



TEMPLE SINAI

363 Penfield Road • Rochester, New York 14625

Alan J. Katz
Rabbi

May 16, 2017

Debbi Till
Rabbi

Dear Fellow Congregant,

Ilan D. Adar, Ph.D.
Education Director

On behalf of the Board of Trustees, I would like to invite you to attend the Annual Meeting of Temple Sinai. The meeting will be held on Thursday, June 22, 2017 in the Social Hall at Temple Sinai. We will begin with refreshments at 7:00 PM and the meeting will start at 7:30 PM.

Susan Bondy
President

Jerry Elman
Executive Director

The agenda for the evening is as follows:

- Opening Prayer
- Rabbi's Report
- Senior Youth Group Report
- Education Director's Report
- President's Report
- Report of the Nominating Committee
- Election of Officers and Trustees
- Presentation of the 2017-2018 Budget
- Presentation of proposed changes to Temple by-laws

Please be aware that per the Temple by-laws, amendments to the proposed operating budget and to the meeting agenda cannot be entertained from the floor. Additionally, please note that voting will be on the total budget as a unit.

Enclosed please find the recommendations of the Nominating Committee for officers and trustees for the year 2017-2018. The Board of Trustees has adopted the recommendations of the Nominating Committee. New officers and Trustees elected at the meeting will take office effective July 1, 2017.

Per the Temple bylaws, additional nominations for any elective office may be made by submission of a petition of 20 voting members of the congregation. Any such nominations must be filed with the Secretary, Keith Greer, at least 15 days before the annual meeting.

Also attached is the proposed budget for Temple Sinai for 2017-2018. The budget has been prepared by Jerry Elman, Executive Director and Victor Poleshuck, Vice President of Finance after receiving input from Temple officers and staff.

We continue to face challenges with the local economy, which has constrained our revenue streams. For the past two years, we have been able to forgo a dues increase due to the generosity of the Farash Foundation. However, the Farash Foundation will no longer be providing funds at the same level as in the past.

When considering dues for the upcoming year, we will continue to draw from our reserves, but to be fiscally prudent, we are proposing a dues increase that will average \$62 a year per household (\$15.50 per quarter).

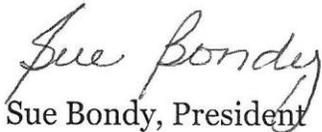
We have worked hard to be fiscally prudent, and to balance the needs and financial abilities of our members with those of the congregation and are grateful for the support we have received from the Farash Foundation.

The Board of Trustees approved the budget on April 27, 2017 for recommendation to the congregation at the annual meeting.

Also enclosed are proposed changes to the Temple by-laws with a one page summary sheet highlighting the reasons for each change. The proposed changes to the by-laws were approved by the Temple Board of Trustees on April 27, 2017 for recommendation to the congregation at the annual meeting.

Please feel free to contact me with any questions or concerns that you may have prior to the annual meeting. It is our sincere hope that you will attend the meeting as it represents a wonderful opportunity to personally participate in the process and the spirit of community that are central to our congregational culture.

Sincerely,

A handwritten signature in cursive script that reads "Sue Bondy". The signature is written in black ink and is positioned above the printed name.

Sue Bondy, President

**TEMPLE SINAI
BOARD OF TRUSTEES
Beginning July 1, 2017**

Proposed by the 2017 Nominating Committee Members

Chair Renee Brownstein; Dennis Goldsmith; Susan Itkin; Laura Walitsky; Bari Wexler

Names with an * indicates individuals who require election at the Annual Meeting
() Indicates Term

EXECUTIVE COMMITTEE

President	Blanche Fenster (1)*
Secretary	Renee Brownstein (1)*
First Vice President	not filled this year
Vice President Finance	Victor Poleshuck (3)*
Vice President Administration	Keith Greer (1)*
Co-Vice Presidents Education	Barb Snyderman (4)* Bari Wexler (1)*
Vice President Youth Initiatives	Eric Rozen (2)*
Vice President Congregant Connections	Carol Yunker (4)*
Vice President Caring Community & Social Action	Anne Ghory-Goodman (1)*
Vice President Religious Practices	Ellen Goldenberg (1)*
<u>Immediate Past President</u>	Susan Bondy

