

AMENDED AND RESTATED BY-LAWS
of
TEMPLE BETH SHALOM

These Amended and Restated By-Laws of Temple Beth Shalom, dated as of June 13, 2005, amend and restate the original Constitution and By-Laws of Temple Beth Shalom, dated as of May 1, 1966, as previously amended through the date hereof.

ARTICLE I

Name

The Congregation shall be known as TEMPLE BETH SHALOM.

ARTICLE II

Purpose

The purpose of this Congregation shall be to create and nourish a house of peace and prayer where the moral and ethical principles of Judaism shall thrive; where all may join together to worship, study and enrich their lives by the endowment of a Jewish heritage; where devotion to God and love of fellow persons shall be the paths by which the Congregation may find peace through knowledge, understanding, prayer and action in the home, in the Temple, and in the community.

ARTICLE III

Affiliation

The Congregation shall follow the forms, practices and usages of a liberal interpretation of Reform Judaism, and shall affiliate itself with the Union for Reform Judaism.

ARTICLE IV

Membership

Section 1. Any person 18 years of age or older wishing to practice the Jewish faith may be elected to membership upon approval of his or her application by a majority vote of the members of the Board of Trustees. Except as provided in Section 2(d) of this

Article, the Board may delegate the right to approve new members to any committee or person or persons it may designate.

Section 2. There shall be following types of memberships:

(a) Individual Membership: Such membership shall be extended to men and women over 18 years of age. Each individual member in good standing shall be entitled to one vote.

(b) Family Membership: Such membership shall be extended to each member of a family. Each member in good standing of a family over the age of 18 shall be entitled to one vote; *provided* that (i) no family shall have more than two votes and (ii) notwithstanding Section 1 of this Article, a member of a family over the age of 18 may become a member if he or she does not wish to practice the Jewish faith so long as at least one other family member wishes to practice the Jewish faith. "Family", for the purposes herein, shall be defined to include any head of a household and his or her dependents residing in the same household or away at college. Children of a family over 18 years of age who are self-supporting are not included in this category.

(c) Junior Membership: Notwithstanding anything to the contrary herein, people under the age of 35 shall, upon application, be eligible for junior membership. Junior members shall not be entitled to be elected as a trustee or officer, but shall have the right to vote.

(d) Honorary Membership: An honorary membership may be conferred upon the Rabbi of the Congregation and his wife, any and other deserving persons of the community. Honorary members shall enjoy all of the privileges of membership, except that an honorary member shall not be entitled to be elected as trustee or officer of the Congregation, nor shall an honorary member have a vote at any meeting of the Congregation. An honorary membership shall be conferred by a vote of two-thirds of the members of the Board of Trustees.

(e) Other Categories of Membership: There shall be such other types of membership, such as out-of-town membership, as the Board of Trustees may from time to time determine.

(f) Good Standing: A member in good standing is a member whose financial obligations to the Temple are current.

Section 3. Applications for membership shall be made in the manner determined by the Board of Trustees. Membership shall become effective upon approval as provided in Section 1 or 2 of this Article IV.

ARTICLE V

Dues and Assessments

Section 1. For the purpose of raising the revenues necessary for the maintenance of the Congregation, the Board of Trustees shall fix the amount of the dues for each membership category. The Board of Trustees and, unless otherwise determined by the Board of Trustees, the Rabbi shall have the right to waive, extend or modify any financial obligation due from a member.

Section 2. The Board of Trustees, upon the vote of two-thirds of its members, may levy special assessments upon the members of the Congregation.

Section 3. Dues shall be payable in advance semi-annually on September 1 and December 31 of each year, or on such other dates as the Board of Trustees may determine, and assessments shall be paid as directed by the Board of Trustees.

Section 4. A member in arrears may be suspended from membership upon a vote of the Board of Trustees if, after thirty days' notice in writing, such member remains in default of his or her payment obligations to the Temple. A member thus suspended shall not be accorded the rights and privileges of membership. A member thus suspended may be reinstated by the Board of Trustees upon payment of all arrears and upon compliance with any other financial terms it may stipulate.

Section 5. The resignation of any member shall not relieve the member from the payment of any obligations due to the Temple at the time of such member's resignation.

