

**AMENDED AND RESTATED**

**BY - LAWS**

**of**

**CENTRAL SYNAGOGUE**

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**June 18, 2015**

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## **PREAMBLE**

This Congregation has been established to perpetuate and uphold Judaism, to worship God in accordance with the faith of Judaism and to promote the practices and beliefs of Reform Judaism. These By-laws have been adopted in order to provide for the governance of the Congregation and to assist in the effectuation of its purpose.

## **ARTICLE I - NAME**

This Congregation shall be known as CENTRAL SYNAGOGUE.

## **ARTICLE II — MEMBERSHIP**

### Section 1. Regular Members:

Any adult or adults, aged 18 or over, constituting themselves as a household or family comprised of at least one adult or child of the Jewish faith, who make(s) written application to the Board of Trustees to become Regular Member(s) shall, upon the approval by the Board of Trustees of such application, and the payment of the dues and charges prescribed by the Board of Trustees, become Regular Member(s) of the Congregation. Dependent children of such Regular Members shall be considered part of the household or family until they reach the age of 26. Such dependent children shall not have any voting rights unless and until they are 18 years of age or older and make written application to become a Regular Member of the Congregation in their own right. The Board of Trustees may waive such age limitation.

### Section 2. Clergy Members:

Members of the pulpit clergy of Central Synagogue and their immediate families shall be considered Clergy Members of the Congregation.

### Section 3. Rights of Regular Members:

Each Regular Member in good standing shall have the right to vote at all elections, and participate in all meetings, of the Congregation. Each Regular Member shall also have the right to attend religious services of the Congregation and priority to have his or her dependent children instructed in the educational programming of the Congregation. The Board of Trustees may impose, alter and waive charges for such attendance and instruction, and administer the priority in admission.

### Section 4. Rights of Clergy Members:

Clergy Members shall be considered ex-officio members of the Congregation, and shall not have the right to vote in any election or at any meeting of the Congregation.

### Section 5. Other Classes of Membership:

The Board of Trustees shall have authority from time to time to create (and alter) such other classes of membership, with such rights and privileges, as it shall deem advisable.

Section 6. Dues and Other Charges:

The dues and other charges of Regular Members, as well as the dues and other charges of other classes of membership, shall be prescribed from time to time by the Board of Trustees. Any Member of the Congregation, regardless of class, who fails to pay any financial obligation due the Congregation, may be suspended or terminated and deprived of all membership rights by the Board of Trustees after such Member has been notified in writing of his or her impending suspension or termination and fails to cure his or her payment default within such time period and on such terms as may be determined by the Board of Trustees. Clergy Members shall not be required to pay dues to the Congregation.

**ARTICLE III - ADMINISTRATION BY BOARD OF TRUSTEES**

Section 1. General Powers:

The administration of the affairs of the Congregation shall be vested in a Board of Trustees elected in accordance with the provisions hereof. The "entire Board" as defined in Sections 102(a)(6-a) and 702 of the New York Not-for-Profit Corporation Law and for purposes of these By-laws shall consist of the total number of Trustees, within the range specified in Article III, Section 2 below, as shall then be in office immediately following the most recently-held election of Trustees.

Section 2. Number of Trustees, Election and Term:

The Board of Trustees shall consist of such number of Regular Members of the Jewish faith, not less than ten nor more than thirty, as shall be determined from time to time by resolution adopted by a vote of the majority of the entire Board, provided that no reduction in the size of the Board of Trustees shall shorten the term of any then-current Trustee. The Board of Trustees shall be classified into three classes, as nearly equal in number as possible, so that the terms of one-third of the total number of Trustees (or as near thereto as practicable) shall expire in successive years. The successors of the several Trustees as their terms expire shall be elected for terms of three years. Should a vacancy occur in the office of any Trustee before the expiration of such Trustee's term of office, such vacancy may be filled by a vote of the majority of the entire Board. A Trustee or Trustees thus elected to fill a vacancy or vacancies shall serve until the next Annual Meeting of the Congregation, when a successor Trustee or successor Trustees shall be elected for the unexpired term or terms applicable to the vacancy or vacancies.

