

**TEMPLE SINAI OF SUMMIT, NEW JERSEY
BOARD OF TRUSTEES
BYLAWS**

Statement of Function

The Board of Trustees of Temple Sinai of Summit, New Jersey (hereinafter referred to, respectively, as the "Board" and the "Temple") hereby declares itself to be primarily a policy-making body, functioning under authority granted by the Temple Constitution originally adopted March 1952 as amended April 1982, January 1985, May 1992, June 1994, July 1999, April 2003, October 2003, April 2006, April 2008 and December 2010 (as the same may hereinafter be amended, modified, supplemented and/or restated, the "Constitution") and N.J.S.A. 16:1 et seq., for the purpose of operating a Reform Jewish Synagogue.

Definitions and Construction

(a) These Bylaws are in addition to and do not supersede the provisions of the Constitution.

(b) Capitalized terms used in these Bylaws (the "Bylaws") and not otherwise defined herein, shall have the meanings ascribed to them in the Constitution.

(c) Unless otherwise noted, all references to Articles and Sections herein, shall refer to the specific Articles and Sections of these Bylaws.

(d) Any headings preceding the texts of the several Articles and Sections of these Bylaws are solely for convenience of reference and do not constitute a part of these Bylaws, nor shall they affect the meaning, construction or effect of these Bylaws.

(d) Words importing a particular gender mean and include every other gender, and words importing the singular number mean and include the plural number and vice versa.

ARTICLE I MEETINGS

1.1 Annual Meetings

Annual Meeting of the Board shall be held during the first Regular Meeting, as described in Section 1.2 below, in accordance with the Constitution.

1.2 Regular Meetings

Regular meetings of the Board ("Regular Meetings") shall be held monthly during the months of September through and including June of each calendar year on the first (1st) Tuesday of each month at 7:30 p.m. in the office designated as the Board

Room of the Temple, 208 Summit Avenue, Summit, New Jersey 07901 (the "Board Room"), or at such other times and places as may be determined by the President (as defined in Section 2.1) or the Board and communicated to the Board before adjournment of any Regular Meeting.

1.3 Executive Committee Meetings

Meetings of the Executive Committee ("Executive Committee Meetings") shall be held monthly during the months of September through and including June of each calendar year on the third (3rd) Tuesday of each month at 7:30 p.m. in the Board Room, or at such other times and places as may be determined by a majority of the Board members present before the adjournment of any Regular Meeting or Annual Meeting.

1.4 Special Meetings

The President may call special meetings of the Board ("Special Meetings") whenever deemed necessary, upon Notice (as defined in Section 1.6), and shall call Special Meetings when requested by a majority of the Board. In calling for Special Meetings, the subject matter(s) for consideration shall be specified in the Notice. The President may call emergency meetings of the Board ("Emergency Meetings"; Annual Meetings, Regular Meetings, Executive Committee Meetings and Special Meetings shall hereinafter be referred to, collectively, as "Meetings") as permitted by law.

1.5 Quorum

A majority of the Board members shall constitute a quorum at any Meeting. A majority of the members of each Committee (as defined in Section 3.1) present at a meeting of such Committee shall constitute a quorum of such Committee.

1.6 Notice

The President, Secretary (as defined in Section 2.1) or the Executive Director shall send written notice ("Notice") of all Meetings to each Board member. Such Notice shall be sent by regular mail, messenger, e-mail or by facsimile transmission . Any such Notice shall be in conformance with the provisions of the Constitution.

1.7 Participation and Voting at Meetings

(a) Board members may participate in and vote on resolutions and motions at Meetings in person or by telephone or video conference.

(b) All resolutions and motions to be enacted, other than those regarding changes to the Bylaws (which are subject to the matters set forth in Article VI), shall require the affirmative vote of a majority of the Board members present

(including via telephone or video conference) at any Meeting. All votes shall be duly recorded in the minutes of such Meetings by the Secretary.

