

**BY-LAWS OF
Kehilat Hadar**

**ARTICLE I
NAME AND DEFINITIONS**

1. The name of the corporation shall be Kehilat Hadar.

As used herein, the following words shall have the following definitions:

2. The “Congregation” shall mean Kehilat Hadar. The Congregation is a traditional and egalitarian Jewish congregation.
3. The “Board” shall mean the Board of Trustees of the Congregation.
4. “Trustee” shall mean any individual member of the Board.
5. The “Steering Team” shall mean the standing committee tasked with planning and execution of most regular Congregation programming.

**ARTICLE II
MEMBERS**

1. Membership. Membership shall be open to all persons of the Jewish faith over the age of sixteen, of good moral character and interested in the purposes of the Congregation.

2. Criteria for Membership. Anyone on behalf of whom a donation was received at the recommended contribution level during the preceding calendar year, or who volunteered for the community at least five times during the preceding calendar year shall be eligible for Membership, and any such person shall be granted Membership upon written request (which may be via email, electronic submission or otherwise). Any person to whom such Membership is granted shall be a “Member”. The Board of Trustees shall establish the recommended contribution level and the volunteer activities that qualify for Membership. In exceptional circumstances, the Board of Trustees may waive the aforementioned criteria for Membership in order to grant Membership to an individual who, in the judgement of the Board of Trustees, was unable to fulfill the aforementioned criteria for Membership during the previous calendar year. The Board of Trustees shall maintain a current list of all Members

3. Meetings.

- a. Annual Meeting. The Annual Meeting of the Congregation shall be held each year at the place, time and date, as may be fixed by the Board of Trustees, or, if not so fixed, as may be determined by the President. The Treasurer shall render a financial report to the Congregation at the Annual Meeting.

b. Special Meetings. Special meetings of the Congregation may be called by the President, whenever, in the President's discretion, they deem it necessary, and must be called by the President at the written request of ten (10) Members of the Congregation in good standing, or of five (5) members of the Board of Trustees. Any request to call a special meeting shall state the reason for and the purpose of such special meeting. Only business within the scope of the reason given for such special meeting shall be transacted at such 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 Trustee or any member of the Steering Team may issue such call.

4. Notice of Meetings of the Members. Prior written notice of the place, date and hour of any meeting shall be given to each Member not less than fourteen (14) nor more than thirty (30) days before the date of the meeting. Notice of Special Meetings shall indicate the purpose for which they are called and the person or persons calling the meeting. Any notices or other communications required or permitted hereunder shall be in writing and shall be deemed to have been duly given when delivered personally or transmitted by telecopier, electronic mail, or other electronic means. In addition, notice for the Annual Meeting, including the names of who has been nominated for election of Trustee, shall be announced by a member of the Steering Team or a Trustee at the two consecutive Shabbat morning services preceding such Annual Meeting.

5. Quorum, Adjournments of Meetings. At all meetings of the Members, 10% of the Members but not less than 25 Members, present in person or by proxy, shall constitute a quorum for the transaction of business. In the absence of a quorum, a majority of the Members so present or represented may adjourn the meeting. At any adjourned meeting at which a quorum is present, any business may be transacted which might have been transacted at the meeting as originally called.

6. Organization. The President of the Congregation shall preside at all meetings of the Members or, in the absence of the President, the Vice President shall be the chair. The Secretary shall act as secretary at all meetings of the Members, but in the absence of the Secretary, the presiding officer may appoint any person to act as the secretary of the meeting.

7. Voting. At any meeting of the Members, each Member present in person or by proxy shall be entitled to one vote. Upon demand of any three Members, any vote for Trustees or upon any question before the meeting shall be by secret ballot.

8. Action by the Members. Except as otherwise provided by law or by these By-Laws, the vote of a majority of Members present at a meeting of the Members, if a quorum is present at such time, shall be the act of the Members.

