

AMENDED AND RESTATED
BY-LAWS
CONGREGATION RODEPH SHOLOM
NEW YORK CITY

As Amended and Restated __ June 25, 2020

BY-LAWS

CONGREGATION RODEPH SHOLOM

NEW YORK CITY

PREAMBLE

The purposes of this Congregation — the “Congregation that Pursues Peace” — are: to uphold, teach and represent Judaism; to provide opportunities for worship, education and service as a Reform Congregation affiliated with the Union for Reform Judaism; and to instill in the minds and hearts of our children, young people and adult members a loyalty **to** the Jewish people everywhere, thus contributing to the welfare of our country and of Israel, and to the progress of humankind.

ARTICLE I

NAME

The name of this corporation organized as a religious corporation within the meaning of the New York Religious Corporations Law shall be “CONGREGATION RODEPH SHOLOM” (the “**Congregation**”).

ARTICLE II

SEAL

The seal of this Congregation shall be circular in form, with the words, “Congregation Rodeph Sholom — 1842 — New York” inscribed thereon.

ARTICLE III

MEMBERSHIP

Section 1. CRITERIA:

Membership in the Congregation shall be open to Jewish persons over the age of 18 and their household units. The household unit shall be the “membership unit”.

(a) For the purposes of these By-laws, “Jewish” means:

(i) A person born of, or adopted by, a Jewish parent and raised exclusively as Jewish and who exclusively identifies as Jewish; or

(ii) A person who converts to Judaism and who exclusively identifies as Jewish.

Questions of this nature shall be decided by the Senior Rabbi in a manner consistent with principles and practices of Reform Judaism.

(b) For the purposes of these By-laws, “household unit” means:

(i) An adult couple, whether married or not, sharing a household in a committed relationship and unmarried children who reside in the household and are not self-supporting; or

(ii) A single parent and unmarried children who reside in the household and are not self-supporting; or

(iii) A single person, not a member of any other membership unit; or

(iv) Following death of the Jewish spouse/partner or divorce, (A) the surviving spouse/partner without other religious affiliation or (B) the custodial non-Jewish surviving spouse/partner who is the parent or guardian of a child born of or adopted by a Jewish parent and being raised exclusively as a Jew and unmarried children who reside in the household and are not self-supporting.

Membership in the Congregation shall be divided into the following categories: Regular Members, Affiliate Members and Under-30 Members. All adults comprising a membership unit shall be considered Members in the Congregation within the category applicable to such membership unit. The Board of Trustees may establish other membership categories with different privileges and obligations.

Section 2. **OBLIGATIONS AND PRIVILEGES:**

(a) Membership is granted only upon submission of an application in accordance with Section 6 of this Article III and fulfillment of such other criteria as may be determined by the Board of Trustees with respect to the category of membership sought.

(b) Members shall be required to pay their financial obligations to the Congregation, such as dues, assessments and other fees and charges as may be fixed by the Board of Trustees. Members in good standing will be those who have fulfilled their financial obligations. A 30-day grace period will apply.

(c) Every Member of the Congregation shall be entitled to receive without charge communications as distributed by the Congregation from time to time.

Section 3. **REGULAR MEMBERS:**

(a) Regular Members in good standing shall have the right to cast one (1) vote per membership unit at all meetings of the Congregation. The reference to "Regular Members" in any provision of these By-laws requiring action by a percentage or number of Regular Members shall mean Regular Members in good standing with each membership unit counted as one Regular Member.

(b) Regular Members in good standing may be appointed to Congregational committees and shall be eligible to hold office in the Congregation, subject to the provisions of these By-laws.

(c) Subject to payment of charges as may be fixed by the Board of Trustees, Regular Members in good standing shall be entitled to:

(i) Receive tickets for unreserved seating for High Holy Day services for the membership unit, with the right to purchase reserved seating, and, if space is available, to purchase tickets for guests at fees determined by the Board of Trustees;

(ii) Participate in social, educational and other activities of the Congregation;

(iii) Have children attend Religious School and participate in B'nei Mitzvah and Confirmation Services, subject to and consistent with applicable requirements and upon payment of fees determined by the Board of Trustees;

(iv) Use the Congregation's facilities for purposes and at fees determined by the Board of Trustees, subject to availability;

(v) Use the services of Clergy for weddings and funerals and other religious ceremonies, subject to the Clergy's discretion; and

(vi) Use such facilities as are made available by the Congregation for burial, subject to the rules and regulations adopted by the Board of Trustees.

Section 4. AFFILIATE MEMBERS:

Affiliate Members in good standing shall have the rights and privileges of Regular Members except that Affiliate Members shall not (a) vote at any meeting of the Congregation; (b) be eligible to hold office in the Congregation; (c) be eligible to participate in Congregational Committees, except as permitted in these By-Laws; (d) be entitled to have children attend Religious School and participate in B'nei Mitzvah and Confirmation Services; or (e) be entitled to seats for the High Holy Days. The provisions of Subsection (c) of Section 3 of this Article, relating to supplemental charges, shall also apply to an Affiliate Member.

Section 5. UNDER-30 MEMBERS:

(a) Under-30 Membership shall be open to persons under the age of 30 (measured as of July 1 of the applicable fiscal year) who satisfy the criteria for membership and their membership units, provided that no one in the membership unit is over the age of 30 (measured as of July 1 of the applicable fiscal year).

(b) Under-30 Members in good standing shall have all the rights, privileges and obligations of Regular Members and references to "Regular Members" in these By-laws shall be deemed to include Under-30 Members.

Section 6. MEMBERSHIP APPLICATION:

An application for membership in the Congregation shall be submitted in such form as the Board of Trustees may prescribe. Every applicant for membership shall be required to agree to be bound by these By-Laws as in effect from time to time.

Section 7. SUSPENSION OF MEMBERSHIP:

If a Member is in arrears in the payment of any obligation to the Congregation, the Executive Director shall, upon authorization by the President, send a notice to such Member stating that unless payment or arrangement for payment or other equitable solution is made within thirty (30) days from the date of such notice, such Member's membership is subject to suspension. Membership may be suspended by affirmative vote of a majority of the Executive Committee, after consultation with the Senior Rabbi, if no payment or arrangement for payment or other equitable solution is made within said thirty (30) day period. A suspension under this Section shall deprive the affected membership unit of all membership rights and privileges during the suspension period. Suspension shall not relieve a Member from any payment obligation due to the Congregation. A suspended Member may be reinstated upon payment of all arrears or compliance with other mutually agreed terms.

Section 8. **LIST OF MEMBERS:**

The Executive Director shall maintain at all times a complete list of Members in good standing of all categories. The membership list shall not be made available to any person or organization without express authorization of the Board of Trustees unless otherwise required by law.

