

BYLAWS of the
YOUNG ISRAEL BETH-EL OF BOROUGH PARK

Reflecting all amendments up to and including
August 2, 2023 [Date ratified by the membership]

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ARTICLE I: THE ORGANIZATION

Section 1. Name. This organization, incorporated under the laws of the State of New York, shall be known as the YOUNG ISRAEL BETH-EL OF BOROUGH PARK.

Section 2. Definitions.

The "Congregation" shall mean the membership of the organization.

The "Board" shall mean The Board of Directors.

The "Director" shall mean any individual member of the Board.

The "Synagogue" shall mean the building that houses the Congregation and within which the Congregation conducts its services and other activities.

Section 3. Services. The Synagogue and all services and functions conducted therein shall conform to the laws and principles prescribed in the *Shulchan Aruch*. Any and all forms of commercialism during services shall be prohibited. All services shall be conducted in accord with the Ashkenazic *nusach* and tradition. When the Social Hall is rented to an outside group for services, the renter may conduct services in accordance with its own *nusach*. Questions pertaining to the religious law and observance shall be decided by the duly elected Rabbi of the organization and his decisions shall be adhered to. The use of the Synagogue for purposes other than services shall be permitted only with the approval of the President and one other Officer.

Section 4. Affiliations. This organization is affiliated with the Union of Orthodox Congregations as well as the National Council of Young Israel. Delegates to the National Council of Young Israel shall be elected at the annual meeting of the membership at such time as the membership elects Officers and Directors.

Section 5. Mission. The mission of the organization shall be to

- a. foster the Jewish faith by establishing and maintaining a Synagogue in strict accordance with the traditional tenets of Orthodox Judaism
- b. promote the religious, national, cultural, social, civic, moral and physical welfare of Jewish men, women and children in America, in Israel and throughout the world
- c. instill in American Jewish youth an understanding and appreciation of the high ethical and spiritual values of Judaism and attract them to the Jewish Orthodox faith

The organization, in furtherance of its ideals, shall establish, join, associate with and aid in the support of similar organizations, united in aims and methods, in advancing and developing the religious, cultural and social life of the Jewish people and act in all ways to support and maintain Torah-true Jewish life in America, in Israel and throughout the world.

ARTICLE II: MEMBERSHIP

Section 1. Eligibility. Any person¹ of the Jewish faith and of good moral character, over eighteen (18) years of age, shall be eligible for membership.

Section 2. Membership Types.

- a. *Full Member*. Full (voting) members in good standing have the right to attend general membership meetings, discuss issues at such meetings, vote in elections, and run for office themselves.
- b. *Supporting Member*. Supporting members (non-Voting) in good standing pay a reduced rate, with membership benefits but without voting rights. Membership benefits are listed infra.
- c. *Life Member*. Life members (non-Voting) pay a one-time fee and so are members in good standing of our congregation and are entitled to all the same member benefits as Supporting members.

Section 3. Application process for Full Members. Application for Full (Voting) Membership shall be in writing, on forms prepared by the Synagogue for such purpose, and shall be accompanied by a payment of one half the current year's dues. Such application shall be referred to the Membership Committee, which shall investigate and make inquiries regarding the character and qualifications of the applicant and shall outline to them the aims and purposes of this organization. The Chair of the Membership Committee shall designate a member of the committee to interview the applicant. The Rabbi may also interview the applicant and transmit his recommendation to the Membership Committee which shall, upon due deliberation, make its recommendations to the Board of Directors for approval.

Automatic membership privileges, except for voting rights, without payment of dues, are extended to the children of members only up to the age of eighteen (18).

Any adult child (over the age of 18) of a member in good standing shall be automatically approved for membership upon payment of dues.

Section 4. Dues. The annual membership dues shall be determined and regulated by the Board of Directors, with appropriate changes made from time to time as necessary, and subject to approval at a

¹ Throughout this document, references to "he" and "him" shall be understood to mean "he / she" and "him / her."

regular meeting of the membership. The annual dues shall cover the period from September 1st through August 31st of each year and shall be payable on the 1st day of September.

Any Full member who moves out of the community may choose to continue membership as a Supporting member, with full member benefits but without voting privileges, as above.

Section 5. Good Standing. Only Full members in good standing shall have the right to debate and/or vote on all questions, with exceptions as may be specified in these bylaws, at a general meeting of the membership. A member in good standing shall be any member whose dues shall not be in arrears for more than one (1) year, and who neither has voluntarily withdrawn from membership nor has been expelled or suspended from membership after appropriate proceedings consistent with the provisions in Article X.

