

BY-LAWS

of

YOUNG ISRAEL OF AVENUE J IN FLATBUSH, INC.

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ARTICLE I – ORGANIZATION

Section 1. This organization shall be known as the Young Israel of Avenue J in Flatbush, Inc., a not-for-profit religious corporation in the County of Kings in the State of New York.

Section 2. The purpose of this organization shall be to support and maintain a synagogue and congregation in accordance with orthodox Jewish tradition and law. To further this cause, the organization shall provide religious, educational, cultural and social activities in consonance with Halacha and the policies and objectives of the National Council of Young Israel. Any vote or other action by the membership, the Officers, the Board of Trustees or the Committees which is contrary to Halacha, or which introduces, establishes or purports to authorize any activity by or in the name of the organization which is contrary to Halacha, as hereinafter determined¹ shall be null and void and of no force and effect.

ARTICLE II – MEMBERSHIP

Section 1. (i) Any male or female Jew who is at least 18 years of age, of good moral character, and supports the principles of this organization and the Young Israel Movement, shall be eligible for membership. The classifications of memberships are as follows:

A. Family memberships, to include unmarried dependent children to age 21. In the case of a married couple, each spouse shall be entitled to one vote on all synagogue matters, including elections.

¹ See Article VIII, Section 1, *infra*.

- B. Family membership during first three years of marriage.
- C. Individual memberships for single men and women above the age of 18.
- D. Senior citizens above the age of 65.
- E. Individual membership for widows.
- F. Family membership for retired persons.

Section 2. Admission to membership in this organization shall be by submission of a written application for membership, signed by the applicant and stating that the applicant will abide by the terms of these by-laws. The application shall be accompanied by the first year's dues as applicable to the applicant.

Section 3. (i) Admission to membership shall be by recommendation of a majority vote of the Membership Committee. The Board of Trustees, by majority vote of those present and voting at a subsequent meeting, will either accept or reject the applications for membership.

(ii) In order to remain a "member in good standing," an individual shall not be more than thirty (30) days in arrears in the payment of his dues, assessments, or other indebtedness to the organization.

Section 4. Any member in arrears more than one hundred and twenty (120) with respect to dues, assessments or other indebtedness to the organization shall be considered delinquent under these by-laws. A member may be suspended from the organization by a vote of two-thirds of the trustees present and voting at a meeting of the Board for repeated delinquencies in dues, assessments or other indebtedness to the organization or for conduct detrimental to the good

name or welfare of the organization. A recommendation for expulsion of a member shall be made by the Board of Trustees upon a two-thirds vote of the trustees present and voting at a meeting of the Board and shall require the approval of the membership by a two-thirds vote of the members present and voting at either a regular or a special membership meeting at which the matter is considered. Any member to be suspended or expelled shall (a) be given written notice by certified mail of the charges against him² not less than two weeks prior to the meeting of the Board at which the charges are to be considered and (b) be accorded an opportunity to be heard at such Board meeting and at the membership meeting, but (c) shall not be entitled to vote on this matter at either of such meetings.

Section 5. Any member who is more than thirty days in arrears with respect to dues, assessments or other indebtedness to the organization shall not be entitled to vote at any membership meeting. It shall be the duty of the Treasurer, or in his absence the Financial Secretary, to report to the presiding officer of any membership prior to such meeting whether any member is more than sixty days in arrears with respect to dues, assessments or other indebtedness to the organization.³

² All references to "he" and/or "him" shall be understood to connote "her" and/or "she," as appropriate.

³ See also at Article VII, Section 1, *infra*.

ARTICLE III – ADMINISTRATION

A - _____

All officers and trustees, and all delegates of this organization to the National Council of Young Israel, must be Shomrei Shabbat (Sabbath Observers) in accordance with the laws of the Shulchan Aruch.

B - Trustees

Section 1. The general affairs of this organization shall be conducted by a Board of Trustees. The term "trustee" as used in these by-laws shall have the meaning of the term "trustee" as used in New York State's Religious Corporation Law.

Section 2. The composition, powers and duties of the Board shall be as follows:

(a) – Composition

The members of the Board shall comprise: the officers of the organization; former presidents of the organization who continue to attend this Shul services⁴; the president (or a member of the presidium) of the Sisterhood of the organization, and [number] additional members of the organization as from time to time are elected and classified by the membership

⁴ Editor's Note: Inasmuch as the law does not permit trustees to serve more than 3 years at a time, the former presidents evidently must also be (re) elected.

so that the terms of one-third of the members of the Board shall expire each year and the Trustees elected at any General or Special Membership Meeting shall hold office for three (3) years. Whenever the number of trustees in office is less than the total number authorized, sufficient additional trustees shall be elected to make the total number of trustees equal to that number. The (additional) trustees so elected will hold office for terms not exceeding three (3) years, so that the terms of one-third of the total number of Trustees shall expire each year and thereafter for a term of three (3) years each.