1.8 Order of Business for Regular Meetings

The following order of business shall be observed at every Regular Meeting:

1. Call to Order
2. Roll Call
3. Approval of Minutes of Preceding Meeting
4. Approval of Bills for Payment (if required)
5. President's Report
6. Rabbi's Report
7. Cantor's Report
8. Executive Director's Report
9. Educator's Report
10. Committee Reports
11. Old/New Business
12. Additional Action Items (as necessary)
13. Executive Session (as necessary)
14. Adjournment

The President may alter the order of business, from time to time, subject to approval of the Board at any Meeting.

1.9 Parliamentary Authority

The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern Meetings of the Board and each Committee. In the event such rules are inconsistent with the provisions of these Bylaws or the Constitution, such provisions of the Bylaws or the Constitution shall apply. Notwithstanding the foregoing, the Board and each Committee may adopt such special or alternative rules as are deemed necessary or desirable.

1.10 Professional Services

The Board may retain legal counsel and may, from time to time, retain the services of such other professionals as it may deem desirable and necessary to carry out its business at Meetings or otherwise.

ARTICLE II OFFICERS

2.1 Election and Number of Officers; Terms

(a) The Congregation shall elect the officers of the Board at the Annual Meeting. The officers shall consist of a president of the Board (the "President") and six (6) vice presidents (each a "Vice President"), a treasurer (the "Treasurer"), financial secretary (the "Financial Secretary") and secretary (the "Secretary"). The immediate past President shall also be an officer of the Board. The six (6) Vice-Presidents shall be elected to one of the following positions: Vice President of Finance, Vice President of Ritual, Vice President of Education, Vice President of Membership, Vice President of Operations and Vice President of Development.

(b) The President shall be elected for a one-year term and each of the Vice Presidents and other officers shall be elected for a one -year term (each a "Term"). Any such officer may resign his/her position by notice to the President in the manner specified for Notices set forth in Article I. In the event that any of such officers shall resign his or her position, a new officer to fill the remainder of such resigning officer's Term shall be appointed by the President and affirmed by a majority of Board members at the next Regular Meeting.

2.2 Duties of the President

(a) The President shall preside at all Meetings and shall be an ex-officio member of all Committees. The President shall, in consultation with the Vice Presidents appoint the chairpersons (the "Chairs") of all Committees, subject to confirmation by a vote of the majority of the Board members.

(b) The President shall perform the duties as set forth by these Bylaws and such other duties otherwise applicable to his/her office. The President shall hold office for the appropriate Term or until his/her successor is elected or appointed as set forth herein.

2.3 Duties of the Vice-Presidents

(a) In the absence or incapacity of the President, a Vice President selected by a majority of the Board of Trustees at a Meeting of the Board of Trustees shall have all the powers and perform all the duties of the President.

(b) Each Vice President shall be an ex-officio member of his/her respective Committees (for example, the Vice President of Education shall be an ex-officio member of the Religious School Committee and the Vice President of Operations shall be an ex-officio member of the Operations Committee).

(c) Each of the Vice Presidents shall perform the duties as set forth in these Bylaws and such other duties applicable to his/her office. Each Vice President shall hold office for the appropriate Term or until his/her successor is elected or appointed as set forth herein.

2.4 Duties of the Treasurer

(a) As set forth more specifically in Section 4.1, the Treasurer, may co-sign all checks, drafts, notes, requisition of funds, and other obligations of the Temple. The Treasurer shall keep full and accurate accounts and records of all his/her operations. The Treasurer shall, together with the Financial Secretary, ensure the maintenance of appropriate records, the mailing of bills, the receipt of monies, the disbursement of funds, the maintenance and furnishing of receipts when necessary, the depositing of all monies in the Congregation's bank in the name of the Congregation; the making of written monthly reports to the Board of Trustees and an annual report to the Congregation on the status of the Treasury

(b) The Treasurer shall perform the duties as set forth in these Bylaws, and such other duties applicable to his/her office and as set forth in the Constitution. The Treasurer shall hold office for the appropriate Term or until his/her successor is elected or appointed as set forth herein.