BOARD OF TRUSTEES

Term Expiring June 30th, 2020

Marilyn Fenster (2)*

Debbie Farber (2)*

Gabe Geiger (2)*

Carla Greenfield (1)*

Martin Zand (1)*

Term Expiring June 30th, 2019

Esther Brill (filling term of Renee Brownstein)*

Jamie Spiller (filling term of Anne Ghory-Goodman)*

Mark Sarnov (2)

Karen McCally (filling term of Bari Wexler)*

Abby Urban-Rifkin (2)

Term Expiring June 30th, 2018

Steven Grodensky (1)

Liz Ornstein

Marilyn Rosen (1)

Debra Rosenzweig (1)

Athena Thomas Visel (1)

Notes:

* denotes individuals who require Election at the Annual Meeting

() denotes term

Temple Sinai
Proposed Budget for July 1, 2017 - June 30, 2018

5/16/17

	2016-17 Budget	2017-18 Proposed Budget
Revenues		
Membership Commitments	765,000	794,200
High Holiday Appeal	37,000	35,800
Formal Fundraising	20,000	25,000
Other Membership Contributions	51,000	26,900
Religious School Tuition	56,610	55,760
Federation Support for Religious School	15,452	15,000
Other Education Income	4,500	4,700
Endowment and Investment Income	33,552	29,645
Religious Practices Income	16,300	17,500
Building Rental Income	18,000	18,500
Farash Foundation Grant	14,145	50,000
SAWCY/RATSY Income	0	1,700
Adult Education Income	0	2,000
Building Fund Income	0	*13,000
Transfers from Funds to Operating Budget	0	*196,649
Other	18,580	0
Total Revenues	1,050,139	1,286,354
Expenses		
Professional Staff Compensation	431,500	461,655
Life Long Learning	116,931	130,965
Youth Initiatives	9,400	9,400
Administration	390,833	240,634
Religious Practices	34,950	40,450
Congregant Connections	26,900	45,500
Social Action/Caring Community		4200
URJ Dues	37,000	40,000
Building Projects		*192,500
Building and Event Operations		168,550
Total Miscellaneous	2,625	2,500
Deposit/Draw from Reserves	0	*(50,000)
Total Expenses	1,050,139	1,286,354
Net Income	0	0

Please note we have expanded the list of budget line items reported to the congregation to be more transparent about the specific areas of income and expenses.

* Accounting rules changes (explanation on next page)

New accounting rules require us to now report all Temple Funds as income and expense on our income/expense statement and to be included in the annual operating budget.

In the past these items were treated as assets/liabilities on the balance sheet and not reported in the operating budget.

This is NOT a net change in income and expenses, this is only an accounting change.

We believe this accounting change provides more transparency so ALL income and expense is reported in the budget from this point forward.

Examples:

1. Building Fund – in the past income to the building fund was booked as an asset/liability and not included in the budget. At the same time building projects were paid for through the building fund and not reported in the budget or on the Income/Expense Report. Now they are.
2. Temple Fund donations (say Social Action as an example) had donations that were reported as assets/liabilities and expenses from the fund were deducted from assets/liabilities on the balance sheet. Now both the income and expense are included in the budget and on the Income/Expense Report.
3. Deposit/Draw from Reserves – The accounting rules change now requires us to include a line item that includes budget surpluses and deficits in the budget so there is transparency in how reserves are used.

This accounting change may prove confusing to many people reviewing this proposed budget. Please contact our Executive Director, Jerry Elman at 585-381-6890 or jelman@tsinai.org if you have questions or need further clarification ahead of the annual meeting on June 22nd.