Section 3. The Chairman of the Board

(i) The membership shall elect a Chairman of the Board. The Chairman shall call and preside at all regular and special meetings of the Board of Trustees. He shall prepare the agenda for all Board meetings and see to it that the Corresponding Secretary mails notice of any such meeting and the agenda therefore to all officers and trustees in due time, not less than five days prior to the meeting. The Chairman shall include in the agenda for any Board meeting any item requested by the President or by five trustees, if such request is made before the notice of that meeting has been mailed.

(ii) The Chairman shall maintain order at all Board meetings, put all proper motions to a vote, and rule on matters of parliamentary procedure in accordance with Roberts' Rules of Order. Upon request of three trustees, the Chairman shall call for a vote by closed ballot. The Chairman shall not make or second any motions and, except in a vote on a matter by

closed ballot, shall not vote twice on any matter other than to cast the deciding vote in case of a tie.

(iii) In the absence of the Chairman from a Board meeting, the President shall preside, subject to the conditions set forth in the preceding paragraphs (i) and (ii) of this section. In the absence of the Chairman and the President, the Trustees, by majority vote, shall designate one of their members to preside as Chairman-Pro-Tem.

Section 4. In the event that a Trustee declines to act, resigns or dies, or ceases for whatever reason to be a member of this congregation or to otherwise qualify for office, his office shall be declared vacant. A vacancy may be filled by the remaining trustees until the next annual meeting of the membership at which meeting the vacancy shall be filled for the unexpired term of that trustee.

Section 5. A Trustee who shall have been properly elected/designated shall continue to serve until his successor has been elected and installed.

Section 6. Any trustee who is more than 30 days in arrears with respect to dues, assessments or other indebtedness to the organization shall not be entitled to vote at any meeting of the Board until such outstanding obligation(s) is/are satisfied.

Section 7. A majority of the Trustees shall constitute a quorum at any meeting of the Board.

Section 8. To the extent practicable, all regular and special meetings of the Board shall be held on the premises of the Young Israel of Avenue J. Regular meetings of the Board shall be scheduled at least bi-monthly. Where practicable, the Board at each meeting shall set the date and place for its next meeting provided, however, where the next meeting is not so set, the Chairman or his designee shall give notice to be received by all Trustees no less than seven (7) days prior to the date of any such proposed meeting of the Board.

Section 9. A special meeting of the Board may be called by the Chairman of the Board on his own initiative or if two trustees so request by their giving three days notice personally or by mail to all other trustees. The Chairman of the Board shall call a special meeting upon request of the President or upon written request by at least five Board members.

Section 10. The purpose of any special Board meeting shall be specified in the notice of such meeting, and no business shall be transacted at any special Board meeting other than that for which the meeting was called. A notice of any such Special Meeting shall be disseminated in the same manner as that for a Regular Meeting.

Section 11. Board meetings shall be open only to trustees and officers, but the Chairman or the Board may invite any person not a trustee or officer to attend a Board meeting without the right to vote.

Section 12. (a) The minutes of Board meetings shall, upon request, be made available to any member in good standing.

(b) The Trustees may not settle or remove nor may they fix the salary of the Rabbi. They may not incur debts beyond what is necessary for the care of the property, real or personal of the organization. They may not, without the express concurrence of the Rabbi, fix or modify the order or sequence of, or the manners of worship of religious services conducted by or under the auspices of this organization.

Section 13. The Board shall have custody and control of all property belonging to the organization, shall approve all contracts to be entered into by the organization, and, except as otherwise provided herein, shall authorize all expenditures to be incurred by the organization.

Section 14. The Board may establish special committees to study and make recommendations as to the feasibility of, and, where appropriate, to implement, proposed actions and activities of this organization. The Board shall consider and make decisions for the organization on all matters of policy and/or action affecting the organization. With respect to any matters which require the approval of the membership, it shall be the duty of the Board after full discussion to report and make its recommendations on such matters to the membership. Except as specified in any other provision of these by-laws, a decision by the Board can be overruled by the membership by a two-thirds vote of the members present and entitled to vote at a membership meeting.

C - Officers

Section 1. The Officers of this organization are as follows: President, Chairman of the Board, First Vice-President, Second Vice-President, Third Vice-President, Treasurer, Financial Secretary, Recording Secretary, and Corresponding Secretary.

Section 2. The duties of the officers, other than Chairman of the Board, shall be as follows:

(a) - The President:

(i) The President shall uphold this Constitution and shall be responsible to ensure that the rules and regulations of this organization are observed and that all officers and committees discharge their duties faithfully.

(ii) The President shall prepare the agenda for, and shall preside at, all membership meetings, both Regular and Special, and he shall assure that the Corresponding Secretary mails notice of any such meetings and the agenda therefore to the membership not less than ten (10) days prior to the meeting.

(iii) The President, in consultation with the Board, shall appoint the chairman and members of all committees and may discharge any such committee chairman or member at his discretion. He shall be an ex-officio member of all

committees but without the right to vote, except on the Finance and Building Committees.