Section 3. Delegation of Authority:

Unless otherwise specified in these By-laws, any determination to be made by the Board of Trustees may be made in their discretion, and any of the rights and responsibilities of the Board of Trustees may be delegated to such committees, officers or others as they may determine to the fullest extent permitted by law, provided that (i) no such committee that includes individuals who are not Trustees shall have the power of the Board of Trustees or have the right to bind the Congregation and (ii) no committee shall have authority as to the filling of vacancies in the Board of Trustees or in any committee; the amendment or repeal of the By-laws or the adoption of new By-laws; or the amendment or repeal of any resolution of the Board of Trustees which by its terms shall not be so amendable or repealable.

## **ARTICLE IV - MEETINGS OF THE CONGREGATION**

### Section 1. Annual Meeting:

The Annual Meeting of the Congregation shall be held in the City of New York, in the month of April or May in each year on a date and at a place to be fixed by the Board of Trustees. The business to be conducted at the Annual Meeting shall include a report of the Officers, a report of the Clergy, the election of Trustees and Officers, and such other business as may be deemed necessary or appropriate by the Board of Trustees and specified in the notice of such Annual Meeting.

### Section 2. Special Meetings:

Special Meetings of the Congregation may be called at any time at the discretion of the Board of Trustees or the Executive Committee.

Special Meetings shall be called by the President for a date not later than forty-five days after delivery to the Congregational office of the President of a written request therefore signed by Regular Members constituting no fewer than the lesser of one hundred (100) Regular Members or 5% of Regular Members of the Congregation, which request shall set forth the business to be transacted at such Special Meeting. No business other than that set forth in the notice of meeting shall be considered at any Special Meeting.

### Section 3. Notices of Meeting; Record Date:

The Secretary shall cause to be mailed or e-mailed to each Regular Member a notice of the Annual Meeting at least thirty days and not more than fifty days before the date set for the Annual Meeting and notice of any Special Meeting at least ten days and not more than thirty days before the date set for the Special Meeting. The Board of Trustees shall also direct a Rabbi to provide notice of the Annual Meeting and any Special Meeting of the Congregation at a minimum of two Shabbat worship services of the Congregation which take place at least one week apart, by such means as the Rabbi giving such notice deems most appropriate.

The notice of Annual Meeting shall state the names of the Trustees whose successors are to be elected, the names of the nominees for the various offices for which elections are to be held, and any other proposals to be voted on at the Annual Meeting, and shall call attention to the provisions of Article V, Section 3 (b), with respect to the making of additional nominations. The notice of a Special Meeting shall specify the business to be transacted at the Special Meeting.

Notice of a meeting need not be given to a Regular Member who submits a waiver of notice to the Secretary before or after the meeting, or who attends the meeting without protesting, prior thereto or at its commencement, the lack of notice to him or her. Waivers of notice may be written or electronic. If written, the waiver shall be executed by the Regular Member by manual or facsimile signature. If electronic, the waiver shall be sent by electronic mail and set forth, or be submitted with, information from which it can reasonably be determined that the transmission was authorized by the Regular Member.

In order that the Congregation may determine the Regular Members entitled to notice of or to vote at any meeting of the Congregation or any adjournment or postponement thereof, the Board of Trustees may fix a record date, which record date shall not precede the date upon which the resolution fixing the record date is adopted by the Board of Trustees, and which record date shall be not be more than fifty nor less than ten days before the date of such meeting. Members may not take action by consent in the absence of a meeting.

Section 4. Quorum and Voting:

The lesser of one-hundred (100) Regular Members or 10% of the Regular Members shall constitute a quorum for the transaction of business at any meeting. Except as otherwise provided in these By-laws, decisions at a duly held Congregational meeting shall be by a majority vote of the Regular Members in good standing and in attendance, either in person or by proxy. A Regular Member may vote in person or by proxy. Every proxy must be executed by the Regular Member conferring the same and shall not be given to any person other than a Regular Member of the Congregation. No proxy shall be valid after the expiration of one year from the date of its execution. Every proxy shall be revocable at the pleasure of the person executing it. Any proxy may be signed manually or in such electronic form as is determined by the Board of Trustees. If in electronic form, the transmission of the proxy must be sent by electronic mail and set forth, or be submitted with, information from which it can be determined that the transmission was authorized by the Regular Member. Unless otherwise determined by the Board of Trustees, at any Annual or Special Meeting the President shall act as chairperson of the Meeting and preside thereat, including determining the order of business.

