

BETH DAVID SYNAGOGUE, INC.

BY-LAWS

ARTICLE I

Name, Purposes and Religious Authority

Section 1. Name. The name of the corporation is Beth David Synagogue, Inc. (the “Congregation”).

Section 2. Purpose and Objectives. The nature of the activities to be conducted or the purposes of the Congregation are to engage in any lawful act or activity permitted under the Connecticut Revised Nonstock Corporation Act (the “Act”) which is charitable, religious and/or educational in nature, entitling the corporation to exemption from taxation under Section 501(c)(3) of the Internal Revenue Code of 1986, as the same may be amended and in force from time to time (the “Code”), and more particularly to:

- (a) maintain an Orthodox synagogue, a cemetery and educational, social, and religious activities
- (b) provide a warm, welcoming and non-judgmental atmosphere in which Jews of all levels of knowledge and observance will be attracted and inspired;
- (c) demonstrate an ongoing commitment to spiritual growth guided by halacha (Jewish law), Talmud Torah (Torah study);
- (d) support the State of Israel;
- (e) foster enhanced synagogue shul involvement and participation in the broader local community.

Section 3. OU Membership. The Congregation shall be a member of the Union of Orthodox Jewish Congregations of America.

Section 4. Religious Authority. Religious authority within the Congregation shall be vested in the duly appointed Rabbi. The Congregation shall look to the Rabbi for moral guidance and halachic direction in all aspects of the Congregation’s concerns. The initial appointment of any Rabbi or full-time Cantor must be approved by the Members. Thereafter, such clergy’s continued appointment and contract may be approved by the Board of Directors alone. In the event that the Congregation has not appointed a Rabbi, the chair of the Ritual Committee may exercise the authority of the Rabbi as set forth in these By-laws.

Section 5. Authority to Officiate or Address the Congregation. No individual shall officiate at any service of the synagogue or its cemetery, be invited to address the congregation or occupy the synagogue pulpit or otherwise expound Torah teaching to the Congregation without the express authorization of the Rabbi, who shall consult with the Ritual Committee and President, but whose decision shall be final on such matters.

ARTICLE II
Membership

Section 1. Members. As provided in §33-1055 of the Act, the corporation shall be a membership corporation, and shall have 2 classes of members, as more particularly set forth in the Certificate of Incorporation and these By-laws, which classes are designated as follows:

- (a) Full Members
- (b) Associate Members

Section 2. Qualification. Any Jewish person as defined by Union of Orthodox Jewish Congregations of America shall be eligible for membership in this congregation. In order to maintain his or her standing as a member, such member must be in good financial standing as set forth in these by laws.

Section 3. Voting Rights.

- (a) Full Members. Full Members shall elect the Board of Directors and Officers of the Congregation and shall have full voting and all other rights and privileges to which a member of a Connecticut nonstock corporation shall be entitled under the Act, the Certificate of Incorporation and these By-laws, except as modified by the Certificate of Incorporation and these By-laws, and specifically including the *Member Fundamental Matters* identified as items (a) through (d) of Section 9 of Article V.
- (b) Associate Members. Associate Members shall have no voting rights on any matter whatsoever and shall not be counted in the quorum.

Section 4. Other Rights of Members.

- (a) Full Members. Full Members also shall (i) be eligible for nomination and election to any office and to serve on the Board of Directors and (ii) have the right to tickets for the High Holidays at no additional cost, burial rights in the congregational cemetery in accordance with the rules and regulations prescribed by the Cemetery Committee and to such other privileges as may be established by the Board of Directors.
- (b) Associate Members. Associate Members must have a primary membership in another synagogue. Associate members shall not be eligible for nomination and election to any office or to serve on the Board of Directors. Associate Members shall have such privileges as may be established by the Board of Directors.

ARTICLE III
Membership Procedural Matters

Section 1. Application. Written or electronic applications for membership shall be made on a form prescribed from time-to-time by the Board of Directors. Any person who meets the

qualifications set forth in Article III, Section 2 of these By-laws shall be eligible for membership in the Congregation upon completing the application for membership, and undertaking the financial obligations to the Congregation, prescribed by the Board of Directors. Any applicant for membership shall be deemed to have agreed to be bound by the By-laws of the Congregation and any other code of conduct, policy or procedure adopted by the Board of Directors.