9. Termination of Membership. A Member may be suspended or expelled from the Congregation by a two-thirds vote of the Board of Trustees at any regular or special meeting for any of the following reasons:

- a. Serious violation of these By-laws or disruptive behavior at services, meetings or functions of the Congregation.
- b. Gross misconduct which brings discredit upon the Congregation and its Members, or the Jewish faith.
- c. Action which is detrimental to the functioning or the reputation of the Congregation.
- d. Usage of the Congregation's name without the prior authorization of the President or the Steering Team.

10. Notification of Termination of Membership. Any Member whose membership is terminated pursuant to Article II, Section 9 shall be notified of that fact within one (1) week of the Board's action.

11. Appeal of Termination of Membership. Any member of the Congregation whose membership has been terminated pursuant to Article II, Section 9, and who has been notified as required pursuant to Article II, Section 10, shall have the opportunity to appeal that termination.

- a. Upon presentation, within two (2) weeks of such notification of termination, of a written request for a referendum signed by one-fifth of the Members in good-standing, the Board shall, within thirty (30) days of receipt of the request, put the question of the termination of that Member's membership to the Members in a referendum held at a Membership meeting duly called and limited to that purpose.
- b. The Members present in person or by proxy shall, by majority vote, confirm or reject the Board's action. If the Members reject the Board's action, said Member shall be restored to membership, effective retroactively from the time of the Board's action.
- c. The then incumbent Board may not proceed again to terminate that person's Membership. Instead, until a majority of the Trustees then sitting have been replaced or re-elected at regular elections, any proposal to discipline, suspend or expel that Member must be brought before the Membership at a Special or Annual Meeting. At such meeting, by majority vote of the Members present in person or by proxy, the Members shall take appropriate action, including if they so decide, termination of that person's membership. Said termination, if it is thus voted, shall not be appealable.

ARTICLE III ELECTION OF TRUSTEES & OFFICERS

1. Trustees. Trustees are to be nominated from among the Members. The election of the Trustees shall take place at the Annual Meeting of the Congregation as provided for in Article II, Section 3a. The terms of Trustees elected at the Annual Meeting in 2018 shall be as follows: one-third (1/3) thereof of the Trustees shall have a

term to expire at the Annual Meeting to be held in 2019; one-third (1/3) of the Trustees' shall have a two (2) year term to expire at the Annual Meeting in 2020; and one-third (1/3) of the Trustees shall have a three (3) year term to expire at the Annual Meeting in 2021. At the first Annual Meeting to be held in 2019 and at each Annual Meeting thereafter, one-third (1/3) of the total number of Trustees shall be elected for a three-year term. A Trustee who has served two (2) consecutive terms of three (3) years each shall thereafter be ineligible for re-election or re-appointment to the Board for one (1) year. A Trustee whose term has expired may continue to hold office until their successor is elected (or appointed) and installed.

2. Officers. The election for officers shall take place at the annual meeting of the Board. At said meeting the Trustees shall elect the officers specified in Article V of these By-Laws from among the Trustees to serve until the next annual meeting or until their successors are elected.

3. Chair. The President shall chair all meetings of the Board of Trustees and the Vice-President shall be the Vice Chair. At any meeting of the Board of Trustees, the Chair shall preside and shall prepare and regulate the agenda for said meeting. In their absence the Vice Chair shall fulfill the duties of the Chair. If both the President and the Vice-President are absent at a meeting of the Board of Trustees, the President shall designate any Trustee to fulfill the duties of the Chair.

4. Duties. The Board of Trustees shall be charged with and assume control of all of the property of the Congregation; shall designate the banks wherein the funds of the Congregation shall be deposited; shall be responsible for all expenditures and disposal of the Congregation funds and property; shall prepare and submit at the beginning of the fiscal year an annual budget of the estimated income and disbursements for the ensuing fiscal year; shall approve the employment, if applicable, of all salaried employees of the Congregation for such term and upon such compensation as they may deem appropriate; shall hold all officers and Members accountable to their respective duties to the Congregation; shall have ultimate responsibility for the affairs of the Congregation; and shall submit through the President a detailed report of its proceeding and that of the standing committees to the Members at the Annual Meeting of the Congregation.

