

BYLAWS:

APPROVED AT 12/3/17 ANNUAL MEETING

ARTICLE I: NAME

This Congregation shall be known as Sinai Free Synagogue.

ARTICLE II: PURPOSE

Section 1. The purpose of this Congregation is to promote the fundamental and enduring principles of Judaism and to ensure the continuity of the Jewish people; to enable its members to develop a relationship with God through communal worship, study of Torah, and assembly; and to apply the principles of Reform Judaism to the values and conduct of the individual, the family, and the society in which we live.

Section 2. The Congregation resolves that its spiritual leaders shall be free to preach on behalf of truth and righteousness; toward that end, there shall be a right of the pulpit to freedom of speech and thought.

ARTICLE III: AFFILIATION

This Congregation shall affiliate with the Union for Reform Judaism, unless the congregation, by a two-thirds majority at the annual meeting or at a special meeting called for that purpose, votes to withdraw from the URJ.

ARTICLE IV: MEMBERSHIP

Section 1. The Congregation shall be composed of people who desire to practice and perpetuate the teachings of Reform Judaism.

Section 2. The membership unit shall be either the individual or the family. For the purposes of this article, the family shall mean one or two adults and their dependents, if any.

Section 3. On all matters coming before meetings of the Congregation requiring a vote, each adult member in good standing shall have one vote, with a maximum of two votes per family unit. Good standing shall mean that financial obligations to the Congregation are current.

Section 4. Members of the Congregation in good standing shall be entitled to all the rights and privileges of membership, subject to the rules and regulations established by the Board of Trustees.

Section 5. The Board of Trustees may establish special membership classifications.

Section 6. Members shall be responsible for financial support of the Congregation. Dues, assessments, and other fees shall be determined by the Board of Trustees. The Board of Trustees may waive, extend, or modify any financial obligation due from a member. The Board of Trustees shall establish procedures to preserve the privacy of any member who may request waiver or modification of financial obligations.

Section 7. The membership privileges of congregants who have not met their financial obligations to the Congregation may be suspended and/or terminated upon vote of the Board of Trustees. Written notice of the intention to suspend and/or terminate membership privileges shall be given at least thirty days before such action is taken, and the congregant shall be offered the opportunity to be heard by the Board of Trustees or its designated representatives.

Section 8. Resignations from the Congregation shall be submitted in writing to the President/Co-Presidents. Resignation or removal shall not relieve a member from payment of any obligation due the Congregation, up to the effective date of resignation or removal.

ARTICLE V: CONGREGATIONAL MEETINGS

Section 1. The Annual Meeting of the Congregation shall be held within 60 days prior to the start of the fiscal year. At this meeting, reports, including a financial report, shall be submitted by the President/Co-Presidents, the Budget Director, the Rabbi, and such other officers, staff, affiliates, and committees as may be requested to do so by the Board of Trustees. A budget for the coming fiscal year shall be submitted for approval, and trustees and officers shall be elected at the Annual Meeting. The Secretary shall cause to be mailed and/or sent by electronic means to every membership unit of the Congregation a notice of the time and place of the Annual Meeting and the report of the Nominating Committee. This notice shall be sent at least thirty days prior to the date of the Annual Meeting.

Section 2. Special meetings of the Congregation shall be called by the President/Co-Presidents, or shall be called at the request of the Board of Trustees, or upon the written request of fifteen members of the Congregation.

The call for a special meeting shall set forth the purpose of the meeting, and written notice thereof shall be mailed and/or sent via electronic means to the membership at least ten days prior to the time of such meeting. No business shall be transacted at such meeting except that specified in the notice.

Section 3. The quorum for a Congregational Meeting shall be forty voting members of the Congregation.

Section 4. All matters requiring action by the Congregation shall be decided by a majority of the members voting, except that the purchase, sale, disposition, leasing for one year or more, or mortgaging of properties belonging to the Congregation must be authorized by the Congregation at a regular or special meeting thereof by a two-thirds majority of those voting. Proxy votes, when permitted by law, must be executed in writing by the member conferring the same and shall not be given to any person other than a member of the Congregation. No proxy shall be valid after the expiration of 120 days from the date of its execution. Every proxy shall be revocable at the pleasure of the person executing it.