(iv) Unless the Board determines otherwise, the President shall sign all official documents and contracts of this organization.

(v) The President shall have the authority to expend funds within the limits as hereinafter is provided for any matter which, in his judgment, requires immediate action, provided that he shall report thereon to the next following meeting of the Board.

(b) - The First Vice-President:

(i) The First Vice-President shall assist the President in the discharge of his duties and, upon delegation by the President or in the event of the latter's absence or disability, shall assume his powers and duties.

(ii) The First Vice-President shall be an ex-officio member of all committees but without the right to vote. The First Vice-President, in conjunction with the President, shall oversee the proper functioning of the committees and shall attend such committee meetings whenever reasonably requested by the President.

(c) - The Second Vice-President:

(i) The Second Vice-President shall be responsible for liaison between the organization and the National Council and the community-at-large.

(ii) The Second Vice-President shall further perform such additional duties and functions as shall be delegated by the President.

(d) - The Third Vice-President:

(i) The Third Vice-President shall be responsible for liaison between the administration and the auxiliary groups of this organization.

(ii) The Third Vice-President shall further perform such additional duties and functions as shall be specified by the President.

(e) - The Treasurer:

(i) The Treasurer shall be responsible for the receipt and disbursement of all funds of this organization, and he shall establish and maintain such bank accounts as are required for the general funds of the organization. Authority to sign checks to be issued by the organization shall be vested in the President, the Chairman of the Board, the

First Vice-President, the Treasurer, and the Financial Secretary. All checks issued shall bear two signatures, one of which shall be that of either the Treasurer or the Financial Secretary, and the other of which shall be that of either the President, the First Vice-President or the Chairman of the Board. The Treasurer and the Financial Secretary shall be responsible to assure that checks are issued and funds disbursed only to meet properly authorized bills and vouchers or for purposes specifically directed by the Board of Trustees.

(ii) All funds raised by this organization for its own charitable purposes or for the benefit of other institutions or for any other special purpose designated by the Board shall be segregated from the general funds of the organization. The authority to sign checks for disbursing funds from such accounts as may be required for these purposes shall be as designated by the Board or as set forth herein, provided, however, that all such checks shall bear at least two signatures unless otherwise provided by the Board.

(iii) The Treasurer shall serve as Chairman of the Finance Committee of this organization but shall not chair any committee to whom the power of expending funds is delegated by the Board.

(iv) The Treasurer shall monitor and periodically review the current and projected financial condition of this organization, to ascertain conformance with the organization's budget as established by the Board. He shall provide the Board with an

interim financial report at the first Board meeting after the High Holy Days and with a final financial report at the last Board meeting prior to the membership meeting at which an election will be held. The Treasurer shall further provide the Board with additional financial reports at other times during the year as may be requested by the Board or the President or as at any time may be requested by three or more trustees. If the Treasurer anticipates budgetary or other financial difficulties at any other time, he shall forthwith report the same at the next meeting of the Board, if necessary requesting the Chairman of the Board to convene a special meeting for that purpose. Financial reports shall be distributed to all Board members in advance of any Board meeting at which such reports are to be considered. The Treasurer shall render a general financial report to the membership at the elections meeting.

(v) The Treasurer shall periodically apprise the President of all members who are delinquent ninety (90) or more days in their indebtedness to the organization. He will further cooperate with the Recording Secretary in assembling lists of members in good standing.

(f) - The Financial Secretary:

(i) The Financial Secretary shall keep and maintain accurate up-to-date records and books of account of all financial transactions of this organization, including receipts for and records of deposits of all funds collected by the organization. All financial records of the organization shall be strictly confidential but shall be available to

the Finance Committee and to the members of the Board at all times and shall be produced by the Financial Secretary as and when requested.

(ii) The Financial Secretary shall assist in preparing the financial reports to be rendered by the Treasurer to the Board and the general membership and, in the absence of the Treasurer, shall deliver such reports.

(iii) The Financial Secretary shall assure that the real and personal properties of the organization are -- and are adequately -- insured for purposes of loss or destruction. He shall annually report to the Board on the status of such insurances and the amounts thereof. In the event that additional properties are obtained or that a loss is incurred or a deficiency becomes evident, he shall so notify the President and the Chairman of the Board in order that they may initiate corrective action. The Financial Secretary will further attend to obtaining and processing available tax exemptions that are provided for by authorities to religious and charitable organizations.

(g) - The Recording Secretary:

(i) The Recording Secretary shall take minutes and keep an accurate record of all proceedings at Board meetings and membership meetings. He shall be the custodian of all records (other than financial records) of this organization.

(ii) The Recording Secretary shall record and maintain up-to-date lists of all trustees, of all standing and Special Committees and the members thereof. In consultation with the Treasurer and Financial Secretary, he shall maintain a list of all members in good standing as hereinbefore defined.