Section 2. Election of Members. Any applicant eligible for membership under these By-laws may be elected to membership in the Congregation in accordance with the policies and procedures prescribed from time-to-time by the Board of Directors. The Rabbi may review any application for membership to determine if there are questions concerning Halachic qualifications. The Rabbi may reject and the Board of Directors may accept or reject the application of any person applying for membership.

Section 3. Voluntary Termination of Membership. Any Member may withdraw from the Congregation by giving written notice of withdrawal to the Secretary. The withdrawal shall be effective upon receipt of the notice by the Secretary. The withdrawing Member shall comply with such requirements as the Board of Directors shall impose for the fulfillment of all obligations of the withdrawing Member. All rights and privileges of a Member shall cease on withdrawal of membership. Any Member who withdraws or whose membership is terminated shall be responsible to the Congregation for dues and assessments then due, and shall be subject to any other obligations imposed by these By-laws.

Section 4. Involuntary Suspension or Termination of Membership. Membership in the Congregation may be suspended or terminated for cause. Sufficient cause for such suspension or termination of membership shall be violation of these By-laws or of any agreement, rule, policy or practice properly adopted by the Congregation, any conduct prejudicial to the interests of the Congregation, or non-payment of dues or assessments. Such suspension or termination (except in the case of non-payment of dues or assessments) shall be determined by the affirmative vote of two-thirds (2/3) vote of the prescribed number of directors in accordance with the following procedure: A statement of the charges shall be sent to the last recorded address of the member or by electronic transmission, including transmission by "e-mail," in a manner authorized by the Member as shown on the records of the Congregation, at least forty-five (45) days before action by the Board of Directors on suspension or termination is taken. This statement shall be accompanied by a notice of the time and place of the meeting of the Board of Directors at which the charges shall be considered, and shall inform the Member being considered for suspension or termination of his/her right to a hearing. The Member being considered for suspension or termination must request a hearing in writing within fifteen (15) days of the notice of suspension or termination. Such hearing must be conducted within thirty (30) days of the request. The President shall appoint an *ad hoc* committee of three (3) members of the Board of Directors to conduct the hearing. At the hearing the Member being considered for suspension or termination may present any defense to the charges before action is taken thereon by the *ad hoc* committee or the Board of Directors. The *ad hoc* committee shall report its findings to the Board of Directors, which shall then vote on the matter. Suspension or termination in the case of non-payment of dues or assessments shall occur, without the requirement of a hearing or meeting, in accordance with Section 5 of Article IV of these By-laws. Any Member who withdraws or whose

membership is terminated shall be responsible to the Congregation for dues and assessments then due, and shall be subject to any other obligations imposed by these By-laws.

Section 5. Reinstatement after Suspension or Termination. Any Member whose membership is terminated or suspended (except in the case of non-payment of dues or assessments), and who wishes to be reinstated may make application for reinstatement and may be reinstated by the affirmative vote of two-thirds (2/3) vote of the prescribed number of directors and upon the payment of all arrears due the Congregation.

ARTICLE IV **Membership Dues and Assessments**

Section 1. Annual Dues. Annual dues for Members shall be determined from time to time by the affirmative vote of the Board of Directors. Any such dues shall be payable on such terms as are established by the Board of Directors. Any complete revision of the dues structure must be approved by the Members.

Section 2. Assessments. Assessments of the Members to meet costs and expenses of the Congregation may be fixed by the affirmative vote of the Board of Directors. Any such assessments shall be payable on such terms as are established by the Board of Directors. Any capital improvement of \$25,000 or more, and any assessment therefore, must be approved by the Members.

Section 3. Good Financial Standing. Only Members who have met all current obligations, subject to any Financial Arrangement, as defined in Section 4 of this Article IV, to the Congregation as of June 30 of each calendar year shall be deemed “in good financial standing” and shall be entitled to the rights and privileges of a Member under the Act and these By-laws.