ARTICLE IV

BUDGET

Section 1. The Board of Trustees shall prepare an annual budget of proposed expenditures and anticipated receipts for the succeeding fiscal year. The budget as approved by the Board of Trustees shall be filed promptly with the Executive Director.

Section 2. The Executive Director shall make available the proposed budget for inspection in the Executive Director's office by Regular Members in good standing of the Congregation.

Section 3. At least fifteen (15) days prior to the next Annual Meeting, Regular Members in good standing constituting not less than ten percent (10%) of all Regular Members of the Congregation may propose in writing amendments to such proposed budget.

Section 4. The Executive Director shall include in the notice of Annual Meeting every item of the proposed budget to which change is proposed, as set forth in Section 3 of this Article, together with a statement of the proposed change.

Section 5. If no proposed changes are duly filed, the notice of Annual Meeting shall state the total of the proposed budget and shall also state that there has been no proposal filed for any change in the proposed budget. No motion for any change in the proposed budget, not filed as set forth in Section 3 of this Article, shall be considered at the Annual Meeting except upon unanimous consent of the Regular Members present at such Annual Meeting.

ARTICLE V

CONGREGATION RODEPH SHOLOM ASSET PORTFOLIOS

Section 1. Subject to limitations herein provided, the Board of Trustees shall have complete control and management of the Congregation Rodeph Sholom Asset Portfolios ("Congregational Asset Portfolios") and shall prescribe and promulgate rules and regulations governing the acceptance of gifts, endowments and bequests by the Congregational Asset Portfolios whether for general or special purposes and the use or expending thereof.

Section 2. The following Funds comprise the Congregational Asset Portfolios:

- "Foundation Fund", as described below.
- Assets of the Employees "Retirement Plan Trust", which funds the obligations of its employees defined-benefit pension plan.
- Assets of "Segregated Accounts", each of which is subject to restrictions on the specific purposes for which it may be used.
- Assets of the "Perpetual Care Fund", which funds the perpetual care obligations of the Union Field Cemetery.

- Assets of “Reserve Funds”, required by New York state law to be maintained in connection with charitable gift annuities.
- “Temporary Funds” in Congregation operating accounts.

The principal of each such Fund shall (i) to the extent required by law, be kept separate and apart from other funds of the Congregation, and (ii) be used or expended only for the purposes for which such Fund has been created and subject to any legally binding restrictions placed on any such Fund by the donors thereto.

Section 3. The special fund (the “Foundation Fund”), previously known as the CONGREGATION RODEPH SHOLOM FOUNDATION FUND, shall be continued and shall be maintained as provided in this Article.

(a) There shall be deposited in the Foundation Fund all gifts and bequests which are made to such fund.

(b) Funds of the Foundation Fund shall be kept separate and apart from any other funds of the Congregation and shall be used or expended only for the purposes and in accordance with the procedures prescribed in this Article.

(c) Funds of the Foundation Fund may be withdrawn and expended for general Congregational purposes in any fiscal year in an amount determined in accordance with a "Foundation Fund Spending Policy" to be adopted by the Board of Trustees upon consultation with the Investment Committee. The Spending Policy, which shall remain in effect from year to year unless expressly changed by the Board of Trustees in advance of the fiscal year to which such change will apply, shall be expressed as a percentage of the aggregate value of the Foundation Fund as reported in the then most recently issued Financial Statements of the Congregation, but shall not exceed five percent (5%) thereof.

(d) Funds of the Foundation Fund may be withdrawn and expended in amounts greater than as authorized in the Foundation Fund Spending Policy for capital expansion, major renovation or emergency requirements of the Congregation, but only if authorized by a resolution passed by the affirmative vote of two-thirds (2/3) of all members of the Board of Trustees authorized to vote, at a meeting of which notice specifying the amount and purposes of the proposed expenditure is given to Trustees pursuant to Article VI hereof at least five (5) days prior to the meeting.

Section 4. The principal Funds of the Congregational Asset Portfolios shall be invested under the guidance and direction of the Investment Committee, subject to such policies and guidelines as shall be adopted from time to time by the Board of Trustees. If any of the Funds comprising the Congregational Asset Portfolios shall own any real estate as part of its principal funds, all expenses incidental to the maintenance of such property (including, but not limited to, taxes, insurance, interest and repairs) may be paid out of such Fund.

Section 5. Friends of Rodeph Sholom School, Inc. (“Friends”) has been organized to raise funds to be used to benefit the Rodeph Sholom School (the “School”). Friends will fund and support programs and operations of the School and the Congregation that further the educational and religious mission of the School and promote and instill a spirit of community within and between the School and the Congregation. Control and management of such funds shall be vested in the Board of Directors of Friends

who are the Board of Directors of the School. Investment policies of Friends shall be appropriate for a non-profit institution, and not inconsistent with the policies of the Investment Committee of the Congregation.

Section 6. The Board of Trustees shall have the authority to create other Funds for Congregational purposes, the purposes of which shall be specified in a written document maintained with the records of each such Fund. The Board of Trustees shall have the authority to accept gifts, endowments and bequests for deposit in such Funds. Such Funds shall be deemed a part of the Congregational Asset Portfolios and control and management of such Funds shall be vested in the Board of Trustees in accordance with this Article V.

ARTICLE VI

BOARD OF TRUSTEES

Section 1. NUMBER:

(a) The number of Trustees shall be no less than twenty-five (25) and no more than thirty-one (31) (or thirty-two (32) by operation of Article IX, Section 6), approximately one-third (1/3) of whom shall be elected each year by the Congregation for a term not to exceed three (3) years, as provided in Article XI of these By-Laws. Each Trustee so elected shall take office when elected. The number of Trustees within such range may be set from time to time by the Board of Trustees. The use of the term "entire Board" or "entire Board of Trustees" herein refers to the total number of Trustees entitled to vote if there were no vacancies. If the Board has not set the number of Trustees, then the entire Board shall consist of the number of Trustees within such range that were elected as of the most recently held election of Trustees.

(b) A Trustee elected by the Congregation to fill a vacancy on the Board of Trustees shall be elected for the unexpired term of such Trustee's predecessor in office. A Trustee who has served more than six consecutive years shall be eligible for nomination and election for such additional period of years as will, at the end of such period, total not more than nine consecutive years of elective service.

Section 2. ELIGIBILITY:

(a) No person shall be eligible for nomination or election as a Trustee who is not a Jewish Regular Member of the Congregation in good standing.

(b) Subject to the exceptions provided in Subsection (c) and (d) of this Section, no person shall be eligible for nomination or election as a Trustee for more than nine (9) consecutive years whether or not such terms began prior to the adoption of these By-Laws.

(c) Any Trustee who has served for nine (9) or more consecutive years who is nominated for any office of the Congregation described in Article VIII of these By-Laws shall also be nominated as a Trustee for a term equal to but no more than the period of such officership, and if elected to any such office, shall serve a term as a Trustee equal to but no more than the period of such officership.