Summary of Proposed Changes to Temple Sinai By-laws

- Article V, Sec. 1 – Allows for notification of Annual Meeting by mail or electronic communications.
- Article VII, Sec. 1 – Previously required the Board of Trustees to consist of 15 members of the congregation. Now allows for that number to be between 12 and 15 at board discretion.
- Article VII, Sec. 3 – Previously required that Board positions that became open during the fiscal year be filled. Now allows that position to remain vacant until the next fiscal year at board discretion.
- Article VII, Sec. 10 – Allows for teleconferencing and video conferencing of board meetings.
- Article VII, Sec. 11 – Allows for Board of Trustee action to be taken via email vote based on changes to NYS Law.
- Article VIII, Sec. 4 – Defines the hiring process for clergy other than the Senior Rabbi.
- Article IX, Sec. 2 – Defines the hiring process for managerial staff.
- Article IX, Sec. 3 – Defines hiring and supervision of office and custodial staff.
- Article IX, Sec. 4 – Defines hiring and supervision of employees of the School of Jewish Life and Learning.
- Article X, Sec. 3 – Adds search committees to the list of required committees.
- Article XVIII – New section on Conflict of Interest as required by the current NYS Not-For Profit Corporations Law.
- Article XIX – Updates the laws that the by-laws conform to.

PROPOSED TEMPLE SINAI BY-LAWS REVISIONS (Highlighted text)

ARTICLE I

NAME

This congregation shall be known as Temple Sinai.

ARTICLE II

PURPOSE

The purposes of this congregation are to promote the enduring and fundamental principles of Judaism; to ensure the continuity of the Jewish people; to enable its adherents to develop a relationship to God through communal worship, study and assembly; and to apply the principles of Reform Judaism to the values and conduct of the individual, family and the society in which we live.

ARTICLE III

AFFILIATION

The congregation shall be affiliated with the Union of Reform Jewish Congregations (URJ), unless the Board of Trustees by two-thirds vote, ratified by the congregation, shall determine otherwise. While such affiliation exists, the congregation shall observe the URJ's rules and regulations, which are not in conflict with these By-Laws or any resolution duly adopted by the congregation or the Board of Trustees. Affiliation with any other national religious organization shall be subject to approval by two-thirds vote of the Board of the Trustees, ratified by the congregation.

ARTICLE IV

MEMBERSHIP

Section 1. The unit of membership shall be the household. Each member household may vote at all congregational meetings. A household in which at least one person over 18 years of age is of the Jewish faith may be elected to membership upon approval of the household's application for membership by the Board of Trustees. Any person over 18 years of age, not of the Jewish faith and not resident in a member household, who wishes to be associated with the Jewish faith, may upon recommendation of a Rabbi of the congregation, become entitled to those privileges of membership as shall be granted by the Board of Trustees.

Section 2. The Board of Trustees shall establish membership classifications, as it deems proper. Dues shall be set on an annual basis, corresponding to the congregation's fiscal year, and shall be payable in installments as established by the Board of Trustees. The Board of Trustees may adjust dues and assessments with respect to individual membership units, for good cause shown.

Section 3. Unless and until the office of the congregation is notified in writing in advance of a member's resignation, a member ceases to qualify for membership, or a member has been deprived of membership as provided in Section 4 of this Article, a member shall be fully responsible for all dues, assessments and fees accruing through the end of the fiscal quarter in which loss of membership occurs.

Section 4. Membership of any member who is more than six months in arrears on any financial obligation due the congregation or who has intentionally made false statements on the application for membership may be terminated by a vote of two-thirds of the trustees present and voting. The call of the meeting at which such termination is to be considered shall specify the membership termination by first class mail sent at least ten (10) days prior to the aforesaid meeting to the member's current address on file with the congregation. The notice shall state the time and place of the meeting of the Board of Trustees and that the affected member may appear before the Board to contest the termination. If a trustee is the subject of the notice, such trustee shall not have a vote on the issue, nor shall such trustee be counted toward a quorum.