The privilege of nominating and voting at an election for Directors and Officers, for a Rabbi or an Assistant Rabbi, for Delegates to the National Council, and the privilege of purchasing seats for the High Holy Days for one's self and one's immediate family at membership prices, shall be extended only to persons who have been members for at least one month prior thereto and who are in good standing.

Section 6. Meetings. Only members, or persons who are about to be inducted into the organization, shall be admitted to membership meetings. The presiding Officer may admit outsiders to such meetings at his discretion. He shall have the power to remove all those interfering with the proper conduct of the meeting. The presiding Officer shall determine the order of business at all meetings.

- a. Quorum. The attendance of at least ten percent (10%) of the members entitled to vote, but not fewer than six (6), shall constitute a quorum at all general membership meetings and at all special meetings called by the President. The attendance in person of at least one third (1/3) of the local membership of the organization shall constitute a quorum at special meetings called by members as herein provided.
- b. Voting. Voting at all membership meetings shall be restricted to members in good standing, as defined in these Bylaws, and with exceptions as may be specified in these Bylaws. Any vote must be by closed ballot if requested by twenty (20) members in good standing.
- c. Proxy Voting. Voting may be done in person or by written proxy, if so determined by the Board, and such proxy shall contain the subject matter concerning which the proxy vote is to be cast, the duration of such proxy, and the name of the person exercising same. Such proxy shall be filed with the Corporate Secretary of the organization at least two (2) days prior to the date the proxy vote is to be cast.
- d. Regular Meetings. Regular meetings of the general membership shall be held on such dates as may be fixed by the Board of Directors. There shall be at least one (1) general membership meeting each year. At least seven (7) days' written notice of such meetings, containing a clear statement of the agenda, shall be sent, electronically and /or by regular mail, to each member at the email address and / or mailing address recorded in the records of the organization.
- e. Annual Meeting. The Annual meeting of the organization shall be held on such date as may be fixed by the Board of Directors, upon seven (7) days' prior notice given to all members, electronically and /or by regular mail, to each member at the email address and / or mailing address recorded in the records of the organization. A detailed financial report for the preceding fiscal year shall be orally presented to the membership at the annual meeting.
- f. Special Meetings. Special meetings may be called by the President whenever he shall deem it necessary or whenever thirty (30) members in good standing, as defined above, shall make a written

demand for the calling of such meeting. The Corporate Secretary shall give at least seven (7) days' written notice, electronically and /or by regular mail, of said special meeting. The notice of such special meeting shall specify the purpose thereof and only such business shall be transacted thereat.

- g. Parliamentary Practice. *Robert's Rules of Order Newly Revised (RONR)* shall be the standard for parliamentary practice and procedure at all meetings.

Section 7. Engaging / Discharging Congregational Leadership. The Rabbi, Assistant Rabbi and Cantor of the congregation shall be engaged or discharged by secret ballot at a special meeting called for this purpose. Such action shall require a two thirds (2/3) vote of those present at the meeting.

ARTICLE III: OFFICERS

Section 1. Number. The Officers of the Congregation shall be: the President, the Vice President, the Treasurer, the Financial Secretary [if needed], the Corporate Secretary, and the Chairperson of the Board of Directors.

Section 2. Election and Eligibility. Officers are elected by the Congregation at its annual meeting. To be eligible for election to office, a candidate must be a Sabbath observer, and at least twenty-one (21) years of age, and shall be a member in good standing as defined supra and shall have been a member of the Board for at least two (2) years prior to nomination for office.

Section 3. Term. Each Officer shall hold office for a term of three (3) years or until such time as his or her successor shall have been duly elected. No Officer shall be elected to any office for more than three (3) consecutive terms.

Section 4. Vacancies. In case of death, resignation or permanent incapacity of any Officer, the Board shall appoint a successor from among its members who shall hold office until the next annual election.

Section 5. Honorary Officers. The Board of Directors may recommend to the Nominating Committee the election to honorary office of any Director or Officer who has previously filled that position honorably and with distinction. Such honorary Officer shall be entitled to attend all meetings of the Board but shall not have the right to vote.

Section 6. Duties of Officers. The Officers shall have those powers and duties which normally pertain to their respective offices in addition to those duties specifically set forth herein. The Officers shall recognize the necessity of and maintain the confidentiality which pertains to information to which they are privy by virtue of the offices which they hold.

Section 7. The President. The President shall call and preside over all membership meetings, shall have and exercise general charge and supervision of the affairs of the Congregation and shall do and perform such other duties as may be assigned by the Board. The President may appoint any special committees necessary, providing such committees do not conflict with other committees already specified, and shall be an ex-officio member of all such committees. The President shall have general supervision of the affairs and policies of the organization; be custodian of all the property, documents and papers belonging to the organization; and deliver the same to his duly elected successor. The President may sit on the dais during services in the Synagogue.