(d) Any person who has served as a Trustee for nine (9) or more consecutive years may be eligible for nomination or election as Trustee after the lapse of not less than one (1) year from the expiration of such person's service as Trustee.

(e) No person shall be eligible for election as a Trustee if a member of such person's membership unit is a Trustee.

Section 3. QUORUM:

A majority of the entire Board of Trustees shall constitute a quorum for the transaction of business. If less than a quorum is present at any meeting of the Board, such meeting may be adjourned to a later date.

Section 4. MEETINGS/NOTICE OF MEETINGS:

(a) Regular meetings of the Board of Trustees shall be held in the months of September, November, January, March, April and June. The Executive Committee shall meet in the months of October, December and February, and at other time(s) upon the call of the President.

(b) The President may call a special meeting of the Board of Trustees at any time and shall call a special meeting upon the written request of not less than two (2) Trustees, stating the purpose thereof. With respect to a special meeting called upon the written request of not less than two (2) Trustees, notice of such meeting shall be given in accordance with Subsection (c) of this Section.

(c) Notice of meetings shall be given personally or sent by mail, electronic mail or facsimile transmission to each Trustee, addressed to each Trustee at such Trustee's address as it appears on the books and records of the Congregation, at least five (5) days (or 48 hours for a special meeting requested by two (2) Trustees) before the day on which the meeting is to be held. Such notice shall state the time when and place where the meeting is to be held, and to the extent possible, the purpose or purposes for which the meeting is called. Notice of any adjournment of a meeting of the Board of Trustees to another time or place shall be given to any Trustees who were not present at the time of the adjournment. No notice of any meeting of the Board of Trustees need be given to any Trustee who attends such meeting without protesting prior to or at the commencement of the meeting the lack of notice of such meeting, or to any Trustee who submits a signed waiver of notice whether before or after the meeting. Such waiver of notice may be written or electronic. If written, the waiver must be signed by the Trustee by any reasonable means including, but not limited to, facsimile signature. If electronic, the transmission of the waiver must be sent by electronic mail and must be set forth, or be submitted with, information from which it can be reasonably determined that the transmission was authorized by the Trustee.

Section 5. ACTION BY BOARD OF TRUSTEES:

(a) Except as stated otherwise in these By-laws or unless otherwise required by law, the vote of a majority of the Trustees present at the time of the vote, at any meeting of the Board of Trustees at which a quorum is present, shall be the act of the Board of Trustees. In the case of a tie vote, the presiding officer of the meeting shall, notwithstanding that such officer has voted once, have an additional casting vote.

(b) Any action required or permitted to be taken by the Board of Trustees, or any committee thereof, may be taken without a meeting if all Trustees, or members of the committee, consent in writing to the adoption of a resolution authorizing the action. Such resolution and written consents shall be filed with minutes of the proceedings of the Board of Trustees or committee. Such consent may be written or electronic. If written, the consent must be executed by the Trustee by signing such consent or causing the Trustee's signature to be affixed to such consent by any reasonable means including, but not limited to, facsimile signature. If electronic, the transmission of the consent must be sent by electronic mail and must

be set forth, or be submitted with, information from which it can reasonably be determined that the transmission was authorized by the Trustee.

(c) Any one (1) or more Trustees or members of any committee thereof may participate in a meeting of the Board or such committee by means of a conference telephone or similar communications equipment or by electronic video screen communication, provided that all persons participating in the meeting can hear each other at the same time and each Trustee can participate in all matters before the Board or committee, including, without limitation, the ability to propose, object to and vote upon a specific action to be taken by the Board or committee. Participation by such means shall constitute presence in person at a meeting.

Section 6. POWERS AND DUTIES:

The Board of Trustees shall have entire charge and full control and custody of the properties and assets and affairs of the Congregation and the management thereof except as limited by these By-Laws (including without limitation as set forth in the by-laws of the Rodeph Sholom School) and to that end the Board of Trustees shall have, in addition to the usual authority of trustees, the following specific powers:

(a) To maintain and operate the Congregational Cemetery at Union Field and to make and adopt or amend rules and regulations for the administration thereof.

(b) In the event of the death or resignation of a Trustee or any of the officers, as defined in Section 1 of Article VIII, to fill vacancies on the Board and in any such offices until the next Annual Meeting.

Section 7. INVITEES TO BOARD MEETINGS:

The Board of Trustees may invite any person or representative of any auxiliary organization or committee of the Congregation to attend any regular or special meeting of the Board other than a meeting or session of the Board called for executive purposes. No such person shall have the right to vote.

Section 8. CONFLICT OF INTEREST AND WHISTLEBLOWER POLICIES; COMPENSATION:

The Board of Trustees shall adopt and enforce a conflict of interest policy governing the conduct of the Trustees and others and a whistleblower policy, each of which shall comply with the requirements of applicable law. No Trustee shall be compensated for any service performed by such Trustee for the Congregation or the School (as defined in Article IX), except upon the vote of two thirds (2/3) of the Trustees present at a special meeting called for the purpose of considering such action at which the relevant Trustee shall not participate in deliberations or vote.

Section 9. REMOVAL OF TRUSTEES:

Trustees may be removed from the Board of Trustees solely:

(a) With or without cause by a vote of two-thirds (2/3) of the Regular Members in good standing present at any Annual or Special Meeting, provided a quorum is present at such meeting; or

(b) For cause by a vote of two-thirds (2/3) of the Trustees present at any meeting of the Board of Trustees, provided a quorum of not less than a majority of the entire Board is present at such meeting.

(c) Notwithstanding (a) and (b), above, a School Board Chair who becomes a Trustee pursuant to Section 6 of Article IX may be removed for cause only by a vote of two-thirds (2/3) of the members of the School Board (as defined in said Article IX), except to the extent otherwise required by law.

ARTICLE VII

HONORARY MEMBERS OF THE BOARD

Section 1. TRANSITIONAL AND SAVING PROVISIONS:

(a) Honorary Trustee (hereinafter referred to as “Honorary Member of the Board” or “HMOB”) (Including Honorary Officers) Holding Office Immediately Prior to the 1998 Annual Meeting of the Congregation (sometimes referred to as “Pre-1998 HMOBs”). Pre-1998 HMOBs shall have the rights and privileges of Trustees, including the right to vote on all matters brought before the Board of Trustees until the conclusion of the 2016 Annual Meeting of the Congregation.