ARTICLE V

MEETINGS

Section 1. The Annual Meeting of the congregation shall be convened by the President each June on a date to be determined by the Board of Trustees. At this meeting, reports shall be submitted by the President, the Rabbi, and such other officers, officials, auxiliaries and committees as may be requested to do so by the Board of Trustees; a budget, presented by the Board of Trustees, for the coming fiscal year shall be approved or rejected; and such trustees and officers as necessary shall be elected. Every member of the congregation shall be notified of the Annual Meeting **by mail or electronic communication** posted at least thirty (30) days prior to the holding of the Annual Meeting or of any adjourned Annual Meeting. No business shall be transacted at the Annual Meeting, except that specified in the call.

Section 2. Special meetings of the congregation may be called by the President, or a majority of the Board of Trustees. The Board of Trustees shall call a special meeting upon written application of ten (10) percent of the membership. The call for a special meeting shall set forth the purpose of the meeting and written notice thereof shall be mailed to such members at least thirty (30) days prior to the time of such meeting. No business shall be transacted at such meeting except that specified in the call.

Section 3. A quorum at meetings shall be five (5) percent of the membership units of the congregation.

Section 4. Voting by proxy shall be permitted only as provided by Section 207 of the Religious Corporation Law of the State of New York. All contested elections shall be conducted by written ballot. The candidate receiving a plurality of votes shall be elected to office.

ARTICLE VI

OFFICERS

Section 1. The executive officers of the congregation shall consist of a president, , up to eight vice presidents, and a secretary, all to be elected for a term of one (1) year at the annual meeting of the congregation. One Vice President shall always be responsible for finance and act as treasurer of the congregation, unless otherwise determined by the Board of Trustees. The remaining Vice Presidents shall assume responsibilities as defined by the Board of Trustees and the president. No person may hold the same executive office for more than three (3) full terms in uninterrupted succession. In certain instances, however, the Nominating Committee may ask the Board to make an exception, and allow an officer to serve an additional (1) year term. These officers shall assume office at the beginning of the fiscal year next following the Annual Meeting. An executive officer must be of the Jewish faith and a member of the congregation.

Section 2. The president shall act as chairman at all congregational and board meetings, appoint committees, call special meetings, sign all legal documents and perform such other duties as are incident to the office. The president shall be an ex-officio member of all committees, except the nominating committee.

Section 3. The Board of Trustees shall name an existing Vice President to succeed to the office of president in case of vacancy or to act for the president in case of the president's absence or disability.

Section 4. The treasurer shall be the custodian of all funds of the congregation and shall be the disbursing agent of the congregation as authorized by the Board of Trustees. The treasurer or other executive officer designated by the president shall present a financial report monthly to the Board of Trustees and to the congregation at each Annual Meeting.

Section 5. It shall be the duty of the secretary to serve as secretary of the congregation and of the Board of Trustees. The secretary shall keep the minutes of meetings of both bodies, keep a register of all the members of the congregation, send out notices of all meetings and perform such other duties as are incident to the office.

Section 6. Before assuming office, all persons having the authority to disburse funds of the congregation shall be covered by a fidelity bond, the cost of which shall be borne by the congregation.

Section 7. The president may appoint such officers and assistant officers, in addition to the executive officers, as is deemed necessary by the president in order to provide for the efficient operation of the congregation. Such appointments must be approved by the Board of Trustees.

Section 8. The congregation shall establish and maintain a Building Fund for the funding of capital improvements to the building and physical assets of the congregation. The Building Fund shall be kept as a separate fund specifically for temple facilities improvements and equipment as

determined by the Board of Trustees. Disbursements from the Building Fund shall require the authorization of the president or a vice president designated by the Board.

ARTICLE VII

BOARD OF TRUSTEES

Section 1. The Board of Trustees shall consist of the executive officers of the congregation, the immediate past president, and at the discretion of the board, a minimum of twelve (12) and maximum of fifteen (15) members of the congregation who are of the Jewish faith.

Section 2. The trustees who are in office as of the date of the adoption of the Amended and Restate By-Laws shall continue in office until the expiration of their terms. The congregation shall thereafter elect, as the above terms expire, successor trustees for a term of three (3) years; provided, however, that no trustee shall be elected to more than two (2) successive three (3) year terms.

