

MEMORANDUM

March 22, 2013

TO: Members of the Board of Trustees, Young Israel of Avenue J in Flatbush, Inc.

FROM: Herzl S. Eisenstadt, Esq.

Re: Revised Constitution/By-Laws of the Young Israel of Avenue J in Flatbush, Inc..

I am enclosing my draft of the revised version of our Shul's Constitution and By-Laws.

Before proceeding, I reviewed the provisions of the Constitution of the National Council of Young Israel; studied the latest applicable provisions of New York's Laws relating to religious corporations and non-profit organizations; and underwent a program pertaining to the legal requirements for the government of religious institutions in the State of New York presented by an attorney who is a legal authority in such matters.

My subsequent review of our Synagogue's existing governing documents readily showed that several of its provisions would not conform to -- or were at a variance from -- the requirements of the forenoted regulations and that the absence of particular language made them incomplete and possibly misleading as well. Further disconcerting was that there was a serious lack of cohesion throughout, to wit: that the applicable provisions on the range of a subject being covered were inexplicably scattered, inasmuch as operative provisions pertaining to many topics were to be found under seemingly unrelated headings elsewhere in the document.

Consequently, I expended considerably more time and efforts than I had anticipated: (1) to relocate all such misplaced provisions, so that anyone reading the revised document can readily find the sum of matters pertaining to a particular subject heading in a single location/Article; (2) to delete or modify portions of provisions that I considered invalid or to be incorrect or extraneous by substituting language that could render them in compliance with the State's laws or with the NCYI's Constitution, as applicable; and (3) to insert a number of proposed changes or to revise language that I believed would more accurately reflect our Shul's practices or that would make them more practicable, flexible or operatively efficient, as well as to fill apparent gaps. In a few instances, I left blank spaces that more properly are to be filled in by the Board.

You also will no doubt note that I have renamed the title of the document by eliminating the term “Constitution” to make it simply read “By-Laws.” This was done for a number of reasons: *First*, as indicated above, so that *all* provisions, as consolidated, will fall under a particular topic; *second*, because the Religious Corporations Law does not provide for other than “by-laws,” all of which must be subject to the same procedure for amendment (unlike the current two separate documents); and (3) inasmuch as the corresponding internal regulations of the NCYI are entitled “Constitution” while those of affiliates, such as our organization, are not deemed by the NYCI or in law to be self-standing but rather those of “branches” of the leading denominational authority.

Finally, I have attempted to enable you to conveniently visualize the changes, etc., that I have made by striking – in red -- through the words to be deleted, while showing and underlining – also in red – those that are being substituted as well as language that I added or modified. To the extent possible, I have also made parenthetical notations – highlighted in blue -- in order to direct you to where the substance of particular provisions in the current documents can be found before being relocated. I further have indicated in the margins - or after the provision - where significant changes/insertions appear because they are required by Law (“L”) or conform to the NCYI’s Constitution (“C”).

I will be glad to respond to any questions that you may have concerning the structure and content of this revised draft. I anticipate that in the course of our discussions you may want to further address the proposed modifications; however, *please keep in mind* that, at the end of the day, they must comply with the mandates of New York’s laws and of the NCYI’s Constitution. Also, that they should be as complete, clear and usable as possible in providing guidance to our members, to our officers and to our trustees in carrying out the governance of our Shul and with least opportunity for errors, misunderstandings or controversies.

HSE/lt