2.5 Duties of the Financial Secretary

(a) As set forth more specifically in Section 4.1, the Financial Secretary, may co-sign all checks, drafts, notes, requisitions of funds and other obligations of the Temple. The Financial Secretary shall, together with the Treasurer, ensure the maintenance of appropriate records, the mailing of bills, the receipt of monies, the disbursement of funds, the maintenance and furnishing of receipts when necessary, the depositing of all monies in the Congregation's bank in the name of the Congregation; the making of written monthly reports to the Board of Trustees and an annual report to the Congregation on the status of the Treasury

(b) The Financial Secretary shall perform the duties as set forth in these Bylaws, and such other duties applicable to his/her office and as set forth in the Constitution. The Financial Secretary shall hold office for the appropriate Term or until his/her successor is elected or appointed as set forth herein.

2.5 Duties of the Secretary

(a) The Secretary shall keep the minutes at all Meetings and at all meetings of the Congregation and shall send out Notices as set forth in Article I.

(b) The Secretary shall perform the duties as set forth in these Bylaws, and such other duties applicable to his/her office and as set forth in the Constitution. The Secretary shall hold office for the appropriate Term or until his/her successor is elected or appointed as set forth herein.

ARTICLE III COMMITTEES

3.1 Standing Committees

(a) There shall be the following standing committees (each a "Committee"):

- Ritual
- Operations
- Membership
- Religious School
- Program
- Caring
- Communications
- Youth
- Finance
- Audit
- Social Action
- Lifelong Learning
- Nominating
- Development
- Endowment

(b) The President, subject to the approval of the Board, and/or the Board may create additional Committees as are deemed necessary to carry on the work of the Temple, subject to the direction of the Board. The President shall appoint the members of all Committees, subject to the approval of the Board

(c) The Committees shall report to the Board all actions recommendations taken by the Committees. The Board may, in its discretion, take further action and/ or approve actions and/or recommendations by the Committees.

3.2 Duties and Authority of Each of the Committees

(a) The **Ritual Committee**, in concert with the Rabbi and the Cantor, shall see that the form of worship desired by the Congregation is observed. Members of the Ritual Committee shall also lead and/or attend services at the homes of members of the Congregation during periods of shiva. The Rabbi and Cantor shall serve as members ex officio of the Ritual Committee.

(b) The Operations **Committee** shall keep the property and buildings of the Temple in good order and repair. .

(c) The **Membership Committee** shall promote such activities as shall tend to increase, activate and retain the membership of the Congregation.

(d) The **Religious School Committee** shall set the policy with respect to curriculum and other school matters of the Temple's Religious School and shall promulgate all regulations necessary for the governance of the Religious School. Teachers in the Religious School may be engaged by the Educator of the Religious School for a term of not to exceed one (1) year by the Educator, subject to the approval of the Religious School Committee. The Educator shall serve as a member ex officio of the Religious School Committee.

(e) The **Program Committee** shall be in charge of social, entertainment, cultural, and fund-raising events at the Temple.

(f) The **Caring Committee** shall assist all programs and be responsible for the welfare of the Congregation, including, without limitation, house visits, as appropriate. The Caring Committee, will, on behalf of the Congregation, bring cheer to any ailing member of the Congregation who is at home or in the hospital and will pay condolence calls to families who have lost loved ones, as may be appropriate;

(g) The **Communications Committee** shall promote the best interests of the Congregation by internal and external communications.

(h) The **Youth Committee** shall promote the welfare of the Congregation's youth through their college years. The Youth Group Adviser and the President of the Youth Group shall serve as members ex officio of the Youth Committee.