Section 8. The Vice President. The Vice President shall act, function and serve to assist the President in all matters, and the President may legally delegate responsibility to the Vice President. The Vice President shall, in the absence or disability of the President, or upon his request, perform all the duties of the President while said absence or disability continues or until the election of a new President or the appointment of an Interim President. The Vice President shall be an ex-officio member of all committees. He shall be the custodian of the seal of the Congregation.

Section 9. The Treasurer. The Treasurer shall keep the financial accounts of the organization; furnish a financial statement to the Board of Directors when called upon to do so; make the annual financial report to the membership at a regular meeting of the organization; render bills, collect dues and all other moneys due the Congregation by pledge, contribution or otherwise.

All funds collected or held in the name of the Young Israel Beth-El of Borough Park, shall be under the supervision of the Treasurer, who shall receive and deposit all Congregation funds in a bank or depository designated by the Board. The Board may authorize the Treasurer to advance to any committee the sums which may be required for preparation and conduct of affairs undertaken by such committee. The Treasurer shall be a member of the Finance Committee and shall advise in the preparation of the annual budget.

The Treasurer shall deliver all books, papers, statements and properties in his trust or under his control and authority to his duly elected successor.

Section 10. The Financial Secretary. The Financial Secretary shall, in the absence or disability of the Treasurer, or upon his request, perform all the duties of the Treasurer. The Treasurer may legally delegate responsibility to the Financial Secretary. In addition, the Financial Secretary shall: keep an inventory of the property of the Congregation; examine and audit all expenditures, bills, vouchers and accounts; review the accounts of the Treasurer at least four (4) times per year; serve on the Finance Committee. He shall have the authority to appoint an accountant for the purpose of auditing the books whenever he deems it necessary, after and subject to consultation with and the approval of the Board. He shall furnish a financial statement to the Board when called upon to do so. He shall prepare an annual financial report which shall be read at the meeting of membership at the close of the fiscal year. He may, together with the President or Chairperson of the Board sign drafts, orders and negotiable instruments as provided above.

Section 11. The Corporate Secretary. The Corporate Secretary, or Administrative Officer, shall write and maintain the minutes of membership and Board meetings, including records of attendance at all meetings. Such records shall systematically be kept in permanent form. The Recording Secretary shall append to the official copies of the Bylaws all amendments and additional bylaws passed by the organization.

Section 12. The Chairperson of the Board of Directors. The Chairperson of the Board shall have the same right to incur expenses and shall be subject to the same restrictions in regard thereto, as the President. The Chairperson of the Board may sit on the dais during services in the Synagogue.

The Chairperson of the Board shall call and preside at all regular and special meetings of the Board; maintain order at all Board meetings, and put all proper motions at such meetings to a vote; prepare the agenda for all Board meetings; see to it that notice of any such meeting and the agenda are transmitted to all Officers and Directors in due time; include in the agenda for any Board meeting any item requested by the President or by five Directors, if such request is made before the notice of that meeting has been

sent.

ARTICLE IV: BOARD OF DIRECTORS

Section 1. The affairs, business and administration of the organization shall be vested in a Board of Directors ("Board"), constituted and elected as hereinafter set forth, whose duties, rights, and responsibilities shall conform in all respects to those of Directors, as set forth in the Religious Corporations Law of the State of New York.

Section 2. Duties. The Board shall have general custody, management, and charge of all property of the organization and shall govern and control all matters affecting the organization, except as otherwise specifically provided in and by the Laws of the State of New York and the within these Bylaws.

The Board shall assist various committee chairpersons in the performance of their duties, shall constitute a forum for the reports of the chairpersons of the several committees, shall supervise and recommend budgets, plans and policies concerning the activities of the several committees and of the membership at large, and shall act as a liaison between the outgoing and the incoming administrations.

The Board shall engage and discharge all employees of the organization, for such term and upon such compensation as it may deem appropriate, EXCEPT the offices of Rabbi, Assistant Rabbi, and Cantor. In matters affecting the engagement or discharge of these employees, the Board shall make its prior recommendation to the general membership and the membership shall make the final determination thereon. The term of office and the remuneration of such individuals shall be determined by the Board.

Any matter requiring the approval of the membership shall prior thereto be voted upon by the Board, and upon the approval of such body by a majority vote of those present and voting, shall then be submitted to the membership, and upon approval by a plurality vote of the membership then present and voting, shall become effective and binding.