(h) - The Corresponding Secretary:

(i) The Corresponding Secretary, in coordination with the President and the Chairman of the Board, shall issue timely notices for all meetings of the Board and of the membership, including as provided herein. He shall be responsible for the organization's general correspondence and shall maintain suitable records of the same.

(ii) The Corresponding Secretary shall maintain adequate supplies of writing materials on hand at all times in the office of the organization to enable him to carry out his duties.

(iii) In coordination with the Recording Secretary, Financial Secretary and Treasurer, the Corresponding Secretary shall annually revisit and, as needed, revise the list of names, addresses and related contact information of all persons noted as members of this organization. Any such list shall be available to the Officers and Trustees hereof but only on a "need to know" basis as determined by the President in consultation with the Chairman of the Board. He shall assure that no such list will be

available to whatever outside source or institution without the express authorization of the Board.

Section 3. Excepting for the Chairman of the Board, the term of office for all officers shall be one year. The President and Vice-Presidents may not hold the same office for more than three (3) consecutive full terms; provided, however, that any such officer who is appointed by the Board in mid-year to fill a vacancy may thereafter be eligible to be elected for three (3) full terms. In the event of a vacancy in the office of President, the First Vice-President shall assume the Presidency and the Board shall appoint a successor to that office until the next election of officers. A vacancy in any other officer positions shall be filled by the Board until the next election of officers.

Section 4. An officer who has been properly elected/designated shall continue to serve until his successor has been elected and installed.

Section 5. An officer or trustee may be suspended or removed from office or membership on the Board for negligence in or neglect of the performance of his duties or for conduct detrimental to the good name or welfare of the organization. Any recommendation for suspension or removal of an officer or trustee from his position shall be made by the Board of Trustees upon a two-thirds vote of the trustees present and voting at a meeting of the Board and shall require the further approval of the membership by a two-thirds vote of the members present and voting at either a regular membership meeting or a special membership meeting at which the matter is considered. Any officer or trustee to be suspended or removed (a) shall be given written

notice by certified mail of the charges against him not less than two weeks prior to the meeting of the Board at which the charges are to be considered and (b) shall be accorded an opportunity to be heard at such Board meeting and at the membership meeting, but (c) shall not be entitled to vote on the matter at either of such meetings.

ARTICLE IV – STANDING COMMITTEES

Section 1.

(i) There shall be four (4) Standing (*i.e.*, permanent) Committees, as follows:

- 1) The Finance Committee
- 2) The Operations Committee, embodying the House (Physical Plant),
Catering and Rituals Sub-Committees
- 3) The Membership and Appeals Committee
- 4) The Education and Youth Activities Committee

All rules and regulations promulgated and fees to be charged by the various committee must first be approved by the Board of Trustees prior to implementation.

The Finance Committee will attend to the budget and expenses and the reporting thereon on receipts and allocations.

The Operations Committee by its Sub Committees will attend to the proper maintenance of the Shul's premises, the day-to-day functioning of its religious services and related, as well as on-site collations (Kiddushim) and _____ of available Shul facilities.

. . . will attend to the fiscal aspects of the Shul's operations and community institutions.

The Membership and Appeals Committee by its Sub-Committees will attend to the _____ and servicing the Shul's membership and maintenance of records and appeals for the Shul's maintenance and locales charitable activities, as well as for _____ and entities whose purposes are consistent with the objections and beliefs of the Young Israel movement.

The Youth Activities and Education Committee, by its Sub-Committees will _____ implement programs to enhance the knowledge and interests of the Shul's membership and organize and oversee program and activities for children of members and members of the Flatbush's orthodox community.

(ii) The President may recommend and the Board shall appoint the Chairman of all Standing Committees. Subject to notification to the Board, the President is authorized to

constitute and to appoint the Chairman of all other committees that he may, from time to time, deem necessary or desirable for the operations of this organization and/or for implementation of the provisions of these by-laws; provided, however, the approval of the Board will be required, if and when, any such committee or committees are to -- or do -- incur expenditures on behalf of this organization.

Section 2. The composition and responsibilities of the permanent (“standing”) committees shall be as follows:

A - Finance Committee

(i) The Finance Committee shall consist of at least five members, including the Treasurer who shall sit as Chairman. It shall annually prepare a budget for the organization and submit it for consideration and approval by the Board prior to the commencement of the fiscal year of the organization. The budget shall take into account the requests of the various committees as well as those of the Board.

(ii) As needed, the Finance Committee shall assist the Treasurer and the Financial Secretary in the performance of their duties.

B – Operations Committee

(i) House (Physical Plant) Sub-Committee

(a) The House Sub-Committee shall consist of at least three members, including at least one member of the Board of Trustees. It shall have general oversight and charge of the physical plant and facilities of the organization. The House Committee shall attend to the maintenance and repair of the property, and in the performance of these functions shall have the authority, without prior approval of the Board, to incur expenditures up to the limit therefore specified in by the Board. Operational expenditures below any such limit which has not been approved by the Board shall be promptly reported in writing to the Treasurer or the Financial Secretary by the Chairman of the Operations Committee.