Section 3. If any trustee declines to take office, resigns, dies, is absent without adequate excuse from three successive regular meetings of the Board, or ceases to be qualified to vote in a congregational meeting, that trustee's office **may be filled, at board discretion**, by election by the remaining trustees to serve until the next annual meeting, at which meeting the vacancy **may be filled, at board discretion**, for the un-expired part of such trustee's term in accordance with these By-Laws. Any vacancy in an executive office shall be similarly filled.

Section 4. The Board of Trustees shall provide the general management of the affairs, funds, records, and property of the congregation. It shall act on all matters of policy and perform such other duties as the members of the congregation in regular or special meetings may prescribe.

Section 5. The Board of Trustees shall meet monthly on a regularly scheduled basis, and, in addition, may meet at the call of the president or by petition of five members of the Board.

Section 6. One-third of the members of the Board of Trustees shall constitute a quorum.

Section 7. The Board of Trustees shall have the authority, in consultation with the Rabbi, to engage professional staff and other employees and to fix their duties and compensation.

Section 8. The Board of Trustees shall designate suitable institutions for deposit or investment of congregational funds. It shall have the authority to borrow money up to a limit of ten thousand dollars and to provide as collateral for the repayment thereof any assets of the congregation, except real estate. Borrowings in excess of ten thousand dollars shall require approval of the congregation. All encumbrances of real estate of the congregation require approval pursuant to Article XIV.

Section 9 The Board of Trustees may authorize honorary titles for congregation members who have contributed significant personal time and effort to the congregation over a period of years, and where the congregation has significantly benefitted from such personal efforts and contributions. Honorary titles shall entail no official duties and roles and shall not be granted voting rights on the

Board of Trustees. Honorary titles in no way prevents an individual from being nominated and elected a Temple Officer or member of the Board of Trustees as outlined in Article XI, Nominations.

Section 10. Teleconference and Video Conference. Any one or more Trustees, or any Committee and the Board, may participate in a meeting of the Board, or a Committee of the Board, by means of conference telephone or similar communications equipment, or by electronic video screen communication. Participating by such means shall constitute presence in person at a meeting so long as all persons participating can hear each other at the same time and each Trustee can participate in all matters before the Board, including, without limitation, the ability to propose, object to, and vote upon a specific action to be taken by the Board or committee. Attendance by teleconference shall count toward a quorum. Decisions made during such teleconference meetings are equivalent to decisions made at traditional in-person meetings.

Section 11. Action without a meeting. Except as otherwise provided in these By-Laws, any action required or permitted to be taken at any meeting by the Board or any committee of the Board, may be taken without a meeting, without prior notice and without a vote, upon the unanimous consent of all of the members of the Board or of the Committee of the Board entitled to vote thereon, which consent shall set forth the action so taken. Such consent may be written or electronic. If the consent is written, it must be signed by the Board member. If the consent is electronic, it must be able to be reasonably determined to have been sent by the Board member. Email may be used to obtain unanimous written consent from board members for board actions provided all members currently in office consent to the action proposed. The resolution and the written consents thereto by the members of the Board of committee shall be filed with the minutes of the proceedings of the Board or committee.

ARTICLE VIII

RABBI

Section 1. So long as the congregation is a member of the URJ it shall be guided in its selection of a Rabbi by the rules and regulations of the Rabbinical Placement Commission of the URJ, the Central Conference of American Rabbis (CCAR) and the Hebrew Union College - Jewish Institute of Religion.

Section 2. Candidates for **Senior** Rabbi shall be selected by a special Rabbi Selection Committee. This committee shall be appointed by the president with the approval of the Board of Trustees and must consist of at least nine members of the congregation who are reasonably representative of the membership interests within the congregation. This committee shall recommend to the Board of Trustees a Rabbi to be elected. Upon approval of the Board of Trustees, this recommendation shall be presented to the congregation at an Annual or special meeting. A two-thirds vote of the members present shall be required for the initial election of a Rabbi.