Section 5. All meetings shall be conducted in accordance with Webster's New World *Robert's Rules of Order, Simplified and Applied* (latest edition) except where governing law, or these Bylaws, provide otherwise.

ARTICLE VI: OFFICERS

Section 1. The officers of the Congregation shall be a President or two Co-Presidents, at least one Vice President, a Financial Secretary, a Budget Director, a Treasurer, a Secretary, and a Chair of the Board of Trustees. All officers other than the Chair of the Board of Trustees shall be elected at the Annual Meeting of the Congregation for a term of two years or until a successor is elected.

The Chair of the Board shall be elected from among any of the members of the Board of Trustees. No person shall serve in the same office for more than two successive terms unless no successor is elected. Officers shall assume office immediately upon election. Every officer must be a member of the Congregation in good standing. The Executive Board of the Congregation shall consist of the officers specified in this section.

Section 2. The President or a Co-President shall preside at all meetings of the Congregation. The President/Co-Presidents shall be ex officio member(s) of all committees except the Nominating Committee. The President/Co-Presidents shall appoint the members of all standing committees except the Nominating

Committee. The President/Co-Presidents may call special meetings and perform such other duties as are incidental to the office.

Section 3. The Chair of the Board of Trustees, or his/her designee, shall preside at all meetings of the Board of Trustees. The Chair of the Board of Trustees shall have the right to vote.

Section 4. The Vice President(s) shall perform such duties as may be assigned by the President/Co-Presidents. The Vice President(s), in order of their office, shall automatically succeed to the office of President/Co-President in case of a vacancy and shall act for the President/Co-President in case of his or her absence or disability.

Section 5. The Budget Director shall submit a budget of estimated income and expenses to the Executive Board. He or she shall supervise all expenditures, and shall be a member of the Endowment Committee.

Section 6. The Treasurer, or his/her designee, shall receive, collect, and acknowledge receipt of all monies paid and contributed to the Congregation, and shall deposit such monies in such bank or banks as may be designated by the Board of Trustees, and he or she shall pay therefrom all bills and obligations of the Congregation authorized or approved in the annual budget, by the Board of Trustees, or, in the case of an emergency, by the Executive Board; however, he or she may, with the approval of the Budget Director, pay any necessary expense of the Congregation in an amount not exceeding the maximum fixed by the Board of Trustees from time to time. Any and all such emergency expenditures must be reported to the Board of Trustees. The Treasurer shall keep a record of all such disbursements and shall preserve all requisitions upon which payments are made.

He or she shall cause to be furnished quarterly to the Board of Trustees a detailed report of the finances of the Congregation.

Section 7. The Financial Secretary, or his/her designee, shall send out notices for the payment of dues and/or assessments, shall keep lists of members in good standing and of those who are delinquent in dues and assessments, and shall perform such other duties as are incidental to the office.

Section 8. The Secretary shall act as Secretary of the Board of Trustees and of the Congregation, keep the minutes of the meetings thereof, and perform such other duties as are incidental to the office.

Section 9. All officers and Trustees shall be covered by a fidelity bond and Director and Officer Liability Insurance, the cost of which shall be borne by the

Congregation, unless the Board of Trustees, by a two-thirds majority, votes otherwise.

Section 10. All disbursements of congregational funds in excess of \$250.00 shall require the signature of two members of the Executive Board, or designee(s) of the Executive Board.

ARTICLE VII: BOARD OF TRUSTEES

Section 1. The administration of the affairs of the Congregation is and shall be vested in a Board of Trustees. The Board of Trustees shall consist of not fewer than 16 and not more than 21 elected members, including the officers of the Congregation. The terms of the members of the Board shall be staggered so that one-third is elected every year. Members of the Board of Trustees shall be elected at the Annual Meeting of the Congregation for terms of three years.