The Board shall not incur any obligation in excess of thirty thousand (\$30,000.00) dollars on behalf of any one matter during any current year without the approval of a plurality of the voting membership, except emergency expenditures, which should be voted upon on as soon as reasonably possible in the event of an ongoing expenditure.

All appropriations of money not previously passed and approved by the Board shall require a two thirds (2/3) vote of the members present at a general membership meeting.

The Board shall, at duly held meetings of the Board, take such actions as shall be deemed necessary to promote the welfare of the organization, adopting appropriate rules and regulations to effect the same, and keeping at all times accurate minutes of its proceedings and meetings.

All Directors shall engage in activities in support of the organization, including but not limited to work in a standing or special committee. All members of the Board shall continue in office until their respective successors shall have been elected and duly installed in office

Section 3. Composition. The Board shall consist of the Officers plus additional Directors whose number shall be not less than six (6) members nor more than eighteen (18) members, said number to be

determined by the Board. These *at-large* Directors shall be classified and the terms of one third (1/3) of the entire Board shall expire each year. The successors shall be elected at the Annual Meeting of the general membership to hold office for a period of three (3) years. Directors shall be elected by closed ballot and the candidates receiving the plurality of votes shall be declared elected. Whenever the number of Directors in office is less than the number determined upon, sufficient additional Directors shall be elected at the next annual election to equal the number determined upon. The additional Directors so elected shall be classified and hold office for such term not exceeding three (3) years, so that the terms of one third (1/3) of the total number of at-large Directors shall expire each year.

Section 4. Vacancies. The Board shall have the power to fill any vacancy which may arise on the Board, whether by reason of resignation or otherwise. Designees so appointed shall continue in office until their successors shall have been elected and duly installed in office.

Section 5. Meetings. The Board shall meet at least four (4) times per year, except as the Board may, from time to time, otherwise determine.

- a. Regular meetings. The Chairperson of the Board shall call regular meetings of the Board
- b. Special Meetings may be called by the Chairperson of the Board or upon the joint request of at least one-third (1/3) of the Directors should the Chairperson refuse to call such special meetings.
- c. Presiding Officer. The Chairperson of the Board shall preside at all such meetings. In his absence, the President or any elected Officer in the order of priority cited in Article III shall perform his duties and preside at Board meetings.
- d. Attendance. The members of the Board of Directors are obligated to attend, whether in person, virtually over video communications, or by conference call, all regular Board meetings and such special meetings as may be called. The office of any Board member who absents himself from four (4) successive meetings may, unless satisfactory excuse is given, be declared vacant by a two thirds (2/3) vote of the Board of Directors.
- e. Quorum. A majority of the Board shall constitute a quorum at all regular meetings or special meetings called by the Chairperson of the Board.
- f. Action by the Board 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 (or by email) to the adoption of a resolution authorizing the action. Such actions shall be filed in the minutes of the next meeting of the Board.
- g. Meeting by Video Communications or Conference Call. Any one or more members of the Board or any committee thereof may participate in a meeting of the Board or committee by means of a conference telephone, video communications (such as Skype or Zoom) 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.
- h. Proxy Voting. Voting by proxy, written or otherwise is not allowed in meetings of the Board.
- i. Communication Between Meetings. All members of the Board shall be expected to communicate in a timely manner, for example, using email. Documents and other materials shall be distributed and shared electronically prior to meetings of the Board.
- j. Parliamentary Practice. As with meetings of the membership, *Robert's Rules of Order Newly Revised (RONR)* shall be the standard for parliamentary practice and procedure at all meetings.

ARTICLE V: AGENTS AND CONTRACTS

Section 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 Bylaws, to the extent authorized or permitted by law.

Section 2. Authorized Agents. The Board, except as in these Bylaws 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, Director, 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.

Section 3. Contracts with Officers and Directors. The Officers and Directors of the Congregation may be personally interested in any contract relating to the operations conducted by the Congregation. The Officers and Directors 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 Directors, 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 Officers or Directors 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. In this, as in all such matters, the members of the Board, individually and together, shall abide by the Bylaws, the Conflict of Interest Policy, and the laws of the State of New York.

Section 4. Required Signatures. The President, or the Chairperson of the Board, shall sign all agreements and contracts in behalf of the organization which have been authorized by a resolution of the Board; and shall, together with the Treasurer, sign all drafts, orders and negotiable instruments drawn upon the depository of the organization, subject to the limitations specified herein. Of the two (2) required signatures on drafts, orders and negotiable instruments, one shall be that of the President or Chairperson of the Board.

