

**Temple Israel of Northern Westchester
By-Laws
Adopted at the Congregational Meeting on May 22, 2022**

Preamble

The Congregation of Temple Israel of Northern Westchester intends that the following By-Laws be understood consistent with the nature of synagogues compared to secular organizations.

The norms of the corporate world do not readily transfer to the world of the synagogue. Although they have characteristics in common with secular businesses and organizations, synagogues have more in common with less structured social organizations, more akin to communities and families. This Temple is our house of worship, study, and assembly. Many synagogue members share common traditions, heritages, and values, and we require a set of rules and procedures following our Mission:

We strengthen the connections of our Congregants with Judaism to live meaningful and purposeful lives. We provide an inclusive, warm, and welcoming community. We promote peace and unity within our community and beyond through acts of loving-kindness and social justice.

We hope that our By-Laws provide the framework to create an atmosphere of freedom, love, and peace to serve the needs of all in our diverse community.

ARTICLE I

Name

The Congregation shall be known as Temple Israel of Northern Westchester.

ARTICLE II

Purpose

To support our Congregants' spiritual and religious journeys and provide the foundation for building a better world through teaching and living our Jewish values.

ARTICLE III

National Affiliation

This Congregation shall be affiliated with the Union for Reform Judaism (URJ). It shall pay dues to the URJ and be entitled to all services and privileges prescribed in the URJ Constitution and By-Laws.

ARTICLE IV

Membership

1. Any person aged eighteen (18) years or older seeking to join the Jewish community or a confirmand of the Congregation of any age may be admitted to Membership on approval by the Board of Trustees of their Membership application.
2. The unit of Membership shall be a household including all adults residing together and all unmarried children of an adult member of the household. Each member household shall have (1) vote, except that a Member household comprising two (2) or more adults shall have two (2) votes which may be cast by any two (2) adult members of the household, each of whom shall be deemed a voting Member.
3. The Board of Trustees shall (a) determine a Minimum Annual Membership Commitment or a Suggested Annual Membership Commitment each year, (b) adopt fixed fees and charges for the Center for Jewish Learning (CJL), Early Childhood Program, Bar and Bat Mitzvah, or the use of Congregational facilities, and (c) impose Building Fund assessments or other special assessments.
4. The Minimum or Suggested Annual Membership Commitment for the succeeding twelve (12) months shall be due at the beginning of each fiscal year (June 1) but may be paid incrementally throughout the year by establishing an automatic or pre-approved payment schedule. A Member may make other payment arrangements with the Temple Administrator.
5. A Member shall be deemed to be in good standing if the Member is current in all financial obligations to the Congregation, including, without limitation, the Minimum or Suggested Annual Membership Commitment and Building Fund or other special assessments. In the event of hardship, the Finance Committee, in its discretion, may permit a member or applicant to pay an amount less than the Minimum or Suggested Annual Membership Commitment or the total amount of building assessments or other special assessments adopted by the Congregation. Such a decision of the Finance Committee may be appealed to the Board of Trustees. A

Member who complies with any agreed payment arrangements shall be deemed in good standing.

A Member in good standing shall have the following rights and privileges:

- (a) To vote at all membership meetings except that each Member household shall have no more than two votes.
- (b) To have children attend the Congregation's Center for Jewish Learning (CJL) or Early Childhood Program, be prepared for and become Bar or Bat Mitzvah, and be Confirmed in the Congregation.
- (c) To participate in all the activities of the Congregation.
- (d) To be eligible for election as an Officer or Trustee of the Congregation or any Congregational Affiliate Organization, subject to the qualifications outlined in these By-Laws. Each Congregational Affiliate Organization may institute additional requirements for its Officers.
- (e) To participate with the immediate household at all religious services, including High Holy Days, under such rules and regulations as the Board of Trustees may promulgate.

6. Any Member in arrears in the payment of the Minimum or Suggested Annual Membership Commitment or assessments may be deprived of voting rights or Membership in the Congregation by the Board of Trustees. See Article IV, Section 5 for exceptions.

7. Every Congregational Member in good standing may serve on any committee and the Board of Trustees. The Officers of the Congregation and the Chairs of the Education Committee, and the Ritual Committee shall be Jewish.

8. The resignation of any Member shall not relieve that Member's obligation for any payment pledged or due by the Member to the Congregation.

9. Registration for the Center for Jewish Learning shall be due before the start of CJL classes each fiscal year and include at least one payment toward the Minimum or Suggested Annual Membership Commitment but may be paid incrementally throughout the year by establishing an automatic or pre-approved payment schedule. A Member may make other payment arrangements with the Temple Administrator.

