

BY-LAWS

of

CONGREGATION KOL AMI

(As revised and approved at the
Congregational Meeting
May 23, 2021)

TABLE OF CONTENTS

ARTICLE I - NAME 1

ARTICLE II - PURPOSES..... 1

ARTICLE III - PRACTICES AND AFFILIATIONS 1

ARTICLE IV - MEMBERSHIP AND DUES..... 1

ARTICLE V - BOARD OF TRUSTEES 2

ARTICLE VI - OFFICERS..... 6

ARTICLE VII - NOMINATIONS 9

ARTICLE VIII - RABBIS AND CANTORS 10

*ARTICLE IX - EXECUTIVE, RELIGIOUS SCHOOL AND EARLY CHILDHOOD
PROGRAM DIRECTORS*..... 11

ARTICLE X - COMMITTEES..... 11

ARTICLE XI - MEETINGS OF THE CONGREGATION 12

ARTICLE XII - AUXILIARY UNITS..... 13

*ARTICLE XIII - RULES OF ORDER AND SPECIAL PROCEDURES FOR MEETINGS,
NOTICES AND VOTING* 14

ARTICLE XIV - COMPLAINTS..... 14

ARTICLE XV - CEMETERIES 14

ARTICLE XVI - AMENDMENTS 14

ARTICLE XVII - PROHIBITED ACTIVITIES..... 15

ARTICLE XVIII - INDEMNIFICATION 15

ARTICLE XIX - SEAL..... 15

ARTICLE I - NAME

The congregation, formerly known as "THE JEWISH COMMUNITY CENTER OF WHITE PLAINS, INC.," is now known as **CONGREGATION KOL AMI** (the "Congregation").

ARTICLE II - PURPOSES

The purposes of the Congregation shall include (a) providing for its Members a means for religious worship and the expression of the ideals and faith of Judaism; (b) affording religious education to the children of Members of the Congregation; (c) affording facilities for adult education of its Members; (d) fostering a sense of Jewish community; (e) promoting the well-being of the Jewish people; (f) participating in local, national and international efforts for the betterment of the world; and (g) such other activities as the Board of Trustees may from time to time deem appropriate.

ARTICLE III - PRACTICES AND AFFILIATIONS

Section 1. The Congregation shall be affiliated with the Union for Reform Judaism ("URJ").

Section 2. The Congregation shall be guided by the principles and practices of Reform Judaism, as interpreted by the Central Conference of American Rabbis and the URJ, and as approved by the Board of Trustees.

Section 3. Seats at religious services shall be unassigned.

ARTICLE IV - MEMBERSHIP AND DUES

Section 1. Any person, 18 years of age or over, may apply for membership in the Congregation ("Membership"), subject to the criteria specified below. Applications for Membership must be in writing and must be submitted to the Executive Director for review and acceptance. Further, prior to acceptance by the Executive Director, upon the request of the Executive Director, an Officer or a member of the Board of Trustees, an application for Membership may be reviewed for acceptance by the Board of Trustees.

Section 2. A member of the Congregation ("Member") is a Jewish person whose application for Membership has been accepted and who has complied with the financial requirements of Membership. A Member's Jewish spouse or Jewish life partner is also a Member. A non-Jewish person, who (1) is currently or was formerly the spouse or life partner of a Jewish Member, or (2) has Jewish children, shall also be permitted to be a Member. A Member must be Jewish to (a) be a member of the Board of Trustees, (b) be an Officer, (c) be a member of the Worship Committee, or (d) be a voting member of the Religious School Committee, if any.

Section 3. The unit of Membership shall be an individual or a family. For the purpose of this Article, a family includes: (a) spouses; (b) a head of household and his or her life partner residing together; and (c) a single head of household. A family also includes unmarried children of Members, who have not yet reached the age of 26.

Section 4. A Member shall be entitled to vote at any meeting of the Congregation. In the case of a family, each spouse or life partner shall have one vote. Children in the family unit shall not be entitled to vote.

Section 5. Membership dues shall be such amount as is fixed by the Board of Trustees and approved by the Congregation. Special assessments may be levied upon the Members with the approval of the Congregation at a regular or special meeting, provided that the written notice of meeting shall contain notice that action on the proposed special assessment will be taken at the meeting.

Section 6. All Members shall pay dues in the amount fixed pursuant to this Article, and such fees, pledges, assessments and other financial obligations as are levied by the Board of Trustees or the Congregation, except as otherwise provided in these By-Laws. The Board of Trustees may establish a Dues Review Committee that is responsible for reviewing special financial situations of Members and, upon such review, shall have the authority to grant full or partial waivers or modifications of any monetary obligations of any Member to the Congregation. If such a committee is not established, the authority to do so shall rest with the Treasurer.