Section 2. Past Presidents, Honorary Trustees, and Trustees Emeritus of Sinai Free Synagogue who are members in good standing shall serve as ex officio members of the Board of Trustees and shall have the right to vote.

Presidents of all sanctioned auxiliary groups affiliated with the Congregation, unless otherwise elected as Trustees, shall serve as ex officio members of the Board of Trustees, but shall not have the right to vote.

Section 3. Trustees who are not officers shall not be elected for more than three successive three-year terms.

Section 4. The Board of Trustees shall be responsible for the general management of the affairs, funds, records, and property of the Congregation, except that the purchase, sale, disposition, leasing for one year or more, or mortgaging of real properties belonging to the Congregation must be authorized by the Congregation at a regular or special meeting thereof by a two-thirds majority of those voting. The Board of Trustees shall act on all matters of policy, and, pursuant to controlling law, shall perform such other duties, as the members of the Congregation in regular or special meetings shall prescribe.

Section 5. The Board of Trustees may fill any vacant office, other than President/Co-President, or any vacancy on the Board of Trustees, until the next Congregational Meeting. At that time, the Congregation shall elect candidates to fill any unexpired terms.

Section 6. The Board of Trustees shall meet no fewer than six times a year, and at least once a quarter. Meetings may be held by telephone, video-

conferencing or other electronic means, provided all members participating can speak to and hear each other at the same time. Participation by telephonic, video-conferencing or other electronic means shall constitute presence at a meeting of the Board of Trustees. In addition, any action required by the Board of Trustees of the Congregation may be approved without a meeting by unanimous written consent or unanimous electronic consent of all the members of the Board of Trustees. Such unanimous written consent or unanimous electronic consent shall constitute a unanimous vote of the Board of Trustees of the Congregation.

Section 7. The President/Co-Presidents or the Chair of the Board of Trustees may, and upon the written request of at least five members of the Board of Trustees shall, call a special meeting of the Board of Trustees. At least five days' notice must be given to all members of the Board of Trustees for such special meeting.

Section 8. A quorum shall consist of a majority of the elected members of the Board of Trustees.

Section 9. All meetings of the Board of Trustees shall be conducted in accordance with Webster's New World *Robert's Rules of Order, Simplified and Applied* (latest edition) except where governing law, or these Bylaws, provide otherwise.

Section 10. At least ten days' notice shall be given to each Trustee of a regular meeting of the Board of Trustees and five days' notice of any special meeting. A notice of a regular meeting, the Annual Meeting, or a special meeting shall specify the date, time and place of the meeting. Notice shall be given by regular mail, facsimile, electronic mail, or other means authorized by the New York Not-for-Profit Corporation Law. A member of the Board of Trustees may waive notice of a meeting in writing, orally at the meeting, or by attendance at the meeting without objection.

ARTICLE VIII: REMOVAL FROM OFFICE

Section 1. The office of any voting trustee who is absent without adequate excuse from three consecutive meetings of the Board of Trustees may be declared vacant by the Board of Trustees.

Section 2. An officer or trustee may be removed from office for cause by a two-thirds vote at a special meeting of the Congregation called by the Board of Trustees for the purpose of acting upon such removal. Notice must be served on the officer or trustee who is the object of such a proceeding, and an

opportunity to be heard must be given by both the Board of Trustees and the Congregation.

ARTICLE IX: CLERGY

Section 1. Rabbi

- A. A new Rabbi shall be selected in the following manner:
1. The President/Co-Presidents shall appoint a special committee, with a minimum of five members, at least two of whom are not members of the Board of Trustees, and said committee shall recommend a candidate.
 2. Upon the approval of a two-thirds majority of the Board of Trustees, this recommendation shall be submitted to the Congregation at a regular or special meeting.
 3. An affirmative vote of two-thirds of the members who vote at a Congregational Meeting shall be required for the initial selection of the Rabbi.
 4. Upon the completion of the Rabbi's initial contractual period of service, the Board of Trustees shall make a recommendation as to the Rabbi's reappointment to a second contract. This recommendation shall be submitted to a regular or special meeting of the Congregation. A majority vote shall be required to act upon the recommendation of the Board of Trustees.
 5. Subsequent contracts shall be approved by a majority vote at a regular or special meeting of the Board of Trustees.
- B. The Board of Trustees shall have the right to appoint, by majority vote at a regular or special meeting, an interim Rabbi for a period of up to two years.
- C. The Rabbi shall have the right to attend all meetings of the Executive Board, the Board of Trustees, and the Congregation, except when requested to absent himself or herself. The Rabbi shall supervise all the other clergy of the Congregation.