Section 4. Financial Hardship. The Board of Directors may adopt policies and procedures under which dues and/or assessments may be reduced, deferred or paid according to a payment schedule or the arrearages waived (collectively, “Financial Arrangement”) without the loss of good financial standing.

Section 5. Suspension and Termination for Delinquent Members. Any Member refusing or neglecting to pay any indebtedness to the Congregation for dues and assessments, as may exist after application of any Financial Arrangement, shall automatically forfeit his/her membership in the Congregation in accordance with such procedure as may be established by the Board of Directors from time-to-time, but may be reinstated upon the payment of all arrears due the Congregation.

ARTICLE V **Membership Meetings**

Section 1. Annual Meetings. The Annual Meeting of the Full Members shall be held at such place and at such date and time as the President or the Board of Directors shall fix, between May 1 and June 30 of each year. If, in any year, the Annual Meeting of the Full Members is not

held on the above date for any reason, then the Annual Meeting may be called at any time before or after the above date in the manner set forth below for calling Special Meetings of the Full Members. At each Annual Meeting, the Full Members shall elect the Board of Directors and Officers for the ensuing year and may bring up any matter relating to the affairs of the Congregation, whether or not stated in a notice of meeting, *provided, however*, that none of the ***Member Fundamental Matters*** described in Section 9 of this Article V, or any matter, other than the election of directors at an annual meeting, as to which the Act or these By-laws expressly requires the vote of the members, may be brought before the annual meeting unless specifically described in the written notice of the meeting.

Section 2. Special Meetings. Special meetings of the Full Members may be held when called by the President at such date, time and place as the President shall fix. Special meetings of the Full Members also shall be called by the Secretary upon the written request of the lesser of: thirty (30) Full Members or thirty-three per cent (33%) of the full members, which written request shall specify the purpose or purposes for which the proposed Special meeting is to be held. If the Secretary does not call the meeting within fifteen (15) days after receipt of the Full Members' request, the Special meeting may be called by the Full Members making the request. Such Special meeting shall be held at such date, time and place as is specified in the notice of meeting. At each Special meeting, the Full Members may transact only such business as is within the purpose or purposes described in the notice of meeting.

Section 3. Attendance and Quorum. Fifteen (15) Full Members present (in person or by proxy (where applicable) or voting by written ballot) at a meeting shall constitute a quorum at any meeting of the Full Members for the transaction of business, except for those matters for which a greater quorum requirement may be specified from time-to-time by the Act, the Certificate of Incorporation, or these By-laws, in which case the greater requirement shall apply.

Section 4. Voting Rights and Requirements.

- (a) **Action by Members.** Full Member action on any matter shall require the affirmative vote of a majority of the Full Members present (in person or by proxy (where applicable) or voting by written ballot) at a meeting at which a quorum is present; provided, however, that if these By-laws, the Act, or the Certificate of Incorporation ever require the vote of a greater proportion of the votes of the Full Members for any specific action, then the affirmative vote of the designated proportion shall be required. Each Full Member shall be entitled to one vote on each matter submitted to the Full Members for action as follows:
- (b) **Voting Right of Family Members.** In the case of spouses, each such spouse who is a Full Member of the Congregation shall be entitled to one vote on any matter coming before the Full Members and shall be counted in the quorum. Each single person, or person whose spouse is not a Full Member of the Congregation, shall have one vote at all such meetings and shall be counted in the quorum. No dependent or non-dependent child of a member shall have the right to vote at such meetings, or to be counted in the quorum unless such dependent is a member of the Congregation in his or her own right.

- (c) Election. Each election for directors and officers at the annual meeting of the Full Members at which there are two or more candidates for the same position shall be conducted by secret ballots.

Section 5. Adjournment of Members' Meetings. If a quorum is not present at any Annual or Special meeting of the Full Members, the Full Members present, in person or by proxy, where applicable, may, by the affirmative vote of a majority of the Full Members represented at the meeting and entitled to vote at the meeting, adjourn to such future time and place as shall be agreed upon by them and announced at the meeting before adjournment, and notice of adjournment shall be given to the Full Members not present or represented at the meeting.

