

# **CONSTITUTION AND BY-LAWS**

## **CONGREGATION SONS OF ISRAEL**

**OF**

## **BRIARCLIFF MANOR**

### **ARTICLE I. NAME**

The name of this Congregation shall be CONGREGATION SONS OF ISRAEL (“**CSI**”) of BRIARCLIFF MANOR, New York.

### **ARTICLE II. OBJECT**

The object of this Congregation shall be to establish and maintain a traditional synagogue and provide for the education, religious, social, and recreational activities of its members.

### **ARTICLE III. AFFILIATION**

This Congregation shall be affiliated with the United Synagogue of Conservative Judaism (“**USCJ**”).

### **ARTICLE IV. MEMBERSHIP**

Section 1. Eligibility. Any person of the Jewish faith, 18 years of age or older, of good moral character, shall be eligible for membership.

Section 2. Classes of Membership.

(a) Family Membership: Such membership shall be extended to married couples and domestic partnerships, one of whom is a person of the Jewish faith, and, except as provided below, shall entitle both spouses or domestic partners to all membership privileges consistent with Halachah and the rules and practices permitted by the Ritual Committee. Non-Jewish spouses and domestic partners, however, may not serve as a member of the Board of Trustees, hold an officer position, or chair a committee of the Board of Trustees.

(b) Individual Membership: Such membership shall be extended to (i) unmarried, divorced or widowed men and women of the Jewish faith, (ii) the Jewish spouse of a mixed marriage, or (iii) the Jewish partner of a mixed domestic partnership, and in each case, shall entitle the member to all membership privileges.

(c) Honorary Membership: Such membership shall be conferred by the Board of Trustees upon the Rabbi and Cantor of the Congregation and their respective spouses or domestic partners and may be conferred on other deserving persons of the community. Such membership shall be free of dues and assessments, and any honorary member shall be considered a member in good standing with the exception of voting privileges.

(d) Other Membership Classes: The Board of Trustees may confer other classes of membership. Such members shall be considered members in good standing except for those privileges of membership which the Board restricts or eliminates. The Board of Trustees shall set all policy regarding such classes of membership.

Section 3. Admission. Applications for membership shall be made to the CSI administration and shall be accompanied by a partial payment of the first years' dues and building fund contribution. Each application shall provide that, should the application be accepted, entering upon membership shall constitute a binding commitment on the part of the member to all obligations of membership as provided for in the Constitution and By-Laws.

Section 4. Privileges of Membership. A member in good standing shall enjoy the following privileges:

- (a) To attend all meetings of the Congregation and the Board of Trustees.
- (b) To have a voice and a vote at all meetings of the Congregation.
- (c) To hold office in the Congregation
- (d) To participate in divine worship at all religious services in the Synagogue.
- (e) To enroll their children in the Religious School of the Congregation.
- (f) To enroll and participate in the educational and other activities of the Congregation.
- (g) To burial in the Congregation plots in the cemetery on Havell Street for themselves and their dependent children of the Jewish faith. The Board of Trustees shall establish appropriate burial and maintenance fees

Section 5. Suspension or Expulsion. A member may be suspended or expelled by a two-thirds vote of the members of the Board of Trustees present at a regular or special meeting for any one of the following reasons: (a) failure to pay dues, school fees or assessments; (b) failure to fulfill the requirements of membership; or (c) conduct which, in the judgment of a two-thirds majority of the Board of Trustees, brings discredit upon the Congregation.

A member who has been suspended forfeits all rights and privileges of membership. A member suspended for failure to comply with subdivision (a) above, may be reinstated in good standing upon payment of his or her defaulted account, or at the discretion of a majority of the Board of Trustees.

Section 6. Membership Policies. The authority to establish and modify the policies and procedures regarding membership as well as make any determination regarding membership status rests with the Congregation's Board of Trustees. The Board of Trustees, in its sole discretion, reserves the right to accept or reject any application for any class of membership, and further reserves the right to rescind said membership at any time prior to initial payment and then subject to Section 5, or to transfer members to another membership class. The Board of Trustees may delegate its authority to the Executive Committee, which may, in turn, utilize the Synagogue's administrative staff to oversee the membership application process.