ARTICLE V

Board of Trustees

1. The Board of Trustees shall comprise:

- (a) The elected Officers of the Congregation as defined in Article VI (whose terms as such Trustees shall run only during the term of their office as such Officer); and
- (b) Twelve (12) Trustees-at-Large elected by the Congregation; and
- (c) The three (3) immediate past Presidents of the Congregation, provided that if any of the three (3) immediate past Presidents dies, resigns from the Board or

Congregation, or ceases to act for any reason as a Trustee, no vacancy shall occur; and

- (d) One Designated Representative from each of the following Congregational Affiliate Organizations, which may exist from time to time: the Temple Sisterhood, the Temple Brotherhood, and the Temple Youth Group. Because of the Religious Corporations Law provisions, no person under the age of eighteen (18) years shall have the right to vote. The Youth Group Designated Representative may not attend Executive Session Trustee meetings. The Designated Representatives shall be nominated in such a manner as the Congregational Affiliate Organization they represent shall determine and be approved by a majority vote of the Congregation per Article VII, Section 4, except for a replacement Designated Representative. A replacement Designated Representative shall be nominated in such a manner as the Congregational Affiliate Organization they represent shall determine and approved by a majority vote of the Board of Trustees.

2. Trustees-at-Large shall be elected for (3) year terms in classes, staggered so that four (4) Trustees-at-Large shall be elected each year, when possible. If a Trustee dies, resigns, or is removed from the Board, a replacement Trustee shall be appointed by the President with the approval of a majority of Trustees present at a duly constituted meeting of the Board to fill the same position as the Trustee who left the Board until the next election when a nominee for the remainder of the original term, if any, shall be elected. If a Designated Representative dies, resigns, or is removed from the Board, a replacement Designated Representative shall be nominated and approved per Article V Section 1(d). All elections shall occur at the Annual Meeting of the Congregation.

3. All voting members of the Board of Trustees must be Congregational Members in good standing and elected by a majority vote of the Congregation, except a replacement Trustee as outlined in Article V Section 2. Board members must comply with the TINW Ethics Code and other Temple policies and procedures and support the Vision and Mission Statements. A voting Member's failure to comply with the Ethics Code or other Temple policies and procedures may be cause for removal from the Board of Trustees and further disciplinary action.

4. The Board of Trustees shall govern the affairs of the Congregation, control its revenue and property, determine Minimum or Suggested Annual Membership Commitments, fees, and assessments, employ and discharge employees, admit Members, order special meetings, remit the whole or any portion of the Minimum or Suggested Annual Membership Commitment to a Member, and take such other action as shall in its judgment best promote the purposes, welfare, prosperity, and continued existence of the Congregation and Temple.

5. The Board of Trustees shall have not less than ten (10) regular meetings each year, and in addition, shall meet specially at the call of the President upon five (5) days' notice. At the request of six (6) Trustees, the President shall call a special meeting. Notice of a special meeting of the Board may be given by any reasonable means, including, without limitation, postal mail, telephone, or electronic mail.

6. Twelve (12) members of the Board of Trustees shall constitute a quorum.

7. The office of any Trustee who is absent without adequate cause from three (3) consecutive regular meetings of the Board may be declared vacant by the vote of a majority of the members of the Board of Trustees present and voting at any regular or special Board meeting.

8. The Board of Trustees shall have the power to remove an Officer or Member of the Board of Trustees by a two-thirds (2/3) vote of the entire Board, with any person so removed having the right of appeal to the Membership of the Congregation within ten (10) days of removal by written notice to the President of the Congregation who shall then call a special meeting of the Congregation. A majority vote of the members present at such a special meeting may reverse or affirm the action of the Board of Trustees.

9. (a) No Trustee-at-Large nor Designated Representative may serve for more than six (6) consecutive years in either post, except in the limited circumstance in which the President was required to appoint a replacement Trustee to serve the remainder of a Trustee's term for one (1) year or less. If a replacement Trustee serves a remainder term of one (1) year or less, the replacement Trustee may be nominated and elected to fill up to two (2) additional full terms of three (3) years each. If a replacement Trustee serves a remainder term of two (2) years or less, the replacement Trustee may be nominated and elected to fill up to one (1) additional full term of three (3) years.

(b) No Officer, Trustee-at-Large, or Designated Representative may serve for more than thirteen (13) consecutive years in combined positions without a three (3) year break from Board service, except a past president fulfilling post-presidency terms. A past president must break from the Board for three (3) years after their post-presidency terms before serving again on the Board.