Section 7. All dues, fees, pledges, assessments, and other financial obligations are due and payable on July 1 of the fiscal year in which they become due, unless other payment arrangements have been approved pursuant to Section 6 above. Before receiving High Holy Days tickets or receiving class assignments for children in Religious School, unless arrangements have been approved pursuant to Section 6 above, a Member must pay at least one-half of the dues, and the full amount of all Religious School fees, for the current fiscal year, as well as all balances in arrears.

Section 8. Members who fail to meet all financial obligations due the Congregation by the end of the fiscal year in which such obligations are due and payable shall, unless such obligation is waived, extended or modified by the Board of Trustees, the President, the Treasurer, or a Dues Review Committee, be deemed suspended and deprived of all Membership rights and privileges. Written notice shall be given of the suspension by an Officer. Any suspended Member, who has been in arrears for a period of six months beyond the end of the fiscal year, unless such obligation is waived, extended or modified as above, may be dropped from the roll of Members by vote of the Board of Trustees. Suspended Members may be reinstated upon payment of arrears, or on such terms as may be stipulated by the Board of Trustees, the President, or the Dues Review Committee, if any.

ARTICLE V - BOARD OF TRUSTEES

Section 1 (a). The management and administration of the Congregation, and the custody and control of its property, shall be vested in the Board of Trustees, which shall consist of not less than fifteen nor more than forty-five Jewish Members, the number to be determined by the Board of Trustees from time to time, to be elected for terms of three years, in classes, so that the terms of approximately one-third expire each year. Those Trustees whose terms are expiring shall remain in office through the last day of the fiscal year. The term of a newly elected Trustee shall begin

on the first day of the fiscal year following his or her election and shall end on the last day of the third fiscal year of the term. Newly elected Trustees will be allowed and encouraged to attend and observe, but not vote during, the Board of Trustees meeting immediately prior to the commencement of his or her term. Ex-officio members of the Board of Trustees without the right to vote shall not be counted in determining the number of Trustees present at a Board of Trustees meeting. ~~A person who is not a Member or who is a spouse of a current Trustee or Officer or, except as provided below, who is a paid employee, spouse, or life partner of a paid employee of the Congregation shall not be eligible to serve as an elected or ex-officio member of the Board of Trustees. Members, spouses, or life partners of Members, who serve as teachers in the Religious School or Early Childhood Program, or who act as paid consultants for any Congregation activity, may serve on the Board of Trustees but shall abstain from discussion and from voting on questions of compensation of such teachers or consultants.~~ In the event that the office of President is being held by two individuals serving as co-Presidents, each such co-President shall have one vote. —

~~(b) A person who is not a Member or who is an "executive/management level" employee of the Congregation, as defined herein, or who is the spouse or life partner of an executive/management level employee of the Congregation, shall not be eligible to serve as an elected or ex-officio member of the Board of Trustees. An "executive/management level employee" of the Congregation shall be defined as the Executive Director, any deputy or assistant Executive Director, the Early Childhood Program Director, the Religious School Director, a member of the Clergy, and any employee of the Congregation serving in a financial/accounting capacity. Members or their spouses or life partners (i) who serve as teachers in the Religious School or Early Childhood Program, (ii) who serve as paid or unpaid consultants to the Congregation, or (iii) who do not serve in an executive/management level employee capacity, may serve as an elected or ex-officio member of the Board of Trustees, provided however that such Trustee shall abstain from any discussion before the Board, and Board voting, concerning the terms and conditions of employment, responsibilities, and compensation of teachers, consultants or employees, as the case may be.~~

(c) The Board of Trustees shall include, as full voting members, the president of the Women of Reform Judaism a/k/a Sisterhood and the president of Men's Council a/k/a Brotherhood or such successor organization (each, an "Affiliated Auxiliary"), if such Affiliated Auxiliary is then active, provided, however, if there is more than one president of an Affiliated Auxiliary, the relevant Affiliated Auxiliary shall select one president to be the representative to the Board of Trustees. Each such president shall serve as Trustee only so long as he or she holds the office of president and provided that he or she is Jewish. In the event that the president of the Affiliated Auxiliary is not Jewish, a representative eligible to serve shall be designated by the Affiliated Auxiliary, to serve on the Board of Trustees. A Trustee who is elected president of an Affiliated Auxiliary and will serve as the representative of such Affiliated Auxiliary on the Board of Trustees, shall either resign as an elected Trustee or the relevant Affiliated Auxiliary may select another of its eligible members to be the representative to the Board of Trustees and the elected Trustee shall then retain his or her elected position.

