one nominee for each office or Trustee to be voted on. The slate of nominees offered by the President for the Ritual Committee, if any, shall consist of one nominee for each member of the Ritual Committee to be voted on.

SECTION 2. NOMINATION BY PETITION: Nomination for any office or Trustee may be made by petition of any twenty five members of the Congregation.

SECTION 3. FILING AND NOTICE OF NOMINATIONS: Subdivision 1: Nominations by the Nominating Committee must be filed by the Nominating Committee with the Board of Trustees 40 days prior to the election and a copy of said report of nominations shall be given to the members of the Congregation within five (5) days thereafter, with notice of the provisions of Section 2 and Section 3, Subdivision 2, of this Article. Subdivision 2: Nominations by petition by the Congregation at large must be filed with the Chairperson of the Nominating Committee by giving same to the Chairperson of the Nominating Committee at least two weeks prior to the election, and notice of all nominations must be given to the Congregation at least ten days before the election. Subdivision 3: No nomination shall be valid unless accompanied by the written or oral consent of the nominees to stand for the office or trusteeship in question.

ARTICLE XI -- ELECTIONS

SECTION 1. Election shall be had by voice vote. If a majority of those present so request, a secret written ballot which shall list the names of all nominees for each office and trustees to be elected may be held. If a secret written ballot occurs, the election for each office or trustee vacancy shall be won by the nominee who receives the most votes for that office or trustee vacancy, and the class of trustees shall be the 18 trustee nominees who receive the most votes. The President shall receive an extra vote, if necessary, to break any ties.

ARTICLE XII -- NOTICES

SECTION 1. SERVICE OF NOTICES: Whenever under the provisions of these By-Laws, notice is required to be given to anyone, it shall not be construed to mean personal notice, except when so specifically stated. Such notice may be given by ordinary mail, electronic mail or facsimile, addressed to such person at his/her last known post-office address, electronic address or fax number, and the time of giving such notice shall be the time when the same will be so posted or transmitted, provided, however, that publication of such notice in the Synagogue's bulletin for two successive weeks within the time frame contemplated in Article VIII, Section 2, shall be deemed good and sufficient notice.

ARTICLE XIII -- EXECUTIVE COMMITTEE

SECTION 1. EXECUTIVE COMMITTEE: The Executive Committee shall consist of all the following officers: President, Executive Vice-President, First Vice-President, Second Vice-President, Third Vice-President, Financial Secretary, Secretary/Treasurer, Recording Secretary,

and at least four (4), but no more than ten (10), members of the Board of Trustees nominated by the President and approved by said Board.

SECTION 2. FUNCTION OF EXECUTIVE COMMITTEE: The Executive Committee shall meet at the call of the President between meetings of the Board of Trustees. The Executive Committee shall consider all questions affecting Synagogue policy and make appropriate recommendations with respect thereto to the Board of Trustees. The Executive Committee shall also have the power to: (a) select and hire such employees as may be necessary, such as an executive director, bookkeeper, secretaries, rabbinical interns, and youth director, and fix their duties and compensation; and dismiss or remove such employees, unless otherwise prescribed by this Constitution; (b) propose the hiring of Assistant Spiritual Leaders and Spiritual Leaders for the recommendation by the Board of Trustees for approval by the Congregation; (c) propose the hiring of Assistant Spiritual Leaders for an initial period of up to two years for the approval by the Board of Trustees; (d) select and hire Assistant Spiritual Leaders and Spiritual Leaders, other than the Senior Rabbi, who are retained for a period of one year or less or on a limited basis for designated holidays or other occasions, and fix their duties and compensation; and dismiss or remove such Assistant Spiritual Leaders and Spiritual Leaders, unless otherwise prescribed by this Constitution; (e) authorize appropriations of funds provided the same has been budgeted or does not exceed the amount of \$25,000; (f) authorize expenditures of monies from the funds of the Congregation in payment of any debts lawfully incurred on behalf and for the Congregation; (g) determine the compensation of Assistant Spiritual Leaders and Spiritual Leaders subject to the approval of the Board of Trustees as provided in Article VI, Section 1(c), and the approval of the annual budget by the Congregation as provided in Article VIII, Section 1; and (h) take any other action that the Board is authorized to take and that the Board has delegated to the Executive Committee. Each member of the Executive Committee shall have one vote. The affirmative vote of a majority of the Executive Committee present shall be necessary for any action to be taken at any meeting of the Committee. A majority of the full membership of the Executive Committee shall constitute a quorum.

ARTICLE XIV -- SAVING CLAUSE

SECTION 1. Any dispute arising as to the interpretation or meaning of this Constitution and By-Laws shall be resolved by the Congregation and such decision shall be final and binding.

ARTICLE XV -- DISPOSITION OF QUESTIONS RELATED TO JEWISH /LAW

SECTION 1. All questions concerning interpretation and application of Jewish law and religious practice shall be resolved by the Senior Rabbi of the Congregation, or his designee, in accordance with Halacha.

ARTICLE XVI -- DISSOLUTION PROVISION

SECTION 1. In the event of dissolution, all of the remaining assets and property of the corporation shall after necessary expenses thereof be distributed to another Orthodox Jewish Congregation committed to Halacha that shall qualify under section 501(c)(3) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent Federal tax laws; or, if no such Orthodox Jewish Congregation is available, to such other organizations as qualify under

section 501(c)(3) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent Federal tax laws; or to the federal government, or to a state or local government for a public purpose; or to another organization to be used in such manner as in the judgment of a Justice of the Supreme Court of the State of New York will best accomplish the general purposes for which this corporation was formed.