10. For purposes of voting on contracts or terms of employment, the employee or group of employees for which the vote is taken shall have the opportunity to make a statement before being excused from the Board meeting for any further discussion or vote. No other employee of the Congregation shall be present during a vote on the contract and/or terms of employment of any Congregational employee but may be present for discussion at the discretion of the President or presiding Officer.

11. (a) The Board of Trustees shall not vote in favor of the expenditure of any sums which, in the aggregate, exceed three percent (3%) over the annual operating budget of the Congregation during any fiscal year, not including balances of the various non-operating Temple funds, except in the case of an emergency, i.e., if there will be irreparable damage to physical property or the well-being of the Congregation in the absence of immediate action. The Congregation shall be informed of any emergency expenditure within ten (10) days after its authorization by the Board of Trustees. Any non-budgeted expenditure of more than three

percent (3%) over the Congregation's annual operating budget must be authorized by the Congregation at a Congregational meeting.

(b) The Board of Trustees shall not vote on the expenditure of any sums which, in the aggregate, exceed fifteen percent (15%) of any Unrestricted non-operating Temple fund during any fiscal year. An expenditure of more than fifteen percent (15%) of any Unrestricted non-operating Temple fund during any fiscal year must be authorized by the Congregation at a Congregational meeting.

(c) Donor Restricted Temple funds shall be used only for the purpose or purposes of the fund except by a two-thirds (2/3) vote of those present at a Congregational Meeting.

12. (a) Any reference in these By-Laws to action to be taken by the Board of Trustees shall mean such action at a meeting of the Board of Trustees, except that 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 the committee consent in writing to adopt a resolution authorizing the action. The resolution and the written consent to it by the members of the Board of Trustees or committee shall be filed with the minutes of the proceedings of the Board of Trustees or committee.

(b) Any one or more members of the Board of Trustees or any committee thereof may participate in a meeting of such Board of Trustees or committee employing a conference telephone or other interactive audio-visual or computer equipment, allowing 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.

ARTICLE VI

Officers

1. At its annual meeting, the Congregation shall elect a President, three (3) Vice-Presidents, a Treasurer, and a Secretary, each for a term of one (1) year.

2. The President shall preside at all meetings of the Congregation and the Board of Trustees, decide all questions of order, establish all committees other than those identified in Article IX Section 1, call special meetings of the Board of Trustees, call special meetings of the Congregation, cast the deciding vote in case of a tie, be an ex-officio member for all committees, and make an annual report of the activities of the Board of Trustees and the status of the Congregation at its Annual Meeting. With the approval of the majority in attendance at a meeting of the Board, the President may fill any vacancy on the Board of Trustees. The tenures of such appointed Trustees are stated in Article V, Sections 2 and 9.

3. Each Vice-President shall, in the absence of the President, have the right to assume all the President's duties and responsibilities and shall also be an ex-officio member of all committees. The Vice-Presidents shall agree among themselves as to who shall assume the duties of the President and, in the absence of agreement, the selection shall be made by lot.

4. The Treasurer shall be responsible for billing, receiving all monies and giving receipts when necessary, depositing all monies in the bank account in the name of the Congregation, making written monthly reports to the Board of Trustees and a complete annual financial report to the Congregation on the status of all Congregational accounts and funds, and performing such other duties that the office may require.
5. The Secretary shall take and present minutes, conduct and report communications, issue meeting notices, be the custodian of the Congregation's seal, and perform such other duties that the office may require.
6. In the event of a vacancy in any office except President, the President shall nominate a member of the Board of Trustees who meets the qualifications for such office as herein provided, and the Board of Trustees shall, by the vote of a majority present and voting at any regular or special Board meeting, confirm the appointment of an Officer. If the office of President shall become vacant, the Board of Trustees shall select one of the Vice-Presidents to become President.
7. No Officer other than a Vice-President shall serve in the same office for longer than three (3) consecutive years. No Vice-President shall serve as such in the same office for longer than four (4) consecutive years.
8. All checks shall be signed by the Treasurer or the President or a third (3rd) person approved by the Board of Trustees. On checks over five thousand (\$5,000), the signature of two (2) people who have signatory power is needed.