(b) The House Sub-Committee may recommend any capital improvements. It shall prepare specifications, obtain competitive bids from suppliers and contractors, and oversee performance of the work. No contract for any capital improvement shall be let and no expenditures incurred thereunder without prior approval of the Board.

(ii) Catering Sub-Committee

(a) The Catering Sub-Committee shall promote and oversee all in-house catering activities, as well as rentals of other facilities by this organization for services and programs. The Catering Sub-Committee shall promulgate and implement, subject to prior approval or modification by the Board, standard rules, regulations and fees governing the rental and (in consultation with the Rituals Committee) the ritual uses of the facilities of the organization. It shall attend to the maintenance and repair of all catering utensils and equipment and for the purchase of supplies and food-stuffs to be used in the building. In the performance of these functions, it shall have the authority, without prior approval of the Board, to incur expenditures up to the limits therefore as set by the Board. Any such expenditures which have not been approved by the Board shall be promptly reported in writing to the Treasurer and/or the Financial Secretary by the Chairman of the Catering Committee.

(b) The Chairman of the Sub-Catering Committee shall consult with the Rabbi on all matters pertaining to Kashruth. The acquisition of kitchen equipment, food-stuffs and related products to be brought into the building shall be governed by the following rules:

(c) All kitchen equipment used by this organization shall have been purchased new and unused. Any such equipment requiring "tevila" (immersion in a mikva) shall have this done under the supervision of the Rabbi. In cases where new equipment cannot be utilized, the Rabbi shall decide whether existing or acquired equipment can be made acceptable

for use by "kashering." In such event(s), kashering shall then be carried out under the supervision of the Rabbi. No kitchen equipment may be used off the premises of this organization except under the personal supervision of the Rabbi.

(d) All food-stuffs and related products brought onto the Shul's premises or served elsewhere at functions of this organization must conform to the strictest standards of kashruth. All prepared foods and beverages must be prepared by a caterer, commissary or factory approved by the Rabbi. Ready-to-eat foods and beverages must have a "kosher label" approved by the Rabbi. Foods and beverages which do not require a kashruth certification (*i.e.*, sodas; some whiskeys, etc.) may be served only with the prior approval of the Rabbi.

(iii) Rituals Sub-Committee

(a) The Rituals Sub-Committee shall consist of one or more Gabbaim at each service on the Shul's premises and of such other members as are appointed by the President.

(b) The Rituals Sub-Committee shall have authority for the on-site conduct and regulation of all religious services and related activities of the congregation, subject to the mandates and guidance of the Board, without limitation,

- 1) to prioritize and designate persons who may officiate as Baale T'fillah or Baale Kriah;

- 2) to distribute aliyot and other honors;
- 3) to maintain proper decorum during services;
- 4) to provide and maintain all necessary religious articles throughout the year, including the right to incur, without prior approval of the Board, expenditures for these purposes up to the limit therefore permitted by the Board; provided, however, that all such expenditures which have not been approved by the Board shall be promptly reported to the Treasurer or to the Financial Secretary;
- 5) to advise the Catering Sub-Committee of the need to provide food-stuffs for Kiddushim and all other collations;
- 6) to maintain Yahrzeit plaques and to send out Yahrzeit notices;
- 7) to encourage participation in and attendance at services and other functions; and
- 8) to coordinate the ritual aspects of Bar Mitzvahs, Aufrufs and other smichot to be celebrated on the premises of, or under the auspices of, the Congregation.

(c) The Rituals Sub-Committee shall attend to making all designations and preparations (except for seating arrangements), for the High Holidays.

(d) The Rituals Sub-Committee shall oversee the ritual-related activities of the Sexton, of one is appointed/retained.

(e) The Rituals Sub-Committee shall coordinate all activities with the Rabbi, who shall act as advisor to the Committee. All questions as to the propriety of any aspect of ritual or religious services and related activities shall be referred to the Rabbi. The Rituals Sub-Committee shall provide the Rabbi with such assistance as he may request or require.

C – The Membership & Appeals Committee

(i) Membership Sub-Committee

(a) The Membership Sub-Committee shall consist of at least three members. It shall receive process and act on all applications for membership. In consultation with the Financial Secretary, it shall maintain a record of all members and their addresses. It shall maintain a record of moneys, included with or in furtherance of applications that come into its possession.

(b) The Membership Sub-Committee shall consider, propose and recommend ways and means of increasing and maintaining membership in the organization which it will bring to the Board's attention.

(c) Members of the Membership Sub-Committee shall be charged with welcoming all new members and visiting congregants and, as appropriate, to have them introduced to the membership/parishioners of this organization.

(ii) Appeals Sub-Committee

(a) The Appeals Sub-Committee shall consist of at least three members.