Section 6. Notice of Meetings. Written notice of the date, time, and place of each Annual or Special meeting of the Full Members shall be given to each Full Member of record not less than ten (10) nor more than sixty (60) days before the meeting. Notice of all meetings of the Full Members shall include a description of the purpose or purposes for which the special meeting is called. The notice shall be given by or at the direction of the President or Secretary or other person or persons calling the meeting, by leaving the notice with the Full Member or at the Full Member's residence or the Full Member's usual place of business, by mailing a copy to the Full Member at the last known post office address of the Full Member as shown on the records of the Congregation, or by delivering the notice by electronic transmission, including transmission by e-mail, in a manner authorized by the Member as shown on the records of the Congregation.

Section 7. Waiver of Notice. A Full Member may waive notice of a meeting, either before or after the date of the meeting, by a written waiver signed by the Full Member and delivered to the Congregation for inclusion in the minutes or filing with the corporate records. A Full Member attending or participating in a meeting shall be deemed to have waived any required notice of the meeting, unless the Full Member, at the beginning of the meeting or promptly upon his or her or its arrival, objects to holding the meeting or transacting business at the meeting, and does not thereafter vote for or assent to action taken at the meeting.

Section 8. Methods of Voting; Proxy Voting. Members may not vote by proxy, except for the election of Directors and Officers at the annual meeting of the Congregation. Elections of Directors and Officers and any other action to be voted on by the Members may be conducted by written ballot as provided in Section 33-1064(b) of the Act. For the purposes of these By-laws, voting by "mail" as described in Section 33-1064(b) of the Act may include voting by "e-mail."

Section 9. Fundamental Matters; other Member Voting Matters. For purposes of these By-laws, the *Fundamental Matters* which shall require the affirmative vote of: (i) two-thirds of the Full Members present at a duly called meeting at which a quorum is present and for which specific notice of the matter has been given and (ii) two-thirds (2/3) of the prescribed number of directors, at a duly called meeting at which a quorum is present and for which specific notice of the matter has been given are the following: (a) the dissolution and liquidation of the Congregation under Section 2 of Article IX, (b) the amendment of these By-laws under Section 3 of Article X, (c) the amendment of the Certificate of Incorporation under Section 5 of Article X, and (d) any merger, sale, lease, exchange or other disposition of all, or substantially all, of the assets of the Congregation outside of the regular course of business. The removal of a director

under Section 4 of Article VI, the removal of a Member under Section 4 of Article III, and the reinstatement of a Member under Section 5 of Article 3 shall require specific notice and the affirmative vote of two-thirds (2/3) of the prescribed number of directors. Items (a) through (d) of the *Fundamental Matters* identified in this Section 9 of Article V are referred to herein as the “**Member Fundamental Matters**,” and all of the items identified in this Section 9 of Article V are referred to in these By-laws as the “**Fundamental Matters**.” Matters requiring the affirmative vote of a majority of the Full Members present at a duly called meeting at which a quorum is present and for which specific notice of the matter has been given are (a) the initial appointment of any Rabbi or full-time Cantor under Section 4 of Article I, (b) a complete revision of the dues structure, and (c) any capital improvement of \$25,000 or more, and any assessment therefor.

ARTICLE VI **Board of Directors**

Section 1. Powers. The Board of Directors shall have supervision, control and direction of the business, property and affairs of the Congregation as provided in the Act.

Section 2. Size of Board of Directors; Qualifications.

- (a) Size. There shall be no fewer than three (3) nor more than twenty-one (21) directorships on the Board of Directors, including the officers. The prescribed number of directors within this range shall be that number fixed by resolution of the Board of Directors, or, if the Board of Directors does not fix the number, then the prescribed number shall be the number of directors holding office immediately after the most recent annual meeting of the Full Members.
- (b) Qualifications of Directors. No person shall be nominated or elected to serve as a director unless s/he is a Full Member. The immediate past President, if s/he is able and willing to serve, shall be an *ex officio*, voting member of the Board of Directors and shall be counted in the quorum. Other than the immediate past President, there shall be no honorary or lifetime voting directors. The Board of Directors may establish honorary or lifetime *ex-officio* directorships, who are non-voting and not counted in the quorum.