ARTICLE VII

Nominations

1. Nominations for all 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 present at the meeting. The Nominating Committee shall consist of two (2) members of the Board of Trustees whose terms are not up for renewal at the next election and three (3) members of the Congregation at large. The President shall be an ex-officio member of the Nominating Committee but shall not have the right to vote.
2. In addition to the nominations to be made by the Nominating Committee, nominations for any Office or the Board of Trustees may be made by petition subscribed by at least ten (10) Members of the Congregation.
3. Nominations of Board Members to be Designated Representatives of the Congregational Affiliate Organizations outlined in Article V shall be placed on the Nominating Committee's list of nominees for the Board of Trustees by the Nominating Committee after consultation with the Congregational Affiliate Organization to be represented.
4. All nominations of the Nominating Committee must be filed and read at a Board of Trustees meeting before the election to be held. Notice of such nominations must be provided to the

Congregation at least three (3) weeks before the Annual Meeting at which the election will be held if postal mailed or two (2) weeks before the Annual Meeting if electronically delivered.

5. Nominations by petitions must be filed with the Secretary at least two (2) weeks before the Board of Trustees meeting before the election to be held. Notice of such additional nominations must be provided to the Congregation at least three (3) weeks before the Annual Meeting at which the election will be held if postal mailed or two (2) weeks before the Annual Meeting if electronically delivered. If there are more nominees than openings on the Board of Trustees, each voting Member of the Congregation will vote for the number of nominees equal to the number of openings. Those nominees having the most votes shall be elected.

ARTICLE VIII

The Clergy

1. The Senior Rabbi shall be an ordained Rabbi selected from the Membership of the Central Conference of American Rabbis. The Cantor shall be an invested Cantor and a graduate of a recognized cantorial school.

2. The Senior Rabbi shall be proposed by a Rabbinical Search Committee, which shall be appointed for that purpose by the President with the consent of a majority of the Board of Trustees' members present at a meeting thereof. The selection and terms of service of the Senior Rabbi shall be approved by a majority of the Board of Trustees members who are present at a meeting thereof. The matter shall then be referred to a Congregational meeting where a majority vote of those present shall be required for the election of the Senior Rabbi.

3. The Senior Rabbi shall have freedom of the pulpit.

4. Except as otherwise provided in Article V, Section 10 of these By-Laws, the Senior Rabbi shall have the privilege of attending and participating in all meetings of the Board of Trustees, Congregation, and committees, except when business pertaining directly to the Senior Rabbi will be discussed, or the President or the Chairperson of a committee requests the absence of the Senior Rabbi.

5. The termination of the services of the Senior Rabbi shall be approved by a majority of the Board of Trustees' members present at a meeting thereof. The matter shall then be referred to a Congregational meeting where a majority vote of those present shall be required.

ARTICLE IX

Committees

1. There shall be a Finance Committee, a Nominating Committee, and such standing committees as the Board of Trustees deems necessary to conduct the purposes of the Congregation. The Board of Trustees shall designate the purposes and powers of each committee. The President shall have ultimate authority to appoint the Chairperson of all committees. Committee Chairs shall serve as the Chair for no more than four (4) consecutive years. If any committee does not have a volunteer for the Chairperson position, the President may permit the current Chair beyond the four (4) year term limit. The President shall annually

confirm the appointment of any new committee Chairperson. The President shall create such ad hoc committees as the President deems necessary to conduct the purposes of the Congregation. The President shall appoint members to and designate the Chairperson of all ad hoc committees. A standing committee shall have at least three (3) members.

2. The Chairperson of each committee shall submit a written annual report to the President in time to enable its inclusion in the President's annual report to the Congregation.

3. There shall be an Executive Committee of the Board of Trustees comprising the President, the Vice Presidents, the Secretary, the Treasurer, and the immediate three (3) Past Presidents per Article V, Section 1(c). The purpose of the Executive Committee is to assist and advise the President as the President deems appropriate on personnel issues, gift acquisitions, and other Congregational matters and to act on behalf of the Board of Trustees in the case of an emergency (as defined in Article V, Section 11(a) that requires action before a meeting of the Board of Trustees. The Board of Trustees shall be informed of any emergency action by the Executive Committee within forty-eight (48) hours after such action has been taken.

ARTICLE X

Fiscal Year

The fiscal year of the Congregation shall be from June 1 through May 31 or as otherwise determined by the Board of Trustees.

ARTICLE XI

Meetings

1. An annual meeting of the Congregation shall be held at such place and on such day in May as shall be established by the Board of Trustees with at least four (4) weeks prior written notice by postal mail or three (3) weeks by electronic delivery to the Membership. The annual meeting may be held in person, through video conferencing, other electronic means, or a combination at the President's prerogative. At this meeting, all Officers whose duty is to make reports shall do so in writing, and there shall be an election of the Officers and new Congregational Trustees. The annual budget of the Congregation shall be submitted for approval.