(b) Honorary Member of the Board (Including Honorary Officers) First Holding Office After the 1998 Annual Meeting of Congregation (sometimes referred to herein as “Post-1998 HMOBs”). Post-1998 HMOBs (*i.e.*, persons who were elected as such for the first time at the 1998 or at any subsequent Annual Meeting of the Congregation to and including 2007) shall have the rights and privileges of a Trustee, including the right to vote on all matters brought before the Board of Trustees; provided, however, that: (i) a Post-1998 HMOB who is not also an Honorary Officer at the end of the six (6) year period following the date of such person’s first election (the “Election Date”) as a Post-1998 HMOB (the “6 Year Term”) shall have such right to vote only during the 6 Year Term and not thereafter; and (ii) a Post-1998 HMOB who is also an Honorary Officer as at the conclusion of the 2008 Annual Meeting of the Congregation shall have the right to vote as provided in Subsection (i) above, but her/his right to vote shall, if otherwise ended prior to the conclusion of the 2010 Annual Meeting of the Congregation, continue until such date.

(c) Attendance Requirement. An HMOB who, pursuant to (a) and (b) above, is entitled to vote, shall not have such right unless such HMOB shall have attended at least half of the meetings of the Board of Trustees held in the immediately preceding fiscal year unless such HMOB’s absence is excused by the President due to illness or exigencies.

(d) Chairs of Board-designated committees. Notwithstanding the foregoing, an HMOB serving as Chair of a Board-designated committee so designated in these By-laws shall have the right to vote so long as such HMOB serves as Chair.

(e) Past Presidents/Chair of the Board.

(i) Each person who has served as President of the Congregation and who remains a Regular Member in good standing shall be an Honorary Member of the Board for life and shall have the right to vote on all matters brought before the Board of Trustees, without regard to such person’s prior attendance at meetings.

(ii) The Board of Trustees shall designate the immediate past President to serve as Chair or Co-Chair of the Board of Trustees for no more than four (4) consecutive one-year terms. Such position shall be advisory in nature. If the immediate past President is unavailable for any reason, the Board of Trustees may designate the next-preceding available past President as Chair for no more than four (4) consecutive one-year terms. If any person serves as President for less than four

(4) consecutive one-year terms, the Board may designate more than one past President to serve as Co-Chairs of the Board of Trustees for the time necessary to enable each past President to serve as Chair or Co-Chair for four (4) consecutive years.

Section 2. ELECTION, RIGHTS AND PRIVILEGES OF HONORARY MEMBERS OF THE BOARD:

(a) Commencing at the 2008 Annual Meeting of the Congregation, a person who has served as a Trustee for a period of not less than six consecutive years, and who has rendered to the Congregation outstanding and meritorious service (taking into consideration such factors as: leadership service, outstanding participation in the religious and practical life of the Congregation, generous financial support within the person's capacity, and the successful accomplishment of important tasks and projects) may be elected an Honorary Member of the Board.

(b) Honorary Members of the Board shall be elected at the Annual Meeting of the Congregation. No person shall be eligible for election by the Congregation as an Honorary Member of the Board unless: (i) the Executive Committee has recommended such person to the Board of Trustees for election to the Congregation; and (ii) a majority of the Board of Trustees has recommended such election to the Congregation.

(c) When elected, the Honorary Member, and all those previously elected, shall retain such title to reflect the Congregation's appreciation of their service for so long as they remain Regular Members in good standing, and shall be entitled to attend but, except as provided in Section 1 of this Article, not vote and, in the discretion of the President or person presiding, participate in deliberations of the Board of Trustees.

Section 3. BENEFACTORS:

At any Annual Meeting, the Congregation may elect one or more Benefactors who shall have been nominated to such position by a majority vote of the Board of Trustees. The position of Benefactor shall be accorded to those Members of the Congregation who, by their extraordinary contributions to the Congregation, are deserving of such honor. If so elected, Benefactors shall be entitled to lifetime membership on the Board of Trustees with the same privileges and duties as Honorary Members of the Board.

Section 4. VOTING RIGHTS:

The right to vote at meetings of the Board of Trustees shall be limited to those persons, and for such periods, as are expressly provided in Articles VI and VII of these By-laws.

Section 5. HONORARY OFFICERS:

Following the 2008 Annual Meeting of the Congregation, existing Honorary Officers shall retain their rights and privileges as set forth in these by-laws but no additional persons shall be recommended for election as Honorary Officers; provided, however, that the Board of Trustees may, in its discretion, choose to recommend for election as an Honorary Officer any person who was an officer prior to the 2008 Annual Meeting of the Congregation.

ARTICLE VIII

OFFICERS

Section 1. DEFINITION:

The officers of the Congregation shall consist of the President, not less than four (4) Vice-Presidents, a Treasurer and an Assistant Treasurer. The Board of Trustees may appoint such other officers as it shall deem necessary, who shall exercise such powers and perform such duties as shall be determined by the Board of Trustees.

Section 2. TERMS:

All officers of the Congregation shall be elected for a term of one (1) year, shall take office when elected and shall hold office until their respective successors shall be elected and shall have qualified.

Section 3. ELIGIBILITY:

(a) No person shall be eligible for nomination or election as an officer who is not a Trustee of the Congregation at the time of such nomination or election.

(b) No person shall be eligible for nomination or election to the office of President for more than four (4) consecutive one-year terms.

(c) No person shall be eligible for nomination or election to the office of Vice President, Treasurer and/or Assistant Treasurer who, as of the Annual Meeting of the Congregation at which such nomination and election would occur, shall have served ten consecutive years in any of the offices of Vice President, Treasurer and/or Assistant Treasurer. Any person who becomes ineligible for continued services as Vice President, Treasurer and/or Assistant Treasurer by reason of this paragraph "(c)" shall, after the passage of two years, be eligible again for nomination and election to any such office, as if such person had not theretofore served in any such office.

Section 4. ELECTION: All officers of the Congregation shall be elected by the Congregation at the Annual Meeting, as provided in Article XI of these By-Laws.

Section 5. REMOVAL:

The Board of Trustees shall have the power to suspend any officer, with cause, at any time by a vote of two-thirds (2/3) of the Trustees present at any meeting of the Board of Trustees, provided a quorum is present at such meeting.

Section 6. VACANCIES:

(a) Except as otherwise provided in these By-laws, vacancies in any office shall be filled by the Board of Trustees from its members for the unexpired term of such office.

(b) In the event of the death or resignation of the President or of the President's continued disability to perform the President's duties, the Board of Trustees shall designate the President's successor from among the Vice Presidents, the Treasurer or the Assistant Treasurer to serve as President until the next Annual Meeting of the Congregation.

(c) If fewer than five Vice Presidents are elected at an Annual Meeting, subject to approval of the Board of Trustees, the President may appoint such number of additional Vice Presidents as shall result in there being five Vice Presidents. Each such appointee shall hold office until the next Annual Meeting.

Section 7. **DUTIES:**

(a) The President shall:

(i) perform such duties and functions and have such powers as are ordinarily incident to the office of the President;

(ii) sign all official documents on behalf of the Congregation, together with such other officers or Trustees, if any, designated for such purpose;

(iii) either in person or by duly designated deputy, issue all permits for interments in the Cemetery where necessary conditions have been met;

(iv) appoint, with the advice and consent of the Board of Trustees, one or more delegates or representatives to the Union for Reform Judaism, and to such other groups or bodies with which the Congregation may be duly affiliated; and

(v) make a full written report to the Congregation at the Annual Meeting of the Congregation on the progress and status of the affairs of the Congregation.