Section 6. Members in good standing shall enjoy the following privileges, subject to Section 2 of Article IV and the rules and regulations which may be established by the Board of Trustees:

- (a) To participate in divine worship at all religious services of the Temple;
- (b) To enroll their children in the Religious School of the Temple;
- (c) To attend all meetings of the Congregation;
- (d) To have a voice and vote at all meetings of the Congregation; and
- (e) To be elected a trustee and officer of the Temple.

ARTICLE VI

Officers

Section 1. The officers of the Congregation shall consist of a President, two Vice Presidents, a Secretary and a Treasurer, all to be elected for a term of one year at the annual meeting of the Congregation. Neither the President nor the two Vice Presidents shall hold the same office for more than three successive terms. All officers shall also serve as Trustees during their term of office.

Section 2. The duties of the President shall be to act as Chairman at all Congregational and Board of Trustee meetings, to appoint committees (subject to approval by the Board of Trustees), of all of which he or she is to be an ex-officio member, except the Nominating Committee, to call special meetings, to sign all legal documents and to perform all other duties incidental to this office.

Section 3. The first Vice President shall perform such duties as may be assigned by the President or the Board of Trustees. The first Vice President shall automatically succeed to the office of the President in case of a vacancy and shall act for the President in case of his or her absence or disability.

Section 4. The second Vice President shall perform such duties as may be assigned by the President or the Board of Trustees. The second Vice President shall succeed to the office of the first Vice President in case of a vacancy thereof.

Section 5. It shall be the duty of the Secretary to serve as Secretary of the Congregation and of the Board of Trustees. The Secretary shall keep the records of both bodies, keep a register of all members of the Congregation, and send out notices of all meetings and perform all other duties incidental to this office or as may be assigned by the President or the Board of Trustees. Duties of this office may be delegated to members of the administrative staff of the Temple to the extent determined by the Board of Trustees.

Section 6. The Treasurer shall be the custodian of all funds of the Congregation and he or she shall be the disbursing agent of the Congregation as authorized by the Board of Trustees. The Treasurer shall maintain the accounts of the Congregation and report on the financial condition of the Congregation as requested by the Board of Trustees. The Treasurer shall also perform all other duties incidental to this office or as may be assigned by the President or the Board of Trustees. Duties of this office may be delegated to members of the administrative staff of the Temple to the extent determined by the Board of Trustees.

ARTICLE VII

Board of Trustees

Section 1. The Board of Trustees shall consist of 14 trustees elected by the Congregation (including the officers of the Congregation), the immediate past President of the Congregation and such additional trustees as may be appointed pursuant to Section 16 of this Article.

Section 2. The Congregation shall elect all trustees for a term of three years; *provided* that no trustee who is not an officer shall be elected for more than two successive terms. The Board of Trustees shall take such action as it deems appropriate to transition from the terms of office for the election of trustees existing prior to the date of these Amended and Restated By-Laws to the three-year terms of office provided herein, with a view towards having the Congregation elect each year following such transitional period approximately one-third of the trustees for a term of three years.

Section 3. A majority of the members of the Board of Trustees then in office shall constitute a quorum. Except as otherwise provided herein, the vote of a majority of the members of the Board of Trustees present at any meeting at which a quorum is present shall be the act of the Board of Trustees.

Section 4. The Board of Trustees shall have the exclusive management of the affairs, funds, records, and property of the Congregation, including the sale of securities and investment of funds belonging to the Congregation. It shall determine and act on all matters of policy, appoint an independent auditor, fill all vacancies in its personnel and the personnel of the Nominating Committee, and perform such other duties as the members in regular or special meetings assembled from time to time shall prescribe.

Section 5. The Board of Trustees shall have the authority to engage such administrative and professional staff as it may deem necessary and to fix the duties and compensations thereof.

Section 6. The purchase, sale, mortgaging or hypothecation of real properties, or the leasing of all or substantially all of the Temple's real properties (as lessor or lessee), must be authorized by a two-thirds vote of the entire Congregation, either present in person or by specific proxy, at a regular or special meeting thereof. The Board of Trustees may amend, modify, extend or refinance the terms of any financing of real properties (including the terms of any hypothecation or mortgage relating thereto) without the approval of the Congregation, unless as a result thereof, the principal amount of any financing is increased.