Section 3. Following the **Senior** Rabbi's initial election by the membership, the congregation

shall be guided in reference to this tenure, retirement or termination of service, as well as rabbi-congregation relationship, by the Guidelines for Rabbinical-Congregational Relationships as adopted and recommended by the CCAR and URJ.

Section 4. **Candidates for Assistant Rabbi, Associate Rabbi, Cantor or any other ordained staff (other than Senior Rabbi) shall be selected by a special Ordained Staff Selection Committee. This committee shall be appointed by the president with the approval of the Board of Trustees and must consist of at least nine members of the congregation who are reasonably representative of the membership interests within the congregation. This committee shall recommend to the Board of Trustees a candidate to be selected for the ordained position which will then require the approval of the Board.**

Section 5. Rabbis shall have the right to attend all meetings of the Board of Trustees and the congregation, except when requested for some special reason by the president to absent themselves.

Section 6 The Senior Rabbi, **or his designee**, shall be an ex-officio member of all committees.

ARTICLE IX

PROFESSIONAL STAFF

Section 1. To fulfill the educational, religious, cultural and administrative needs of the congregation, the Board of Trustees, in cooperation with the Rabbi, may create paid positions. Terms of employment shall be established by the Board of Trustees.

Section 2. If managerial staff, including an Executive Director and a Director of Life Long Learning are to be hired, the job description will first be approved by the Board of Trustees and the initial salary range will be approved by the Compensation Committee. These positions will be recruited by a Search Committee, appointed by the president, and approved by the board. A hiring recommendation will be made by that committee. That recommendation will be approved by the Board of Trustees prior to an offer of employment being made. The Search Committee for the Director of Life Long Learning will include the Senior Rabbi or his designee. Both positions will be supervised by the President of the Board of Trustees.

Section 3. Office staff and custodial staff will be hired and supervised by the Executive Director. Any new positions need to be approved by the Board of Trustees prior to the start of recruiting.

Section 4. Staff necessary to the functioning of the School of Jewish Life and Learning will be hired and supervised by the Director of Life Long Learning. Any new positions need to be approved by the Board of Trustees prior to the start of recruiting.

ARTICLE X

COMMITTEES

Section 1. There shall be an Executive Committee, composed of all the incumbent executive officers of the congregation. The function of the Executive Committee shall be to consult with and advise the executive officers and trustees upon any and all matters pertaining to the congregation and to relieve the Board of Trustees from undue involvement with matters of routine and secondary importance. Action by the Executive Committee shall be brought before the Board of Trustees for ratification.

Section 2. Chairpersons of standing committees shall be appointed by the president after each annual election. Each member of such committees shall be a member of the congregation and shall serve at the president's discretion. Each such committee shall consist of not fewer than three members in addition to the president, who shall be a member ex-officio of all such committees. All committees shall abide by policy set by the Board of Trustees consistent with these By-Laws. Only persons of the Jewish faith may serve on the Religious Practices Committee and as chairperson of the Religious School Committee.

Section 3. In addition to the standing committees of the congregation, there shall be a nominating committee, a cemetery committee, a selection committee for ordained staff and a selection committee for managerial staff, including an Executive Director and Director of Life Long Learning as provided elsewhere in these By-Laws.

ARTICLE XI

NOMINATIONS

Section 1. Nomination of executive officers and trustees shall be made by a nominating committee appointed by the president, with the consent of a majority of the Board of Trustees. The nominating committee shall consist of two members of the Board of Trustees and three members of the congregation at large.

Section 2. The slate of nominees shall consist of one nomination of each executive office and for each trustee whose term of office shall expire at the close of the then current fiscal year.

Section 3. Selections by the nominating committee shall be presented to the Board of Trustees at least forty-five days prior to the Annual Meeting, and notice of said nominations shall be mailed to the congregation at least thirty (30) days prior to the Annual Meeting.

Section 4. Nomination for any elective office may be made by petition of twenty (20) voting members of the congregation, said nominations to be filed with the Secretary at least fifteen (15) days before the Annual Meeting and mailed to the congregation by first class mail at least ten (10) days prior to the Annual Meeting. Except as provided in this Article, no nominations shall be permitted.

