

BY-LAWS
CONGREGATION BEIT SIMCHAT TORAH
As Amended September 8, 2022

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BY-LAWS OF CONGREGATION BEIT SIMCHAT TORAH

ARTICLE I: NAME

The name of the corporation is CONGREGATION BEIT SIMCHAT TORAH (the "Synagogue").

ARTICLE II: MEMBERSHIP

A member is a "Member in Good Standing" if (i) such member is current in their financial commitments to the Synagogue and (ii) the membership of such member has not been revoked pursuant to the following sentence of this Article II. A person's membership may be refused or a member's membership may be revoked by a three-fourths vote of the Synagogue's Board of Directors present at a meeting at which a quorum is present. The Board of Directors shall provide reasonable notice to a member whose membership the Board of Directors is considering revoking of any meeting at which such revocation may be considered. Such member shall have an opportunity to be heard at such meeting; provided, however, that such member shall not be entitled to be represented by counsel at such meeting.

ARTICLE III: MEETINGS OF MEMBERS

Section

3.1: Meetings

3.1.1 Annual Meetings. There shall be an annual meeting of the members of the Synagogue. The place, the exact date and the time shall be fixed by the Board of Directors (the "Board"). At each annual meeting, members who are Eligible to Vote (as defined in Article 3.3.1 below) shall transact such business as specified in these By-Laws and in the notice of such meeting, as more particularly described herein.

3.1.2 Special Meetings.

- (a) How Called. A special meeting of the members of the Synagogue may be called by the Board on its own motion or on the written request of at least 10% of the Members in Good Standing.
- (b) Business Transacted. Only the business specified in the notice of a special meeting may be transacted at such meeting.

Section

3.2: Notice of Meetings

3.2.1 Notice of Annual Meetings. Notices of an annual meeting of members of the Synagogue shall be mailed at least 30 days prior to the scheduled meeting date to such members who are Members in Good Standing on and as of the date that is 45 days prior to the scheduled date for the annual meeting (such date being the "Member Record Date"). Such notices shall be mailed to such members at their respective most current addresses contained in the Synagogue's records. The notice shall state the time, date, and place of such annual meeting, specify the names of candidates for the Board of Directors, and such other matters as determined by the Board. In addition, the time, date, and place of such annual meeting shall be announced at the two main Friday evening services preceding such meeting.

3.2.2 Notice of Special Meetings. The Board shall cause notice of the time and place of a special meeting, specifying the business to be transacted thereat, to be mailed to such members who are Members in Good Standing on and as of the date that is 30 days prior to the scheduled date for such special meeting (such date being the "Special Meeting Record Date") not later than fifteen (15) days prior to the meeting and to be given at the two Friday night services most closely preceding such meeting.

3.2.3 Address of Record. Neither the Executive Officers nor other Directors have any obligation to update the Synagogue's records absent a change of address notice from a member prior to a Member Record Date.

3.2.4 Form of Notice. Whenever the Board or the Synagogue is required by these By-Laws to distribute a ballot, notification or other document or communication to the membership by mail, or to notify the membership of any matter or action by mail, such distribution or notification may be given by email at the most recent email address listed for that member in the Synagogue's records, provided, however, that all members, upon becoming members or renewing their membership, shall be notified, in writing, that they may elect to receive all formal Synagogue distributions or notifications by US mail, and, if they do so by so noting on their membership forms, shall thereafter receive those distributions or notifications by US mail.

Section

3.3: Eligibility to Vote at Meetings or Be Heard; Requisite Vote

3.3.1 Eligibility. A member is "Eligible to Vote" if such member is a Member in Good Standing as of the Member Record Date or Special Meeting Record Date, as the case may be, through and including the date of the annual or special meeting with respect to which such member seeks to cast a vote. A member who shall have been a Member in Good Standing as of the Member Record Date or the Special Meeting Record Date, as the case may be, shall be presumptively a Member in Good Standing through and including the date of such annual or special meeting. Only members who are Eligible to Vote may be heard at an annual or special meeting.