Section 2. Every person who shall have served at least one full term as President (or co-President) shall, after retiring from such office, be an Honorary Trustee. Honorary Trustees shall have none of the powers or privileges of the Trustees but shall be entitled to attend all

meetings of the Board of Trustees and to participate in the discussions. The immediate past President (including, if applicable, each immediate past co-President) shall be an ex-officio Member of the Board of Trustees with the right to vote and all other powers and privileges of a Trustee.

Section 3. If any vacancy shall occur in the office of a Trustee, other than the president of an Affiliated Auxiliary, before the expiration of the term for which elected, such vacancy may be filled by election by the remaining Trustees. The Trustee so elected shall continue in office until the end of the fiscal year. If at the end of said fiscal year, the term of the Trustee who vacated his or her position has not expired, the Nominating Committee shall appoint a Trustee to fill such unexpired term. Such replacement Trustee may also then serve two full successive terms after the expiration of such unexpired term.

Section 4(a). The Board of Trustees shall hold regular meetings not less than once every three (3) months unless otherwise agreed by the Board of Trustees. The Board of Trustees may, to the extent permitted by applicable law, meet via telephone or other electronic media as long as such alternative methodology is announced at least three (3) days (or such longer period as may be required by applicable law) prior to the date of such meeting. Trustees may, to the extent permitted by applicable law, be present and vote at a meeting of the Board of Trustees through a proxy. A proxy will be effective only for the specific meeting of the Board of Trustees referenced therein, and any adjournments of that meeting. Members of the Congregation who are not Trustees may attend meetings with the agreement of the Executive Committee or the Board of Trustees.

(b) Upon the call of the President, or upon the written request of any three Trustees to the Secretary or in his or her absence the first of the following Officers who is not absent, viz., the President, a Vice-President, the Secretary or the Treasurer, a special meeting of the Board of Trustees shall be called not less than three nor more than fifteen days after such a call or request is received. Notwithstanding the foregoing, a special meeting of the Board of Trustees may, in an emergency, as reasonably determined by the President, be called by the President upon not less than 24 hours prior notice. In each such case, the call or request for the meeting must specify the business that is proposed to be transacted at the special meeting, the time and place, and the purpose of, such meeting. No business shall be transacted at such meeting other than that provided for in the notice.

Section 5. A majority of Trustees with the right to vote shall constitute a quorum. A quorum is required for the Board of Trustees to vote on any matters of business. A Trustee may be present and be included in a quorum via proxy. A majority vote of those present shall be required for the adoption of any resolution or other transactions of business, except where a larger proportion is required by these By-Laws or Robert's Rules of Order.

Section 6. The Board of Trustees, in its discretion, shall have the authority to hire and terminate an Executive Director. The Board of Trustees, in its discretion, shall have the authority to hire a Religious School Director and Early Childhood Program Director. The Executive Committee, with the approval of the Board of Trustees, will set the compensation of such persons.

Section 7. The Board of Trustees shall have the power to borrow from banks or other institutions or persons on the unsecured credit of the Congregation, without prior approval of the Congregation, provided such loans mature within one year from date of borrowing. The Board of Trustees shall also have the power, without prior approval of the Congregation, to borrow against pledges of its Members in accordance with the maturity of such pledges. However, the purchase, sale, disposition and mortgaging of real property of the Congregation, or the leasing of the same (other than classroom and gymnasium space) for a period in excess of one year, shall only be undertaken if authorized by the Congregation by a two-thirds vote of those present in person or by proxy at a regular or special meeting thereof. The call for such meeting shall specify this as a purpose.

Section 8. The Board of Trustees shall, at its meetings, review the total expenditures incurred in the then current fiscal year, and shall make reasonable efforts to ensure that expenditures are in accordance with the operating budget approved at the annual meeting of the Congregation.

Section 9. The Board of Trustees shall promulgate policies, rules and procedures, from time to time, with respect to the creation, acceptance and administration of endowment and other special gifts. All such policies, rules and procedures shall be set out in a Policies and Procedures Manual which shall be maintained by the Secretary or another person designated by the President.

(a) Gifts not restricted by the donor shall be available for operating expenses or any Congregational use and purpose.

(b) A gift to the Congregation restricted by the donor requires the approval of the Board of Trustees before acceptance. Unless otherwise agreed by the Board of Trustees and the donor:

(i) Income from any such gift shall be available for any Congregational use and purpose; and

(ii) Principal of any such gift may be used for any Congregational use and purpose other than the restricted purpose of the donor upon the affirmative vote of two thirds of the Trustees at a meeting of the Board of Trustees at which consideration of such use of principal is a purpose stated in the notice of meeting.