5. Ancillary Obligations. The Board of Trustees shall also make such By-Laws and approve such rules and regulations, consistent with these By-Laws and the Certificate of Incorporation, as they may deem advisable for the proper conduct of their meetings and for Congregation meetings. Authorization for the operation of all Congregation teams and affiliates must be granted by either the Board or the Steering Team.

ARTICLE IV TRUSTEES

1. Number. The number of Trustees of the Congregation shall be no less than six (6) and no greater than nine (9) and shall be determined prior to the annual

announcement of nominees by the nominations committee by the sitting Board of Trustees. No Trustee's term shall be reduced due to the determination of the Board of Trustees to change the size of the Board of Trustees.

2. Resignation. Any Trustee may resign at any time by giving notice of such resignation to the Board. The Secretary shall inform the Members of the Congregation of such resignation within ten (10) days.

3. Absence. Absence of any Trustee for three (3) consecutive regular meetings without reasonable excuse shall be sufficient grounds for the Board of Trustees to declare the office vacant.

4. Vacancies. Any vacancy in the Board occurring during the year, including a vacancy created by an increase in the number of Trustees made by the Board, may be filled for the unexpired portion of the term by the Trustees then serving, although less than a quorum, by affirmative vote of the majority thereof. The Secretary shall inform the Members of the Congregation of such election within ten (10) days. Any Trustee so elected by the Board shall hold office until the next succeeding Annual Meeting or until the election and qualification of their successor.

5. Meetings. The annual meeting of the Board shall be immediately following the Annual Meeting of the Members. The Trustees shall meet at least quarterly for the transaction of business, and, if a quorum of the Trustees be then present, no prior notice of such meeting shall be required to be given.

6. Special Meetings. Special meetings of the Board may be called by the Chair at their discretion and must be called by the Chair at the written request of three (3) members of the Board. Said request shall state the reason for and the purpose of this meeting. Only business within the scope of the reason given for such special meeting shall be transacted at such meeting. In the event that the Chair fails to issue a call for a Special Meeting within five (5) days after being so requested, any other Trustee may issue such call.

7. Notice of Meetings. Notice of all Trustees' meetings, except as herein otherwise provided, shall be given at least three (3) days before the meeting, but such notice may be waived by any Trustee as to themselves. Regular meetings of the Board may be held without notice at such time and place as shall be determined by the Board. Any business may be transacted at any Board meeting. At any time at which every Trustee shall be present, even though without any notice or waiver thereof, any business may be transacted. Any notices or other communications required or permitted hereunder shall be in writing and shall be deemed to have been duly given when delivered personally or transmitted by telecopier, electronic mail, or other electronic means.

8. Quorum. At all meetings of the Board, a majority of the Trustees (including any Trustees attending remotely) shall be necessary and sufficient to constitute a quorum for the transaction of business and the act of a majority of the Trustees present

at any meeting at which there is a quorum shall be the act of the Board, except as may be otherwise specifically provided by statute or by these By-Laws. If at any meeting there is less than a quorum present, a majority of those present may adjourn the meeting from time to time without further notice to any absent Trustee.

9. Meeting by Conference Telephone. Any one or more members of the Trustees or any committee thereof may participate in a meeting of the Trustees or committee by means of a conference telephone or similar communications 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.

10. Action by Trustees Without a Meeting. Any action required or permitted to be taken by the Board or any committee thereof may be taken without a meeting if all members of the Board or the committee consent in writing to the adoption of a resolution authorizing the action. The resolution and the written consents thereto shall be filed with the minutes of the proceedings of the Board or committee. Any writing may be transmitted by telecopier, electronic mail, or other electronic means.

11. Powers. All the corporate powers, except such as are otherwise provided for in these By-Laws and in the laws of the State of New York, shall be and are hereby vested in and shall be exercised by the Board. The Board may by general resolution delegate to committees of their own number, or to officers of the Congregation, such powers as they may see fit.