**ARTICLE V - TRUSTEES AND OFFICERS**

Section 1. Officers:

The Officers of the Congregation shall be a President, no more than four Vice Presidents, a Secretary, a Treasurer, and such other officers as may be designated by the Board of Trustees.

Section 2. Eligibility:

- a. Only a Regular Member in good standing and of the Jewish faith shall be eligible for election as a Trustee or to any office.
- b. The President, Vice Presidents, the Secretary, and the Treasurer shall be nominated and elected from among the Trustees, except that the President may also be nominated and elected from among those persons who have served as Trustees at any time during the preceding three years (plus such additional time, not to exceed six months, necessary to adjust for yearly differences in holding Annual Meetings), provided that any such person so nominated and elected as President shall be concurrently nominated and elected as a Trustee. No employee of the Congregation may serve as the President.

- c. No Regular Member shall be eligible for election as an officer for more than four full consecutive terms of one year each, in addition to any partial term (provided that periods of service as President shall not be counted against such maximum), and no Regular Member shall be eligible for election as President for more than three full consecutive terms of one year each, in addition to any partial term.
- d. No Regular Member shall be eligible to serve as a Trustee for more than three full consecutive terms of three years each, or for more than nine years during any twelve-year period, in each case in addition to any partial term, *provided, however*, that any period of time during which a Regular Member has served or shall serve as President concurrent with service as Trustee shall not be considered for the purpose of this Section 2 (d) of Article V as a period of service as Trustee.

Section 3. Nominations:

- a. The President, with the advice and consent of the Board of Trustees, shall no later than November 30 of each year, appoint a Nominating Committee of at least five Regular Members. No member of the Nominating Committee may be nominated for any office or for membership on the Board of Trustees, while serving on the Nominating Committee.

The Nominating Committee so appointed shall, on or before the following March 31 by a majority vote of the Nominating Committee, report to the Board of Trustees its nominations for:

- (1) A slate of Trustees equal in number to one-third (or as near thereto as practicable) of the Board of Trustees, and such other Trustees whose election may be required to fill vacancies.
  - (2) President.
  - (3) The number of Vice Presidents authorized by the Board of Trustees.
  - (4) Secretary.
  - (5) Treasurer.
  - (6) Such other offices as may be authorized by the Board of Trustees.
- b. Thereafter, as soon as practicable, a list of such nominations and a description of any other matter to be voted on at the Annual Meeting shall be sent to the Regular Members. Nomination for said Trustees and Officers, and other proposals to be voted upon, may also be made by written endorsement of Regular Members in good standing constituting no fewer than the lesser of one hundred (100) Regular Members or 5% of Regular Members of the Congregation, such endorsement to be delivered to the Secretary on or before the fifteenth day after the list of nominations was sent to the Regular Members. If nominations or other proposals are made by written endorsement, the Secretary shall promptly send notice of such additional nominations or proposals to each Regular Member.

Section 4. Balloting:

Each Regular Member, in voting for Trustees, may vote for that number of nominees equal to the number of Trustees to be elected. Such number of nominees receiving the highest number of votes shall be declared elected. Cumulative voting shall not be permitted. Each Regular Member, in voting for Officers, may cast one vote for each office for which there is a nominee, and in voting on other proposals may cast one vote for each such proposal. A Regular Member may vote in person or by proxy. Every proxy must be executed by the Regular Member conferring the same and shall not be given to any person other than a Regular Member of the Congregation. No proxy shall be valid after the expiration of one year from the date of its execution. Every proxy shall be revocable at the pleasure of the person executing it. Any proxy may be signed manually or in such electronic form as is determined by the Board of Trustees. If in electronic form, the transmission of the proxy must be sent by electronic mail and set forth, or be submitted with, information from which it can be determined that the transmission was authorized by the Regular Member.