(c) The Board of Trustees may designate unrestricted gifts:

(i) To act as endowment with principal to be invested and only income to be spent; or

(ii) To be spent for specified Congregational uses and purposes

The Board of Trustees may also vote to change any such designation.

(d) Gifts that were either restricted by the donor or designated by the Board of Trustees which remain unspent shall be identified in the accounts of the Congregation.

(e) Investment of endowment funds shall be made with the approval of the Board of Trustees. To the extent practical, the principal of restricted or designated gifts shall be combined, invested, and reinvested separately from and not commingled with other Congregational investments.

Section 10. The Board of Trustees shall promulgate and adopt guidelines with respect to who shall lead the Congregation in certain portions of worship, after consultation with the Worship Committee, if any, and the Rabbis of the Congregation. Any such guidelines will be documented in the Policies and Procedures Manual.

Section 11. A Trustee who has served two full successive terms shall not be eligible for election to an additional consecutive term unless such serving Trustee whose term is about to expire is: (i) an Officer whose term extends beyond the expiration of such term as a Trustee; or (ii) nominated for election as an Officer at the annual meeting at which such Trustee's successor would otherwise be elected. Notwithstanding the above, such Trustee may only serve a partial term if to serve a full term would result in such Trustee's service on the Board of Trustees exceeding the Term Limit, as defined below. No individual may serve as a Trustee or Officer (other than as President or Co-President) for more than 12 consecutive years without a break in service ("Term Limit").

Section 12. The office of any elected Trustee who is absent without adequate excuse from three successive regular meetings of the Board of Trustees may be declared vacant by vote of the Board of Trustees.

ARTICLE VI - OFFICERS

Section 1. The officers of the Congregation shall consist of a President, three Vice Presidents, a Treasurer and a Secretary (each an "Officer"), each of whom must be a Trustee at the time of filing of the Nominating Committee's report, as provided in Article VII, and at the time of his or her election as an Officer. The office of President may be held by a single individual or by two individuals serving as co-Presidents. In the event that there are co-Presidents, they will each have the authority to perform all of the duties set forth in these By-Laws including, without limitation, duties as described in Article VI, Section 5. In the event that co-Presidents are holding the office of President, they shall agree between themselves as to how to apportion the duties and responsibilities. Any dispute between the co-Presidents shall, if either or both co-Presidents so elect or the Executive Committee so elects, be brought to the Executive Committee for resolution by that Committee, as it deems appropriate. All references in these By-Laws to "President" shall encompass both a single person holding the office or two individuals serving as co-Presidents. The Board of Trustees may elect one or more Assistant Treasurers and/or Assistant Secretaries who need not be members of the Board of Trustees but shall meet the rules respecting eligibility for the Board of Trustees and shall be privileged to attend all meetings of the Board of Trustees, except when requested to be absent by the Board of Trustees. The Board of Trustees may elect a Chief Legal Officer who shall advise the Executive Committee and/or the Board of Trustees as to legal matters affecting the Congregation, and such Chief Legal Officer shall be a non-voting ex-officio member of the Executive Committee (unless such person is already a member of the Executive Committee) and the Board of Trustees (unless such person is already a Trustee or a past President). The Chief Legal Officer may be removed by the Executive Committee.

Section 2. If any vacancy shall occur in any elected office before the expiration of the term for which such Officer was elected, such vacancy may be filled from the Board of Trustees by election of the Board of Trustees and the incumbent so elected shall continue to occupy such office until the end of the then current fiscal year.

Section 3. The President, Secretary and Treasurer shall be elected by the Congregation at the annual meeting for a term of one year commencing on the first day of the next fiscal year after that annual meeting. The President, Secretary, and Treasurer shall, subject to the Term Limits, be eligible for re-election to such offices for an unlimited number of one-year terms. At each annual meeting, the Congregation shall elect one Vice President, who shall serve for a term of three years and shall take office on the first day of the next fiscal year after that annual meeting. Vice Presidents shall remain in office through the last day of the fiscal year in the final year of his or her term. A Vice President elected for a full three-year term shall not be eligible for re-election as a Vice President until at least one (1) full year after his or her prior term as Vice President has ended.

Section 4. The President may designate one of the Vice Presidents to perform the duties of the President in his or her absence or disability; provided, however, if (a) the President is unable or fails to make such designation, the Executive Committee may do so or (b) there are co-Presidents, and one is absent or disabled, the remaining co-President may, in his or her discretion, designate one of the Vice-Presidents to assume the duties of co-President while the other co-President is absent or disabled.