The President shall have the right to incur only such expenditures as are involved in and necessary to the regular discharge of his duties, but not exceeding twenty-five hundred (\$2,500.00) dollars on any one matter in any one period between Board meetings. All such expenditures must be promptly and duly reported to the Board at the next regular meeting following the incurrence of the expenditure and must receive Board ratification. All expenditures exceeding twenty-five hundred (\$2,500.00) dollars shall be made only upon the prior authorization of the Board and /or membership as provided herein. Any undertaking, expenditure, contract or other agreement not properly authorized by the Board shall not be valid, absent an emergency situation.

The Treasurer, together with the President or Chairperson of the Board, may sign checks, orders and drafts for the payment of money. Such payments shall be made by the Treasurer, only if made pursuant to the rights and powers conferred upon him by these Bylaws and only if properly authorized by the Board.

ARTICLE VI: ELECTIONS

Section 1. Nominating Committee. On the first Monday in February or at the first regularly held meeting in February, or as soon as possible thereafter, the Board of Directors shall appoint a Nominating Committee of at least three (3) members. It shall be the duty of this committee to nominate candidates for

the Board, including Officers, at-large Directors and Honorary Officers, to be elected at the next annual meeting of the Congregation. No person whose term of office as Director will expire during the current year shall be eligible to serve on this committee. Nor shall any member of this committee be permitted to stand for election as an Officer.

The Nominating Committee shall meet within seven (7) days of its appointment and select a chairperson from among its own members. The committee shall prepare a complete slate of nominees and obtain their preliminary acceptance and shall then submit its report to the Board.

All nominees failing to receive the unanimous approval of the Nominating Committee shall be separately and by closed ballot voted upon by the Board of Directors. The nominees then receiving the majority affirmative vote of the Board shall be placed on the ballot for election at the annual membership meeting.

Section 2. Independent Nominations. Independent nominations may also be made in writing, if endorsed with the names of not less than twenty (20) persons entitled to vote at meetings of the Congregation and bearing the acceptance signed by the nominee or nominees. Such independent nominations shall be filed with the Recording Secretary within ten (10) days after the mailing to the membership of the nominations of the Nominating Committee. The Secretary shall cause notice of such independent nominations to be given the membership at least three (3) days prior to the membership meeting.

Only members in good standing, as defined these Bylaws, may nominate candidates to stand for election.

Section 3. Notice. The Recording Secretary shall cause prompt written notice of the names of the nominees and notice of the annual meeting to be sent, electronically and /or by regular mail, to all members of the Congregation at least fourteen (14) days prior to such membership meeting.

Section 4. Elections Procedures. Two (2) Inspectors of Election shall be appointed by the President and they shall canvass the ballots cast. The Recording Secretary shall furnish the Inspectors with the names of all members in good standing and eligible to vote, and this shall constitute the poll list of members qualified to vote in the current election.

Election of all Officers and Directors shall be by secret ballot. The ballot shall state the number of candidates to be elected and the names of the nominees with a separate box designated "YES" next to each name. The candidate or candidates receiving the largest number of affirmative votes shall be declared elected.

No nominations may be made at the election meeting.

ARTICLE VII: COMMITTEES

Section 1. At the first meeting of the Board after the annual election, the Chairperson shall announce the appointment of the chairpersons of all the standing committees. Such appointments shall be determined by the Chairperson of the Board upon consultation and acting in concert with the President, except where otherwise specified herein, and removal may be in the same manner. Each chairperson shall choose at least two (2) members to serve on the committee, and these appointees shall be ratified by the Board of Directors.

Section 2. Standing Committees. The following shall constitute the standing committees of the Congregation:

- a. Membership Committee. The Vice President of the organization shall be chairperson of this committee. It shall be the duty of this committee to investigate and consider applicants for membership as to their qualifications and eligibility and report thereon to the Board of Directors for their determination in accordance with these Bylaws.
- b. Finance Committee. This committee shall comprise the Treasurer who shall be chairperson of the committee, and all the Officers and the Chairperson of the Board. This committee shall prepare the annual budget and present it to the Board of Directors for their consideration and approval. It shall examine and audit all books, bills and vouchers of the organization and shall countersign the accounts of the Treasurer and Financial Secretary at least annually and report thereon to the Board of Directors. In this responsibility, it may require the aid of a (certified) public accountant, whose hiring and fee shall be approved by the Board of Directors and whose fees shall be paid by the organization. Additionally, this committee shall manage the property, both real and personal, of the organization, shall recommend to the Board methods of fundraising to aid the organization and, when so directed by the Board of Directors, engage in the undertaking and fulfillment thereof. Any expenditure suggested or undertaken shall first be approved by a vote of the Board of Directors. The committee shall periodically, as determined by the Board, report to the Board of Directors regarding the successful implementation of all recommendations.
- c. Building Committee. This committee shall, subject to the order of the Board, attend to all necessary maintenance and repairs of the property of the organization and have general supervision thereof. It shall, from time to time, with the approval of the Board of Directors, establish house rules for the proper maintenance thereof.
- d. Publicity Committee. This committee shall be responsible for the preparation and distribution of suitable literature for the organization and shall also handle all matters of publicity concerning the organization. Included within this committee's purview are all relevant media and forums, including the website, newsletter, and online social media activities. Any statements or articles prepared for public release shall require the approval of the majority of the Board of Directors or the Chairperson, President and two (2) other Officers, except in the case of an emergency where, after reasonable attempts to consult and communicate with as many Board members as possible, the joint concurrence of the President and the Chairperson of the Board shall be required.
- e. Social Activities Committee. This committee shall comprise five (5) members and shall arrange, prepare and take charge of all social functions and social undertakings of the organization, unless otherwise provided for by a resolution of the membership or of the Board. It shall promote sociability and good fellowship and endeavor to establish better understanding among the members.
- f. Human Resources Committee. The Human Resources Committee shall be responsible for all issues relating to the employees of the organization. The Human Resources Committee shall consist of five (5) members, at least four of which shall be Board members. The Committee shall be chaired by an Officer appointed by the Board. This Committee shall
 - i. create and revise job descriptions
 - ii. serve as search committee when there is an open position
 - iii. suggest compensation level
 - iv. supervise executive, office, and custodial staff
- g. Welfare and Cemetery Committee. This committee shall comprise at least 3 members who shall have entire charge and management of all the cemetery land belonging to the congregation. Members in good standing shall be entitled to interment in the Congregation's cemetery grounds, subject to the rules and regulations of the Committee and the approval of the Board. As per the 1988 merger agreement, the YIBE Welfare Group is subject to the overall policy guidance and directives of this

committee. The Welfare and Cemetery Committee shall report to the Board of Directors on all relevant matters handled by the committee and by the YIBE Welfare Group.

Section 3. Ad hoc Committees. The Board or the general membership may, from time to time, create any committees it may deem necessary or beneficial to the proper conduct of the affairs of the Congregation. Such special committee shall continue until its functions have been discharged.

Section 4. Documentation. Each of the committees aforementioned or which may hereafter be designated or created shall keep minutes of its meetings and keep records of financial transactions, if any, relating to its activities, which shall be available for inspection to any person or committee so authorized by the Board. The chairperson of each committee shall submit annually a written report to the Board.

ARTICLE VIII: AUXILIARY AND/OR SUBSIDIARY ORGANIZATIONS

Section 1. Upon the recommendation of the Board of Directors, the organization may authorize the formation of auxiliary and/or subsidiary groups for specific purposes. The purposes of such groups shall be clearly defined and shall be in accordance with and in furtherance of the aims and purposes of the Congregation and the parent organization. The subsidiary groups shall have full autonomy of action within the framework and under the scope of these Bylaws. Each such auxiliary organization shall have its own Bylaws, and any changes thereof shall be subject to the approval of the Board. The By-Laws and regulations of all auxiliary organizations shall be consistent with the certificate of incorporation, Bylaws and general policy of the Congregation as promulgated by the Board. In the event of conflict, the Bylaws and policy of the Congregation shall prevail. The subsidiaries or auxiliaries shall have no power to obligate the organization, and they shall be solely responsible for transactions undertaken by them. All members of subsidiary groups must be members in good standing of the Young Israel Beth-El of Borough Park, as hereinbefore provided.

Section 2. Subsidiary organizations shall be represented at meetings of the Board, with voice and without vote.

Section 3. Reports upon the work and progress of such groups shall be submitted regularly to the Board at intervals to be determined by the Board, but no less than a minimum of one annual report, and the absence of reports may result in the dissolution of such groups. The formation or dissolution of such groups must be approved at a regular meeting of the organization by a majority vote.

Section 4. There shall be a duly constituted Sisterhood, also known as the Women's Leadership Council; a Welfare Group; and such other auxiliary organizations as may be recommended by the Board and approved by the membership of the organization.

ARTICLE IX: CONFLICT OF INTEREST POLICY

Section 1. Purpose. The purpose of the conflict of interest policy is to protect the Congregation's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an Officer, Honorary Officer, member of the Board of Directors, or other lay leader of the Congregation or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and

charitable organizations. Notwithstanding the above, the policy of the Congregation is to discourage and minimize transactions or arrangements between the Congregation and Interested Persons, as defined below.