#### **ARTICLE V. DUES, FEES, ASSESSMENTS**

All members shall pay such dues, fees and assessments as shall be determined by the Board of Trustees, subject to the approval of the Membership.

## ARTICLE VI. MEETINGS OF THE CONGREGATION

Section 1. Annual Meeting. The annual meeting of the Congregation shall be held during the month of June each year, on such day as the President may designate. Notice of the annual meeting shall be given by the Secretary of the Congregation in writing by mail or electronically, in such form approved by the Board of Trustees, to all members of the Congregation, directed to their mailing or electronic address, as provided by each member to the CSI administration, and sent not less than seven (7) nor more than fourteen (14) days prior to such meeting.

Section 2. Special Meetings. Special meetings of the Congregation may be called by the President whenever the President deems it necessary or desirable; and a special meeting must be called at the written request of fifteen members of the Congregation, in good standing, or of five members of the Board of Trustees. Said request shall state the reason for and the purpose of the meeting. In the event that the President fails to issue a call for the special meeting within five (5) days after being requested to do so, any other officer may issue such a call.

Notice of such a special meeting shall be given by the Secretary of the Congregation in writing by mail or electronically, in such form approved by the Board of Trustees, to all members of the Congregation, directed to their mailing or electronic addresses, as provided by each member to the CSI administration, and sent not less than six (6) nor more than fourteen (14) days prior to such meeting.

The business to be transacted at a special meeting shall be the only business stated in the call.

Section 3. Quorum. A quorum for the transaction of business at all meetings of the Congregation shall consist of twenty-five (25) members in good standing, being present, in person. But a lesser number in the absence of a quorum may adjourn the meeting to some future time, not less than six (6) nor more than twenty (20) days from the date thereof, and the Secretary of the Congregation shall thereupon give at least three (3) days notice in writing by mail or electronically, in such form approved by the Board of Trustees, to all members of the Congregation directed to their mailing or electronic addresses, as provided by each member to the CSI administration, of such adjourned meeting.

Section 4. Voting. Only members in good standing may vote and each spouse or domestic partner of a Family Membership shall have a vote.

Members are encouraged to attend the annual and special meetings of the membership. However, members in good standing may vote by proxy on matters at annual and special meetings without physically being in attendance. The content of the proxy shall be determined by the Board of Trustees. Every proxy must be executed by the member conferring the same and shall be given only to a person that is a member of the Congregation. A member holding a Family Membership (as defined in Article IV, Section 2(a)) may cast a proxy vote for his or her spouse or domestic partner as well as for a maximum of two other members (*i.e.*, a Family Membership can vote a maximum total of three (3) proxies) at any annual or special meeting. A member holding an Individual Membership (as defined in Article IV, Section 2(b)) may cast proxy votes for a maximum of two other members (*i.e.*, an Individual Membership can vote a maximum total of two (2) proxies) at any annual or special meeting. Any proxy given to a member shall be valid only for the annual or special meeting for which it pertains, including any adjournments thereof. Every proxy given by a member shall be revocable at any time by the person executing it. Any proxy may be signed manually or electronically in such form approved by the Board of Trustees. Any electronic transmission of a proxy must be submitted with such additional information so as to permit a reasonable determination to be made that the proxy and the transmission thereof were

authorized by the particular member. A proxy vote of a member shall be deemed revoked if such member physically attends the annual or special meeting and elects to vote or abstain from voting at such meeting.

Section 5. Rescheduling of a Congregational Meetings If the Board of Trustees determines that a Congregational Meeting cannot be reasonably held in person or at the scheduled time and date, then the Board of Trustees shall:

1. reschedule the Congregational Meeting for an alternative date and forum, whether in-person, electronic/virtual, or otherwise; and
2. at its discretion, suspend the quorum rules set forth in Section 3 of this Article and the voting rules in Section 4 and make such rules as it deems necessary for a quorum and voting.