(i) The **Finance Committee** shall be chaired by the Vice President of Finance and consist of the Treasurer, Financial Secretary, and at least three (3) other members who are not members of the Board of Trustees. The Finance Committee shall be responsible for all financial matters of the Congregation, shall be accountable to the Board and shall consist of, at a minimum (and to the extent practicable), subcommittees on capital appropriations, member review and budget. The **capital appropriations subcommittee** will prepare those sections of annual budget dealing with capital expenditures and review all capital expenditures prior to submission to the Board. The **member review subcommittee** shall pass on any exceptions/exemptions with respect to members' financial obligations to the Congregation. The member review subcommittee shall be chaired by a past President or past Vice President who has not served actively on the Board for at least four (4) years; the other members of the member review subcommittee shall be the Vice President of Finance, the Treasurer, any member who has been a member of the Congregation for at least ten (10) years and the Rabbi, ex officio. The **budget subcommittee** shall prepare the annual budget. The budget subcommittee shall be chaired by a member of the Congregation, who is not presently serving on the Board of Trustees. The remaining members of the budget subcommittee shall be the Treasurer, the Vice President of Finance, and two (2) Temple members, who are not presently serving on the Board of Trustees.

(j) The **Audit Committee** shall be appointed no later than May 30 of each year to prepare or review the audit of the Congregation's books, which shall be completed by no later than three (3) months after the close of the Temple's fiscal year. The Audit Committee shall consist of no fewer than three (3) Temple members, who are not presently actively involved in the finances of the Congregation or serving on the Board. The Audit Committee shall be accountable to the President and the Board.

(k)) The **Social Action Committee** shall promote and actively participate in activities which further the social ideals of Judaism within the Congregation.

(l) The **Lifelong Learning Committee** shall promote and provide opportunities for the continuation of learning and the deepening of understanding of historical, cultural, spiritual and other aspects of Judaism amongst the Congregation, provided, however, that the Religious School Committee shall have the primary responsibility for guidance of the Temple Religious School.

(m) The **Nominating Committee** shall be responsible for searching for and nominating candidates to the Board and officers.

(n) The **Development Committee** shall be responsible for the fund raising activities of the Temple, as well as the capital campaign and the New Year's appeal.

(o) The **Endowment Committee** shall be responsible for managing the Temple's endowment pursuant to policies adopted by the Board.

3.3 Other Groups

Along with the above standing Committees, there shall be a Brotherhood, a Sisterhood and a Renaissance Group, as well as such other groups as the Board shall deem necessary or desirable.

ARTICLE IV FINANCIAL DISBURSEMENTS

4.1 Checks and other Financial Instruments; Disbursements

(a) Checks or other financial instruments authorizing payment of Temple obligations, including, but not limited, to electronic transfer, direct withdrawal or direct deposit of amounts equal to or greater than \$5,000, must be signed by any two (2) of the following officers: the President, Vice President of Finance, Financial Secretary and the Treasurer.

(b) Checks or other financial instruments authorizing payment of Temple obligations, including, but not limited to, electronic transfer, direct withdrawal or direct deposit, of amounts between \$5,000 and \$1,000, must be signed by any two (2) of the following officers: the President, Vice President of Finance, Financial Secretary, the Treasurer and the Executive Director.

(c) Checks or other financial instruments authorizing payment of Temple obligations, including, but not limited to, electronic transfer, direct withdrawal or direct deposit, of amounts equal to or less than \$1,000, must be signed by one (1) of the following officers: the President, Vice President of Finance, Financial Secretary, the Treasurer or the Executive Director.

(d) The financial institution account from which the funds set forth in subparagraph(c) can be withdrawn shall have a balance limit of \$25,000. Said financial institution account shall be established and replenished by a check signed by any two (2) of the following officers: the President, Vice President of Finance, Financial Secretary and the Treasurer.

(e) Disbursements shall not be made without documentation of the transaction and approval by another member of the Executive Committee. The President, Vice President of Finance, Financial Secretary, Treasurer and/or Executive Director may not approve a transaction for which such officer signed the check.

4.2 Deposits and Depositories

All monies received by the Treasurer or other officers shall be deposited in a depository or depositories wherein all public moneys and other funds of the Temple shall be deposited, that is, any bank or other financial institution organized under the laws of the United States, having its place of business in this State, or any bank or trust company or other financial institution organized under the laws of this State, as selected by the Board. The designation of such depository or depositories shall be by resolution of the Board. Any and all monies shall be deposited in an account in the name of the Temple.

