

The By-Laws of Congregation Gates of Heaven
As adopted at the Special Meeting of the Congregation on February 6, 2022

ARTICLE I

NAME

SECTION 1. This Congregation shall be known as Congregation Gates of Heaven.

ARTICLE II

PURPOSE

SECTION 1. The purpose of this Congregation shall be to worship God in accordance with the principles of Reform Judaism; to cultivate a love and understanding of God, Jewish heritage and Torah, to stimulate caring and fellowship among congregants and within the Jewish and secular communities and to strengthen the bonds of loyalty with the Jewish people everywhere, especially in the Land of Israel; to perform acts of *Tikkun Olam* (repairing the world) through an emphasis of the principles of righteousness, justice and equality in society at large.

SECTION 2. In order to advance the cause of Reform Judaism in America and throughout the world, this Congregation shall be a member of the Union for Reform Judaism.

ARTICLE III

PRACTICES

SECTION 1. The Congregation shall follow the principles and practices of Reform Judaism.

ARTICLE IV

MEMBERSHIP

SECTION 1. Membership and participation in the Congregation shall be based upon Member Units. A Member Unit may consist of:

- a) A single person of the Jewish faith; or
- b) A couple with at least one adult member of the Jewish faith; or
- c) Such other applicant or applicants for membership as may be approved by the Board of Trustees on a case-by-case basis.

Member Units agree to be bound by the terms and conditions of membership set out in these Bylaws in effect on the date on which its application for membership is accepted together with such amendments thereto that, from time to time, may be approved by the Congregation.

SECTION 2. For the purposes of raising the revenues necessary for the maintenance and operation of the Congregation, the Congregation shall fix the financial commitments of Member Units, which shall include dues and assessments. The Board of Trustees shall enact policies to modify financial commitments for special circumstances at their discretion, which policies providing for any modifications of financial commitments,

dues and assessments shall be subject to the prior approval of the members of the Congregation at any regular meeting of the Congregation or at any special meeting called for that purpose.

Applicants for membership as described above shall become members upon approval by the Board of Trustees of a written application accompanied by the payment of at least one-twelfth of their annual financial commitment.

In the event it is determined that the applicant for membership has not satisfied any outstanding financial obligation due another any Congregation, the Board of Trustees may decline to accept the application for membership until such obligation is explained or resolved to the satisfaction of the Board.

SECTION 3. All financial commitments shall be due and payable in advance. Any Member Unit that is six months in arrears of its payment of financial commitments or other indebtedness may be declared discontinued from membership by the Board of Trustees provided that the Member Unit is given at least 30 days' notice in writing of the intended action. Upon discontinuation of membership the Member Unit shall forfeit all rights and privileges of membership until it is reinstated to membership by the Board.

SECTION 4. A Member Unit discontinued from membership as provided in Section 3 of this Article may be reinstated by the Board of Trustees on such terms and conditions as the Board may stipulate.

SECTION 5. Resignations must be submitted in writing and shall take effect upon its acknowledgement by the Board of Trustees. The resignation of any Member Unit shall not constitute a release from the payment of any obligation due the Congregation.

SECTION 6. A Member Unit shall have the rights and privileges of divine worship with the Congregation. The Member Unit shall have the right to enjoy and participate in all practices and programs of the Congregation and to be granted all privileges offered by the Congregation to its Members Units. The Member Unit shall have the right to acquire a lot in the Cemetery of the Congregation, at the prices then in effect, and the right of interment and privileges of the Cemetery, subject to the regulations and policies of the Board of Trustees.

ARTICLE V

BOARD OF TRUSTEES

SECTION 1. The Board of Trustees shall assume the leadership in carrying out the purposes set forth in Article II, Section 1, and shall be responsible for the general management of the affairs, funds, records and property of the Congregation. It shall act on all matters of policy, fill all board vacancies until the next Congregational election, and perform such other duties as the members in regular or special meeting assembled from time to time may prescribe. The Board of Trustees shall manage all properties, real and personal, belonging to the Congregation, including the purchase or sale of securities and the investment and reinvestment of funds of the Congregation. The Trustees shall not apply to a court for the approval of the sale, mortgage, or lease of any of the real property of the Congregation unless the same shall first be approved by a 2/3 majority of the members present or voting by proxy in accordance with Section 207 of the New York State Religious Corporations Law at a meeting of the members of the Congregation called for that purpose.