Further, if the Annual Meeting cannot be held prior to the end of the Synagogue's fiscal year, then and until a vote by the members at a Congregational Meeting determines otherwise:

1. the budget for the next fiscal year, as approved by the Board of Trustees, shall be the next fiscal year's budget; and
2. the trustees and officers proposed by the nominating committee and approved by the then current Board of Trustees shall serve as trustees and officers for the terms as proposed.

## **ARTICLE VII. BOARD OF TRUSTEES**

Section 1. Administration. The management and administration of the affairs of this Congregation shall be vested in a Board of Trustees of twenty-six (26) members, including its eight Officers. For purposes of this Constitution and By-Laws, the Board of Trustees shall constitute the "entire Board" as defined in sections 102 (a) (6-a) and 702 of the New York Not-for-Profit Corporation Law.

Members of the Board of Trustees, other than Officers, shall be elected for a term of three years for overlapping terms in such a manner that each year the term of office of six members shall expire. Members of the Board of Trustees other than Officers shall be elected for no more than two succeeding three-year terms. Once a (non-Officer) Member of the Board of Trustees has served two succeeding three-year terms, such Member shall not be eligible to hold a seat on the Board of Trustees for the next year. Notwithstanding this restriction, such Member may be elected by the Board of Trustees at any time to fill a seat that has become vacant, and shall become eligible to hold a seat on the Board of Trustees following the one year hiatus. Furthermore, this restriction shall not preclude a Member of the Board of Trustees from holding an Officer position at any time. Officers shall be elected as provided in Article VIII, Section 7 (without being subject to the term restriction applicable to (non-Officer) Members of the Board of Trustees). Officers and Members of the Board of Trustees shall serve without compensation. The Rabbi and former Presidents of the Congregation shall be ex-officio members to the Board of Trustees without the right to vote except as otherwise provided herein.

Section 2. Duties. The Board of Trustees shall be charged with and assume control of all property and affairs of the Congregation; shall designate the bank or banks wherein the funds of the Congregation shall be deposited; shall be responsible for all expenditures and disposal of congregational funds and property, but shall only invest the funds of the Congregation in investments which show fiduciary responsibility. The withdrawal of funds and payment of bills shall be made by the appropriate Officers of the Congregation.

Section 3. Meetings. The Board of Trustees shall meet on the fourth Tuesday of each month, or on such other days as the Board, by resolutions, may designate, or by special meeting as provided in Section 4 below. A quorum of any meeting of the Board of Trustees shall consist of thirteen (13) members, either in person or by conference telephone, videoconference mechanism, or other communications equipment by which all persons participating in the meeting can hear each other at the same time and can participate in all matters before the Board of Trustees. Members of the Board of Trustees participating in a meeting by such means shall be deemed to be “present” at such meeting. All matters decided by the Board of Trustees shall only be made upon the affirmative vote of a majority of the members present. Votes of members of the Board of Trustees may only be cast while the meeting is in session.

Section 4. Special Meetings. Special meetings of the Board of Trustees may be called at the President’s discretion, and shall be called by the President at the written request of three (3) members of the Board. Any request for a special meeting shall state the reason for and the purpose of the meeting. In the event that the President fails to issue a call for a special meeting within five (5) days after being requested to do so, any other officer may issue such a call.

Section 5. Successors

(i) In the event of the incapacity, death or resignation of a member of the Board, a successor shall be elected by the Board of Trustees to fill the office for the unexpired term.

(ii) A member of the Board of Trustees who fails to attend three consecutive regular meetings of the Board shall be deemed suspended from the Board of Trustees and the Board of Trustees may at its discretion remove such member from office. On the recommendation of the President, the Board of Trustees may elect a successor for the balance of such member’s unexpired term.

(iii) In order to vote at meetings of the Board of Trustees, a member of the Board of Trustees must be a member in good standing.

Section 6. Action by Written Consent. Any action required or permitted to be taken by the Board of Trustees, or by the Executive Committee, may be taken without a meeting if all members of the Board of Trustees or the Executive Committee, as the case may be, consent to the taking of such action in writing, by paper or electronic means approved by the Board of Trustees; provided, that each such consent is signed manually or in such electronic form approved by the Board of Trustees. In the event of any such action taken without a meeting, copies of the written or electronic consents from all members of the Board of Trustees, or the Executive Committee, as the case may be, shall be filed with the respective minutes of the proceedings of the Board of Trustees, or the Executive Committee. Any electronic transmission of a consent must be submitted with such additional information so as to permit a reasonable determination to be made that the consent and the transmission thereof were authorized by the particular member of the Board of Trustees or Officer.