Section 7. The Board of Trustees shall have the authorization to purchase, sell, pledge and in any other way hypothecate personal property belonging to the Congregation.

Section 8. The Board of Trustees shall be authorized to make changes in the budget from time to time in the exercise of prudent judgment and when such change is in the best interests of the Congregation, but in no event shall the Board of Trustees, without the consent of a majority of the members of the Congregation present at a regular or special meeting of members, be authorized to incur indebtedness not contemplated by the then applicable budget (other than from members of the Congregation in an aggregate principal amount outstanding at any one time not to exceed \$250,000), or to expend funds for operations that would exceed by more than 10% the aggregate amount of expenditures included in the then applicable operating budget.

Section 9. The Board of Trustees shall meet once every month, unless otherwise determined by the Board of Trustees; in addition, it shall meet at the call of the President or at the request of at least two members of the Board of Trustees. Special meetings of the Board of Trustees may be called on 24 hours' notice, if notice is given to each trustee personally or by telephone or by e-mail. Notice of any special meeting need not be given to any trustee who attends such meeting without protesting the lack of notice to him or her, prior to or at the commencement of such meeting, or to any trustee who submits a signed waiver of notice, whether before or after such meeting, and any business may be transacted thereat.

Section 10. Any action required or permitted to be taken at any meeting of the Board of Trustees may be taken without a meeting if all members of the Board of Trustees consent thereto in writing, and such writing or writings are filed with the minutes of proceedings of the Board of Trustees.

Section 11. If approved by the Board of Trustees, members of the Board of Trustees may participate in a meeting of the Board of Trustees by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other, and participation in a meeting pursuant to this provision shall constitute presence in person at such meeting.

Section 12. Any trustee who is absent without adequate excuse from three successive regular meetings of the Board of Trustees may be removed by a two-thirds vote of the entire Board of Trustees. A trustee may be removed from office for cause by a two-thirds vote of the members of the Congregation present at any special meeting called by the Board of Trustees for the purpose of acting upon such removal. Notice must be served on the trustee proceeded against.

Section 13. In addition to those provided by law, the Board of Trustees shall have the following additional rights, powers and duties:

- (a) To authorize the deposit of funds of the Congregation in any bank or banking institution, the deposits of which are guaranteed by a federal agency.
- (b) Subject to the conditions and limitations contained in any gift, devise or bequest, to invest the funds of the Congregation in securities, investments or other properties which the Board of Trustees deems advisable.
- (c) To advise the membership of all action taken by the Board of Trustees which, in the judgment of the Board of Trustees, will affect in any substantial way the Congregation and its membership.
- (d) To adopt an annual estimated budget of income and expenses for the ensuing fiscal year, subject to approval by the Congregation at the annual meeting of members or any special meeting called for that purpose.
- (e) To make recommendations to the Rabbi or the membership with respect to defining, establishing and determining the liturgy and religious instructions of the Congregation.

Section 14. The terms of office of all officers and trustees of the Congregation who are elected at the annual meeting shall commence on July 1, following the election and such terms shall expire on June 30, one year hence in case of officers, and June 30, three years hence in the case of trustees.

Section 15. In the event any office or trusteeship other than that of President or First Vice President becomes vacant, the Board of Trustees shall appoint a successor to serve for the remainder of the term of such office.

Section 16. The President may, with the approval of the Board of Trustees, appoint up to two individuals to serve on the Board of Trustees with such term of office and with or without voting privileges as the Board of Trustees may approve.

Section 17. A trustee, or a member of any committee designated by the Board of Trustees, shall, in the performance of his or her duties, be fully protected in relying in good faith upon the records of the Temple and upon information, opinions, reports or statements presented to the Board of Trustees by the Rabbi, the Cantor, any of the Temple's officers, professional staff or employees, or committees designated by the Board of Trustees, or by any other person as to the matters the member reasonably believes are within such person's competence and who has been selected with reasonable care by or on behalf of the Temple.