ARTICLE XII

CEMETERY

Section 1. The congregation may lease or own land and other property for use as a cemetery. The management of such property shall be the responsibility of the Board of Trustees.

Section 2. The Board of Trustees shall delegate the management of the cemetery to a cemetery committee. Subject to the approval of the Board, the cemetery committee shall promulgate rules and regulations for the operation of the cemetery, set the charges for burial space, issue permits for burial and arrange for maintenance and for perpetual care. It shall establish regulations for the landscaping of lots and other spaces in the cemetery and for the erection of monuments. All plans for monuments and landscaping must be submitted to the cemetery committee in advance for its approval.

Section 3. The cemetery is the property of the congregation, which is entitled to use the surplus funds derived from its management, but it shall be the aim of the congregation to set aside enough money to maintain the cemetery in perpetuity. A special fund may be established for this purpose.

Section 4. The cemetery committee shall render an annual report to the Board of Trustees.

ARTICLE XIII

SEATING FOR SERVICES

Location of seats in the place of worship shall be unassigned. It shall, however, be the duty of the Board of Trustees, whenever it may be necessary on special occasions, to reserve a sufficient number of seats to accommodate the membership, it being understood that no specific assignment to individuals shall be made within said reservation.

ARTICLE XIV

REAL ESTATE

Before any contract shall be entered into for the purchase, sale, or alienation of real estate by the congregation, the Board of Trustees shall submit such matter to the congregation at an Annual or special meeting. It shall require a vote of two-thirds of the members present or by proxy to authorize any purchase, sale or alienation of real estate. Notwithstanding the above, sale of real estate which is not part of or contiguous to property on which the congregation's facilities are located may be authorized by two-thirds vote of the Board of Trustees.

ARTICLE XV

FISCAL YEAR

The fiscal year shall begin annually on July 1.

ARTICLE XVI

AMENDMENTS

Amendments to the By-Laws shall be presented in writing and shall be initiated by the Board of Trustees or by any member of the congregation, and shall be filed with the secretary. Such amendments may be acted on at an Annual or special meeting of the congregation. Copies of the proposed amendments shall be mailed to each member along with the notice of the meeting. An affirmative vote of two-thirds of the members present and voting shall be necessary to adopt any amendment.

ARTICLE XVII

RULES OF ORDER

The rules of procedure at meetings shall be determined by Roberts Rules of Order, latest revised edition, unless these By-Laws expressly provide to the contrary.

ARTICLE XVIII

CONFLICT OF INTEREST

Section 1. The success of Temple Sinai depends on maintaining the highest standards of ethical and lawful conduct. It is the Temple's position that all of individuals involved with its mission must behave in a way so there is not even the appearance of conflict between personal interests and those of the Temple. To ensure the continuity of its high standards of conduct, the Temple desires to set forth the common understandings that must exist among the members of its community regarding conflict of interest policy and practices.

Section 2. The Temple's best interests are to be the prime consideration whenever contemplating entering into a transaction or arrangement that might benefit the private interest of an officer, director or employee of the Temple.

Section 3. This policy is intended to supplement, but not replace any applicable New York State or federal laws governing conflicts of interest applicable to nonprofit organizations.

Section 4. Conflict-of-interest statutes are contained in the New York Not-for-Profit Organization Law and focus primarily on the duty of loyalty of board of directors (“Board”) members. This duty broadly commands Board members and officers to be faithful to an organization’s best interests and to refrain from using their organizational position or knowledge to advance a personal agenda at the organization’s expense.

Section 5. Basis of Decisions. All institutional decisions are to be made solely to promote the best interests of Temple without favor or preference based on personal considerations, and to provide the highest ethical conduct.

Section 6. Board members and employees are not allowed to participate actively and aggressively as advocates in their own behalf (or on behalf of other organizations in which they have a personal interest), either formally at Board or committee meetings or informally through private contact, communication, and discussion.