**ARTICLE VIII. OFFICERS**

Section 1. Officers. The Officers of this Congregation shall be:

- a. President
- b. Four Vice-Presidents
- c. Immediate Past President
- d. Secretary

e. Treasurer

Section 2. The President. It shall be the duty of the President to preside at all meetings of the Congregation and of the Board of Trustees, of which the President shall be chairperson; to call all meetings of the Congregation and of the Board of Trustees, except as otherwise provided herein; to sign all agreements, contracts, deeds and other documents for the congregation, pursuant to appropriate resolutions by the Congregation or the Board of Trustees. The President shall be an ex-officio member of all committees, without the right to vote.

Section 3. Vice Presidents. The Vice-Presidents shall assist the President in the discharge of his or her duties and, in the case where the President is temporarily incapacitated and unable to discharge his or her duties, the Board of Trustees shall designate a Vice-President to perform the functions of the President until the earlier of the time the President is able to resume his or her duties or the next annual meeting of the Congregation.

Section 4. The Immediate Past President. The office of Immediate Past President shall carry with it all powers equal to that of a Vice-President, including the right to vote.

Section 5. The Secretary. The Secretary shall keep an accurate record of all the proceedings of the Congregation, and of the Board of Trustees, issue all notices for meetings; carry on all correspondence of the organization and the Board of Trustees, and sign such instruments or documents as may be necessary to effectuate the proper directions of the organization or the Board of Trustees. The Secretary shall furnish the Treasurer with the names of all persons who have become members of the organization.

Section 6. The Treasurer. The Treasurer shall keep an accurate and correct record of the receipts and expenditures of the Congregation and of the accounts between the Congregation, its members and others, which records, at all times, shall be open for inspection by any member in good standing. The Treasurer shall notify all members of their indebtedness for dues and other financial obligations; receive all monies payable to the Congregation, and cause the same to be deposited or invested in the Congregation's name, as directed by the Board of Trustees.

The Treasurer shall authorize the disbursements of Congregation funds to meet its legal obligations and shall render a written report of the finances of the Congregation of all meetings of the Board of Trustees, and the annual meeting of the Congregation, and at such other meetings or occasions as he or she may be directed to do so by the Congregation or by the Board of Trustees. Said report shall become part of the minutes of the meeting at which the same is presented.

Section 7. Terms. Officers shall be elected for terms of two years, and may be reelected for succeeding two year terms.

Section 8. Death, Resignation or Incapacity of Officers. In the event of the death, resignation or incapacity of any officer, other than the President, a successor shall be elected by the Board of Trustees to fill the vacancy for the unexpired term. In the event of the death, resignation, or non-temporary incapacity of the President, the Board of Trustees shall designate a Vice-President to perform the functions of the President until the next annual meeting of the Congregation.

Section 9. Meetings of the Executive Committee. The Officers of the Congregation listed in Section 1, Article VIII above, shall constitute the Executive Committee of the Board of Trustees. The President shall

be chairperson, but may at his or her discretion, appoint one of the Officers in his or her stead. The committee shall have charge of the day to day business of the Congregation in the interim between meetings of the Board, and may refer matters brought before it to the Board or to a proper standing committee. The Executive Committee shall meet every third Tuesday of the month, or on such other days as the chairperson shall designate upon such notice as the chairperson shall deem reasonable. Special meetings of the Executive Committee may also be called at the request of any committee member. In the event that the Chairperson fails to issue a call for a meeting within twenty-four (24) hours after being requested to do so by a committee member, any other member of the Committee may issue such a call. A quorum of any meeting shall consist of five (5) members, either in person, or by telephonic conference call, videoconference mechanism, or other communications equipment by which all persons participating in the meeting can hear each other at the same time and can participate in all matters before the Committee. Attendance at a meeting by such means shall constitute presence in person at such meeting. All matters may be decided by the Committee only upon the affirmative vote of a majority of the quorum. Votes must be cast while the meeting is in session. Action by written consent can be taken as specified in Article VII, section 6 above. A record shall be kept of all proceedings of the Executive Committee, which shall be reported to the Board of Trustees at its next regular meeting.