Section 2. Cantor

The President/Co-Presidents shall appoint a special committee, which shall recommend a candidate to the Board of Trustees. The Rabbi shall be a member ex officio of this committee. The Board shall elect a Cantor by majority vote.

ARTICLE X: PROFESSIONAL STAFF

The Board of Trustees shall approve or ratify the hiring of professional staff.

ARTICLE XI: COMMITTEES

Section 1. The President/Co-Presidents or the Board of Trustees may establish such committees as they deem necessary or appropriate, including, but not limited to, any of the following committees:

- Adult Education
- Audit
- Budget and Finance
- Cemetery
- Fundraising/Program
- House
- Inter-Religious Affairs
- Long-Range Planning
- Membership
- Religious Living
- Social Action
- Youth Activities

Section 2. Notwithstanding the foregoing, there shall be an Endowment Committee and a Religious School Council.

Section 3. The decisions, policies, and procedures established by all committees are subject to the approval of the Executive Board or the Board of Trustees.

ARTICLE XII: AFFILIATES

The Congregation shall encourage the formation or continuing activities of such affiliates as Sisterhood, Men's Club, Youth Group, and other such affiliated organizations.

ARTICLE XIII: FISCAL YEAR

The fiscal year for the Congregation shall be January 1 to December 31 unless the Board of Trustees, by a two-thirds majority, shall determine otherwise.

ARTICLE XIV: NOMINATIONS AND ELECTIONS

Section 1. Nominations of officers and trustees shall be made by the Nominating Committee.

A Nominating Committee shall be appointed at least three months prior to the Annual Meeting of the Congregation. The President/Co-Presidents shall designate the chair of the committee and one additional member; the Board of Trustees shall designate two members; and the Religious School Council shall nominate one member. All decisions of the Committee shall be made by majority vote, excluding the vote of any individual who is subject to such vote.

Section 2. The Nominating Committee shall nominate one candidate for each position to be filled but may submit fewer Trustee nominees than the maximum permitted by these Bylaws.

Section 3. Selections of the Nominating Committee shall be reported to the Board of Trustees and notice of said nominations shall be mailed and/or sent via electronic means to the Congregation at least thirty days prior to the Annual Meeting.

Section 4. Nominations for any elective office may also be made by petition of five members of the Congregation in good standing, said nominating petitions to be filed with the Secretary at least fifteen days prior to the Annual Meeting.

Section 5. The Secretary shall cause to be mailed and/or sent via electronic means notice of nominations by petition to all membership units of the Congregation at least ten days before the Annual Meeting.

Section 6. Officers and trustees shall be elected at the Annual Meeting by a majority vote.

Section 7. There shall be no nominations from the floor at the Annual Meeting.

ARTICLE XV: MISCELLANEOUS PROVISIONS

The provisions of the New York State Religious Corporation Law, or any other applicable law or regulation shall be considered a part of these Bylaws. If any provisions of these Bylaws shall at any time be in conflict with the NY State Religious Corporation Law or any other applicable law or regulation, such provisions of the Bylaws shall have no effect.

ARTICLE XVI: AMENDMENTS

A proposal to amend these Bylaws must be submitted in writing to the Congregation by either the Board of Trustees or by at least ten members of the Congregation in good standing. Such amendments shall be considered at the next Annual Meeting or at a special meeting called for that purpose. Copies of the proposed amendments shall be mailed and/or sent by electronic means to each membership unit along with notice of the meeting at least ten days prior thereto. An affirmative vote of two-thirds of the members voting shall be necessary to adopt any amendment.