Section 3. Term of Office; Term Limits; Staggered Terms. Directors shall hold office for terms of three (3) years and thereafter until their successors are properly elected and qualified, or until their earlier death, disability, resignation or removal. No director shall be removed from office, or have his or her term of office shortened, because of a reduction in the prescribed number of directors. The terms of directors shall be staggered. The directors shall be divided into three (3) classes - as nearly equal in size as may be practicable - with the term of one (1) class of directors expiring at each annual meeting of the Full Members. The terms of directors in the first class shall expire at the first annual meeting of the Board of Directors after their election, the terms of the second class of directors shall expire at the second such annual meeting of directors after their election, and the terms of the third class of directors shall expire at the third such annual meeting of directors after their election. At each annual meeting of directors thereafter, directors shall be chosen for a term of three years to succeed those whose terms expire.

Section 4. Removal. A director may be removed by the affirmative vote of two-thirds (2/3) of the prescribed number of directors at any time at any Annual, Regular or Special meeting of the Board of Directors, with or without cause, provided that the notice of the meeting states that the purpose, or one of the purposes, of the meeting is removal of the director or directors. Directors may be removed by judicial proceedings to the extent provided by the Act.

Section 5. Vacancies. Vacant directorships shall be filled for the unexpired portion of the term until the next annual meeting of the Members by the affirmative vote of the Board of Directors; provided, however, that notwithstanding the provisions of Section 10 of this Article VI, if the directors remaining in office constitute fewer than a quorum, then they may fill the vacancy by the affirmative vote of a majority of all of the directors remaining in office.

Section 6. Annual Meeting. The annual meeting of the Board of Directors shall be held immediately after or jointly with the annual meeting of the Full Members; *provided, however*, that if in any year the annual meeting is not, or cannot be, held on such date then the annual meeting may be called for any date or time before or after such date in the manner set forth below for calling special meetings. At least ten (10) days written notice of the annual meeting shall be given to each director specifying the time, date, and place of the meeting. At each annual meeting, the Board of Directors may bring up any matters relating to the affairs of the Congregation; *provided, however*, that none of the ***Fundamental Matters*** described in Section 9 of Article V of these By-laws may be brought before the meeting unless specifically described in the written notice of the meeting.

Section 7. Regular Meetings. The Board of Directors shall hold no fewer than eight (8) meetings during each fiscal year, including regular and special meetings and the annual meeting. Regular meetings of the Board of Directors shall be held at the time and place specified from time to time by resolution of the Board of Directors. Notice of regular meetings need not be given only if there is a resolution in effect specifying the time and place of Board of Directors' meetings; *provided, however*, that ***Fundamental Matters*** may not be brought before the regular meeting unless specifically described in a written notice of the meeting given at least ten (10) days before the meeting. If no resolution shall be in effect, regular meetings of the Board of Directors shall be called in the manner set forth below for calling special meetings of the Board of Directors.

Section 8. Special Meetings. Special meetings of the Board of Directors may be called by the President, and shall be called by the President upon the written request of directors constituting thirty three percent (33%) or more of the prescribed number of directors. If the President does not call the meeting within seven (7) days after receipt of the written request, the directors making the request may call the meeting. Notice may be given by the person calling the meeting. At least three (3) days written notice of each special meeting, stating the date, time and place of the meeting, shall be given to each director. Notice of a special meeting shall include a description of the purpose or purposes for which the meeting is called, and only those items included in the notice may be voted upon at the special meeting.

Section 9. Notice; Waiver of Notice. Written notice of meetings shall be given to directors in accordance with these By-laws in the same manner that notice may be given to Members. A director may waive notice of any meeting required under these By-laws by a written instrument executed and filed with the Secretary of the Congregation either before or after the date and time specified in the notice. The Secretary shall cause any such waiver to be filed with the minutes or corporate records. A director attending or participating in a meeting shall be deemed to have waived any required notice of the meeting, unless the director, at the beginning of the meeting or promptly upon his or her arrival, objects to holding the meeting or transacting business at the meeting, and does not thereafter vote for or assent to action taken at the meeting.