#### **ARTICLE IX. PULPIT**

Section 1. The pulpit of this Congregation shall be occupied by an ordained Rabbi approved by the Joint Commission on Rabbinic Placement of the Jewish Theological Seminary, the Rabbinical Assembly and the USCJ.

Section 2. The Rabbi shall be elected by the Congregation at an annual meeting or at a special meeting called for that purpose, upon the recommendation of the Board of Trustees.

Section 3. The terms under which the Rabbi shall be elected, shall be determined by the Congregation upon recommendation of the Board of Trustees and shall be in consonance with standards established by the USCJ.

Section 4. The Rabbi shall have the overall responsibility of implementing the aims and objectives of the Congregation. The Rabbi shall enjoy the freedom of the pulpit. The Rabbi's duties require that he or she seek the advice and guidance of the committee or committees which may be set up for this purpose, to determine the views of the Congregation.

Section 5. The terms under which the Cantor shall be elected shall be determined by the Congregation based upon the recommendation of the Board of Trustees and shall be in consonance with standards established by the USCJ.

Section 6. The Cantor shall be responsible for the musical program and activities of the Congregation and shall be guided in the performance of these duties by the Rabbi and an appropriate committee which may be appointed for this purpose by the Board of Trustees.

#### **ARTICLE X. ELECTIONS OF THE BOARD OF TRUSTEES AND OFFICERS**

Section 1. Election of Officers and Board Members. The Officers and members of the Board of Trustees shall be elected at the annual meetings of the membership and shall take office on July 1 of the year of election.

Section 2. Nominations. Nominations for office shall be made by the Nominating Committee appointed by the President. The name of each candidate selected by the Nominating Committee shall be sent to the membership with the notice of the annual meeting when the election shall take place. Additional nominations may be made from the floor provided that the member so nominated is present and consents or prior to the meeting has given consent to the nomination in writing. This consent shall be incorporated in the minutes of the election meetings.

Section 3. The nominees receiving a plurality for each office shall be declared elected.

#### **ARTICLE XI. AUXILIARY ORGANIZATIONS**

Section 1. The Congregation shall have such auxiliary organizations as shall from time to time be authorized and constituted by the Board of Trustees.

Section 2. The activities of all auxiliary organizations of this Congregation shall always be conducted in such manner as will advance the best interests of the Congregation.

Section 3. The by-laws and other regulations of all auxiliary organizations shall be consistent with the Constitution, by-laws and policy of the Congregation.

#### **ARTICLE XII. STANDING COMMITTEES**

Section 1. Appointment. The President shall appoint all the standing committees of the Congregation. The President shall designate one member of each committee as chairperson except as noted in the following sections. The standing committees of the Congregation shall be as follows:

- a) Executive Committee
- b) Finance Committee
- c) Budget Committee
- d) Membership Committee
- e) Education Committee
- f) Ritual Committee
- g) Building and Grounds Committee
- h) Adult Education Committee
- i) Youth Activities Committee
- j) Program and Social Committee
- k) Special Arrangements Committee
- l) Library Committee
- m) Social Action and Community Relations Committee
- n) United Synagogue of Conservative Judaism Committee
- o) Past Presidents Committee
- p) Major Gifts Committee
- q) Policy Committee
- r) Audit Committee
- s) Nominating Committee

Section 2. Executive Committee. This committee shall be constituted and have the duties set forth in Article VIII, Section 9 hereof.

Section 3. Finance Committee. This committee shall consist of at least three (3) members of the Board of Trustees and shall assist the Treasurer in periodic reviews of the financial operations and in the collection of monies due the Congregation. It shall report to the Board of Trustees at each regular monthly meeting. The Treasurer shall be the chairperson of this Committee.

Section 4. Budget Committee. This Committee shall consist of at least five (5) members of the Board of Trustees and members and shall have the responsibility to prepare and present to the Board of Trustees the proposed budget for the following fiscal year no later than the May meeting. The Treasurer shall be the chairperson of this Committee.