3.3.2 Requisite Vote. When a Member Quorum is present at an annual or special meeting, the vote of the majority of the members Eligible to Vote who are either present in person or represented by absentee ballot, shall decide any question brought before such meeting, unless the question is one upon which, by express provision of applicable law, or these By-Laws, a different vote is required, in which case such express provision shall govern and control the decision of such question. Voting by absentee ballot (i) at annual meetings shall be determined by the Election Committee and (ii) at special meetings called by the Board shall be determined by the Board. In addition, Members in Good Standing shall be permitted to vote by proxy on a proposition to sell, mortgage or lease any of the Synagogue's property or for its consolidation with one or more other Jewish religious corporations, or in an election of Directors. Every such proxy must be executed in writing by the Member in Good Standing conferring the proxy and shall not be given to any person other than another Member in Good Standing. No proxy shall be valid after the expiration of one year from the date of its execution.

Section

3.4: Quorum

The presence in person, by absentee ballot, or by proxy where appropriate of members Eligible to Vote who comprise not less than 10% of all members Eligible to Vote at a meeting, unless otherwise required by law, shall constitute a quorum (a "Member Quorum") for such meeting. Notwithstanding the other provisions of these By-Laws or otherwise, if there is no Member Quorum at such meeting, the President or their representative at such meeting shall have the power and authority to adjourn the meeting from time to time, without notice other than announcement at the meeting, and announce another date and time for the meeting, when a Member Quorum shall be present or represented. If the adjournment is for more than 30 days, a notice of the adjourned meeting shall be given to each Member in Good Standing as of the originally scheduled meeting. At such adjourned meeting at which a Member Quorum shall be present or represented, any business may be transacted which might have been transacted at the meeting as originally notified.

**ARTICLE IV:
BOARD OF DIRECTORS**

Section

4.1: Eligibility

The Board shall be elected at the annual meeting of the Synagogue as provided in Article III. Any member is eligible to serve as a member of the Board of Directors who is (i) Eligible to Vote at such meeting and (ii) a Member in Good Standing at the time a person's eligibility to serve as a member of the Board of Directors under this Section 4.1 is determined.

Section

4.2: Number and Term of Office

4.2.1 Number. At each annual meeting, a number of Directors shall be elected such that the Board shall consist of 14 to 18 Directors, with the number to be fixed by the Board at least 30 days prior to the Notice of Annual Meeting.

4.2.2 Term. Directors shall be elected for terms of not more than three-year duration (except Directors appointed under Section 6.3 hereof or as provided under Section 6.4 hereof), with the length of such terms to be determined by the Board at least 30 days prior to the Notice of Annual Meeting. Directors shall take office immediately upon commencement of the fiscal year following election and shall serve until the commencement of the fiscal year following the annual meeting at which their successors are elected. After six consecutive years of service as a Director, except as may be provided under Section 6.4 hereof, that Director may not serve as a Director for a period of one year, provided however, that a Director serving as President or Vice President at the time of the election may be elected as a Director for a third consecutive term of three years duration.

4.2.3 Ex-Officio. In addition to the number of Directors specified above, the past-Presidents may, upon notice to the President, choose to serve as ex-officio, non-voting members of the Board, so long as such past-Presidents remain Members in Good Standing. The Senior Rabbi and the Executive Director shall also serve as ex-officio, non-voting members of the Board.

Section

4.3: Meetings

4.3.1 Regular Meetings. Meetings of the Board shall take place no fewer than six times per year at times and places determined by the President or a majority of the Directors. All meetings, unless specified by the President as executive sessions, are open to Members in Good Standing as of the date of such meeting. Prior notice of such meetings and an agenda shall be given to the Directors and shall be available to members.

4.3.2 Special Meetings. A special meeting of the Board may be called by the President or by a majority of the Board.

4.3.3 Electronic Participation at Meetings. Any one or more Directors may participate in a meeting of the Board by means of conference media.