ARTICLE VIII

Rabbis and Cantors

Section 1. The Rabbi (or Rabbis) shall be recommended by a special Pulpit Committee appointed by the President and approved by the Board of Trustees for that purpose, at such salary and upon such terms and for such period of time as it may determine, subject to the approval of the Board of Trustees. The election of the Rabbi shall then be submitted to a meeting of the Congregation where a two-thirds vote of those members present shall be required for the election of the Rabbi, *provided* that (a) the election of any associate or assistant Rabbi shall only require a majority vote of those members present at the meeting and (b) the appointment of a student Rabbi shall only require the approval of the Rabbi and the Board of Trustees.

Section 2. At the age of sixty-five or at such time thereafter as the Board of Trustees shall designate, the Rabbi shall become Rabbi Emeritus for life, and his privileges shall be defined by the Board of Trustees. He shall exercise further rabbinical functions within the Congregation at the invitation of the then-senior Rabbi.

Section 3. Should the Congregation have more than one Rabbi, the functions of the assistant, associate or student Rabbi shall be defined by the senior Rabbi, in consultation with the Board of Trustees.

Section 4. The senior Rabbi shall have the privilege of attending all meetings of the Board of Trustees and Congregation, except when requested to be absent.

Section 5. The senior Rabbi or Congregation at any time may terminate their relationship upon consent or notice of not less than five months. Except as may otherwise be provided in any employment agreement between the senior Rabbi and the Temple, the Temple shall not give notice of termination unless said termination has been recommended by the Board of Trustees and a two-thirds vote of those members present at a meeting of the Congregation. Except as may otherwise be provided in any applicable employment agreement, the employment of any assistant, associate or student Rabbi may be terminated by a vote of two-thirds of the entire Board of Trustees.

The Cantor

Section 1. The Cantor shall be recommended by a special Pulpit Committee appointed by the President and approved by the Board of Trustees for that purpose, at such salary and upon such terms and for such period of time as it may determine, subject to approval of the Board of Trustees. The election of the Cantor shall then be submitted to a meeting of the Congregation where a majority vote of those members present shall be required for the election of the Cantor.

Section 2. The Cantor shall have the responsibility for the musical program and activities of the Congregation and shall have such other duties and responsibilities as may be specified in any employment agreement between the Cantor and the Temple or as may be specified by the Rabbi or the Board of Trustees.

Section 3. The Cantor or Congregation at any time may terminate their relationship upon mutual consent or upon notice of not less than three months. Except as may otherwise provided in any employment agreement between the Cantor and the Temple, the Temple shall not give notice of termination unless said termination has been approved by a vote of two-thirds of the entire Board of Trustees.

ARTICLE IX

Seats

Location of seats in the Temple shall be unassigned. Whenever it may be necessary, however, the Board of Trustees shall reserve a sufficient number of seats to accommodate the membership.

ARTICLE X

Committees

Section 1. The Board of Trustees may, by resolution adopted by a majority of the entire Board of Trustees, designate one or more committees of the Board of Trustees or of the Congregation. Each such committee to consist of such number of trustees and, if determined by the Board of Trustees to be appropriate, other members of the Congregation as from time to time may be fixed by the Board of Trustees. The Board of Trustees may designate one or more trustees or other members of the Congregation as alternate members of any such committee, who may replace any absent or disqualified member or members at any meeting of such committee. Any such committee may be abolished or re-designated from time to time by the Board of Trustees. Each member (and each alternate member) of any such committee (whether designated at a meeting of the Board of Trustees or to fill a vacancy or otherwise) shall hold office until his or her successor shall have been designated or until he or she shall cease to be a trustee, or until his or her earlier death, resignation or removal. Without limiting the foregoing, the Board of Trustees may establish the following committees:

Tzedakah Committee
Budget and Finance Committee
Membership Committee
Religious Services Committee

Education Committee
Building Committee

Section 2. Each committee of the Board of Trustees shall have such powers and responsibilities as may be designated from time to time by the Board of Trustees.

Section 3. It shall be the responsibility of all committees to submit a written report to the Board of Trustees at such times as may be requested by the President or the Board of Trustees.