4.3 Petty Cash Fund

A petty cash fund shall be established for emergency or immediate expenditures from which the Executive Director, President, Vice President of Finance, Financial Secretary and/or Treasurer may authorize cash disbursements of less than \$100 no later than sixty (60) days after the requested date of such disbursement. The petty cash fund shall be established and replenished by a check signed by any two (2) of the following officers: the President, Vice President of Finance, Financial Secretary and the Treasurer.

4.4 Dollar Limits

The Board shall have the power to change the dollar amounts in this Article IV and require additional financial controls and restrictions as deemed appropriate as the economic and financial circumstances warrant.

4.5 Electronic Signatures, Etc.

Electronic signatures on payroll and other electronic financial transfer mechanisms are deemed to meet the signature requirements of this Article IV. E-mail or other electronic messages including facsimile transmissions are deemed appropriate and acceptable to approve any of the financial transactions set forth in this Article IV.

ARTICLE V INDEMNIFICATION OF THE BOARD

Subject to the limitations set forth set forth in this Article V, the Board is entitled to insure against liability for its negligence and that of its officers, employees or agents, whether or not compensated or part-time, who are authorized to perform any act or services, but not including an independent contractor. To that end, whenever any civil action has been or shall be brought against the Temple itself, the Board, any Board member or any other person who was formerly a Board member, any officer, employee or agent of the Temple (an "Indemnitee") for any action or omission arising out of or in the course of the performance of the duties of such Indemnitee, the Temple, acting through the Board, shall defray all costs of defending such action, including reasonable counsel fees and expenses. The Temple, acting through the Board, shall not be responsible to defend and indemnify any of the aforesaid Indemnitees if the Board determines that:

- i. the act or omission complained of was not within the scope of such Indemnitee's authority;
- ii. the act or omission complained of was because of actual fraud, willful misconduct or actual malice of such Indemnitee;
- iii. the act or omission complained of was the result of a manifestation by the Indemnitee of a reckless or callous indifference to the constitutionally protected rights of the complainant, ill will or a desire to injure the complainant;
- iv. the act or omission complained of against such Indemnitee would constitute a crime;
- v. the Temple has obtained an insurance policy which insures the aforesaid Indemnitees and the insurance company have agreed to defend the cause of action and to indemnify such Indemnitees and the Temple itself. The Temple, acting through the Board, shall not be liable for any fees, expenses, indemnification or costs other than any minimum deductible amount which the insurance policy does not cover; or

- vi. the Indemnitee has failed to deliver to the President within ten (10) days of the time he or she received written notice of a claim from a claimant or his or her representative or is served with any summons, complaint, process notice, demand or pleading, the original or copy of such document or thereafter fails to cooperate with the Temple, acting through the Board, in the defense of the matter.

If the Board determines to provide a defense, it shall be done by:

- i. using the attorney selected by the Temple's insurer providing defense, if applicable;
- ii. hiring an attorney of its choice and paying the fees directly; and
- iii. reimbursing the Indemnitee for reasonable attorney's fees expended.

The Board shall, in its sole discretion, select from options (ii) and (iii) if option (i) is not applicable.

ARTICLE VI CHANGES TO THESE BYLAWS

These Bylaws shall supersede all bylaws heretofore adopted by the Board. Any and all amendments, modifications, supplements and restatements to or of these Bylaws shall be adopted by the Board after having been introduced at a Regular Meeting and laid over for consideration, upon an affirmative vote of two-thirds of the members present (including via telephone or video conference) at the next succeeding Regular Meeting. These Bylaws may be repealed, in whole or in part, by an affirmative vote of two-thirds of the members present (including via telephone or video conference) at a Regular Meeting. Copies of any amendments, modifications or restatements hereof or supplements hereto shall be sent to each Board member at least fourteen (14) days prior to their adoption.

4046555.8