Section

4.4: Quorum and Actions of the Board

A quorum of the Board for the transaction of business at any meeting of the Board shall consist of a majority of the elected Directors. All decisions and acts made by a majority of the Directors present at any meeting at which a quorum is present shall be the decisions and acts of the entire Board, unless a supermajority or unanimity is otherwise specifically required by statute, the Certificate of Incorporation or these By-Laws. Directors may not be represented at meetings by proxy or absentee ballot. If a quorum shall not be present at any meeting of the Board, the Directors

who are present at such meeting may adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum shall be present. Actions by the Board shall be reported regularly to the membership.

Section

4.5: Duties and Responsibilities

4.5.1 Board. The Board shall: (i) manage all affairs of the Synagogue (including, without limitation, the setting of policy) subject to these By-Laws, (ii) elect all of the Officers of the Synagogue, (iii) develop the annual operating budget and present it to the membership for approval at the annual meeting and (iv) determine all dues and special assessments.

4.5.2 Directors. Each Director shall attend Board Meetings, support Board decisions, be a member of at least one committee, participate in classes or functions, attend services regularly, contribute money and participate in fund raising for the benefit of the Synagogue, provided that any member whose occupation precludes the solicitation of funds shall not be required to engage in fund raising activities. The Directors shall serve without compensation.

ARTICLE V: EXECUTIVE COMMITTEE AND OFFICERS

Section

5.1: Number and Qualifications

The Executive Committee shall consist of the Officers (excluding any additional Officers under Section 5.1.5) of the Synagogue. The Officers of the Synagogue shall be the President, the Vice President, the Secretary, the Treasurer, and three additional Directors, each of whom shall serve a term from the commencement of one fiscal year following an annual meeting to the commencement of the next fiscal year following an annual meeting. Officers shall be elected (or re-elected) by and from the newly constituted Board of Directors, provided however, that if the Board determines that no individual qualified to serve as Treasurer has been elected to the Board, then the Treasurer shall be recommended by the Executive Committee and appointed by the Board and shall serve as a non-voting member of the Board. No individual may serve more than four consecutive full-year terms as President.

5.1.1 President. The President shall be the chair of the Board and exercise such powers and perform such duties as are assigned to the President by these By-Laws and the Board. Without limiting the foregoing, the President shall, unless the Board by majority vote shall otherwise require from time to time: (i) preside at meetings of the Synagogue and the Board; (ii) perform such duties incumbent on the office of President (including, without limitation, executing and delivering legal documents and agreements on behalf of, and binding upon, the Synagogue in the ordinary course of the Synagogue's activities and business, in accordance with the Synagogue's annual budget); and (iii) act, in conjunction

with the Senior Rabbi, as spokesperson for the Synagogue. The President shall cast a vote in any matter before the Board only in the event of a tie vote of the Board.

5.1.2 Vice President. If the President is temporarily unable to perform the duties of that office, the Vice President shall assume the President's duties and shall perform such other duties as are assigned to the Vice President from time to time by the Board or, if time does not permit, the Executive Committee.

5.1.3 Secretary. The Secretary shall be responsible for the recording and maintaining of the minutes of the proceedings of the Board, Executive Committee, special and annual meetings, and perform such other duties as are assigned to the Secretary from time to time by the Board or, if time does not permit, the Executive Committee.

5.1.4 Treasurer. The Treasurer shall be responsible for oversight of the financial affairs of the Synagogue, including filing of appropriate financial and tax related reports, oversight of bookkeeping operations, expense reimbursement and reconciliation, maintaining up to date insurance coverage, and shall be responsible for coordinating the preparation of the Synagogue's annual budget for submission to the Board and membership of the congregation and for preparing routine and special financial/analytical reports.

5.1.5 Additional Officers. The Board may appoint such other additional Officers (e.g., an additional Vice President, Assistant Treasurer [which officer need not be a member of the Board] or Assistant Secretary) as it may determine from time to time. The additional Officers shall carry out their duties and responsibilities as designated by the Board or by the Executive Committee, in accordance with this Article V.

Section

5.2: Meetings

The Executive Committee shall meet as needed.

Section

5.3: Quorum and Actions of the Executive Committee

A quorum of the Executive Committee shall consist of a majority of the Officers (excluding any additional Officers) of the Synagogue. All decisions shall be made by a majority vote of those Officers present at a meeting at which a quorum is present. Officers may not be represented at meetings by proxy or absentee ballots. The President shall cast a vote in any matter before the Executive Committee only in the event of a tie vote of the Executive Committee.

