

**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, December 2010 and June 2019 (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.

(e) 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 the President or the Executive Committee.

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, email 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 means of electronic communications pursuant to which all those in attendance can hear and may be heard.

(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 electronic means) 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. Committee Reports
10. Old/New Business
11. Additional Action Items (as necessary)
12. Closed Session (as necessary)
13. 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 AND TRUSTEES

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 eight (8) vice presidents (each a "Vice President"), and secretary (the "Secretary"). The immediate Past President shall also be an ex-officio officer of the Board. The eight (8) Vice-Presidents shall be elected to one of the following positions: First Vice President, Vice President of Communications, Vice President of Development, Vice President of Education, Vice President of Finance, Vice President of Membership, Vice President of Operations and Vice President of Ritual.

(b) The President shall be elected for a two (2)-year term and each of the Vice Presidents and other officers shall be elected for a two (2) year term (each a "Term"); provided , however, at the first Annual Meeting following the adoption of these Bylaws, the Board shall designate that approximately one-half of the Officers shall be elected for a one-year term and approximately

one-half of the Officers shall be elected for a two (2) year term so that the tenure of the Officers as a whole is staggered. Any such officer may resign his/her position by notice to the President in the manner specified for Notices set forth in Article I.

(c) The President and the First Vice President's two-year term limits can be waived by a two-thirds (2/3) vote of the total membership of the Board of Trustees.

(d) Except for the First Vice President, the President and the Immediate past President, a member of the Board of Trustees may not serve for more than ten (10) consecutive years. Trustees and Officers may be elected once again to the Board of Trustees after a break in service. A member of the Board of Trustees' ten-year term limit can be waived by a two-thirds (2/3) vote of the total membership of the Board of Trustees.

(e) In the event that any officer or trustee position is vacant, a new officer or trustee to fill the remainder of such vacant 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, the First Vice President 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 a term of two (2) years or until his/her successor is elected or appointed as set forth herein.

(d) The Vice President of Communications shall have oversight responsibilities with respect to the Temple's communications with congregants and the community.

(e) The Vice President of Development shall have oversight responsibilities with respect to the Temple's fundraising.

(f) The Vice President of Education shall have oversight responsibilities with respect to pre-school, kindergarten through seventh grade, and eighth grade through twelfth grade; the Lifelong Learning Committee; and the Temple Emanuel Holocaust Remembrance Center.

(g) The Vice President of Finance shall 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; and the performance of such other duties as the offices require. The Vice President of Finance shall work with the Executive Director and have direct supervision over all financial matters.

(h) The Vice President of Membership shall have oversight responsibilities with respect to the Caring, Membership and Social Action Committees. The Vice President of Membership shall also serve as Board liaison with the Temple's Brotherhood, Sisterhood and Renaissance auxiliaries.

(i) The Vice President of Operations shall have oversight responsibilities with respect to facilities management and shall directly supervise the Facilities Manager.

(j) The Vice President of Ritual shall have oversight responsibilities with respect to all aspects of ritual and see that the form of worship desired by the Congregation is observed.

2.4 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.

2.5 Trustee Committee Responsibilities

All Trustees must serve on not less than one standing committee.

ARTICLE III COMMITTEES

3.1 Standing Committees

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

Audit
Caring
Communications
Development
Endowment
Finance
Lifelong Learning
Membership
Nominating
Operations
Religious School
Ritual
Social Action
Temple Emanuel Holocaust Remembrance Center
Youth

(b) The President, subject to the approval of the Board, and/or the Board may create additional Committees or dissolve 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 and/or 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 **Audit Committee** shall be appointed no later than May 30 of each year to engage, monitor, coordinate and assess the activities and audit reports of the Temple's independent certified accountants with respect to the Temple's fiscal year-end financial statements. The Audit Committee shall consist of no fewer than three (3) Temple members who are (i) not Board members and (ii) not presently actively involved in the finances of the Congregation. There shall be a liaison between the Board of Trustees and the Audit Committee who is not serving on the Finance Committee or any of the subcommittees of the Finance Committee. The Audit Committee shall be accountable to the President and the Board.

(b) The **Caring Committee** serves the welfare of our Congregation, reaching out to those who are ill or bereaved, and those with happy occasions. The Caring Committee provides an ear, a connection to our Temple network, sending a card or sometimes a meal, a visit, or something else as may be appropriate, on a case by case basis. The goal of the Caring Committee is for the Temple's congregants to feel that our Temple cares about them individually, that the Temple is in touch – sharing tough and also happy occasions. The Caring Committee relies on the staff and others to be notified of members to call. The Vice President of Membership shall have oversight responsibilities with respect to the Caring Committee.

(c) The **Communications Committee** shall promote the best interests of the Congregation by internal and external communications. The Vice President of Communications shall have oversight responsibilities with respect to the Communications Committee.

(d) The **Development Committee** shall be responsible for the fundraising activities of the Temple, including the New Year's appeal, Create A Jewish Legacy and endowment fundraising activities. The Vice President of Development shall have oversight responsibilities with respect to the Development Committee.

(e) The **Endowment Committee** shall be responsible for managing the Temple's endowment pursuant to policies adopted by the Board. The First Vice President shall have oversight responsibilities with respect to the Endowment Committee.

(f) 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 Vice President of Finance shall have oversight responsibilities with respect to the Finance Committee.

(g) 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. The Vice President of Education shall have oversight responsibilities with respect to the Lifelong Learning Committee.

(h) The **Membership Committee** shall promote such activities as shall tend to increase, activate and retain the membership of the Congregation, including cultural, entertainment and social events. The Vice President of Membership shall have oversight responsibilities with respect to the Membership Committee.

(i) The **Nominating Committee** shall be responsible for searching for and nominating candidates to the Board and officers. The Immediate Past President shall have oversight responsibilities with respect to the Nominating Committee.

(j) The **Operations Committee** shall keep the property and buildings of the Temple in good order and repair. The Vice President of Operations shall have oversight responsibilities with respect to the Operations Committee.

(k) 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 Director of the Religious School for a term of not to exceed one (1) year, subject to the approval of the Religious School Committee. The Director shall serve as a member ex officio of the Religious School Committee. The Vice President of Education shall have oversight responsibilities with respect to the Religious School Committee.

(l) 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. The Vice President of Ritual shall have oversight responsibilities with respect to the Ritual Committee.

(m) The **Social Action Committee** shall promote and actively participate in activities which further the social ideals of Judaism within the Congregation. The Vice President of Membership shall have oversight responsibilities with respect to the Social Action Committee.

(n) The **Temple Emanuel Holocaust Remembrance Center Committee** shall supervise the maintenance of the HRC, purchase artifacts for the HRC and offer educational programming about the Holocaust. The Vice President of Education shall have oversight responsibilities with respect to the Temple Emanuel Holocaust Remembrance Center Committee.

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

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, the First Vice President, Vice President of Finance, and Vice President of Operations.

(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 \$1,000 and \$5,000, must be signed by any two (2) of the following officers: the President, the First Vice President, Vice President of Finance, Vice President of Operations 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,

the First Vice President, Vice President of Finance, Vice President of Operations, or the Executive Director.

(d) Disbursements shall not be made without documentation of the transaction and approval by another member of the Executive Committee. The President, the First Vice President, Vice President of Finance, Vice President of Operations 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 any officer or Trustee 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, First Vice President, and/or Vice President of Finance 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, First Vice President and/or Vice President of Finance.

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.