Section 5. Membership Committee. This Committee shall be charged with the responsibility of keeping in touch with Jewish families in the community that are not affiliated with any Congregation, particularly with new families, with the view of inviting them to become members of the Congregation. This Committee shall also receive applications for membership and present them with their recommendation for appropriate action to the CSI administration. This Committee may also initiate action for the suspension or expulsion of members.

Section 6. Education Committee. This Committee shall supervise the school or schools of the Congregation, on the nursery, elementary and secondary levels, and shall determine policy and formulate rules and regulations for the administration of such school or schools, subject to the approval of the Board of Trustees. It shall consist of at least six (6) members, at least one of whom, to the extent possible, shall be a member of the Board of Trustees, each of whom shall be appointed by the President, for a term of three (3) years, each term overlapping in such a manner that each year the terms of office of two (2) members shall expire.

Section 7. Ritual Committee. This Committee, in consultation with the Rabbi, shall be in charge of all religious services of the Congregation, including weddings, Bar & Bat Mitzvahs and funerals, and shall formulate rules and regulations for all such services, subject to the approval of the Board of Trustees. The Ritual Committee shall recommend, subject to the Board of Trustees approval, seating arrangement at services during the High Holy Days and at other times during the year, and shall have the responsibility of appointing ushers for the various services, and distributing Aliyot and other honors for Shabbat and holiday services.

Section 8. Building and Grounds Committee. This Committee shall manage all of the properties of the Congregation including the cemetery. It shall make recommendations for the administration of the properties and rules for their use which, upon approval by the Board of Trustees, shall become part of the policy of the Congregation.

Section 9. Adult Education Committee. This Committee shall develop a program of adult education for the Congregation. It shall make recommendations and formulate rules and regulations for the administration of such programs which, upon ratification by the Board of Trustees, shall become part of the policy of the Congregation.

Section 10. Youth Activities Committee. This Committee shall develop a program of youth activities for the Congregation. It shall make recommendations and formulate rules and regulations for the administration of such programs which, upon approval by the Board of Trustees, shall become part of the policy of the Congregation. It shall consist of six (6) members, each of whom shall be appointed for

a term of three (3) years for overlapping terms in such a manner that each year the terms of the office of two (2) members shall expire.

Section 11. Program and Social Committee. This Committee shall develop a year-round program of social activities aimed at furthering fellowship and socializing among members of the Congregation. It shall also have the responsibility for arranging appropriate programs for the various events which it may sponsor.

Section 12. Special Arrangements Committee. This Committee shall consist of the President, who shall serve as Chairperson, and two (2) other members of the Congregation appointed by him or her. It shall consider all cases involving financial hardship and personal problems of members necessitating a reduction in annual membership dues, and shall be empowered to take such actions deemed necessary to relieve such hardship, consistent with the Constitution and policy of the Congregation. This Committee shall annually report to the Board of Trustees its aggregate actions for ratification by the Board of Trustees.

Section 13. Library Committee. This Committee shall supervise the existing library and shall be responsible for the care of books now on the shelves. It shall have the authority to buy additional books with the funds allocated or contributed for that purpose. These funds shall be segregated from other Congregation monies. The Committee shall promote interest in Congregation members to avail themselves of these facilities.

Section 14. Social Action and Community Relations Committee. This Committee shall have the responsibility of developing and maintaining liaison with other organizations both Jewish and non-Jewish in the community. It shall have the responsibility of studying community problems and when appropriate make recommendations for appropriate action by the Congregation, its auxiliary organizations, or its committee, to the Board of Trustees.

Section 15. United Synagogue of Conservative Judaism Committee. This Committee shall serve as liaison with the USCJ and shall be charged with the responsibility of keeping the Congregation informed on national and regional activities of the Conservative Movement.

Section 16. Past Presidents Committee. This Committee shall consist of all past presidents of the Congregation with the Immediate Past President serving as Chairperson. This Committee shall meet quarterly or more often if called and shall concern itself with the good and welfare of the Congregation and as the occasion arises make recommendations to the Board of Trustees.