Section 10. Quorum and Voting Requirements. A majority of the prescribed number of directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors. The affirmative vote of a majority of the prescribed number of directors present at a meeting at which there is a quorum shall be required to approve action by the Board of Directors on any matter, except for *Fundamental Matters*, for which the vote of a greater proportion of the prescribed number of directors is required. A vote by proxy or e-mail shall not be permitted with respect to any action of the Board of Directors.

Section 11. Participation in Meeting by Teleconference or Similar Means. A director may participate in a meeting of the Board of Directors by, or conduct the meeting through the use of, any means of communication by which all directors participating in the meeting may simultaneously hear one another during the meeting. A director participating in a meeting by this means is deemed to be present in person at the meeting.

Section 12. Transaction of Business Without Meeting. Any action required or permitted to be taken at a Board of Directors meeting may be taken without a meeting if the action is taken by all of the members of the Board of Directors. The action shall be evidenced by one or more written consents describing the action taken, signed by each director, and included with the minutes or filed with the records of the Congregation. Action taken by written consent is effective when the last director signs the consent, unless the consent specifies a different effective date.

Section 13. Compensation of Directors. The directors shall not receive a salary for their services as directors. Subject to the Congregation's conflict of interest policy, by vote of the Board of Directors, the directors may be reimbursed for expenses for attendance at meetings of the Board of Directors and committees as set forth in the vote. Nothing in this section shall be construed to preclude any director from serving the Congregation in any other capacity and receiving compensation for his or her services.

ARTICLE VII **Officers**

Section 1. Titles, Election, and Duties. The Full Members shall elect from among the directors a President, a First Vice President, a Second Vice President, a Secretary and a Treasurer, and may from time to time elect one or more other officers as it deems expedient. If two people hold the same office, they shall serve and be known as co-officers. Any two or more

offices may be held by the same person. The duties of the officers of the Congregation shall be the duties imposed by these By-laws and prescribed by the Board of Directors.

Section 2. President. The President shall be the chief executive officer of the Congregation. The President shall preside at all meetings of the Board of Directors and shall perform such duties as may be assigned by the Board of Directors.

Section 3. First Vice-President. The First Vice-President, shall, in the absence or disability of the President, perform the duties and exercise the powers of the President.

Section 4. Second Vice-President. The Second Vice-President, shall, in the absence or disability of the President and the First Vice-President, perform the duties and exercise the powers of the President.

Section 5. Treasurer. The Treasurer shall be the chief financial officer of the Congregation and shall keep the fiscal accounts of the Congregation. The Treasurer shall prepare or have prepared the financial statements described in Section 2 of Article X of these By-laws. The Treasurer shall serve as the chair of the Finance Committee or any other committee performing substantially the same functions.

Section 6. Secretary. The Secretary shall keep the minutes of the meetings of the Board of Directors, and shall authenticate records of the Congregation, unless any of such duties are delegated to another officer by the Board of Directors. The Secretary shall give notice of meetings as required in these By-laws. The Secretary shall have custody of the corporate seal and all books, records, and papers of the Congregation, except those in the custody of any other person authorized to have custody and possession of books, records, and papers by a resolution of the Board of Directors.

Section 7. Chair of the Board. The immediate past President or immediate past Presidents (in the case of co-Presidents) shall serve as the chair or chairs of the Board of Directors. If no immediate past President is willing and able to serve, then the Full Members may, but shall not be required to, elect a chair of the Board of Directors.

Section 8. Terms of Office; Removal; Vacancies. Each officer shall serve for a term of two years and thereafter until the officer's successor is duly elected and qualified, or until the officer's earlier death, disability, resignation or removal. Any officer may be removed by the Board of Directors at any time with or without cause and with or without notice or hearing. Any vacancy in any office shall be filled for the remainder of the unexpired term by the Board of Directors, until the next annual meeting of the Members.