Section 4. Each such committee may fix its own rules of procedure and may meet at such place, at such time and upon such notice, if any, as it shall determine from time to time. Each such committee shall keep minutes of its proceedings and shall report such proceedings to the Board of Trustees at the meeting of the Board of Trustees next following any such proceedings.

Section 5. Except as may be otherwise provided in the resolution creating such committee, at all meetings of any committee the presence of members (or alternate members) constituting a majority of the total authorized membership of such committee shall constitute a quorum for the transaction of business. The act of the majority of the members present at any meeting at which a quorum is present shall be the act of such committee. Any action required or permitted to be taken at any meeting of any such committee may be taken without a meeting, if all members of such committee shall consent to such action in writing, and such writing or writings are filed with the minutes of the proceedings of the committee. The members of any such committee shall act only as a committee, and the individual members of such committee shall have no power as such.

Section 6. Members of any committee designated by the Board of Trustees may participate in a meeting of such committee by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other, and participation in a meeting pursuant to this provision shall constitute presence in person at such meeting.

Section 7. Any member (and any alternate member) of any committee may be removed at any time, either for or without cause, by resolution adopted by a majority of the entire Board of Trustees.

Section 8. If any vacancy shall occur in any committee, by reason of disqualification, death, resignation, removal or otherwise, the remaining members (and any alternate members) shall continue to act, and any such vacancy may be filled by the Board of Trustees.

Section 9. In addition to any committees appointed by the Board of Trustees, there shall be a Nominating Committee consisting of up to four trustees selected by the Board of Trustees from among its members, the immediate past President of the Congregation and up to four members of the Congregation at large appointed by the Board of Trustees. The duties of the Nominating Committee shall be to receive, propose and consider nominations for the Board of Trustees and to present a slate of nominations to the Board of Trustees at its regularly scheduled meeting in April. The Nominating Committee shall invite the Congregation to submit names of candidates for its consideration. In the event any member of the Nominating Committee is unable to complete his or her term, the Board of Trustees may appoint a successor.

ARTICLE XI

Congregational Meetings

Section 1. The annual meeting of the Congregation shall be held between May 1st and June 30th of each year on such date as may be designated by the Board of Trustees, or as the Board of Trustees may otherwise designate. At such annual meeting, the Congregation shall elect officers and trustees and approve the budget of the Congregation for the succeeding year.

Section 2. Notice of the time and place of the annual meeting shall be given by or on behalf of the Secretary of the Congregation in writing, by mail, to all members of the Congregation, directed to their addresses of record and sent not less than 14 days prior to such meeting, and such notice shall contain all nominations for elective office. In addition, notice of the time and place of the annual meeting shall be given by the Rabbi at services on the two successive Friday nights preceding such annual meeting, *provided* that, if the Rabbi fails to provide such notice as aforesaid, notice of the meeting shall nevertheless be deemed properly given so long as the first sentence of this section is complied with.

Section 3. The President must issue a call for a special meeting of the Congregation within 10 days after being requested to do so by a majority of the Board of Trustees or upon written application subscribed by 15% of the entire membership of the Congregation (with each family membership counting as one member for this purpose), and the President shall schedule such special meeting not less than 10 days nor more than 30 days from the date said written application is received by him or her. No business shall be transacted at such special meeting except for the purpose stated in the call for the special meeting.

Section 4. Notice of a special meeting shall be given by or on behalf of the Secretary of the Congregation in writing, by mail, to all members of the Congregation, directed to their addresses or record and sent not less than 10 days prior to such meeting,

and such notice shall describe the business to be transacted at such meeting. In addition, notice of the time, place and purpose of the special meeting shall be given by the Rabbi at services on the one or two successive Friday nights preceding such special meeting, *provided* that, if the Rabbi fails to provide such notice as aforesaid, notice of the meeting shall nevertheless be deemed properly given to long as the first sentence of this section is complied with.

Section 5. At all regular and special meetings of the Congregation a quorum for the transaction of business shall consist of 25% or 20 members of the Congregation, whichever is less, including trustees present, but a lesser number may adjourn the meeting to some future date, not less than six nor more than 20 days from the date thereof, and the Secretary shall thereupon give or cause to be given at least 5 days' notice by mail, of such adjourned meeting.