Section 5. The President shall:

- a. Preside at all meetings of the Congregation and of the Board of Trustees.
- b. Appoint the Chair(s) of all Committees and Task Forces, subject to the delegation of this duty pursuant to Article X, Section 2 below.
- c. Sign all official documents on behalf of the Congregation, provided that the President may delegate the right to sign official documents to another Officer or the Executive Director.
- d. Execute the By-Laws of the Congregation and any resolutions duly adopted or policies duly determined by the Congregation or the Board of Trustees.
- e. Serve as ex-officio member of all Committees, except the Nominating Committee, without the right to vote.
- f. Call special meetings of the Congregation and of the Board of Trustees at his or her discretion and, whenever properly requested, pursuant to these By-Laws.
- g. Have the right to delegate his or her responsibilities or duties to other Officers of the Congregation as the President deems appropriate and not otherwise in contravention of the terms of these By-Laws or applicable law.
- h. Set the agenda for meetings of the Board of Trustees in consultation with the Executive Committee.
- i. Upon consultation with and approval of the Executive Committee, have the right to terminate the Religious School Director and the Early Childhood Program Director.

- j. Generally perform such other duties and have such powers as are incident to the office.

Section 6. Each Vice President shall perform all such duties as may be assigned by the President or the Board of Trustees. A Vice President or Vice Presidents designated by the President may preside at a meeting of the Board of Trustees.

Section 7. The Treasurer shall:

- a. Receive all funds of the Congregation and deposit or invest them in accordance with guidelines set by the Board of Trustees, which obligation the Treasurer may delegate to a financial employee of the Congregation.
- b. Keep a current and correct account of all receipts and disbursements in the books of the Congregation, which obligation the Treasurer may delegate to a financial employee of the Congregation.
- c. Furnish to the Board of Trustees at each regular meeting a copy of the budget approved by the Congregation, expenditures made thereunder up to the first day of the month preceding said meeting, and the balance remaining unexpended, plus such other information regarding the finances of the Congregation as may be pertinent to the business of the Board of Trustees at such meeting.
- d. Present a full report of the receipts and disbursements and of the financial condition of the Congregation at the annual meeting thereof.
- e. Provide for accurate and timely billing of dues and fees.
- f. Oversee the creation of the Congregation's operating and capital budgets.
- g. Monitor the activities of any independent Certified Public Accountant employed by the Board of Trustees.
- h. Perform such other duties as are ordinarily incident to this office, or as may be assigned by the Board of Trustees.
- i. At the expiration or prior termination of his or her term of office, deliver to the successor in office all financial records of the Congregation in his or her possession.

Section 8. In the event of the absence or incapacity of the Treasurer, an Assistant Treasurer, if any, shall exercise the powers and perform the duties of the Treasurer.

Section 9. The Secretary shall:

- a. Prepare, circulate and keep minutes of the meetings of the Congregation and of the Board of Trustees.
- b. Issue notices of all meetings of the Congregation and of the Board of Trustees.
- c. Maintain a record of Executive Sessions of the Board of Trustees, and a book of policies and guidelines adopted by the Board of Trustees and/or the Congregation, as appropriate.
- d. Perform such other duties as are ordinarily incident to this office, or as may be assigned by the Board of Trustees.

- e. At the expiration or prior termination of his or her term of office, deliver to the successor in office all records and documents he or she has maintained in performance of the office of Secretary.

Section 10. The President, with the approval of the Executive Committee, shall have the authority to hire and terminate such agents or employees (except those positions which are set out in Article V, Section 6) as are necessary to carry on the work of the Congregation, and to fix the duties of each such persons. The President may delegate to the Executive Director the authority to hire such agents or employees and to fix the duties of such persons. The Executive Committee, with the approval of the Board of Trustees, will set the compensation of such persons.

Section 11. In the event of the absence or incapacity of the Secretary, an Assistant Secretary, if any, shall exercise the powers and perform the duties of the Secretary.

Section 12. There shall be an Executive Committee consisting of the Officers of the Congregation. It shall be the duty of the Executive Committee to be generally informed about the overall operation of the Congregation and report on significant matters to the Board of Trustees in a timely manner. The Executive Committee shall:

- a. Act for the Board of Trustees as the Board of Trustees may authorize in advance or if a matter requires resolution prior to the next meeting of the Board of Trustees;
- b. Address significant issues affecting the Congregation; and
- c. Implement decisions of the Board of Trustees.