(b) The Vice Presidents shall be subject to the following provisions:

(i) a Vice President, designated by the President, shall perform all the duties and functions of the President in the event of the President's temporary absence or disability; and in the event of the death, resignation or continued disability of the President, the Board of Trustees shall designate a successor from among the Vice Presidents, the Treasurer and the Assistant Treasurer to serve as President until the next Annual Meeting of the Congregation; and

(ii) each Vice-President shall perform such duties and functions as the Board of Trustees shall require of such person or assign to such person.

(c) The Treasurer shall:

(i) perform such duties and functions as are ordinarily incident to the office of the Treasurer or as may be assigned to the Treasurer by the Board of Trustees;

(ii) present a full report of the receipts and disbursements and of the condition of the finances of the Congregation at the Annual Meeting of the Congregation;

(iii) together with such persons as may be authorized thereto, sign all checks or other instruments for the payment of money; and

(iv) file a bond (if required) in such amount and with such sureties as the Board of Trustees may determine.

(d) The Assistant Treasurer shall:

(i) in the absence or disability of the Treasurer, perform all the duties of the office of the Treasurer, and also such other duties and functions as may be assigned to the Assistant Treasurer by the Board of Trustees;

(ii) file a bond (if required) in such amount and with such sureties as the Board of Trustees may determine; and

(iii) in the event that the Treasurer is designated by the Board of Trustees to succeed the President upon the President's death, resignation or continued disability, serve as the Treasurer of the Congregation until the next Annual Meeting of the Congregation.

ARTICLE IX

RODEPH SHOLOM SCHOOL

Section 1. The Congregation shall maintain a school to be known as the Rodeph Sholom School ("the School") for children from nursery years through eighth grade. The School may offer after-school programs and a summer camp.

Section 2. The School shall provide both a secular education, and a Reform Jewish education materially consistent with guidelines which may be established by the Union of Reform Judaism, from time to time, to instill in its students a loyalty to the Jewish People everywhere and thus contribute to the welfare of our country, to Israel, and to the progress of humankind.

Section 3. The Congregation hereby delegates, to the maximum extent allowable by law, governance of the School to a Board of Directors, which is hereby established as a committee of the Congregation (the "School Board").

Section 4. There shall be a set of by-laws for the School, which shall be substantially in the form annexed hereto as Exhibit A (as amended or supplemented, the "School by-laws"). The School by-laws may be amended, supplemented, or repealed, in whole or in part only by (a) the affirmative vote of two-thirds of the members of the School Board then serving, at a meeting called for that purpose and (b) ratification by the Board of Trustees.

Section 5. The School Board shall, each year, approve and adopt an annual budget for the School. If such budget shall show a deficit, it shall not become effective unless ratified by the Board of Trustees in the manner provided by the School by-laws.

Section 6. The chair of the School Board, if not already a member of the Board of Trustees, shall be deemed to be elected as a Trustee at such time as such person is elected as chair of the School Board. If at the time a person is elected chair of the School Board, such person is not a Trustee and there are thirty-one (31) Trustees then serving, the Board of Trustees may consist of thirty-two (32) members solely in order to accommodate the election of the chair of the School Board as a Trustee. The chair of the School Board shall serve as a voting member of the Executive Committee while serving as chair of the School Board. At such time as a person ceases to serve as the chair of the School Board, such person shall cease to be a member of the Executive Committee and, if not otherwise a member of the Board of Trustees, such person shall cease to serve as a member of the Board of Trustees.

Section 7. The President shall propose the nomination of candidates for the positions of Congregation Elected Directors of the School Board in accordance with the provisions of the School by-laws in consultation with the Board of Trustees.

Section 8. The provisions of this Article IX shall supersede any provisions of these By-laws to the extent that such other provisions may be inconsistent with any provision of this Article IX.

ARTICLE X

COMMITTEES

Section 1. COMMITTEES OF THE BOARD:

(a) The Board may from time to time create such committees of the Board comprised solely of Trustees as it may deem desirable. The chair and members of such committees of the Board shall be appointed by the President. Except as limited by law, the Board may delegate to such committees of the Board such powers as it may deem advisable and such committees shall have the authority of the Board to the extent authorized by the Board. Each committee of the Board shall have thereon at least three (3) Trustees.

(b) The President shall serve as ex-officio member of all committees of the Board and shall receive notice of their respective meetings. With respect to committees of the Board of which the President is not otherwise a member, the President shall not have the right to vote.

(c) The committees of the Board shall have the powers and duties as may be assigned to them by the Board of Trustees in resolutions adopted by the Board of Trustees and/or charters approved by the Board of Trustees. Each committee of the Board shall periodically render a report of its activities to the Board of Trustees.

(d) To the extent not inconsistent with the foregoing provisions and the delegation of authority by the Board of Trustees in resolutions adopted by the Board of Trustees and/or charters approved by the Board of Trustees, each committee of the Board shall, with the approval of the Board of Trustees, adopt such procedures and policies as appropriate for the purpose of implementing its responsibilities.

(e) All committees of the Board shall serve at the pleasure of the Board of Trustees.

(f) The Executive Committee described in Section 2 shall be a committee of the Board.

Section 2. EXECUTIVE COMMITTEE:

(a) The Executive Committee shall consist of four Trustees (which for the purposes of these By-laws may include one voting Honorary Member of the Board) elected by the Board of Trustees to such Committee, the officers and the Chair of the School Board of Directors. The President shall act as Chair. Every Past President of the Congregation, who is not otherwise a member of the Executive Committee, shall be an ex-officio member of such Committee, but shall have no right to vote at its meetings.

(b) The Executive Committee shall have jurisdiction over the management, maintenance and operation of the affairs of the Congregation between meetings of the Board of Trustees.

Section 3. COMMITTEES OF THE CONGREGATION:

(a) The Board may create such committees of the Congregation as it may deem advisable and the President may appoint thereto the chair and such other persons (who need not be Trustees) as the President may determine. The Board may, except as limited by law, delegate to any committees of the Congregation created by it such specific powers as it may deem advisable, provided that only a committee that is comprised solely of Trustees and constitutes a committee of the Board pursuant to Section 1 of this Article X shall have the authority to bind the Board. Such delegation shall be reflected in resolutions adopted by the Board of Trustees and/or charters approved by the Board of Trustees. To the extent not inconsistent with the foregoing provisions and the delegation of authority by the Board of Trustees in resolutions adopted by the Board of Trustees and/or charters approved by the Board of Trustees, each committee of the Congregation shall, with the approval of the Board of Trustees, adopt such procedures and policies as appropriate for the purpose of implementing its responsibilities.