It shall attend to the planning and implementation of all appeals to be made to the membership on behalf of this organization or for any charitable purpose, as well as for the benefit of other institutions, as approved by the Board.

(b) Not later than November 1 of each fiscal year the Appeals Sub-Committee shall submit to the Board for its approval a written report setting forth the Sub-Committee's recommendations for appeals to be made during the following fiscal year. The report shall specify, for each proposed appeal, the identity of the intended beneficiary or beneficiaries thereof, together with proposed date or dates for that appeal, and the Sub-Committee's reasons for believing either (a) that the timing of such appeal will not conflict with any other function or appeal of this or an affiliated organization or (b) that special circumstances exist which make it impractical to avoid such conflict. The Board may approve the Sub-Committee's recommendations in whole or in part and, on its own initiative, to add to or reject or modify the Sub-Committee's recommendations. No appeal shall be made which has not been approved by the Board.

(c) To the extent possible, the Chairman and members of the Appeals Sub-Committee will be encouraged to contact the congregants in advance of an appeal date for the purpose of soliciting pledges towards the appeal. The Appeals Sub-Committee shall maintain

full and adequate records of all pledges made whether in advance of or during the appeal, and, as promptly as feasible after the appeal, shall apprise the Treasurer or the Financial Secretary of all pledges made prior to or at the appeal, provided, however, it shall be the responsibility of the Treasurer to submit invoices to pledgors respecting pledges made to this organization, only. On its own initiative or at the request of an outside organization, the chairperson may apprise such organization of pledges made to it as a result of an appeal.

D – The Youth Activities and Education Committee

(i) Youth Activities Sub-Committee

(a) The Youth Activities Sub-Committee shall consist of at least two members. It shall engage in a youth program of this organization and shall initiate and maintain a program of religious and recreational activities for the organization's members' children of all ages.

(b) The Youth Activities Sub-Committee shall have the authority, in the performance of its functions and without prior approval of the Board, to incur expenditures up to the limit therefore as may be permitted by the Board. Any expenditure which has not been approved by the Board shall be promptly reported to the Treasurer or the Financial Secretary by the Chairman of the Youth Activities Sub-Committee.

(ii) Education Sub-Committee

(a) The Education Sub-Committee shall consist of at least three members. In consultation and coordination with the Rabbi, it shall attend to the planning and implementation of all adult educational and cultural programs of this organization.

(b) The Education Sub-Committee shall have the authority, in the performance of its functions and without prior approval of the Board, to incur individual expenditures up to the limit therefore as may be permitted by the Board, provided, however, that no funds shall be expended for hiring speakers without prior Board approval. Any expenditure which has not been approved by the Board shall be promptly reported in writing to the Treasurer or the Financial Secretary by the Chairman of the Educational Sub-Committee.

Section 3. Whenever a sub-committee's chairperson is required to make – or desires to submit – a presentation to the Board, whether by means of a report, response, request, recommendation or otherwise prior thereto he/she must furnish same to the Committee's chairperson who may endorse, amend or modify, or take exception thereto, in writing or in person, upon the presentation.

Section 4. Once each (fiscal) year – or more frequently as requested by the Board's Chairman – the chairperson of the foregoing Standing Committee will render their written report to the Board on the undertaking and activities of their committees (as sub-committees), to include the costs incurred (and to be incurred) for them. They further will appear before the Board with any

committee member they deem appropriate at appointed times to elaborate, as needed, upon their respective reports.

ARTICLE V – DELEGATION TO NCYI

The National Council Delegation shall attend and represent the organization at the delegates' meetings of the National Council of Young Israel. The Delegation shall consist of the President (by reason of his office and exclusive of the regular number of branch delegates who shall act as its Chairman (or his designee, if he does not attend); two additional delegates (irrespective of a number of members in good standing of this organization); and one delegate for each hundred members beyond the first hundred members in good standing. The latter delegates may be elected by the membership or, if not so elected, may be appointed by the President upon approval by the Board, to represent the organization. The membership may elect one alternate delegate who may attend meetings of the Delegate's Assembly meetings will be entitled to vote only in the absence of a reappointed delegate. In accordance with the National Council's Constitution, the term of office of all delegates are due to commence at the by-annual election meeting of the Assembly and may serve until the following bi-annual election; provided, however, a new delegate who is absent from three (3) consecutive meetings within any one term will be entitled to vote thereafter, subject to his reinstatement.

ARTICLE VI – MEETINGS

Section 1. All Regular and Special membership meetings of the organization shall be held on the premises of the Young Israel of Avenue J, provide that same is practicable.

Section 2. The annual membership meeting of the organization shall, if practicable, be held in the spring during the third week following the last day of Passover. If impracticable, the meeting will be held in the Fall during the third week following Simchat Torah. Any change in such date/times shall be subject to approval of the membership.