Section 5. Terms of Office:

The regular term of a Trustee shall be three years beginning with June 1 following the election. The regular term of all other officers shall be one year beginning with June 1 following the election.

Section 6. Vacancies:

Vacancies in the office of Trustee shall be filled as provided in ARTICLE III. Vacancies in any other elected office shall be filled for the unexpired term by a vote of a majority of the entire Board.

**ARTICLE VI - POWERS AND DUTIES OF TRUSTEES**

Section 1. General:

The Board of Trustees shall fully control and manage the properties and affairs of the Congregation, subject to the provisions of these By-laws.

Section 2. Meetings:

The Board of Trustees shall meet at least once in each two-month period except during the months of July and August. Special meetings of the Board of Trustees may be called at the discretion of the President, and shall be called by him or her upon the written request of five Trustees. A majority of the entire Board shall constitute a quorum for the transaction of business at any meeting.

Section 3. Notices of meetings:

At the first meeting of the Board of Trustees following each year's Annual Meeting, a calendar of regular meetings of the Board of Trustees shall be reviewed and approved, and, absent changes to such regular meeting dates, no notices of such regular meetings shall be required. Notices for the first meeting following each year's Annual Meeting, for any regular meeting whose date has been changed and for all special meetings of the Board of Trustees shall be given by mail or e-mail sent not less than three (3) business days prior to the day of the meeting.

Notice of a meeting of the Board of Trustees need not be given to a Trustee who submits a waiver of notice to the Secretary before or after the meeting, or who attends the meeting without protesting, prior thereto or at its commencement, the lack of notice to him or her. Waivers of notice may be written or electronic. If written, the waiver shall be executed by the Trustee by manual or facsimile signature. If electronic, the waiver shall be sent by electronic mail and set forth, or be submitted with, information from which it can reasonably be determined that the transmission was authorized by the Trustee.

Section 4. Participation by Conference Telephone or Videoconference:

Members of the Board of Trustees, the Executive Committee or any committee designated by the Board of Trustees, may participate in a meeting of the Board of Trustees, the Executive Committee or such committee, as the case may be, by means of conference telephone, videoconference mechanism, or other communications equipment by which all persons participating in the meeting can hear each other at the same time and can participate in all matters before the Board of Trustees, the Executive Committee or such committee, and participation in a meeting by such means shall constitute presence in person at such meeting.

Section 5. Action by Written Consent:

Any action required or permitted to be taken by the Board of Trustees or by any committee thereof may be taken without a meeting if all members of the Board of Trustees or of such committee thereof consent in writing (which is either signed manually or in such electronic form as is determined by the board from time to time) to the adoption of a resolution authorizing the action. In the event of any such action without a meeting, the resolution and the written consents thereto by all of the members of the Board of Trustees or of such committee shall be filed with the minutes of the proceedings of the Board of Trustees or of a committee thereof as the case may be. If in electronic form, the transmission of the consent must be sent by electronic mail and set forth, or be submitted with, information from which it can reasonably be determined that the transmission was authorized by the Trustee.

Section 6. Absence from Meetings:

Any Trustee who is absent without excuse satisfactory to the Board of Trustees from three successive meetings of the Board of Trustees may be referred by the Board of Trustees to the Regular Members for removal as a Trustee.

Section 7. Creation of Other Offices:

The Board of Trustees may from time to time create such additional offices other than the elective offices provided for in the By-laws, and such assistant offices as it may deem advisable, and fill such additional offices and assistant offices by appointment.

**ARTICLE VII - POWERS AND DUTIES OF OFFICERS**

Section 1. President:

The President shall preside at all meetings of the Board of Trustees, enforce the By-laws and carry into effect all resolutions of the Board of Trustees, and of the Congregation.