(b) The Nominating Committee described in Article XI shall be a committee of the Congregation.

(c) The Committee on Trustees described in Article XI shall be a committee of the Congregation.

ARTICLE XI

NOMINATIONS, ELECTIONS AND OTHER TRUSTEE MATTERS

Section 1. NOMINATING COMMITTEE:

(a) There shall be a Nominating Committee consisting of seven (7) members (or more than seven members to the extent that additional members are designated pursuant to Subsection (e) of this Section) chosen as set forth in Subsections (b), (c), (d) and (e) of this Section.

(b) The President shall appoint the Chair of the Nominating Committee, subject to the following provisions:

(i) In order to be appointed as the Chair of the Nominating Committee, the appointee shall be a member or ex-officio member of the Executive Committee, but shall not be the President. Should the Chair of the Nominating Committee cease to be a member or ex-officio member of the Executive Committee during the Chair's term as Chair of the Nominating Committee, the person serving as Chair shall cease to serve in that capacity. Any vacancy in the position of the Chair shall be filled by the President by appointment for a term that will end on the date that the predecessor Chair's term would have ended in the absence of such vacancy.

(ii) The President shall appoint an individual to serve as the Chair of the Nominating Committee in connection with the 2020 Annual Meeting (the "Nominating Committee Effectiveness") for a term that extends until June 30, 2023.

(iii) Thereafter, the President shall appoint an individual to serve as the Chair of the Nominating Committee for a four year term.

(iv) All appointments of the Chair of the Nominating Committee by the President shall be subject to ratification by the Executive Committee.

(c) The President and the Chair of the Nominating Committee shall, in consultation with the Executive Committee, select the six (6) other members of the Nominating Committee, three (3) of whom shall be Trustees (each, a “Trustee Committee Member”) and three of whom shall be members of the Congregation who are not Trustees or Honorary Members (each, a “Non-Committee Member”), to serve for the following terms:

(i) Effective as of the Nominating Committee Effectiveness, the President and Chair of the Nominating Committee shall, in consultation with the Executive Committee, select one (1) Board Committee Member and one (1) Non-Board Committee Member to serve on the Nominating Committee for a term of one (1) year, one (1) Board Committee Member and one (1) Non-Board Committee Member to serve on the Nominating Committee for a term of two (2) years and one (1) Board Committee Member and one (1) Non-Board Committee Member to serve on the Nominating Committee for a term of three (3) years, in each case subject to ratification by the Board of Trustees.

(ii) Each year thereafter, the President and Chair of the Nominating Committee shall, in consultation with the Executive Committee, select one (1) Board Committee Member and one (1) Non-Committee Member to serve on the Nominating Committee for a term of three (3) years, in each case subject to ratification by the Board of Trustees.

(d) No member of the Nominating Committee, including the Chair of the Nominating Committee, shall participate in any deliberations of the Nominating Committee with respect to such person’s election or re-election to the Board of Trustees or as an officer.

(e) A vacancy occurring in the position of Chair of the Nominating Committee shall be filled by the President in the manner set forth in Subsection (b)(i) of this Section 1. A vacancy in the position of Board Committee Member (including by reason of such person’s ceasing to be a Trustee) shall be filled through selection of a Trustee by the President and Chair of the Nominating Committee, in consultation with the Executive Committee, who shall serve until the expiration of the term of such former Board Committee Member. A vacancy in the position of Non-Board Committee Member shall be filled through selection of a member of the Congregation who is not a Trustee or an Honorary Member by the President and Chair of the Nominating Committee, in consultation with the Executive Committee, who shall serve until the expiration of the term of such former Non-Board Committee Member. Notwithstanding the foregoing, in the event that a Non-Board Committee Member becomes a Trustee during such person’s term on the Nominating Committee, such person shall remain on the Nominating Committee for the duration of such person’s term and the President and Chair of the Nominating Committee, in consultation with the Executive Committee, shall select an additional member of the Congregation who is not a Trustee or an Honorary Member to serve as a Non-Board Committee Member for the duration of the term of the person who became a Trustee, thereby increasing the number of persons serving on the Nominating Committee.

Section 2. REPORT OF THE NOMINATING COMMITTEE:

(a) The Executive Director shall furnish each year to the Nominating Committee the attendance record of each Trustee whose term is expiring that year and who is not ineligible for renomination under Section 2 of Article VI. No Trustee shall be eligible for renomination under this Subsection who shall have failed to attend a majority of the regular meetings of the Board of Trustees during the prior two (2) years, without a good reason for such absences, as determined by the President.

(b) The Nominating Committee shall, at least thirty (30) days prior to the Annual Meeting, file its report with the Executive Director, naming the persons retiring as Trustees and those nominated for election, respectively, as officers of the Congregation and as Trustees.

(c) The Executive Director shall forthwith post the report of the Nominating Committee in the General Office of the Congregation and shall publish it in a publication distributed to Regular Members of the Congregation in good standing. At any time prior to fifteen (15) days before the Annual Meeting, additional nominations for any of the offices to be filled at such Annual Meeting may be submitted in writing to the Executive Director duly subscribed in by ten percent (10%) of the Regular Members of the Congregation in good standing, determined in accordance with Section 3 of Article III.

(d) The Executive Director shall include in the notice of Annual Meeting the report of the Nominating Committee and a list of any other nominations duly filed with him or her.

Section 3. **NOMINATIONS:**

(a) Except as otherwise provided in Subsection (c) of Section 2 of this Article, in Subsection (b) of this Section and in Section 6 of Article IX, nominations for officers of the Congregation and for Trustees can be made only by the Nominating Committee before election by the Congregation to those offices.

(b) No nominations shall be made from the floor at the Annual Meeting or at any other meeting, except upon the unanimous consent of the Regular Members of the Congregation in good standing present.

Section 4. **ELECTIONS:**

(a) All Officers, Trustees and Honorary Members of the Board shall be elected at the Annual Meeting of the Congregation, except as otherwise provided in these By-laws.

(b) The election of Trustees shall be held by ballot in accordance with applicable law.

(c) All contested elections shall be held by secret ballot in accordance with the procedure set forth in this Subsection (c) of this Section 4. In a contested election, the presiding officer shall appoint three (3) tellers to whom shall be furnished the list of Regular Members in good standing certified by the Executive Director as required by these By-laws. The tellers shall distribute ballots to Regular Members in good standing present at the meeting, shall collect such ballots, and, in the presence of a Regular Member designated by each candidate for the contested office, shall tabulate the vote and report their tabulation to the meeting. Candidates for each office shall be elected by a majority of the qualified votes cast for such office, a quorum being present.

Section 5. **COMMITTEE ON TRUSTEES:**

(a) There shall be established a Committee on Trustees as a standing committee of the Congregation.