Section 3. Written notice of the date and time of the membership meeting shall be sent to the membership not less than ten days prior to the date of the meeting. All major items to be considered at a regular membership meeting shall be set forth in the notice of meeting, provided further that the names of any trustee(s) whose successor is (are) to be elected at such meeting is (are) set forth in the notice.

Section 4. Special meetings of the membership may be called by the Board of Trustee on its own motion or on the written request of ten members in good standing who also are qualified voters. Written notice of a special membership meeting shall be sent to the membership to be received not less than one week prior to the meeting. Business at such special membership meetings shall be limited to those matters specifically stated in the notice of the meeting.

Section 5. The presence at a membership meeting of at least six (6) persons qualified to vote shall constitute a quorum. All matters or questions before the meeting shall be decided by a majority of the qualified voters voting thereon, a quorum being present. The presiding officer

normally will be the President who shall receive the votes, be the judge of qualifications of voters and shall declare the results of votes cast on any matter. In each annual membership meeting, successors to those trustees whose terms of office then expire, shall be elected from the qualified voters by ballot for a term of three (3) years; provided, however, that the term of office of a trustee elected at a membership meeting shall be consistent with the requirement, that the number and duration of terms of the trustee shall not exceed those permitted by law, as hereinbefore stated.

Section 6. Unless waived by a two-thirds vote of all members in attendance, all membership meetings shall be conducted in accordance with Roberts' Rules of Order. Upon request of any three (3) members in attendance at a membership meeting, a vote on any specified matter shall be by secret ballot.

ARTICLE VII – ELECTIONS

Section 1. Election of officers and Trustees shall be held at the annual membership meeting of this organization, pursuant to such rules and conditions as set forth in these by-laws or by the trustees. All candidates for the position of officer or trustee must be members of the organization and fully paid up in respect of dues, assessments and pledges to the organization. Each candidate for any position other than President and Chairman of the Board shall have been a member for at least one year at the time of nomination. Each candidate for the position of President or Chairman of the Board shall have been a member in good standing of the or-

ganization at least two (2) years preceding nominations and shall have served as an officer or trustee for at least one year.

Section 2. Not less than two months prior to the membership meeting, the President shall appoint a Nominating Committee of not less than three members which shall prepare a slate of candidates for all open positions for the coming year. In the event of the failure of the President to timely appoint a nominating committee, such a committee may be appointed by the Board. No person while serving on the nominating committee shall be eligible to run for office, either as an independent candidate or as a member of the slate prepared by the nominating committee.

Section 3. Written notice of all nominations shall be sent to all members at least three weeks prior to a proposed election, to include a notice that no member who is in arrears, respecting dues, assessments or other indebtedness to the organization, thirty (30) or more days, will be permitted to cast a ballot for any candidate for officer or trustee at the elections meeting.

Section 4. Additional nominations may be made by written petition signed by ten members in good standing; provided, however, that no such additional nomination shall be placed on the ballot unless the petition enclosing the signed acceptance of the nomination in writing are received in the office of the organization not less than (fourteen (14) days prior to the proposed elections meeting. Written notices of such additional nominations shall be sent to the membership at least twelve (12) days prior to the proposed elections meeting.

Section 5. Not less than thirty days prior to the elections meeting, the Chairman of the Membership Committee shall deliver to the President an up-to-date list of the names of all members of this organization, together with a report prepared by the Treasurer or the Financial Secretary identifying those members who are more than thirty (30) days in arrears with respect to dues, assessments, pledges or other indebtedness to the organization.

Section 6. All persons who are members in good and regular standing, to wit: are no more than thirty (30) days delinquent in their dues assessments or other obligations to the organization which have not been satisfied prior to the election meeting, shall be entitled to receive a ballot and to vote at a membership meeting. A member may vote by proxy on any proposition to sell, mortgage or lease any of the organization's property or for its consolidation with one or more other religious corporations of the Jewish faith, as well as in any election of trustees or officers. Any such proxy must be executed in writing by the member and may not be given to any person other than a member of the congregation. It shall not be valid after the expiration of one year from the date of its execution and shall remain revocable at the pleasure of the member executing it.

Section 7. Prior to the commencement of the election's meeting, the Nominations Committee shall report on the composition of the ballot. It will identify all candidates for office trustee who are on the ballot by virtue of having been named on the slate prepared by the Committee, as well as those by virtue of having been nominated by a valid written petition. It shall also advise the membership whether each such candidate is in good standing and meets the qualifications for the position which such individual may be elected.

Section 8. No candidate for officer or Trustee shall be deemed elected, unless he has received at least one vote. In a contested election for any position, the candidate who attains the majority of the qualified voters voting thereon, shall be deemed elected. In the event that neither (none) of two or more individuals attain such majority, a further vote among those two individuals with the greatest number of votes or who are tied for same shall be conducted. The presiding officer at the meeting will announce results of the votes as so cast.

Section 9. Newly elected officers and Trustees shall be installed in their respective positions in two (2) weeks following the election's meeting. In the event of an inadvertent delay, the outgoing officers and Trustees shall continue to serve until their successors are installed.