Section 2. Vice Presidents:

Each Vice President shall have such powers and perform all such duties as from time to time may be assigned by the Board of Trustees or the President. In the event of the death, resignation, incapacity or absence of the President, the Vice Presidents, in the order determined by the Board of Trustees, shall perform the duties and exercise the powers of the President, until the vacancy has been filled pursuant to ARTICLE V, Section 6 or until the next Annual Meeting of the Congregation, whichever shall earlier occur.

Section 3. Treasurer:

The Treasurer shall keep, or cause to be kept, a correct account of all receipts and disbursements, and pay, or cause to be paid, all bills approved by the Board of Trustees. The Treasurer shall cause to be taken such steps as shall reasonably assure the custody of all books, documents and vouchers appertaining to such office, and of all securities belonging to the Congregation, subject at all times to inspection and examination of the Board of Trustees and of the Finance Committee. The Treasurer shall cause to be taken such steps as shall reasonably supervise the collection of all moneys payable to the Congregation and the depositing of the funds in the name of the Congregation in such banks or trust companies as may be designated from time to time by the Board of Trustees.

Section 4. Secretary:

The Secretary shall cause true and accurate minutes of all meetings of the Congregation and of the Board of Trustees to be kept and shall cause notice of such meetings to be delivered to persons entitled thereto. The Secretary shall cause to be taken such steps as shall reasonably assure the custody of the official seal of the Congregation and of all records and documents except financial records and the like required to be in the custody of the Treasurer.

Section 5. Former Presidents:

Former Presidents shall be ex officio members of the Board of Trustees without the right to vote at meetings thereof unless such Former President shall also be a regularly elected Trustee.

Section 6. Honorary Trustees:

Such individuals who were designated as such before December 31, 2014 shall be considered Honorary Trustees of the Congregation. Such Honorary Trustees shall be ex officio members of the Board of Trustees without a right to vote at meetings thereof unless such Honorary Trustee shall also be a regularly elected Trustee.

Section 7. Delegation of Duties:

The President may delegate to such Officers, employees or Members such of his or her rights and responsibilities as he or she may determine. The other Officers, with the consent of the President, may delegate to such other Officers, employees or Members such of their rights and responsibilities as they may determine.

**ARTICLE VIII - RABBIS**

Section 1. Senior Rabbi:

The Senior Rabbi (or co-Senior Rabbi, if applicable) initially shall be elected by the Regular Members at the Annual Meeting of the Congregation or at a Special Meeting called for that purpose. No Senior Rabbi (or co-Senior Rabbi, if applicable) shall be considered for election whose nomination is not approved by the Board of Trustees. The Senior Rabbi (or co-Senior Rabbi, if applicable) shall be entitled to attend (but not vote at) all meetings of the Board of Trustees and all meetings of Board committees and committees of the Congregation, other than the Audit Committee and the Nominating Committee.

Section 2. Other Pulpit Clergy:

The Board of Trustees shall have the authority to hire additional pulpit clergy from time to time, including rabbis and and/or cantors to serve the Congregation.

Section 3. Clergy Emeritus:

The Board of Trustees may create the offices of Rabbi Emeritus and Cantor Emeritus and designate the functions and duties of those offices.

## ARTICLE IX - COMMITTEES

### Section 1. Board Committees:

The Board of Trustees may, by resolution adopted by a majority of the entire Board, designate one or more Board committees, including, but not limited to, an Executive Committee, Audit Committee, and Finance Committee, to have and exercise such power and authority as the Board of Trustees shall specify and as mandated or permitted by law. Each Board committee shall consist of three or more Trustees who shall be appointed by a majority of the entire Board.

The President shall be an ex officio voting member of all Board committees.

No Board committee shall have power or authority in reference to the following matters: (i) approving or adopting any action or matter requiring the Members' approval; (ii) the filling of vacancies in the Board of Trustees or in any committee; (iii) the fixing of compensation of Trustees for serving on the Board of Trustees or on any committee; (iv) the amendment or repeal of these By-laws or the adoption of new By-laws; or (v) the amendment or repeal of any resolution of the Board of Trustees which by its terms shall not be so amendable or repealable.