2. Special meetings of the Congregation shall be called by the President, by the request of a majority of the Board of Trustees, or by the written application of twenty-five (25) voting members. The call for a special meeting shall set forth the purpose of the meeting, and written notice thereof shall be postal mailed to the members at least five (5) days before such meeting or electronically delivered at least three (3) days before such meeting. Only business specified in the notice may be transacted at a special meeting.

3. A quorum at meetings of the Congregation shall constitute voting Members of the Congregation present in person equal to the lesser of one hundred (100), or eighteen (18) percent of the number of Member units in the Congregation.

4. Any Member of the Congregation in good standing may attend the meetings of the Board of Trustees as an observer. If a Member wishes to ask a question of or speak to the Board of

Trustees, the Member shall request the permission of the President. If a Member wishes to discuss a matter not on the Board's agenda, the Member shall request the President, before the meeting, to place the item on the agenda. Meetings at which confidential or personnel discussions are scheduled shall be deemed Executive Sessions and shall be closed to all but Board members, except the Designated Youth Representative may not attend Executive Sessions. Financial matters, Key Performance Indicators (KPI), and the annual budget may be discussed at regular Board of Trustee meetings. No attendee of an Executive Session may take notes in any manner, and the Minutes shall not include details of the Executive Sessions.

5. Proxies shall not be permitted, except that every Member of the Congregation entitled to vote at any meeting thereof may vote by proxy on any proposition to sell, mortgage, or lease any of the Congregation's property or for its consolidation with one or more other religious corporations of the Jewish faith. Every proxy must be executed in writing by the Member conferring the same and shall not be given to any person other than a Member in Good Standing of the Congregation. No proxy shall be valid after the expiration of one (1) year from the date of its execution. Every proxy shall be revocable at the pleasure of the person executing it.

ARTICLE XII

Purchase, Sale, or Lease of Real Estate

The affirmative vote at a Congregational meeting that is greater than (a) two thirds (2/3) of the voting Members in attendance or where permitted according to Article XI, Section 5 by proxy, or (b) one hundred (100) voting Members, shall be required to authorize the purchase, sale, or lease of real estate. This meeting may be held in person, through video conferencing, other electronic means, or a combination at the President's prerogative.

ARTICLE XIII

Rules of Procedure

Meetings shall be conducted per the latest edition of Robert's Rules of Order where the procedure is not otherwise specified in these By-Laws.

ARTICLE XIV

Amendments

Amendments to these By-Laws shall be proposed by a majority of the Board of Trustees in attendance at a meeting of the Board of Trustees or by at least forty (40) voting Members of the Congregation. They shall be filed, in writing, with the Secretary pending action thereon at the next regular meeting of the Congregation or a special meeting of the Congregation called for that purpose. Copies of the proposed amendments(s) shall be delivered to the Membership at least ten (10) days before the meeting if postal mailed or at least five (5) days before the meeting if electronically delivered. This meeting may be held in person, through video conferencing, other electronic means, or a combination at the President's prerogative. An affirmative vote of two-thirds (2/3) of the voting Members present at such meeting shall be necessary to adopt any amendment.

ARTICLE XV

Adoption

Revised By-Laws shall be effective immediately following their adoption at a Congregational meeting per Article XIV.

ARTICLE XVI

Notices

The times specified herein for notices by postal mail shall apply only to notices sent by first-class mail. An additional fourteen (14) days shall be added to the specified times when notice is given by postal mail other than first-class. Electronic mail will be considered delivered twenty-four (24) hours after sending unless the Temple representative who sent the electronic mail receives an error message or other indication of incomplete delivery.

ARTICLE XVII

Dissolution or Merger

In the event of the dissolution or merger of the Congregation, no Officer, Director, Employee, or Representative of the Congregation shall be entitled to any distribution or division of its remaining property, assets, or proceeds. The balance of all money or property owned, held, or received by the Congregation from any source, after the payment of all debts and obligations of the Congregation shall be used exclusively for exempt purposes within the intention and purpose of the Internal Revenue Code as it exists on the date of the adoption of these By-Laws or may be amended from time to time, or it shall be distributed to an organization or organizations exempt under the Internal Revenue Code. Moreover, any such use or distribution of the money or property of the Congregation shall be in accord with the Congregation's purpose as set forth above and, to the extent possible, shall promote similar or related purposes.

END OF BY-LAWS