SECTION 2. The Board of Trustees shall consist of 15 members elected by the Congregation from among the members of the Congregation. Only members of the Board of Trustees elected or appointed to such position as provided by Section 3 of this article shall be considered in order to determine the presence of a quorum for the purpose of conducting the business of the Congregation and only said members of the Board of Trustees shall be eligible to vote on resolutions being considered by the Board. Only one person from a Member Unit may be elected or appointed to serve on as a member of the Board of Trustees at any one time, provided, however,

nothing herein shall bar more than one person from a member unit serving as a trustee when such other person or persons hold office as an honorary member of the Board of Trustees. Past Presidents of the Congregation, the duly elected presidents or equivalents and the congregation's auxiliary or activity units formed pursuant to Article XIV, and the honorary vice president shall be honorary members of the Board without vote unless duly elected a member of the Board.

SECTION 3. The Congregation shall elect at its annual meeting as the term of Trustees expire, 5 Trustees for a term of three years each. In the event of a vacancy on the Board of Trustees due to resignation from the Board or from the Congregation or by reason of death or otherwise, the remaining members of the Board shall have the power to appoint a member of the Congregation to fill such vacancy until the next annual meeting of the membership at which meeting the vacancy shall be filled by election for the unexpired term. Positions may remain vacant for no more than three years. The Board may not conduct business with fewer than 13 members in office.

SECTION 4. A Trustee, whether elected or appointed, shall hold office until a duly elected or appointed successor takes office. No Trustee, other than an honorary Trustee, may serve more than two consecutive three-year terms as a Trustee unless elected an officer of the Congregation. A person so elected as an officer of the Congregation shall, continue to serve as a Trustee until the completion of their then-current three-year term. A former Trustee may be nominated for election to, or appointed to, the Board after a one-year absence. If a Trustee is nominated for a third or greater consecutive three-year term with the expectation of being elected or selected as an officer of the Congregation and he or she is not so elected or appointed, such Trustee position shall be deemed vacant and the Board of Trustees shall fill such vacancy in accordance with the provisions of Section 3 of this article.

SECTION 5. The Board of Trustees shall meet at least ten times per year, and in addition, shall meet in special meeting at the call of the President or any five (5) Trustees to consider the particular item or items for which such a special meeting is called. At the discretion of the President, Trustees may participate in a meeting by means of telephone, video conference, or similar communications equipment provided that all persons participating in the meeting can hear each other at the same time and can participate in all matters before the Board. Participation by such means shall constitute presence in person at a meeting.

SECTION 6. A majority of the members of the Board of Trustees shall constitute a quorum.

SECTION 7. The office of any Trustee who is absent without an excuse satisfactory to the Board for three successive regular meetings of the Board may be declared vacant by the Board.

SECTION 8. At annual meetings, the Board of Trustees shall submit a report containing a detailed statement of the proposed financial budget for the ensuing year.

SECTION 9. The Board of Trustees shall have the authority to grant such privileges as are set forth in Article IV, Section 6, to persons not members of the Congregation upon terms and conditions fixed by the Trustees.

SECTION 10. The Trustees shall have no power to terminate the services of the Rabbi. These powers are reserved to the membership.

SECTION 11. The Board of Trustees shall have the power to engage or dismiss the Director of Congregational Living and the Executive Director.

ARTICLE VI

BOARD OF ADVISORS

SECTION 1. It shall be the purpose of the Board of Advisors to provide counsel to the Board of Trustees concerning matters of policy and to perform such duties as may be requested or designated by the Board of Trustees.

SECTION 2. The Board of Advisors shall consist of the past presidents of the Congregation willing to serve and additional individuals appointed to membership by the Board of Trustees. Individuals appointed to the Board of Advisors shall serve on the Board of Advisors for a term of three years and may be reappointed by the Board of Trustees for additional consecutive terms of office of three years each. The Board of Advisors may establish subcommittees and task forces to carry out particular projects or assignments.

SECTION 3. The Board of Trustees shall designate the Chairperson of the Board of Advisors from among those serving on the board of advisors. The term of office of the chairperson shall be for three years and the then incumbent may be reappointed by the Board of Trustees for additional consecutive terms of office of three years each. The Chairperson of the Board of Advisors shall be an Honorary Vice-President of the Congregation and shall act as an honorary member of the Board of Trustees and the Executive Committee. The Chairperson shall attend the meetings of the Executive Committee and the Board of Trustees and report to the Board of Advisors as appropriate.