Section

5.4: Duties and Responsibilities

The Executive Committee shall have the authority to act on behalf of the Board between regularly scheduled Board meetings. In addition, the Executive Committee shall fulfill such other functions

as may be delegated by the Board from time to time. Actions by the Executive Committee shall be reported regularly to the Board. The Board shall retain the right to affirm or overrule all decisions of the Executive Committee but only to the extent that such decisions relate to then prospective action(s). The Executive Committee shall designate such Officers and members of the Synagogue's professional staff as the Executive Committee deems appropriate to be authorized signatories for and on behalf of the Synagogue. The Executive Committee, in consultation with the Treasurer and members of the Synagogue's professional staff shall specify rules under which financial affairs shall be managed.

**ARTICLE VI:
RESIGNATIONS, REMOVALS, VACANCIES, CHANGE IN FISCAL YEAR TERM ADJUSTMENTS
OF THE BOARD OF DIRECTORS AND EXECUTIVE COMMITTEE**

Section

6.1: Resignations

Any Officer or Director may resign at any time by delivering a written resignation to the President. Subject to the terms of the next sentence, the acceptance of such resignation shall not be necessary to make it effective. Any Officer or Director who is absent from three consecutive meetings of the Board shall be deemed to have offered their resignation, but in such case, such resignation shall be subject to acceptance or rejection by the President, in their discretion.

Section

6.2: Removal

6.2.1 By the Directors. Any Director or Officer may be removed for cause by a three-fourths vote of the Synagogue's Board of Directors present at a meeting at which a quorum is present. "Cause" means failure to fulfill the eligibility requirements or duties and responsibilities of the applicable sections of Articles IV and V, respectively. In the event a Director or Officer's membership is revoked pursuant to Article II, the vote revoking such membership shall be deemed the vote removing such Director or Officer for cause. The Executive Committee shall provide reasonable notice thereof to such Director or Officer who is the subject of such removal recommendation. The procedure for the consideration of a removal recommendation and other matters relating to the Board's consideration of such matter shall be determined by the Board on a motion made by the Executive Committee.

6.2.2 By the Members. Any Director may be removed by a two-thirds vote of the total Members in Good Standing present at any annual or special meeting of the Synagogue, provided the question is included in the notice of such meeting and that the notice is mailed to the membership at least fifteen days before the date of the meeting.

Section

6.3: Vacancies

Notwithstanding Section 4.1(i), any vacancy on the Board shall be filled as soon as practicable with a Member in Good Standing by a vote of Directors present at any meeting at which a quorum is present, and such successor Director shall serve until the next annual meeting, regardless of the time remaining in the term of their predecessor. Any vacancy on the Executive Committee may be filled by the Board in its discretion.

Section

6.4: Change in Fiscal Year Term Adjustments

In the event of a change in the fiscal year, the Board may, in its discretion, extend or shorten the terms of the then-serving Directors and Officers commensurate with the change in the fiscal year.

**ARTICLE VII:
COMMITTEES**

Section

7.1: Election Committee

The Board shall appoint annually an Election Committee, consisting of between three and five Members in Good Standing at the time of their respective appointments. It shall be the responsibility of the Election Committee to: (i) conduct elections on the date determined by the Board; (ii) prepare and distribute the official ballots; (iii) tabulate the official ballots and make all other necessary and appropriate rules and procedures for elections not inconsistent with these By-Laws and as approved by the Board. No member of the Election Committee shall be a candidate for or member of the Board.

Section

7.2: Nominating Committee

The Board shall annually appoint from among its members a Nominating Committee of between three and five members of the Board, who shall be proposed for this committee by the President and approved by the Board. It shall be the responsibility of the Nominating Committee to solicit candidates to fill Board openings, and it may recommend a slate of candidates to fill vacancies at each election which would be presented to the members. Individuals not included in a slate proposed by the Nominating Committee but otherwise qualified may also propose themselves as candidates for the Board through the Election Committee.