Section 2. Definitions.

- a. Interested Person. Any Director, Officer, Honorary Officer, Honorary Director, or member of a committee with powers delegated under these bylaws or by the Board of Directors, who has a direct or indirect financial interest, as defined below, is an interested person.
- b. Financial Interest. A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:
 - i. An ownership or investment interest in any entity with which the Congregation has a transaction or arrangement,
 - ii. A compensation arrangement with the Congregation or with any entity or individual with which the Congregation has a transaction or arrangement, or
 - iii. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Congregation is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

A financial interest is not necessarily a conflict of interest. Under Section 3, Section b hereof, a person who has a financial interest may have a conflict of interest only if the Board of Directors or appropriate committee decides that a conflict of interest exists.

Section 3. Procedures.

- a. Duty to Disclose. In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with Board of Directors delegated powers considering the proposed transaction or arrangement.
- b. Determining Whether a Conflict of Interest Exists. After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining Board of Directors or committee members shall decide if a conflict of interest exists.
- c. Procedures for Addressing the Conflict of Interest.
 - i. An interested person may make a presentation at the Board of Directors or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
 - ii. After exercising due diligence, the Board of Directors or committee shall determine whether the Congregation can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
 - iii. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Congregation's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

d. Violations of the Conflicts of Interest Policy.

- i. If the Board of Directors or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
- ii. If, after hearing the member's response and after making further investigation as warranted by the circumstances the Board of Directors or committee determines the member has failed to disclose an actual or possible conflict of interest it shall take appropriate disciplinary and corrective action.

Section 4. Records of Proceedings. The minutes of the Board of Directors and all committees with board delegated powers shall contain:

- a. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the Board of Directors' or committee's decision as to whether a conflict of interest in fact existed.
- b. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

Section 5. Compensation.

- a. A voting member of the Board of Directors who receives compensation, directly or indirectly, from the Congregation for services is precluded from voting on matters pertaining to that member's compensation.
- b. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Congregation for services is precluded from voting on matters pertaining to that member's compensation.
- c. No voting member of the Board of Directors or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Congregation, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

Section 6. Annual Statements. Each Director, Officer, honorary Officer, honorary Director, Advisory Council member or member of a committee with Board of Directors delegated powers shall annually sign a statement which affirms such person:

- a. Has received a copy of the conflict of interest policy,
- b. Has read and understands the policy,
- c. Has agreed to comply with the policy, and
- d. Understands the Congregation is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax- exempt purposes.

Section 7. Periodic Reviews. To ensure the Congregation operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- a. Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining.
- b. Whether partnerships, joint ventures, and arrangements with management organizations conform to the Congregation's written policies, are properly recorded, reflect reasonable investment or

payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

Section 8. Use of Outside Experts. When conducting the periodic reviews as provided for in Section 7 hereof, the Congregation may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.

ARTICLE X: SUSPENSIONS, EXPULSIONS AND RECALL

Section 1. Termination of Membership for Failure to Pay Dues or Other Charges.

- a. A *Full member* who has failed to pay dues or other obligations to the organization for twelve (12) months after the same shall become due and payable, shall be dropped from membership, subject to the following process:
 - i. The Board shall make all efforts (by phone, email, letter, or in person) to make sure that the member is informed of the unpaid obligation and given the opportunity to voluntarily resign from membership.
 - ii. After another 3 months, if the obligation is still unpaid, the member shall be declared in arrears and shall be deprived of all privileges and rights accorded to the members of the organization and any subsidiary and/or affiliated organizations.
 - iii. In the event that extraordinary difficulties prevent a member from fulfilling his obligations to the organization, such member may apply for consideration to a special committee comprising the President, Chairperson of the Board and Membership Committee Chairperson, and their decision in such matters shall be final.
 - iv. Reinstatement after suspension or expulsion for non-payment of dues shall take place only by action of the Board of Directors, after a new membership application has been submitted and accepted, and upon payment of a reinstatement penalty (including any and all unpaid membership dues and other charges) to be determined at that time.
- b. *Supporting members* who fail to pay dues or other charges for 1 year, and are thus not considered in good standing, are automatically dropped from membership. They may apply again whenever they wish.