ARTICLE VII

OFFICERS

SECTION 1. The officers of the Congregation shall consist of a President, an Executive Vice-President, three Vice-Presidents, a Secretary, a Treasurer and a Financial Secretary, all to be elected for a term of one year by the Trustees from among the Trustees at the first meeting of the Trustees following the annual meeting of the Congregation.

SECTION 2. No officer of the Congregation shall be eligible to serve more than three consecutive one-year terms in the same office, with the exception of the three Vice-Presidents, who may serve six consecutive one-year terms as Vice-President. After one full year from the expiration of the third or sixth such term such person may be eligible for election as if never before elected.

At the discretion of the President and with the approval of the Board of Trustees, the term of office for any officer may be extended beyond the terms set forth in this section, in one-year increments.

Notwithstanding anything to the contrary contained herein, the term of any officer may not be extended for more than three consecutive one-year terms.

SECTION 3. The duties of the President shall be as follows:

- a) to act as presiding officer at all Congregational and Board meetings;
- b) to appoint chairs of all committees, subject to Board approval, of all of which the president is to be an ex-officio member;
- c) to call special meetings;
- d) to sign all legal documents; and
- e) to perform all other duties incident to the office.

SECTION 4. The Executive Vice-President shall automatically succeed to the office of President in case of a

vacancy and shall act for the President in case of the absence or disability of the President.

SECTION 5. In case of a vacancy caused by the absence or disability of the President and Executive Vice-President, the Board of Trustees shall meet to select a new President from among the remaining Vice-Presidents. Until such meeting is held, the remaining Vice-Presidents shall serve as acting President and Executive Vice-President. The Vice-President who has served in their capacity as Vice-President the longest will serve as acting President.

SECTION 6. The Executive Vice-President, the three Vice-Presidents, and the Treasurer will have responsibilities assigned by the President with the approval of the Board.

SECTION 7. The duties of the Secretary shall be as follow:

- a) to serve as secretary of the Congregation, the Executive Committee, and of the Board of Trustees;
- b) to keep the correspondence and minutes of all for all of these bodies; and
- c) to perform all other duties incident to the office.

SECTION 8. The duties of the Treasurer shall be as follows:

- a) to be the custodian of all funds of the Congregation, in consultation with the Executive Director, including but not limited to all those collected by the financial secretary and the cemetery committee;
- b) to disburse funds of the Congregation as authorized by the Board of Trustees;
- c) to report the financial condition of the Congregation to the Board of Trustees as they shall direct;
- d) to report to the Congregation at all regular, annual, and special meetings;
- e) to serve as a member of all fiscally-related committees if so requested by the President;
- f) to perform all other duties incident to the office.

SECTION 9. The duties of the Financial Secretary shall be as follows:

- a) to work with the Executive Director or his/her designee to design and oversee a system for collecting delinquencies;
- b) to ensure that there is follow up for payment of financial commitments by delinquent members and assist with collections when appropriate;
- c) to report on the total paid status at Trustees and Congregational meetings.

ARTICLE VIII

EXECUTIVE COMMITTEE

SECTION 1. The Executive Committee will consist of the officers, the Honorary Vice-President, and the most immediate past President of the Congregation that wishes to serve. A legal advisor, if appointed by the President and approved by the Executive Committee; the Rabbi; the Executive Director; and the Director of Congregational Living may also be invited to attend meetings of the Committee.

SECTION 2. The Executive Committee shall:

- a) serve as an advisory body to the President
- b) consider matters scheduled to be brought before the Board of Trustees and to recommend acceptance or rejection
- c) be available to consult with any committee that may request executive direction
- d) report to the Board of Trustees on matters discussed at meetings of the Executive Committee.

SECTION 3. The Executive Committee shall meet as needed. A special meeting may be called by the

President. In the event the President determines that there is an emergency, a meeting of the Executive Committee shall be held at the time and place designated by the President.

SECTION 4. It shall be the duty of the Executive Committee to oversee the Executive Director. The Executive Director shall oversee the office and custodial staff. The Executive Committee shall establish rules and regulations for employees of the Congregation and keep these rules in a Personnel Practices Manual. The Executive Committee shall also review salaries, benefits, and employment practices, with input from the affected committees, for the purpose of standardizing supervision of employees and assisting the board of trustees in evaluating the personnel budget of other committees. Supervision of the non-professional staff will be provided through agreements with the appropriate committee chair.