(b) The Chair of the Committee on Trustees shall be appointed by the President from time to time, subject to ratification by the Executive Committee. The Chair of the Committee on Trustees shall be a Board Committee Member of the Nominating Committee.

(c) The Committee on Trustees shall have approximately ten (10) members, as determined by the President in consultation with the Executive Committee. The members of the Committee on Trustees shall consist of each of the Trustees who serve on the Nominating Committee during their respective terms on the Nominating Committee, such other Trustees as the President shall designate from

time to time, such Honorary Board Members as the President shall designate from time to time and such former Trustees as the President shall designate (including former Trustees who serve on the President's Council) from time to time. Other than the members of the Committee on Trustees who are also members of the Nominating Committee, members of the Committee on Trustees may be removed from membership on the Committee on Trustees by the President at any time.

(d) The Chair of the Committee on Trustees and the other members of the Committee on Trustees shall serve for terms of three years (except for Board Committee Members of the Nominating Committee whose terms of office on the Nominating Committee are for less than three years), with a maximum of two consecutive three year terms. To the maximum extent feasible, one half of the persons initially selected to the Committee on Trustees shall serve two consecutive three year terms, one half of the persons selected to the Committee on Trustees shall serve one three year term, and persons subsequently selected to the Committee on Trustees shall serve two consecutive three year terms, such that every three years, one half of the members of the Committee on Trustees shall rotate off the Committee on Trustees and one half of the members of the Committee on Trustees shall remain on such committee for an additional three year term.

(e) The Committee on Trustees shall have responsibility for overseeing the engagement of current and past Trustees and, in coordination with the Nominating Committee, developing the pipeline of future Trustees and identifying other future leaders of the Congregation. The Committee on Trustees shall propose, for adoption by the Board of Trustees, a charter and shall, with the approval of the Board of Trustees, adopt such procedures and policies as are appropriate for the purpose of implementing its responsibilities. The Committee on Trustees shall act in accordance with such charter, procedures and policies. The Committee on Trustees shall report to the Board of Trustees no less frequently than once every year and shall make recommendations to the President and the Board of Trustees from time to time.

ARTICLE XII

MEETINGS

Section 1. DATE OF ANNUAL MEETING:

The Annual Meeting of the Congregation shall be held on a date in the month of May to be fixed by the Board of Trustees and announced in the Temple Chronicle and/or by electronic mail at least thirty (30) days prior thereto.

Section 2. NOTICE OF ANNUAL MEETING:

Written notice of the Annual Meeting shall be given in accordance with applicable law and shall be mailed or otherwise distributed to every Regular Member in good standing of the Congregation at least ten (10) days before the date set for such meeting. Notice of the Annual Meeting shall also be announced from the pulpit by the Rabbi and/or posted in accordance with applicable law.

Section 3. ORDER OF BUSINESS AT ANNUAL MEETING:

The Order of Business at the Annual Meeting shall be determined by the President and the Executive Director in accordance with these By-laws.

Section 4. SPECIAL MEETING:

A Special Meeting of the Congregation may be called at any time upon a resolution duly adopted at a meeting of the Board by the written request of one-third (1/3) of the Trustees, or, as provided by applicable law, upon the written request of ten percent (10%) of the Regular Members in good standing. The President or the Executive Director shall call a special meeting for a day not less than ten (10) nor more than twenty (20) days thereafter. Such resolution or written request shall state the purpose of such special meeting.

Section 5. NOTICE OF SPECIAL MEETINGS:

Notice for a special meeting shall be given in accordance with applicable law and shall be mailed or otherwise distributed to every Regular Member at least ten (10) days and not more than twenty (20) days before the date set for such meeting, shall state upon whose request it is being called, and shall clearly set forth the purpose thereof.

Section 6. ORDER OF BUSINESS AT A SPECIAL MEETING:

The Order of Business at a special meeting shall be determined by the President and the Executive Director in accordance with these By-laws. No business shall be transacted at any special meeting of the Congregation except such as has been clearly set forth in the Notice of Special Meeting.

Section 7. QUORUM:

A quorum sufficient for the transaction of all business at any meeting of the Congregation shall consist of Regular Members in good standing constituting not less than that number of all Regular Members of the Congregation as required by applicable laws of the State of New York.

Section 8. CONTESTED VOTES:

In the event of any challenge to the right of any person or persons to vote at a meeting of the Congregation, the presiding officer shall appoint three (3) tellers who shall examine the list of Regular Members presented to the meeting by the Executive Director and shall report to the presiding officer as to whether or not the challenge should be sustained or rejected.

Section 9. PROCEDURE:

At all meetings of the Congregation, procedure shall be governed by Robert's Rules of Order and all questions shall be determined by a majority vote, except as otherwise provided in these Bylaws. No proxy voting shall be permitted except where specifically provided for by the laws of the State of New York. In accordance with the laws of the State of New York, in elections for Trustees and Officers at the Annual Meeting, a Regular Member may vote in person or by proxy. Each proxy shall be executed in writing by the Regular Member or by the Regular Member's attorney-in-fact.

ARTICLE XIII

RABBI AND CANTOR

Section 1. The Rabbi and the Cantor of the Congregation shall be initially elected by the Congregation at an Annual Meeting or at a special meeting duly called for such election. As used in these By-Laws, the term "Rabbi" shall include "Senior Rabbi", and "Associate Rabbi" and "Assistant Rabbi" if either or both

such offices are filled by the Congregation, and the term “Cantor” shall include “Senior Cantor”, and “Associate Cantor” and “Assistant Cantor”, if either or both such offices are filled by the Congregation.

Section 2. The term for which the Rabbi or Cantor may be elected may be for a specific number of years or for life.

Section 3. The Senior Rabbi shall be the spiritual leader of the Congregation.

Section 4. The Rabbi and the Cantor shall perform all duties regularly expected in their respective callings and in addition, shall perform such other duties (not inconsistent with such callings) as may be assigned to them, respectively, by the Board of Trustees.

ARTICLE XIV

EXECUTIVE DIRECTOR

Section 1. There shall be an Executive Director, duly appointed by the Board of Trustees, who shall devote full time to the Congregation.

Section 2. Under the supervision of the President, the Executive Director shall be in charge of all administrative matters of the Congregation.

Section 3. If so directed by the Board of Trustees, the Executive Director shall arrange for and keep accurate record of all accounts between the Congregation and its members and shall also arrange for the keeping of the general books of accounts of the Congregation.

Section 4. In addition to the foregoing duties, the Executive Director shall:

(a) have custody of the Seal of the Congregation and all of its legal papers;

(b) act as Secretary of the Board of Trustees and keep a true and correct record of the proceedings of every meeting of the Congregation and of every meeting of the Board of Trustees, which record the Executive Director shall present to the Board of Trustees at its next regular meeting for its approval;

(c) give notice of all meetings of the Congregation required by these By-laws;

(d) furnish to every Meeting of the Congregation a certified list of all Regular Members in good standing, and

(e) perform such other and further duties as may be assigned to the Executive Director by the Board of Trustees.