Actions taken by the Executive Committee should generally be reported to the Board of Trustees at its next regular meeting or as soon thereafter as is reasonable and practical. The Executive Committee shall supervise all Congregational Committees (except the Nominating Committee), the Auxiliaries, and the professional staff.

ARTICLE VII - NOMINATIONS

Section 1. No later than each November meeting of the Board of Trustees, a Nominating Committee shall be appointed in the following manner: (a) the Executive Committee may select up to four members who shall be present Trustees and (b) the Board of Trustees shall select additional members so that the Nominating Committee shall have nine members, no more than four of whom may be present Trustees.

Section 2. The Nominating Committee shall nominate proposed Trustees and Officers to be voted on by the Congregation at its next annual meeting. The Nominating Committee may present either a single individual to hold the office of President or two individuals to serve as co-Presidents. The Nominating Committee shall provide a written report of its nominations to the Secretary. No member of the Nominating Committee or any member of his or her family unit may be nominated to be a Trustee or Officer.

Section 3. At least 75 days prior to the annual meeting, the Nominating Committee shall hold at least one meeting open to the Congregation at which Members shall have the right to suggest nominations to the Committee. Notice of the time and place of the open meeting will be published to the Congregation by email or other technological means or by publication in The Connection or its successor publication or will be mailed to each Member by first class mail not less than 10 days before the open meeting date.

Section 4. In addition to nominees proposed by the Nominating Committee, Members may nominate proposed Trustees or Officers for election at the annual meeting by delivering written notice of the proposed nomination, signed by at least 25 Members, to the chair of the Nominating Committee or any Officer at least 20 days before the annual meeting.

Section 5. The Secretary shall publish a notice of all nominations made pursuant to Sections 3 or 4 by email or other technological means on or before April 1 of any year or in the April issue of The Connection or its successor publication, provided that if any nominations are made pursuant to Section 4 after the deadline for publication of the April issue, then the Secretary shall send a list of all nominees by first class mail to each Member at least 10 days before the annual meeting. There shall be no nominations from the floor at the annual meeting.

ARTICLE VIII - RABBIS AND CANTORS

Section 1. The Rabbi(s) and Cantor(s) (“Clergy”) shall be elected to such terms as are approved by the Congregation at a meeting of the Congregation upon recommendation by the Board of Trustees. No such term, whether initial or renewal, shall be for a period in excess of five years, and no member of the Clergy shall be elected to Life Tenure.

Section 2. The compensation of the Clergy shall be approved by the Congregation at a meeting of the Congregation by inclusion thereof in the budget of the Congregation, upon recommendation of the Board of Trustees.

Section 3. The Executive Committee, with the approval of the Board of Trustees, shall have the power to negotiate employment agreements with the Clergy, which agreements will define the duties and responsibilities of the Clergy and will be consistent with Article XIV hereof.

Section 4. The Clergy shall be privileged to attend meetings of the Board of Trustees, except when requested to be absent by the Board of Trustees. The Clergy shall be ex-officio Members of the Congregation, but shall not be required to pay Membership dues, and shall not have the right to vote at Board of Trustees meetings, or on any matters affecting employment or compensation at Congregational meetings, but shall count as Members for the purpose of determining the satisfaction of a quorum requirement at Congregational meetings and shall have the right to vote at such meeting except as to any vote that may relate to their compensation or contract.

Section 5. Upon retirement from service to the Congregation, a Rabbi or Cantor may be awarded the status of Emeritus by recommendation of the Board of Trustees and approval of the Congregation.

**ARTICLE IX - EXECUTIVE, RELIGIOUS SCHOOL AND EARLY CHILDHOOD PROGRAM
DIRECTORS**

Section 1. The Executive, Religious School and Early Childhood Program (“ECP”) Directors shall be ex-officio Members of the Congregation. They shall not be required to pay Membership dues and shall not have the right to vote at Board of Trustees meetings, or on any matters affecting employment or compensation at Congregational meetings. They shall carry out the policies established by the Board of Trustees and shall perform all such duties as the Board of Trustees and/or the Executive Committee shall direct.

Section 2. The Executive Director shall be responsible for the administrative affairs of the Congregation. The Executive Director shall cause a record to be entered into the Congregation's Record Book of all baby namings, brit milot, b'nai mitzvah, confirmations, conversions, marriages and funerals performed by any of the Clergy for Members of the Congregation.

Section 3. The Religious School Director shall be responsible for the administrative affairs of the Religious School and shall develop the curriculum for the Religious School in consultation with the Religious School Committee, if any, and the Clergy.