12. Annual Financial Report. The Board shall direct the Treasurer to present at the annual meeting of the Board a report, showing in appropriate detail the following: (a) the assets and liabilities, including the trust funds, of the Congregation as of the end of the fiscal year immediately preceding the annual meeting, which shall be not more than four months prior to such meeting; (b) the principal changes in assets and liabilities, including trust funds, during the year immediately preceding the date of the report; (c) the revenue or receipts of the Congregation both unrestricted and restricted to particular purposes, for the year immediately preceding the date of the report; and (d) the expenses or disbursements of the Congregation, for both general and restricted purposes, during the year immediately preceding the date of the report. Said annual report of the Treasurer shall be filed with the records of the Congregation and an abstract thereof entered in the minutes of the proceeding of the annual meeting of the Board.

13. Removal of Trustees. At a special meeting of the Board called for that purpose, any Trustee, may be removed or suspended from office by at least a two-thirds (2/3) vote of the Board for excessive absence as set forth in Section 3 (above) or for the disciplinary reasons set forth in Article II, Section 9. The Secretary shall inform the Members of the Congregation of such removal within ten (10) days.

14. Notification of Removal & Appeal of Removal. Any Trustee so removed or suspended shall be notified of that fact by email, and shall have the right of appeal to the general membership exactly as specified in Article II, Section 10. If the membership

rejects the Board's action, said Trustee shall be restored to their position and any further proposals for discipline or action against them must be brought before a general membership meeting.

15. Nomination of Trustees by Committee. Candidates for election as Trustees shall be nominated by a Nominations Committee consisting of five (5) Members of the Congregation, between two (2) and three (3) of whom are current Trustees, which such committee shall be appointed biennially for a two-year term by a majority vote of the sitting Trustees at the Annual Meeting of the Board. At this meeting, the Trustees shall also appoint the Nominations Committee chair from among those appointed to the Nominations Committee. The Nominations Committee shall adopt policies and procedures for nomination of candidates.

16. Committees. The Board may appoint from its number, or from among such persons as the Board may see fit, one or more committees, including the Steering Team, and at any time may appoint additional members thereto. The members of any such committee shall serve at the pleasure of the Board. Each such committee may, subject to the approval of the Board, prescribe rules and regulations for the call and conduct of meetings of the committee and other matters relating to its procedure.

17. Steering Team. At least 25%, and no more than 50%, of the members of the Steering Team shall be Trustees. The Steering Team and Trustees shall take such actions as are reasonably necessary to maintain such balance.

18. Halacha. In the event of any disagreement with respect to matters of Jewish law or any changes made or proposed to be made in the rituals, rites and customs of the Congregation, such disagreement shall be referred to the Halachic Advisor appointed by the Board from time-to-time. The Board shall only appoint a Halachic Advisor who endorses the traditional and egalitarian character of the Congregation. The most recent determination of the Halachic Advisor shall be final and binding.

ARTICLE V OFFICERS

1. Number. The Officers of the Congregation shall be the President, Vice President, Secretary, Treasurer and such other Officers with such powers and duties not inconsistent with these By-Laws as may be appointed and determined by the Board. Any two offices, except those of President and Secretary, may be held by the same person. All Officers shall be members of the Board of Trustees.

2. Election, Term of Office and Removal. The Officers shall be elected annually by the Board from among their number as set out in Article III, Section 2. Any Officer may be removed from office by the affirmative vote of at least two-thirds of all the Trustees at any regular or special meeting called for that purpose, for nonfeasance, malfeasance, or misfeasance, for conduct detrimental to the interests of the Congregation, for lack of sympathy with its objectives, or for refusal to render reasonable assistance in

carrying out its purposes. Any Officer proposed to be removed shall be entitled to at least five (5) days' notice by email of the meeting of the Board at which such removal is to be voted upon and shall be entitled to appear before and be heard by the Board at such meeting.

3. Vacancies. In case any office of the Congregation becomes vacant by death, resignation, retirement, disqualification, or any other cause, the majority of the Trustees then in office, although less than a quorum, may elect a Trustee to fill such vacancy, and the Officer so elected shall hold office and serve until the next Annual Meeting of the Congregation and until the election and qualification of their successor.