Section 10. For the purposes of this and of the preceding Article VI, notices by the organization shall be deemed to have been properly sent if actually mailed on or before the specified deadline therefore. In the event any such notice is mailed late, the date of the (membership/elections) meeting shall be postponed by the number of days at least the same as the number of days of the delay in mailing of the notice which new date shall be clearly indicated in the notice.

ARTICLE VIII – SPRITUAL LEADER

Section 1. The pulpit shall be occupied by a Rabbi possessing an orthodox Rabbinical ordination (Smicha) in accordance with the principles of the National Council of Young Israel. The Rabbi shall provide the spiritual leadership and guidance necessary to fulfill the purposes of this

organization set forth in Article I, Section 2 of this Constitution. He shall be the final authority on any matter relating to Jewish Law and Custom. Upon the absence or declination of the Rabbi, the matter shall be submitted to the Council of Young Israel Rabbis for determination.

Section 2. Engagement of a Rabbi shall be by written contract entered into upon approval of the membership, to include any additional term, as well as, any additions or modifications, monetary and otherwise.

ARTICLE IX - AUXILIARY GROUPS

Section 1. Auxiliary groups of this organization may be formed with the approval of the Board of Trustees. The regulations governing the conduct and activities of each auxiliary group of this organization shall be consistent with these By-Laws, and shall be designed to advance the best interests of the congregation.

ARTICLE XI – DISSOLUTION

Section 1. If this organization shall disaffiliate, be dissolved or cease to exist for any reason, all assets and property of the organization shall be disposed of consistent with the provisions of Section 12.8 of the National Council’s Constitution as are currently set forth and as may from time to time be amended.

ARTICLE X – FINANCES

Section 1. The fiscal year of this organization is from January 1 to December 31 of each calendar year.

Section 2. The current schedule of annual membership dues shall unless and until amended.

Section 3. A change in the annual dues and/or imposition of a special assessment on the general membership, requiring contributions of money, goods or actions over and above the annual dues shall take effect only upon recommendation of the Board of Trustees and approval by a majority of the members present either at a special membership meeting called for such purpose or at a regular membership meeting. Whenever the action is to be taken at a regular membership meeting, notice of the proposed change or assessment shall be set forth in the body of the notice.

Section 4. Absent prior approval of the Board or otherwise authorized by these by-laws or, from time-to-time by the Board in a fixed amount, no expenditure of operational funds may be made by an officer and/or a Committee or any individual purporting to act on behalf of the Congregation, for any one item or project. Each such expenditure shall be reported to the Board at the first meeting following the date at the expenditure proposed or the first Board meeting following the date each expenditure is actually made; provided, however, that the President, directly or by his designee, shall have the authority without the approval of the Board to expend such funds not beyond an amount as from time-to-time is set by the Board, for any matter which, in his best judgment, requires prompt action between Board meetings and will inure to the benefit of the organization, including to secure the organization's properties, real or personal; provided, further, that he will properly advise the Chairman of the Board upon taking such action and will report thereon to the Board at its next meeting. In the event that the requisite expenditure shall exceed said amount, the Chairman of the Board or, in his absence, the President will, if practicable, poll the members of the Board to obtain the concurrence of a majority to authorize such expenditure.

Section 5. All major funds for capital improvements/modifications must be approved by the membership at a regular or Special Meeting.

ARTICLE XI – AMENDMENTS

Section 1. Amendments to these by-laws may be proposed by any ten members of this organization in good standing. Any such proposal shall be in writing and shall be submitted to the Board for approval.

Section 2. An amendment to these by-laws shall be deemed adopted only after its approval by a two-thirds vote of the full Board and its subsequent approval by a two-thirds vote of the members present and voting at two successive regular or special meetings of the membership following notifications thereof having been given: (1) at a previous meeting and (2) in written notices, which include the text of any such amendment (together, if warranted, of an explanation of its purpose or relevancy) before each of the two meetings where it will be acted upon.

Section 3. No defeated amendment shall be resubmitted to the membership for the duration of one (1) calendar year following its rejection and having again been recommended by two-third vote of the full Board and approval of the members present and voting in the manner set forth at Section 2 above.

Section 4. Notwithstanding the foregoing provisions or any amendment hereafter thereto, no such provision or action taken or motion adopted by the membership, by the Board of Trustees

and/or the officers of this organization may continue to be deemed valid or consequential that is determined, by the highest competent authority to be in contravention of the Religious Corporation Law and of the Not-For-Profit Law or of any other law of the State of New York or in derogation of the Constitution of the National Council of the Young Israel.

ARTICLE XII – ADOPTION

Section 1. These by-laws shall be considered adopted as and when approved in accordance with the provisions for amendments at Article XI, Section 2 above. It will take effect immediately following adoption.

Section 2. These by-laws shall be in effect only, and shall not be deemed to govern any actions of the Board or the officers or the membership taken prior to its taking effect.