Section 6. The presence in person of a member is required for the purpose of voting, except members may vote by specific proxy on any proposal to purchase, sell, mortgage or hypothecate any of the Temple's real property, or to lease all or substantially all of the Temple's real property (as lessor or lessee), or for the consolidation of the Temple with one or more other religious corporations of the Jewish faith.

Section 7. Voting for elective offices need not be by written ballot.

ARTICLE XII

Nominations

Section 1. Nominations of all officers and trustees shall be made by the Nominating Committee or as provided in Section 16 of Article VI or Section 4 of this Article.

Section 2. The slate of nominees proposed by the Nominating Committee shall consist of one nomination for each office and for each trustee position for which a term of office is expiring and for any other vacancy in a trustee position.

Section 3. Nominations by the Nominating Committee shall be reported to the Board of Trustees and notice of said nominations shall be mailed to the Congregation at least 28 days prior to the annual meeting.

Section 4. Nomination for trustee may be made by petition of members constituting at least 10% of the entire membership of the Congregation (with each family membership counting as one member for this purpose) and said nomination shall be filed with the Secretary at least 20 days prior to the annual meeting.

Section 5. A notice containing the names of nominations by members' petitions must be mailed by the Secretary to all members of the Congregation at least 10 days before the annual meeting.

Section 6. Officers and trustees shall be elected at the annual meeting of members by a plurality vote of the members present and voting.

Section 7. There shall be no nominations from the floor at any meeting of members of the Congregation.

ARTICLE XIII

Fiscal Year; Budget

Section 1. The fiscal year shall begin annually on the first day of July.

Section 2. The estimated budget of the Congregation shall be approved at the annual meeting of the Congregation, or at a special meeting of the Congregation called for that purpose.

ARTICLE XIV

Cemetery

The Congregation may acquire and own land and other property for use as a cemetery. The management of such property shall be the responsibility of the Board of Trustees. The Temple will comply with the applicable provisions of the New York Religious Corporations Law in connection with the acquisition and management of property for cemetery purposes.

ARTICLE XV

Auxiliary Organizations

Section 1. The Congregation shall have such auxiliary organizations as shall from time to time be authorized and constituted by the Board of Trustees.

Section 2. The activities of all auxiliary organizations of the Congregation shall always be conducted in such manner as will advance the best interests of the Congregation.

Section 3. The by-laws and other regulations of all auxiliary organizations shall be consistent with the by-laws and policy of the Congregation.

ARTICLE XVI

Rules of Order

The rules of procedure at meetings shall be determined by Roberts Rules of Order, latest revised edition, except to the extent otherwise determined by the Board of Trustees.

ARTICLE XVII

Amendments

Amendments to these by-laws shall be presented in writing and shall be proposed by the Board of Trustees or by at least 10% of the entire membership of the Congregation (with each family membership counting as one member for this purpose), and shall be filed with the Secretary. Such amendments may be acted on at any regular meeting of the Congregation or at any special meeting called for that purpose. Copies of proposed amendments shall be mailed to each member by or on behalf of the Secretary, or otherwise made available to each member, with a notice of the meeting at least 20 days prior to the date of the meeting. The notice may contain any arguments by proponents and opponents of the proposed amendments. An affirmative vote of two-thirds of the members present and voting at the meeting shall be necessary to adopt any amendment.

ARTICLE XVIII

Prohibited Activities

Section 1. No member of the congregation shall receive any of the earnings or pecuniary profit from the operations of the Congregation. This shall not prevent the payment to any such person of reasonable compensation for services rendered to or for the Congregation in carrying out any of its tax-exempt purposes.

Section 2. Notwithstanding any other provision of these by-laws, no officer, employee, trustee, or representative of the Temple shall take any action or carry on any activity by or on behalf of the Temple not permitted to be taken or carried on by an organization exempt under section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or any successor provision), and the regulations promulgated thereunder, as they now exist or as they may hereafter be amended, or by an organization to which contributions are deductible under section 170(c)(2) of such code and the regulations promulgated thereunder, as they now exist or as they may hereafter be amended.