4. President. The President shall preside at all meetings of the Congregation; shall call all the meetings of the Congregation and prepare the agenda therefore; shall see to the orderly running of all meetings; shall sign all agreements, contracts, deeds, mortgages and other documents for the Congregation or the Board of Trustees; shall co-authorize the expenditure of funds (including by counter-signing checks, vouchers and notes) together with the Treasurer or Secretary as may be directed by the Board of Trustees. The President shall also take charge of the official documents and archives of the Congregation; shall serve as a member ex-officio of standing and special committees without the right to vote, except to break a tie; and shall assume the duty of any other officer who fails to carry out any duty of their office.

5. Vice President. At the request of the President, or in the event of the President's absence or disability, the Vice President shall perform the duties and possess and exercise the powers of the President; and to the extent authorized by law the Vice President shall have such other powers as the Board may determine, and shall do and perform such other duties as may be assigned to them by the Board.

6. Secretary. The Secretary shall keep accurate accounts of membership. They shall make written reports from time to time as required by the Board of Trustees and shall make a written report to the Board at the Annual Meetings as required by the President. The reports shall be affixed to the minutes of such meetings at which the same is reported. All books and records shall be open to inspection by the Trustees and shall within ten (10) days after expiration of their term, ownership of said records be turned over together with all properties belonging to the Congregation, to their successor.

The Secretary shall also issue all notices for meetings; shall maintain a mailing list of all Members; be responsible for the Congregation's legal correspondence and keep copies of same; and do likewise for the officers and Board of Trustees. The Secretary shall keep a record of all proceedings at meetings of the Congregation and of the Board of Trustees and unless waived shall read the same at the succeeding meeting. A copy shall also be forwarded to the President for insertion into the corporate minutes of the Congregation. The Secretary, along with the President, shall have custody of the records, papers and corporate seal of the Congregation; shall sign such instruments or documents as may be necessary to effectuate the resolutions of the Congregation or the Board of Trustees; shall furnish the Secretary and Treasurer with the names of all persons who

have become Members of the Congregation. The Secretary may sign with the President or Vice President, in the name and on behalf of the Congregation, any contracts or agreements authorized by the Board, and when so authorized or ordered by the Board, the Secretary, in general, shall perform all the duties incident to the office of secretary, subject to the control of the Board of Trustees, and shall do and perform such other duties as may be assigned to them by the Board. Copies of all minutes are to be posted digitally in a shared folder accessible to all Trustees.

7. Treasurer. The Treasurer shall have the custody of all funds, property, and securities of the Congregation, subject to such regulations as may be imposed by the Board. When necessary or proper they may endorse on behalf of the Congregation for collection checks, notes, and other obligations, and shall deposit the same to the credit of the Congregation at such bank or banks or depository as the Board may designate. They shall keep a complete record of all the receipts and expenditures of the Congregation which records, at all times, shall be open for inspection by the Board of Trustees and the Finance Committee. They shall make withdrawals upon an order from the President and then only (a) by check or voucher signed by themselves and countersigned by the President or other authorized officer or (b) electronically with prior written authorization of the President or another authorized officer. They shall render a report of the finances of the Congregation at the Annual Meeting of the Board and the Annual Meeting of the Congregation. Such reports shall be affixed to the minutes of the meeting at which the same is reported.

ARTICLE VI AGENTS AND CONTRACTS

1. Agents. The Board may appoint such agents and representatives of the Congregation with such powers and to perform such acts or duties on behalf of the Congregation as the Board may see fit, consistent with these By-Laws, to the extent authorized or permitted by law.

2. Authorized Agents. The Board, except as in these By-Laws otherwise provided, may authorize any Officer or agent to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Congregation, and such authority may be general or confined to a specific instance; and unless so authorized by the Board, no Officer, agent, or employee shall have any power or authority to bind the Congregation by any contract or engagement, or to pledge its credit, or render it liable pecuniarily for any purpose or to any amount.