SECTION 5. Five members of the Executive Committee shall constitute a quorum.

ARTICLE IX

RABBI

SECTION 1. The Rabbi shall be nominated by a special committee appointed by the President. The nomination shall be subject to the review of the Board of Trustees and, if approved, the Board shall determine the compensation and the initial period of service of such appointment. Once approved by the Board of Trustees, a meeting of the Congregation will be held where a majority vote of the members present shall be required to elect the Rabbi and to establish the Rabbi's compensation.

SECTION 2. The Congregation shall be a participant in the Reform Pension Board, established by the Union for Reform Judaism of the United States and Canada and the Central Conference of American Rabbis, for investment and planning of the Rabbi's pension.

SECTION 3. The Rabbi shall perform all religious duties commensurate with the position and such other duties as may be assigned by the Board of Trustees.

SECTION 4. The Rabbi shall be elected annually by secret ballot by ~~of~~ the members of the Congregation and after his or her election for a fourth consecutive year he or she shall serve without need for election until such time as the relationship is terminated by written resignation, retirement or death of the Rabbi, or by majority vote of the members present at an annual or special meeting of the Congregation.

ARTICLE X

COMMITTEES

SECTION 1. The operations and activities of the committees or task forces of the Congregation shall be consistent with the rules established in these Bylaws and the policies of the Board of Trustees.

SECTION 2. The President may establish committees or task forces, subject to the approval of the Board of Trustees.

ARTICLE XI

MEETINGS

SECTION 1. The annual meeting of the Congregation shall be held in the month of May, at the time designated by the Board of Trustees on the recommendation of the President. At this meeting, reports shall be submitted by the President, the Rabbi, the Executive Director, the Director of Congregational Living, and the Treasurer. Committees and auxiliary bodies may also make written reports. The Congregation shall adopt a budget for the ensuing year and elect Trustees, and delegates and alternates to organizational meetings, as required. The Congregation shall be notified at least ten days prior to the date of the annual meeting. In the event it becomes necessary to postpone the date of the Annual Meeting after said notice has been sent to the members, the members shall be advised as soon as possible, using all practicable means of communication.

SECTION 2. Special meetings of the Congregation may be called by the President, or at the request of a majority of the Board of Trustees, or on written application of five percent of the Member Units. The call for a special meeting shall set forth the purpose of the meeting and written notice thereof shall be sent to all members at least five days prior to the time of such meeting; no business shall be transacted except that specified in the call.

SECTION 3. Ten percent of the Member Units of the Congregation shall constitute a quorum at meetings.

SECTION 4. Every adult member of a Member Unit in good standing shall be entitled to vote at such meeting. Voting by proxy is not permitted except as authorized by Section 207 of the New York State Religious Corporations Law with respect to the purchase or sale of real property.

SECTION 5. The election of members to the Board of Trustees shall be by secret ballot when the number of candidates nominated exceeds the number of seats to be filled. In the event it becomes necessary to conduct a secret ballot, the President shall designate at least two tellers to collect and count the ballots and to report the results of such secret election to the President.

SECTION 6. Notices for the holding of annual meetings of the membership shall include the names of members of the Board of Trustees whose terms are expiring as well as the names of proposed candidates to be nominated by the nominating committee at such meeting. Such notice shall also include copies of the budget proposed for the ensuing year, the adopted budget of the prior year and, where it shall be the proposal and recommendation of the Trustees that the dues structure shall be altered or changed for the ensuing year, notice thereof together with the proposed change shall also be included in such notice.

ARTICLE XII

NOMINATIONS

SECTION 1. Nominations of Trustees for all vacancies to be filled at the annual meeting shall be made by a nominating committee and filed with the President at least 20 days prior to the annual meeting. The nominating committee shall consist of: a past president of the Congregation, three members of the Board of Trustees whose terms of office do not expire at the next election, all to be selected by the President with the approval of the Board and three members from the Congregation at large elected at the prior annual meeting. Vacancies on the committee may be filled from the same constituency by the President.

SECTION 2. The slate of the nominating committee shall consist of one nomination for the office of each Trustee whose term of office will expire at the end of the then current year.

SECTION 3. Such nominations by the nominating committee shall be reported to the President for inclusion in the notice sent to the members of the Congregation of the annual meeting.