Section 4. The ECP Director shall be responsible for the administrative affairs of the ECP and shall develop the curriculum for the ECP in consultation with the ECP Committee, if any, and the Clergy.

ARTICLE X - COMMITTEES

Section 1. The President, with the approval of the Board of Trustees, may establish Committees that the President and the Board of Trustees determine are appropriate for the operation of the Congregation. The responsibilities of each such Committee shall be established by the Board of Trustees. The term “Committee” shall be deemed to include committees, task forces, interest groups, and other similar groups.

Section 2. The Chairpersons of all Committees shall be appointed by the President or the President may delegate the appointment of any particular Chairperson to the member of the Executive Committee who has oversight responsibility for such Committee.

Section 3. Committees may not, without prior approval of the Board of Trustees, implement policies or take actions that would result in a material change in the practices or activities of the Congregation, or would conflict with policies or guidelines established by the Board of Trustees. All Committees shall operate under such guidelines as the Board of Trustees may adopt from time to time.

Section 4. Each Committee shall make regular reports to the Board of Trustees of its activities and may make recommendations to the Board of Trustees for improvements within its area of responsibility.

Section 5. The President, with the approval of the Board of Trustees, may appoint special temporary Committees or Task Forces for specific tasks, as needed.

ARTICLE XI - MEETINGS OF THE CONGREGATION

Section 1. The annual meeting of the Congregation shall be held on the second Tuesday in May, or at such other time in May or June as the Board of Trustees may designate. If approved by the Board of Trustees, the annual meeting may be held in person and/or via electronic or virtual technology. Notice of the meeting shall be delivered by electronic communication or United States Postal Service or other nationally recognized carrier service sent or mailed, as the case may be, to every Member not less than twenty days prior to the meeting date or by such other method as permitted by the New York Religious Corporations Law. The agenda for the annual meeting will include, as appropriate:

1. Call to order
2. Invocation
3. Approval of Minutes of the last annual meeting and any subsequent meetings of the Congregation
4. Clergy Reports
5. Proposed amendments to the By-Laws, if any
6. President's Report
7. Committee Reports
8. Old business
9. Election of Clergy, if necessary
10. Approval of budget
11. New business
12. Election of Trustees
13. Election of Officers
14. Blessing of new Trustees and Officers
15. Adjournment

Section 2. At any meeting of the Congregation, each Member shall be entitled to vote, subject to the limitations stated in Article IV and Article VIII, Section 5.

Section 3. Except as otherwise provided in these By-Laws, the laws of the state of New York or Robert's Rules of Order, all decisions shall be reached by a majority vote of those present and voting. Abstentions shall not be counted in determining the result of any vote.

Section 4. At any meeting of the Congregation, a quorum shall consist of seventy-five (75) Members entitled to vote or one tenth of the total number of Member units entitled to vote, whichever is less. Members may attend and vote at meetings of the Congregation by proxy. A proxy will be effective only for the specific meeting of the Congregation referenced therein, and any adjournments of that meeting. A form of proxy will be available at the Congregation's office and/or via the Congregation's website, or other technological evolution thereof, at least fourteen days prior to the meeting of the Congregation and, to be effective, the form must be completed and received by the Executive Director or the Secretary prior to the commencement of the meeting of

the Congregation. A member may revoke a proxy in writing at any time prior to the commencement of the meeting of the Congregation by delivering the revocation to the Executive Director or Secretary. Attendance by proxy shall constitute attendance for the purpose of determining a quorum. In the event of a lack of quorum to conduct business at the Congregation's annual meeting, the financial operation of the Congregation shall continue based on then current approved budget until the Congregation approves a new budget at a validly constituted Congregational meeting.

Section 5. Special meetings of the Congregation may be held whenever deemed necessary by the President or the Board of Trustees, and shall be held upon the receipt by any Officer of a written petition demanding a special meeting, signed by twenty Members qualified to vote at such meeting and stating the purpose of such meeting. The Secretary shall give notice of all special meetings. Such notice shall state the purpose of the meeting and be mailed to each Member by first class mail, or be sent via electronic means, not less than seven days prior to the date of such meeting. A special meeting called upon petition of Members shall be held within three weeks after receipt of the petition by an Officer, provided that, if such petition is received after the annual meeting of the Congregation and before the next succeeding Yom Kippur, the special meeting may, in the discretion of the Board of Trustees, be delayed until not later than three weeks after Yom Kippur.

Section 6. The agenda at any special meeting of the Congregation shall be:

1. Reading of notice of meeting
2. Action on matter stated in notice
3. Adjournment

No business shall be transacted at any special meeting other than that stated in the notice of the meeting.