Section 7. Officers, Board members or employees may not obtain for themselves, their relatives, or their friends a material benefit of any kind from their association with Temple, or from the knowledge gained therefrom. The fairness of transactions involving potential conflicting interests is usually analyzed by comparing them with similar transactions negotiated by parties dealing at “arm’s length” - that is, parties that have no other relationship and are presumed to base their decisions on rational economic interests.

Section 8. One of Temple’s most valuable assets is its confidential information, which includes donor lists, research data, financial data and computer software and equipment information. The security and integrity of all confidential data must be diligently protected. Accordingly, officers, Board members and employees should not disclose or use any confidential information involving Temple for personal benefit or for non-Temple related purposes.

Section 9. In connection with any actual or possible conflict of interest, an Interested Person must disclose the existence and nature of his or her financial interest to the directors of Temple and/or members of any Temple committee considering the proposed transaction or arrangement. The law does not require a prohibition of all conflicts of interests. Rather, the goal is to permit the Temple to manage conflicting interests successfully and to reach optimum decisions with knowledge of the conflicts. Accordingly, so long as transactions are disclosed to the Board, and the transactions are believed to be in the best interests of the Temple, they may lawfully be undertaken.

Section 10. After disclosure of the financial interest, the Interested Person shall leave the Board or committee meeting which the financial interest is discussed and voted upon. The remaining Board or committee members shall decide if a conflict of interest exists.

Section 11. To address any potential conflict of interest the President of the Temple Board shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.

Section 12. After exercising due diligence, the Board or executive committee shall determine whether the Temple can obtain a more advantageous transaction or arrangement with reasonable efforts from a person or entity that would not give rise to a conflict of interest.

Section 13. If a more advantageous transaction or arrangement is not reasonably attainable under circumstance that would not give rise to a conflict of interest, the Board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Temple's best interest and for its own benefit and whether the transaction is fair and reasonable to the Temple and shall make its decision as to whether to enter into the transaction or arrangement in conformity with such determination.

Section 14. If the Board or a committee has reasonable cause to believe that a member of the Board, committee, officer or employee of the Temple has failed to disclose actual or possible conflicts of interest, it shall inform the person of the basis of such belief and afford the person an opportunity to explain the alleged failure to disclose.

Section 15. If, after hearing the response of the person and making such further investigation as may be warranted in the circumstances, the Board or committee determined that the person has in fact failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action as is needed in the circumstances, including removal from office.

Section 16. The minutes of the Board and all committees shall contain the following information:

- a. the names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest;
- b. the nature of the financial interest;
- c. any action taken to determine whether a conflict of interest was present

d. the Board's or committee's decision as to whether a conflict of interest in fact existed;

e. the names of the persons who were present for discussions and votes relating to the transaction or arrangement

f. the content of the discussion, including any alternative to the proposed transaction or arrangement; and

g. a record of any votes taken in connection with the matter.

Section 17. To ensure that Temple operates in a manner consistent with its charitable purposes and that it does not engage in activities that could jeopardize its status as an organization exempt from federal income tax, periodic reviews shall be conducted to include the following subjects:

a. Whether compensation arrangement and benefits are reasonable and are the result of arm's length bargaining.

b. Whether any arrangements with outside service organizations conform to written policies, are properly recorded, reflect reasonable payments for goods and services, further Temple's charitable purposes and do not result in impermissible private benefit.

c. Whether agreements with other organizations or employees further Temple's charitable purposes and do not result in impermissible private benefit.

Section 18. Each officer, director, member of a committee and employee of Temple shall annually sign and file with Temple a statement which affirms that such person:

a. has received a copy of the Conflict of Interests Policy;

b. has read and understands the policy;

c. has agreed to comply with the policy; and

d. understands that Temple is a charitable organization and that in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

ARTICLE XIX

This congregation shall follow the laws of New York State as applicable, including but not limited to the Religious Corporation Law and the Not-For-Profit Corporation Law. If the By-Laws in any way conflict with New York State Law, New York State laws take precedence.