ARTICLE VIII **Committees; Funds; Auxiliaries**

Section 1. Standing and Ad Hoc Committees. The Board of Directors may from time to time form such standing and *ad hoc* committees, consisting of no less than two (2) persons, as it believes are necessary and prudent for the management of the business and affairs of the

Congregation. The President shall appoint from among the directors all committee chairs. If the chair of a committee is not a director, then the President shall appoint a co-chair from among the directors, who shall serve as a liaison on to the Board of Directors. The President shall also make other committee assignments, and may designate one or more directors as alternate members of any standing or *ad hoc* committee, who may replace any absent member or members at any meeting of such committee. The standing and *ad hoc* committees shall have only those powers and that authority expressly set forth in these By-laws or in the resolution of the Board of Directors by which the committees are created, as the case may be. In no event may any committee exercise any powers or authority which, under the Act, may not be delegated to a committee. All committees shall promptly report their actions to the Board of Directors. No committee whose composition includes non-directors may have or exercise any power or authority of the Board of Directors; and all decisions of such committees shall be ratified by the Board of Directors. The provisions set forth above in these By-laws regarding meetings, transaction of business without a meeting, teleconference meetings, notice and waiver of notice, and quorum and voting requirements of the Board of Directors shall also apply to committees and their members.

Section 2. Standing Committees; Executive Committee.

- (a) Committees. The Congregation shall have the following standing committees: Executive, Governance, Finance/Audit, Ritual and Cemetery.
- (b) Executive Committee. The Executive Committee shall consist of the following officers or co-officers: President, Vice-Presidents, Treasurer, Secretary and Chairs of the Board. The Executive Committee shall meet periodically throughout the year to plan policy for the Congregation and to establish priorities which will then be reported to the full Board of Directors for further action. The Executive Committee shall have and may exercise all the powers and authority of the Board of Directors in the management of the business and affairs of the Congregation in an emergency constituting a natural or other disaster between meetings of the Board of Directors, except as provided otherwise in the By-laws of the Congregation or under the Act. The Executive Committee shall be subject to the control of the Board of Directors and shall promptly report its actions to the Board of Directors.

Section 3. Expenditure and Maintenance of Funds.

- (a) Authorization. The co-Presidents, or in the absence of co-Presidents, the President and any other officer, shall have the power to jointly approve expenditures not to exceed five thousand dollars (\$5,000) in each instance and a total of twenty thousand dollars (\$20,000) in any fiscal year for expenditures not appearing in the Congregation's annual budget. Expenses appearing in the Congregation's annual budget shall not require additional authorization.
- (b) Signatories. The President, first vice-President, second vice-President, and Treasurer are empowered to endorse checks, notes, and other obligations for and on behalf of the Congregation, and shall deposit the same and all monies and valuables in the name of and

to the credit of the Congregation in the banks and depositories the Board of Directors shall designate. Signatures of any two of these officers shall be required on each check or note so issued.

- (c) Cemetery Funds. Cemetery funds shall be maintained in accounts separate from those of the Congregation and in accordance with applicable State law. Individuals authorized to sign checks on behalf of the Cemetery Fund will be identified by the Board of Directors. The Treasurer shall audit the books of the cemetery fund at least once per year and report the results of the review to the Board of Directors.

Section 4. Auxiliaries. The Board of Directors shall establish such rules as it deems necessary and proper for any auxiliary organization within the Congregation, shall have veto power over any action of any such auxiliary organization, and shall, at all times, retain supervision over the funds and activities of each auxiliary and program connected with, or functioning under, the auspices of the Congregation. Each auxiliary or program shall provide to the Board of Directors an annual financial report in a format provided by the Treasurer at least once per year.

ARTICLE IX

Assets; Voluntary Dissolution

Section 1. Generally. The Congregation is nonprofit. The Congregation shall not authorize or issue shares of stock or pay dividends. The Congregation shall not make distributions of its income or assets to its directors, officers, or to any individual as such; *provided*, however, that the Congregation may reasonably compensate or reimburse its officers, directors, or any other person for services performed or expenses incurred for or on behalf of the Congregation, as provided by Section 13 of Article VI of these By-laws.