SECTION 4. Nominations for Trustees may also be made by petition of ten (10) Member Units of the Congregation, eligible to vote at the Annual Meeting. Such nominations shall be filed with the secretary of the Board of Trustees at least 7 days before the date of the Annual Meeting. Notice of nominations by petition must be sent to all members of the Congregation at least five (5) days before the date of the Annual Meeting.

ARTICLE XIII

FISCAL YEAR

SECTION 1. The Fiscal Year shall be from July 1 of each year through and including the June 30th next following.

ARTICLE XIV

CEMETERY

SECTION 1. The Congregation may acquire and own land and other property for use as a cemetery. The management of such property shall be the responsibility of the Board of Trustees. An annual report shall be rendered to the Board of Trustees by the cemetery committee.

SECTION 2. The Board of Trustees shall delegate the management of the cemetery to a Cemetery Committee whose actions will be subject to the approval of the Board. The Cemetery Committee shall 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 shall be maintained for this purpose and incorporated as a dedicated fund in the Congregation's Endowment Fund.

ARTICLE XV

AUXILIARY ASSOCIATIONS

SECTION 1. Auxiliary or activity units of the Congregation may be formed with the approval of the Board of Trustees.

ARTICLE XVI

ENDOWMENT FUND

SECTION 1. Donations, contributions, gifts, bequests, and devises of monies and properties from individuals and others to the Congregation may be received in the name of the Endowment Fund of Congregation Gates of Heaven. The Board of Trustees shall adopt policies and procedures providing for the administration of the Endowment Fund and the investment of monies held by the Fund.

ARTICLE XVII

PURCHASE OR SALE OF REAL ESTATE

SECTION 1. Before any contract for the purchase, sale, or alienation of real estate by or for the Congregation shall be entered into, the Board of Trustees shall ascertain all of the relevant material facts and submit them to the Congregation at a regular or special meeting to be called for that purpose. Approval by a 2/3 majority of the members present or voting by proxy in accordance with Section 207 of the New York State Religious Corporations Law shall be required at a Congregational meeting to authorize any purchase, sale or alienation of real estate.

ARTICLE XVIII

RULES OF ORDER

SECTION 1. The rules of procedure at meetings shall be determined by Robert's Rules of Order, latest revised edition. The President shall designate a member of the Congregation to serve as the parliamentarian at the annual meeting.

ARTICLE XIX

AMENDMENTS

SECTION 1. Amendments to these Bylaws shall be presented in writing and shall be proposed by the Board of Trustees or by at least ten percent of the Member Units of the Congregation, and shall be filed with the secretary of the Board of Trustees. Such proposed amendments may be acted on at any regular meeting of the Congregation or at any special meeting called for that purpose. Copies of the proposed amendments shall be sent to each member with the notice of the meeting at least ten days prior thereto. An affirmative vote of two-thirds of the members voting shall be necessary to adopt any amendment.

ARTICLE XX

TERMS OF EXISTENCE

SECTION 1. Congregation Gates of Heaven shall continue to exist in perpetuity unless discontinued for the purposes of conducting religious services by a two-thirds vote of the members present, in person and voting at a duly constituted meeting. If Congregation Gates of Heaven is so discontinued, all of its assets, real, personal, and mixed, shall be transferred to, and assumed by, a charitable trust as hereinafter provided for the sole purpose of operating and maintaining the cemetery or cemeteries owned and operated by Congregation Gates of

Heaven at the time of said discontinuation.

SECTION 2. Prior to the effective date of said discontinuation of Congregation Gates of Heaven the Board of Trustees shall designate three members of the Congregation to establish a charitable trust to assume the ownership of all assets of said Congregation, real, personal, and mixed, or due or owing the Congregation, on the effective date of said discontinuation for the sole purpose of operating and maintaining the cemetery or cemeteries then owned by Congregation Gates of Heaven consistent with the provisions of Section 8-1.2(a)(3) of the Estates, Powers and Trust Law of the State of New York.

ARTICLE XXI

INTERPRETATION

SECTION 1. No provision of this constitution shall be interpreted so as to be in conflict with the laws of the United States or the State of New York.

SECTION 2. If any provision of this constitution, or amendment thereto, shall be judged invalid by a court of competent jurisdiction, such determination shall not affect or invalidate any other provision of this constitution, or amendment thereto, and to this end the provisions of this constitution, and amendments thereto, are hereby declared to be severable.