ARTICLE XIX

Indemnification

Section 1. The Congregation shall indemnify any person who is, or who is threatened to be made, a party to any legal action, suit or proceeding, whether civil, criminal, administrative or investigative, because he or she is or was a trustee, officer, Rabbi or Cantor of the Congregation, against expenses (including attorney's fees), judgments, fines, and amounts paid in settlement (if approved by the Board of Trustees in advance) actually and reasonably incurred by him or her in connection with such action, suit, or proceeding and any appeal therefrom, if he or she 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. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of *nolo contendere* or its equivalent shall not, of itself, create a presumption that the person did not act in a manner which 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, has reasonable cause to believe that his or her conduct was unlawful.

Section 2. Any indemnification under Section 1 of this Article XIX (unless ordered by a court) shall be made by the Congregation, as authorized in the specific case, upon the determination that indemnification of the person is proper in the circumstances because he or she has met the applicable standard of conduct set forth in Section 1 of this Article. Such determination shall be made: (1) by a majority vote of the Board of Trustees who are not parties to such action, suit or proceeding, even though less than a quorum, (2) by a committee of such trustees designated by a majority vote of such trustees, even though less than a quorum, (3) if there are no such trustees, or if such trustees so direct, by independent legal counsel in a written opinion, or (4) by the affirmative vote of a majority of the members of the Congregation, excluding those who are parties to the action, suit or proceeding, present in person at a duly constituted meeting of members. Notwithstanding the foregoing, to the extent any such person has been successful on the merits or otherwise in the defense of any action, suit or proceeding referred to in Section 1 of this Article XIX or in defense of any claim, issue or matter therein, such person shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by such person in connection therewith.

Section 3. Expenses (including attorneys' fees) incurred in defending a civil, criminal, administrative or investigative action, suit or proceeding shall be paid by the Congregation in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking (with sufficient security, if required) by or on behalf of the indemnified person to repay such if it shall ultimately be determined that he or she is not entitled to be indemnified by the Congregation as authorized in this Article XIX.

Section 4. The indemnification provided by this Article XIX shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any by-law, agreement, vote of members or disinterested trustees or otherwise, both as to action in such person's official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a trustee, officer or employee and shall inure to the benefit of the heirs, executors and administrators of such a person.

Section 5. If this Article XIX or any portion hereof shall be invalidated on any ground by any court of competent jurisdiction, then the Congregation shall nevertheless indemnify each person specified in Section 1 of this Article XIX as to costs, charges and expenses (including attorneys' fees), judgments, fines and amounts paid in settlement with respect to an action, suit or proceeding, whether civil, criminal, administrative or investigative, including any action, suit or proceeding by or in the right of the Congregation, to the fullest extent permitted by any applicable portion of this Article XIX that shall not have been invalidated and to the fullest extent permitted by applicable law.

Section 6. All trustees, officers, Rabbis and the Cantor shall be covered by an insurance policy in amounts to be determined by the Board of Trustees, the cost of which shall be included in the budget of the Temple.

ARTICLE XX

Dissolution or Merger

In the event of the dissolution or merger of the Temple, no officer, trustee, employee or representative of the Temple shall be entitled to any distribution or division of its remaining property, assets or proceeds. The balance of all money and other assets or property owned, held, or received by the Congregation from any source, after the payment of all debts and obligations of the Congregation, shall be used exclusively for exempt purposes within the intention and purpose of the Internal Revenue Code of 1986, as it now exists or may be amended from time to time, or it shall be distributed to an organization or organizations exempt under applicable provisions of such Internal Revenue Code. Moreover, any such use or distribution of the money or property of the Temple shall be in accord with the Temple's purposes as set forth above and, to the extent possible, shall promote similar or related purposes.

ARTICLE XXI

Construction, etc.

The words “Temple” and “Congregation” are used interchangeably in these by-laws. If any provision of these by-laws conflicts with the New York Religious Corporations Law, the provision of these by-laws shall control unless the application of the New York Religious Corporations Law is mandatorily applicable by law. Whenever in these by-laws notice is to be provided by mail, such notice may instead be provided by e-mail if permitted by applicable law or if consented to by the intended recipient of such notice.

Dated: June 13, 2005
Hastings-on-Hudson, New York