3. Contracts with Trustees and Officers. The Trustees and Officers of the Congregation may be personally interested in any contract relating to the operations conducted by the Congregation. The Trustees and Officers may freely make contracts, enter transactions, or act for and on behalf of the Congregation, even though they may also be acting as individuals, or as trustees, or as agents for other persons or corporations, or may be interested as shareholders, directors, etc. Any such contract, transaction, or act on behalf of the Congregation in a matter in which the Trustees or Officers are personally

interested shall be at arm's length, not be in violation of the Certificate of Incorporation, not be against the Congregation's use or be a use of its funds for private benefit. No such contract, transaction, or act shall be taken on behalf of the Congregation if such contract, transaction, or act is a prohibited transaction. The interested Trustee shall not be permitted to vote on such matters.

ARTICLE VII FISCAL YEAR

The fiscal year of the Congregation shall commence on July 1 of each year and end on June 30.

ARTICLE VIII PROHIBITION AGAINST SHARING IN CORPORATE EARNINGS

1. No Private Inurement. No Trustee, Officer, or employee of or member of a committee of or person connected with the Congregation, or any other private individual shall receive at any time of the net earnings or pecuniary profit from the operations of the Congregation, provided that this shall not prevent the payment to any such person of such reasonable compensation for services rendered to or for the Congregation in effecting any of its purposes as shall be fixed by the Board; and no such person or persons shall be entitled to share in the distribution of any of the corporate assets upon the dissolution of the Congregation. Upon such dissolution or winding up of the affairs of the Congregation, whether voluntary or involuntary, the assets of the Congregation, after all debts have been satisfied, then remaining in the hands of the Board shall be distributed, transferred, conveyed, delivered and paid over, in the manner provided by Section 18 of the New York Religious Corporation Law and any applicable successor law, as the same may exist at the time of such dissolution, to any organization which at that time shall qualify as an organization described in Section 501(c)(3) of the Internal Revenue Code and which is organized and operated exclusively for purposes similar to the Congregation's purposes.

2. Compensation. Trustees, Officers, members of any committee shall not receive any stated salary for their services as such, except for expenses of attendance at regular or special meetings of the Board in exceptional cases. The Board shall have power in its discretion to contract for and to pay to any member rendering unusual or exceptional services to the Congregation special compensation appropriate to the value of such services.

ARTICLE IX INVESTMENTS

The Congregation shall have the right to retain all or any part of any securities or property acquired by it in whatever manner, and to invest and reinvest any funds held by it, according to the judgement of the Board without being restricted to the class of investments which a trustee is or may hereafter be permitted by law to make or any

similar restriction, provided, however that no action shall be taken by or on behalf of the Congregation if such action is a prohibited transaction or would result in the denial of the tax exemption under Section 503 or Section 507 of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended.

ARTICLE X AMENDMENTS

The Board of Trustees may from time to time propose an amendment of these By-Laws in order to better carry out and effectuate the business of the Congregation. These By-Laws may be amended by (1) the affirmative vote of a majority of the Board then in office following at least 14 days prior written notice to the Members or (2) by the Members of the Congregation at a meeting duly called for the purpose of amending these By-Laws, provided notice of the proposed amendment has been included in the notice of the meeting. No amendment to these By-Laws adopted by the Members may be subsequently amended or repealed by the Trustees. Any notices or other communications required or permitted hereunder shall be in writing and shall be deemed to have been duly given when delivered personally or transmitted by telecopier, electronic mail, or other electronic means.

ARTICLE XI INDEMNIFICATION

The Congregation may, to the fullest extent now or hereafter permitted by and in accordance with the standards and procedures provided for by sections 721 through 726 of the New York Not-for-Profit Corporation Law and any amendments thereto, indemnify any person made, or threatened to be made, a party to any action or proceeding by reason of the fact that they, their testator or intestate was a Trustee, officer, employee or agent of the Congregation, against judgments, fines, amounts paid in settlement and reasonable expenses, including attorneys' fees.

ARTICLE XII EXEMPT ACTIVITIES

Notwithstanding any other provision of these By-Laws, no Trustee, Officer, employee or representative of this Congregation shall take any action or carry on any activity by or on behalf of the Congregation not permitted to be taken or carried on by an organization exempt under Section 501(c)(3) of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended, or by an organization, contributions to which are deductible under Section 170(c)(2) of such Code and Regulations as they now exist or as they may hereafter be amended.