ARTICLE XII - AUXILIARY UNITS

Section 1. The Women of Reform Judaism a/k/a Sisterhood, Men's Council a/k/a Brotherhood, or duly recognized successor organization, and the Youth Group are recognized Auxiliary Units. Any Auxiliary Unit may change its name from that set forth herein with consent of the Board of Trustees. The Board of Trustees has the sole authority to disband any Auxiliary Unit.

Section 2. Additional Auxiliary Units of the Congregation may be formed with the approval of the Board of Trustees.

Section 3. The constitution and/or By-Laws of Auxiliary Units, and any amendment thereof, shall be subject to the approval of the Board of Trustees.

Section 4. The policies and programs of any Auxiliary Unit shall conform to the policies determined by the Board of Trustees and be subject to its supervision and control. The

Board of Trustees shall have the power to conclusively resolve any conflict between or among Auxiliary Units.

Section 5. No Auxiliary Unit shall be disbanded by its members without the consent of the Board of Trustees.

ARTICLE XIII - RULES OF ORDER AND SPECIAL PROCEDURES FOR MEETINGS, NOTICES AND VOTING

Robert's Rules of Order shall be the recognized parliamentary authority by which meetings of the Congregation and the Board of Trustees shall be regulated and conducted.

For the avoidance of doubt, the President, in consultation with the Executive Committee, may elect to notice and conduct any meeting provided for under these By-Laws in person, or via electronic means or by any combination thereof, which includes but is not limited to telephone conference, video conference, any other electronic means or any other technological evolution thereof. Notwithstanding anything herein to the contrary, notice of such meetings, and for any and all notices provided for in these By-Laws, may be given via electronic means, and any voting at such meetings may also be conducted and tabulated electronically.

ARTICLE XIV - COMPLAINTS

Any Member complaint against a member of the Clergy shall be referred to the Board of Trustees. If the Board of Trustees determines, in its discretion, that there is reason to pursue the matter further and possibly take action against the member of the Clergy, it shall give a copy of the complaint or the substance thereof to the subject of the complaint, together with reasonable notice in advance of the time and place of a meeting of the Board of Trustees at which the said complaint will be considered. The subject of the complaint will have an opportunity to be heard and present evidence at such meeting. If the Board of Trustees, by a two-thirds vote of the Trustees present, determines that there is merit to the complaint, it may take such action as it deems advisable, provided that removal of the individual from his or her position or termination of any employment contract shall be subject to approval by a two-thirds vote of the Members of the Congregation present and voting at a special meeting of the Congregation called for such purpose not less than 14 days after action by the Board of Trustees.

ARTICLE XV - CEMETERIES

Grave sites owned by the Congregation may be sold only to Members of the Congregation and, upon approval of the Executive Committee, to such other persons to whom sales are permitted by law.

ARTICLE XVI - AMENDMENTS

The Board of Trustees or not less than twenty Members entitled to vote (by written petition to the Secretary) may propose amendments to these By-Laws. Such proposal may be acted upon at any regular meeting of the Congregation or at any special meeting called for that purpose. The affirmative vote of two-thirds of the Members of the Congregation present and voting at such meeting shall be necessary to adopt any amendment. A proposed amendment introduced by

petition shall be deemed a petition for Special Meeting under Article XI, Section 5. Amendments to the By-Laws shall become effective immediately upon approval by the Congregation.

ARTICLE XVII - PROHIBITED ACTIVITIES

Section 1. No Member of the Congregation shall receive any of the earnings or pecuniary profit from the operations of the Congregation. This prohibition shall not prevent the payment to any person of reasonable compensation for services rendered to or for the Congregation in carrying out any of its tax-exempt purposes.

Section 2. No Member, Trustee, Officer, employee or other representative of the Congregation shall undertake any activity by or on behalf of the Congregation that would cause the Congregation to fail to qualify under Sections 170(c)(2) or 501(c)(3) of the Internal Revenue Code or regulations promulgated thereunder, as they may be amended from time to time.

ARTICLE XVIII - INDEMNIFICATION

The Congregation shall provide full indemnification for all losses, expenses and attorneys' fees incurred by each of its Trustees or Officers for decisions, omissions or actions taken, while acting in the capacity of Trustee or Officer, provided the Trustee or Officer acted in good faith for a purpose reasonably believed to be in the best interests of the Congregation. Appropriate insurance shall be maintained for the purpose of this indemnification.

ARTICLE XIX - SEAL

The seal of the Congregation shall be circular in form, with the words "CONGREGATION KOL AMI" and the year "1923" inscribed thereon.