### Section 2. Executive Committee:

The Executive Committee shall be a Board committee and shall consist of the President, the Vice Presidents, the Secretary and the Treasurer and such other Officers as designated by a majority of the entire Board. The Executive Committee shall have all of the authority and powers of the Board of Trustees when the Board of Trustees is not in session; *provided, however*, that the Executive Committee shall not have the authority to take action contrary to directions or instructions previously given to it by the Board of Trustees. The Executive Committee shall keep minutes of its meetings and the President shall regularly report deliberations and decisions of the Executive Committee to the Board of Trustees.

### Section 3. Committees of the Congregation:

The President, with the advice and consent of the Board of Trustees, may also establish committees of the Congregation, including a Nominating Committee, that may include Regular Members or other individuals who are not Trustees whose advice the Trustees may deem helpful, but in no event shall any such committee of the Congregation that includes individuals who are not Trustees have the power of the Board of Trustees or have the right to bind the Congregation.

The President may, in his or her discretion and from time to time, attend and participate as an ex officio voting member in meetings of any committees of the Congregation.

### Section 4. Supervision of Committees:

The Board of Trustees shall have general supervision over the activities of any committees of the Board of Trustees or committees of the Congregation.

### Section 5. Operation of Committees:

A majority of all the members of a committee shall constitute a quorum of such committee for the transaction of business. The vote of a majority of the members of a committee present at a meeting at which a quorum is present shall be the act of such committee. Each committee shall adopt whatever other rules of procedure it determines for the conduct of its activities so long as such rules of procedure do not conflict with such powers and authority as may be provided in these By-laws, in the resolution of the Board of Trustees establishing such committee (and in the written charter, if any, for such committee adopted by the Board of Trustees), or are contrary to directions or instructions previously given to it by the Board of Trustees.

Board committees, including the Executive Committee, Audit Committee and Finance Committee, shall keep regular minutes of their meetings, and such committees, as well as committees of the Congregation, shall report their proceedings to the Board of Trustees when requested to do so by the Board of Trustees.

### **ARTICLE X - DUES AND CHARGES**

Dues and other charges prescribed for Members shall be payable at such times as may be fixed from time to time by the Board of Trustees.

A Member shall not be relieved from the payment of any obligation due the Congregation at the time of resignation by such resignation.

### **ARTICLE XI - CHANGES IN RITUAL**

No fundamental changes shall be made in the form or ritual of the religious or other customary services of the Congregation which would be contrary to the practice or beliefs of Reform Judaism unless such change shall be adopted at a meeting of the Congregation after notice given to the Members of the proposed change.

### **ARTICLE XII - EXPULSION AND REMOVAL**

A Member may be expelled for (i) willful violation of the By-laws of the Congregation, or (ii) gross misconduct, in each case as determined by the Board of Trustees.

A Trustee may be removed only by the vote of the Regular Members taken at a meeting of the Congregation and only for cause, including without limitation absence at meetings as described in Article VI, Section 6.

### **ARTICLE XIII – INDEMNIFICATION**

The Congregation shall, to the fullest extent permitted by law, indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding whether civil, criminal, administrative or investigative by reason of the fact that such person is or was a Trustee, Officer, committee member, or employee of the Congregation against reasonable expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit or proceeding if such person acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the Congregation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful.

It is the intent of the preceding paragraph to require the Congregation, unless otherwise determined by the Board of Trustees, to indemnify the persons referred to herein for judgments, fines, penalties, amounts paid in settlement and reasonable expenses (including attorneys' fees), and to advance expenses to such persons, in each and every circumstance in which such indemnification and such advancement of expenses could lawfully be permitted by express provision of the By-laws.

### **ARTICLE XIV - AMENDMENT OF BY-LAWS**

These By-laws may be amended by a two-thirds vote of the Regular Members present and voting at a meeting of the Congregation, after written notice embodying such amendment has been openly given at a previous meeting, and also in the notice of the meeting at which such proposed amendment is to be acted upon.

### **ARTICLE XV - EFFECTIVE DATE**

These amended and restated By-laws shall be effective as of June 18, 2015.