ARTICLE XV

AUXILIARY ORGANIZATIONS

Section 1. Auxiliary organizations of the Congregation may be formed only upon the approval of the Board of Trustees.

Section 2. Each auxiliary organization shall file an annual report of its income and expenditures with the Executive Director and shall be subject to such restrictions and control as may be exercised by the Board of Trustees.

Section 3. No presently existing auxiliary organizations of the Congregation shall either be disbanded or denied further affiliation with the Congregation without the consent of the members of such organization, except, however, upon the affirmative vote of two-thirds (2/3) of the Regular Members in good standing present at a Special Meeting of the Congregation duly called to consider such action.

ARTICLE XVI

WORSHIP

Section 1. The worship in the Congregation shall be consistent with the principles and practices of Reform Judaism.

Section 2. shall be no fundamental change in the worship of the Congregation except upon recommendation of the Board of Trustees and approval of such change by the affirmative vote of two-thirds (2/3) of the Regular Members in good standing present at any meeting of the Congregation duly called for the purpose of considering such change.

ARTICLE XVII

FISCAL YEAR

The fiscal year of the Congregation shall begin July 1 of each year and end June 30 of the following year.

ARTICLE XVIII

AMENDMENT OF BY-LAWS

These By-laws may be amended, supplemented or repealed in whole or in part by the affirmative vote of two-thirds (2/3) of the Regular Members in good standing of the Congregation present at any meeting of the Congregation, provided that such amendment, supplement or repeal has been duly proposed in writing and approved by the Board of Trustees or if such amendment, supplement or repeal has been duly proposed in writing signed by not less than ten percent (10%) of the Regular Members of the Congregation in good standing, and provided further that, written notice embodying such amendment, supplement or repeal has been openly given at a previous meeting, and in the notice of such meeting duly mailed to all Regular Members of the Congregation, such proposed amendment, supplement or repeal has been fully set forth.

ARTICLE XIX

INDEMNIFICATION

To the fullest extent permitted by applicable law:

(a) The Congregation will indemnify any person (and that person's heirs, executors, guardians, administrators and any other legal representative of that person) who was or is a party or is threatened to be made a party to or is involved in (including as a witness) any threatened, pending, or completed action, suit, proceeding or inquiry (brought in the right of the Congregation, the School or

otherwise), whether civil, criminal, administrative, or investigative, and whether formal or informal, including appeals, by reason of the fact that the person is or was a Trustee, director or officer of the Congregation or the School, or, while a Trustee, director or officer of the Congregation or School, is or was serving at the request of the Congregation or the School as a Trustee, director, officer, partner, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, for and against all expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by that person or that person's heirs, executors, guardians, administrators or legal representatives in connection with that action, suit, proceeding or inquiry, including appeals. Notwithstanding the foregoing, the Congregation will indemnify any person seeking indemnification in connection with an action, suit, proceeding or inquiry (or part thereof) initiated by that person only if that action, suit, proceeding or inquiry (or part thereof) was authorized by the Board and is permitted by applicable law.

(b) The Congregation will pay expenses as incurred by any person described in Subsection (a) of this Article in connection with any action, suit, proceeding or inquiry described in Subsection (a) of this Article; provided, that, if these expenses are to be paid in advance of the final disposition (including appeals) of an action, suit, proceeding or inquiry, then the payment of expenses will be made only upon delivery to the Congregation of an undertaking, by or on behalf of the person, to repay all amounts so advanced if it is ultimately determined that the person is not entitled to be indemnified under this Article or otherwise.

(c) The Congregation may purchase and maintain insurance on behalf of any person described in Subsection (a) of this Article against any liability asserted against that person, whether or not the Congregation would have the power to indemnify the person against that liability under the provisions of this Article or otherwise.

(d) The provisions of this Article will be applicable to all actions, suits, proceedings, or inquiries made or commenced after the adoption of this Article, whether arising from acts or omissions occurring before or after its adoption. The provisions of this Article will be deemed to be a contract between the Congregation and each Trustee, director or officer who serves in such capacity at any time while this Article and the relevant provisions of the laws of the State of New York and other applicable law, if any, are in effect, and any repeal or modification of this Article will not adversely affect any right or protection of any person described in Subsection (a) in respect of any act or omission occurring prior to the time of the repeal or modification.

(e) If any provision of this Article will be found to be invalid or limited in application by reason of any law or regulation, that finding will not affect the validity of the remaining provisions of this Article. The rights of indemnification provided in this Article will neither be exclusive of, nor be deemed in limitation of, any rights to which any person described in Subsection (a) of this Article may otherwise be entitled or permitted by contract, the governing documents of the Congregation, vote of the Board of Trustees, or otherwise, or as a matter of law, both as to actions in the person's official capacity and actions in any other capacity while holding such office, it being the policy of the Congregation that indemnification of any person described in Subsection (a) of this Article will be made to the fullest extent permitted by law.

(f) For purposes of this Article, reference to "other enterprises" will include Friends and employee benefit plans; reference to "fines" will include any excise taxes assessed on a person with respect to an employee benefit plan; and reference to "serving at the request of the Congregation" will include any service as a Trustee, director or officer of the Congregation which imposes duties on, or involves services by, that Trustee, director or officer with respect to an employee benefit plan, its participants, or beneficiaries.

(g) The Congregation may, by vote of the Board of Trustees, provide indemnification and advancement of expenses to employees and agents of the Congregation with the same scope and effect as the foregoing indemnification of, and advancement of expenses to, Trustees, directors and officers.

ARTICLE XX

DISSOLUTION OF THE CONGREGATION

The Congregation shall not be dissolved except in accordance with the applicable laws of the State of New York.

ARTICLE XXI

EFFECTIVE DATE OF BY-LAWS

These By-laws shall become effective immediately upon their adoption and By-laws previously in effect are thereupon superseded.

ARTICLE XXII

REAL PROPERTY TRANSACTIONS

Any purchase of real property by the Congregation must be authorized by a vote of a majority of the Board of Trustees, provided that if such property would, upon purchase thereof, constitute all or substantially all of the assets of the Congregation, then the vote of two-thirds (2/3) of the entire Board shall be required or, if there are twenty-one (21) or more Trustees, the vote of a majority of the entire Board shall be sufficient. The Congregation shall not sell, mortgage, lease, exchange, or otherwise dispose of its real property unless authorized by a vote of a majority of the Board of Trustees, provided that if such property constitutes all or substantially all of the assets of the Congregation, then the vote of two-thirds (2/3) of the entire Board shall be required, or if there are twenty-one (21) or more Trustees, the vote of a majority of the entire Board shall be sufficient.