Section 17. Major Gifts Committee. This Committee shall consist of five (5) members, including the chairperson of the Building and Grounds Committee. It shall develop opportunities for major gift giving, subject to the approval of the Board of Trustees.

Section 18. Policy Committee. This Committee shall consist of at least three (3) members of the Board of Trustees shall have the responsibility of developing, gathering and maintaining the policies of the Congregation, including the Conflict of Interest Policy and the Whistleblower Policy described in Articles XIII and XIV, respectively, and to recommend new and revised policies to the Board of Trustees.

Section 19. Audit Committee. This Committee shall consist of at least three (3) members of the Board of Trustees to review the accounting and financial reporting processes of the organization. Specifically the Audit Committee shall (i) review each year's final financial report and recommend each such final

financial report to the Board for acceptance, and (ii) review any agreement with a certified financial accountant or independent auditor, if any, for the preparation of an annual financial report and recommend such agreement to the Board for acceptance.

Section 20. Nominating Committee. The Nominating Committee shall be chaired by the Immediate Past President, and consist of at least four (4) additional members. The Committee shall develop the slate of potential new members of the Board of Trustees and Officers to be presented to the Board for recommendation to the Congregation for approval at the annual meeting or special meetings, as necessary, or to fill any vacant Trustee or Officer seats.

Section 21. Successors. In the event of the death, resignation or incapacity of a member of any of the above Committees or the termination of his membership, appropriate action to fill the vacancy shall be taken by the President.

### **ARTICLE XIII. CONFLICT OF INTEREST POLICY**

Section 1. The Board of Trustees shall adopt a policy specified in a separate document entitled “CSI’s Conflict of Interest Policy” to protect the interests of CSI when contemplating entering into a transaction or arrangement that might also benefit the private interest of an Officer, Trustee, or employee of CSI. This policy is intended to comply with the requirements of the Not-for-Profit Corporation Law of New York, and to supplement but not replace any applicable New York State or Federal laws governing conflict of interests applicable to nonprofit corporations, and to clarify CSI’s principles and practices for guidance in resolving ethical and legal questions that might arise relating to business transactions.

Section 2. The Board of Trustees shall from time to time review the CSI’s Conflict of Interest Policy and adopt such changes as the Board shall deem necessary or desirable to implement the goals of such policy.

### **ARTICLE XIV. WHISTLEBLOWER POLICY**

Section 1. The Board of Trustees shall adopt a whistleblower policy specified in a separate document entitled “CSI’s Whistleblower Policy” that implements a procedure for the reporting of alleged unlawful activity, policy or practice while protecting the individual reporter from retaliation.

Section 2. The Board of Trustees shall from time to time review the CSI’s Whistleblower Policy and adopt such changes as the Board shall deem necessary or desirable to implement the goals of such policy.

### **ARTICLE XV. PARLIAMENTARY PRACTICE**

Robert’s Rules of Order shall be the standard for parliamentary procedure in this Congregation, in the absence of any other rule or law governing the procedure in a particular situation.

### **ARTICLE XVI. FISCAL YEAR**

Fiscal year of the Congregation shall end on June 30<sup>th</sup> of each year.

### **ARTICLE XVII. AMENDING THE CONSTITUTION**

Procedure. This Constitution and By-Laws may be amended in the following manner:

a) The proposal to amend the Constitution shall be in writing and signed by not less than ten (10) members of the Congregation. Such proposal shall be submitted to the Secretary of the Congregation who shall introduce it at the next regular meeting of the Board of Trustees or at a special meeting called for that purpose.

b) No proposed amendment shall be voted on at the meeting at which it is introduced although it may be debated at said meeting. Proposed amendments shall be voted on at the next regular meeting of the Board of Trustees or at a special meeting of the Board of Trustees, called for that purpose. For an amendment to pass a two-thirds affirmative vote of the members of the Board of Trustees present and qualified to vote is required. An amendment that is defeated may not be introduced in the same or substantially similar form (in the sole determination of a majority of the Board of Trustees), during the same fiscal year of the Congregation.

(Approved by Board of Trustees, 2020-05-26)