Section

7.3: Board Committees

The Board, by resolution of a majority of the Directors present at any meeting at which a quorum is present, may establish one or more board committees. The Board may designate three or more

Directors to constitute a committee of the Board which, to the extent provided in the resolution designating it, shall have the authority of the Board except where such delegation is prohibited by applicable law.

Section

7.4: Non-Board Committees

The Board may, by resolution or resolutions of a majority of the Directors present at any Board meeting at which a quorum is present, designate one or more non-board committees. The chairs of such committees, who need not be Directors but must be Members in Good Standing, shall be appointed and removed by the President with the consent of a majority of the Board. The members of such committees shall be Members in Good Standing and shall be appointed by their respective committee chairs.

ARTICLE VIII: RABBI

Section

8.1: Rabbi Engagement

The membership of the congregation may engage or determine whether or not to renew the contract of one or more rabbis by a majority vote at an annual or special meeting. The membership of the congregation may discharge one or more rabbis during the term of contract by a two-thirds vote.

Section

8.2: Role and Responsibilities

The Rabbi shall be the spiritual and educational leader of the Synagogue, shall perform such duties as are normally associated with the position and as mutually established by an employment contract, shall have complete freedom of expression of the pulpit and shall report regularly to the President, Board, and membership of the congregation.

Section

8.3: Contract

Continuation and terms of the Rabbi's contract must be recommended by a majority of the Board. A majority vote at an annual or special meeting of the Synagogue must approve the Synagogue's budget which includes the Rabbi's total compensation package.

ARTICLE IX: EXECUTIVE DIRECTOR

The Board of Directors may engage an Executive Director to assist the Board to make policies for the Synagogue and implement those policies.

**ARTICLE X:
BUDGET**

At each annual meeting (or as soon thereafter as practicable), the Board shall submit, and recommend, for approval by members Eligible to Vote at such meeting a budget for the 12 calendar months succeeding the term covered by the last approved budget or, in the event of a change in the fiscal year, such correspondingly shorter period. If the budget is not approved or if a Member Quorum is not present at such meeting, then the Synagogue and the Board shall be deemed to be authorized to operate the Synagogue in accordance with the last approved budget with each non-discretionary line item increased by five percent until such time as a budget is approved by members Eligible to Vote at a meeting at which a Member quorum is present.

**ARTICLE XI:
CONTRACTS WITH DIRECTORS, RABBIS AND STAFF;
PURCHASE, SALE, MORTGAGE OR LEASE OF REAL PROPERTY**

Section

11.1: Interested Parties

No Director, rabbi, or professional staff of the Synagogue shall be interested, directly or indirectly, in any contract relating to the operations conducted by the Synagogue, nor in any contract furnishing services or supplies to the Synagogue, unless such contract shall be authorized by the Board and unless the fact of such interest shall have been disclosed or known to the Board at the meeting at which such contract is authorized.

Section

11.2: Real Property of the Synagogue

No purchase, sale, mortgage, or lease of real property shall be made by the Synagogue except upon the recommendation of the Board and approval of a two-thirds vote of the Members in Good Standing present at an annual or special meeting of the Synagogue at which a Member Quorum is present.

**ARTICLE XII:
CORPORATE SEAL**

The corporate seal of the Synagogue shall be circular in form and shall bear the words and figures: "Congregation Beit Simchat Torah – Not for Profit Seal - 1973 - New York" or words and figures of similar import. The form of such seal shall be subject to alteration by the Board.

**ARTICLE XIII:
AMENDMENTS TO BY-LAWS**

Amendments to these By-Laws may be initiated by the Board on its own motion or on the written request of at least 10% of Members in Good Standing at such time. Written notice, embodying such amendment, shall be given in accordance with Article 3.2 above. By-Laws may be amended by a two-thirds vote of members Eligible to Vote present and voting at any annual or special meeting at which a Member Quorum is present. Prior to any vote on a proposed amendment, modifications to such proposed amendment may be made by a majority vote of members Eligible to Vote present and voting at said annual or special meeting. By-Laws thus amended shall control the actions of the Board.