Section 2. Voluntary Dissolution and Liquidation. The Congregation may be dissolved and liquidated at any time by the affirmative vote of: (i) two-thirds (2/3) of the Full Members present at a duly called meeting at which a quorum is present and for which specific notice of the matter has been given, and (ii) two-thirds (2/3) of the prescribed number of directors, at a duly called meeting at which a quorum is present and for which specific notice of the matter has been given. In the event the Congregation is dissolved, the assets remaining after payment of all liabilities shall be distributed, in the amounts and proportions determined by the vote of two-thirds (2/3) of the prescribed number of directors, to Orthodox Jewish charitable, religious and/or educational organizations exempt from taxation under Internal Revenue Code Sections 501(c)(3) or 501(c)(13) (in the case of cemeteries). Any remaining assets not so disposed of by the Board of Directors shall be disposed of by the court having jurisdiction over charitable corporations in the state in which the principal office of the Congregation is then located, exclusively for exempt purposes, or to such organization or organizations which are organized and operated for such purposes as the court shall determine.

ARTICLE X
OTHER PROVISIONS

Section 1. Indemnification and Advances. The Congregation shall be bound by and comply with the provisions of Section 33-1117(e) of the Act pertaining to mandatory indemnification of directors of corporations incorporated prior to 1997, and Section 33-1122(d) of the Act pertaining to mandatory indemnification of officers, employees and agents of corporations incorporated prior to 1997. The Congregation shall indemnify its directors, officers, employees, and agents to the fullest extent permitted by law. In this regard, the Board of Directors may advance funds for the purpose of paying legal expenses in the defense of any claim for which indemnification may be available to the fullest extent permitted by law. The Congregation may purchase and maintain insurance, to provide greater indemnification than that permitted by the Act, on behalf of any individual who is or was a director, officer, employee, agent, member or other representative of the Congregation to the extent set forth in the policy of insurance

Section 2. Financial Statements/Fiscal Year. The Congregation shall prepare an annual financial statement that includes a balance sheet as of the end of the fiscal year, an income statement for that year, and a statement of disbursements and receipts for that year. If the annual financial statement is reported upon by a public accountant, then the report of the public accountant must accompany the statements. The fiscal year shall begin on the first day of July of each year.

Section 3. Amendment of By-laws. New By-laws may be adopted and existing By-laws may be amended or repealed by the affirmative vote of: (i) two-thirds (2/3) of the Full Members present at a duly called meeting at which a quorum is present and for which specific notice of the matter has been given, and (ii) two-thirds (2/3) of the prescribed number of directors, at a duly called meeting at which a quorum is present and for which specific notice of the matter has been given. No change shall be made in these By-laws which will affect the exempt status of the Congregation under Section 501(c)(3) of the Code.

Section 4. Record of Changes. Whenever a by-law is amended or repealed, or a new by-law is adopted, the action and the date on which it was taken shall be noted on the original By-laws in the appropriate place, or a new set of By-laws shall be prepared incorporating the changes.

Section 5. Amendment of Certificate of Incorporation. The Certificate of Incorporation may be amended at any time by the affirmative vote of: (i) two-thirds (2/3) of the Full Members present at a duly called meeting at which a quorum is present and for which specific notice of the matter has been given, and (ii) two-thirds (2/3) of the prescribed number of directors, at a duly called meeting at which a quorum is present and for which specific notice of the matter has been given. No change shall be made in the Certificate of Incorporation which will affect the exempt status of the Congregation under Section 501(c)(3) of the Code.

Section 6. Inconsistencies with Certificate of Incorporation. In the event of any inconsistency between the Certificate of Incorporation and these By-laws, the terms of the Certificate of Incorporation shall prevail.

Section 7. Compliance Program. The Congregation shall adopt and at all times maintain as “policy” a Compliance Program/Code of Ethics which shall include a Conflict of Interest policy. The Compliance Program shall articulate the Congregation’s policies concerning high ethical practices in the conduct of all of its affairs. The Compliance Program shall be adopted, maintained, and revised from time to time by the Board of Directors, and a copy of the Compliance Program shall be kept in the permanent records of the Congregation.

Section 8. Statutory Reference. The term the "Act" as used in these By-laws shall mean Title 33, Chapter 602, of the General Statutes of Connecticut, as amended from time to time, or any replacements of Title 33, Chapter 602.

Certified by the Secretary of Beth David Synagogue on _____, 2017.

Secretary