Section 2. Further Reasons for Termination of Membership. A member may be suspended or expelled from the organization by two-thirds vote of the Board for:

- a. for willfully violating or impinging upon any of the provisions of these Bylaws or any of the rules or regulations duly adopted by the Board of Directors
- b. for renouncing Judaism and the Jewish faith
- c. for willfully breaching the decorum at Synagogue services or for improper conduct at any meeting or function of the organization
- d. for gross misconduct or conduct that shall be deemed unbefitting a member of the Congregation, conduct which brings discredit upon the Congregation and its members or the Jewish faith
- e. upon conviction of a criminal felony or upon being found guilty of any offense involving moral turpitude

A member shall not be suspended or expelled (for reasons listed in this section) except upon written charges and specifications preferred and signed by three (3) members in good standing, as defined in Article II, and presented to the Board of Directors who shall thereupon cause a copy of such charges and specifications to be forthwith served by certified mail upon the person accused. Such member shall

be summoned to appear before the Board of Directors. The Board shall hear the complaint against the member and investigate the circumstances and facts in connection therewith, and the member shall be permitted to offer his defense in person or by attorney-in-fact in refutation of such charges. Upon a hearing had before such Board, the Board shall take such action as it may deem advisable and may suspend or expel the said member or take any steps in connection therewith, promptly reporting its findings and determinations to the organization. The Board shall make its own rules with reference to the conduct of the said case and what vote of the Board may be required to direct that the said member be suspended, expelled or otherwise punished.

Section 3. Recall.

- a. Officers and Directors are subject to recall for
 - i. violations of these Bylaws, or
 - ii. flagrant disregard of their duties and responsibilities, or
 - iii. failure to comply with the Congregation's Conflict of Interest Policy as defined in these Bylaws, or
 - iv. behavior or actions which are inimical to the best interests of the organization
- b. Delegates are also subject to recall if they do not attend three (3) consecutive meetings of the National Council.

Whenever the recall of an elected Officer or Director shall be necessary, the following procedure shall be followed: Written charges and specifications signed by three (3) members in good standing, as defined in Article II, shall be submitted to the Board. A copy of said charges shall be forwarded to the accused by certified mail. A special meeting of the Board shall then be called to hold hearings on the matter and prepare a report of its findings for submission to the general membership. A majority vote of those present and voting at a Board and at a general membership meeting, may then terminate the tenure of this office. The person charged may defend himself before the Board and before the membership.

ARTICLE XI: REGARDING SALE OR OTHER DISPOSITION OF ASSETS

Section 1. The Congregation or any corporate entity thereof shall not be dissolved as long as ten members who have been in good standing for at least five years are willing to continue it.

Section 2. Only members who have been members in good standing for five years may vote on the sale, lease, license, mortgage or other encumbrance of assets of the Congregation including, but not limited to, the Synagogue building, personal property, and real property. An affirmative vote of at least three-fourths (3/4) of those eligible to vote is required for such a sale. No such disposition of the real property belonging to the congregation may take place except in accordance with the laws of the State of New York. The officers and directors shall insure compliance with this provision.

Section 3. In the event that any capital asset of the Congregation, including but not limited to any kind of real property, is sold or otherwise disposed of, then, in that event, the proceeds of any such sale or disposition shall be held in a separate fund, designated for the perpetual endowment of the Congregation. Annual income from the fund subject to a maximum of 80% thereof, may be combined with the general funds of the Congregation for the purpose of paying and defraying ordinary operating expenses or otherwise as determined in accordance with the provisions respecting the creation of annual budgets and payment of expenses. However, in no event shall more than 80% of the income be so expended, with the balance of not less than 20% being reinvested in the fund and becoming part of the perpetual

endowment of the Congregation.

ARTICLE XII: AMENDMENTS

Section 1. The organization shall have the right to make, alter or amend these Bylaws, from time to time, as may be deemed expedient.

Section 2. Any proposed amendment to these Bylaws shall be submitted in writing by three (3) members in good standing to the Board of Directors. If approved by a vote of three-fourths (3/4) at a meeting of the Board of Directors, it shall be referred to a meeting of the membership and may be passed by a three-fourths (3/4) vote of those voting either in person or by written proxy. A copy of the proposed amendment must be sent by mail to all members prior to the above mentioned general meeting.

Section 3. Proposed amendments which fail to receive the required three-fourths (3/4) approval of the Board, may nevertheless be submitted at a meeting of the membership. Such submission in writing shall be endorsed by at least twelve (12) members in good standing, of which number at least six (6) shall be members of the Board, and shall require a vote of three-fourths (3/4) of those present at such meeting for ratification.

Section 4. The privilege of voting to amend these Bylaws shall be extended only to persons who have been members for at least three months prior thereto and who are in good standing.

Section 5. Copies of the most recently ratified Bylaws, including all approved amendments, shall be available to members upon request at the office of this organization.