

**EAST END TEMPLE
245 EAST 17th STREET
NEW YORK, NY 10003**

BY-LAWS

(Revised by vote of membership at Annual Congregational Meeting on June 11, 2020)

PREAMBLE

In order to perpetuate Judaism, to serve the Jewish people by providing a place where they may worship and where the teachings of Judaism may be made known, and to advance the welfare of those who may come under its influence, we do dedicate ourselves to the task of establishing and maintaining a Congregation in the City of New York.

ARTICLE I

**NAME OF CONGREGATION, OBJECT AND PURPOSES,
FORMS AND AFFILIATIONS**

Section 1. NAME: This Congregation shall be known as East End Temple – Congregation El Emet located in Manhattan, New York.

Section 2. OBJECT AND PURPOSE: The purpose of the Congregation will be to promote Reform Judaism in all relations of life by means of public and private worship, by religious education, and through social welfare activities and such other means as will serve to convey the teachings of Reform Judaism.

Section 3. FORMS, INTERPRETATIONS AND AFFILIATIONS: The Congregation will follow the forms, practices and usages of a liberal interpretation of Judaism and will affiliate itself with the Union for Reform Judaism.

ARTICLE II
MEMBERSHIP

Section 1. MEMBERS: Any person of the Jewish faith, or any person seeking to be associated with the Jewish faith, or any person raising a Jewish child, or any person who has/had a significant relationship with a person of the Jewish faith, and who is at least 18 years of age may become a member of the Congregation.

Section 2. UNIT OF MEMBERSHIP: Membership units consist of an individual person who is at least 18 years of age or a family unit (consisting of up to two persons who are at least 18 years of age plus their dependent children).

Section 3. DUES AND ASSESSMENTS: A member will pay such annual dues and assessments as may be determined by the Board of Trustees.

Section 4. VOTING: For the purpose of voting, each of the following will be entitled to one vote:

- a. an individual member of the Congregation; and

- b. in the case of a family unit member of the Congregation, each member of the family unit who is at least 18 years of age and who is not a dependent child of such family unit.

Except as provided by the Religious Corporation Law of the State of New York, each of the foregoing persons may vote in person or by proxy at all meetings of the Congregation, provided he or she shall have been an individual member of the Congregation or a member of a family unit member of the Congregation during the four months immediately preceding the meeting at which such vote is to be cast and has paid all dues and assessments due and payable to the date of said meeting. Each person eligible to vote at a Congregational meeting in accordance with the foregoing is sometimes referred to herein as an "Eligible Voting Member." Proxies shall be in writing and duly signed by the Eligible Voting Member but need not be acknowledged or witnessed. In order to be eligible to vote at the meeting, the person named as the proxy must be a member of the Congregation and, unless waived by the Board of Trustees, the proxy must be received by the Congregation no later than five (5) business days prior to the meeting. Voting by Eligible Voting Members at a meeting shall be by voice vote unless any member present at the meeting, in person or by proxy, demands a vote by written ballot, in which case the voting shall be by written ballot and each ballot shall state the name of the Eligible Voting Member and the name of the proxy (in the case of a ballot cast by proxy).

Section 5. PRIVILEGES OF MEMBERSHIP: Each member of the Congregation in good standing will be entitled to the following privileges:

- a. The right to vote in accordance with Section 5 above.
- b. The children of each family unit member will have the right to receive religious education in the Religious School of the Congregation, to be prepared for Bar/Bat Mitzvah and Confirmation, and receive Bar/Bat Mitzvah and Confirmation in the Sanctuary of the Congregation, upon payment of such fees and meeting such requirements as the Board of Trustees may establish.
- c. A member will be entitled to participate in the activities held under the auspices of the Congregation. Non-Jewish members may participate in all ritual activities, with such few exceptions as determined by the Rabbi.
- d. All individual members and all members of a family unit member who are at least 18 years old and who are not a dependent child of the family unit member are entitled to membership on all committees and to chair committees (except for those chaired by Officers), and are eligible for election to the Board of Trustees or as an Officer (provided, however, that only individuals of the Jewish faith are eligible for election as Officers).

Section 6. MEMBERS IN GOOD STANDING: A member in good standing is a member who is not in arrears in payment of any part of the annual dues or of any lawful charge or assessment. Members in good standing may not be deprived of the rights and privileges of membership. If a member is not in good standing, then such member's rights and privileges may be restored by the Board of Trustees upon compliance with such terms as the Board may stipulate. The suspension of rights or privileges of membership or the resignation of any

member, however, will not relieve that member from the payment of any obligations due the Congregation at the time of suspension or resignation.

ARTICLE III **BOARD OF TRUSTEES**

Section 1. COMPOSITION OF THE BOARD OF TRUSTEES: The Board of Trustees will consist of the President, not more than seven Vice Presidents, a Secretary, a Treasurer (each of the foregoing is sometimes referred to herein as an "Officer-Trustee"), the Sisterhood President, no less than seven and no more than 15 additional Trustees (each of whom is sometimes referred to herein as an "At Large Trustee"), the immediate past-President (who may serve on the Board of Trustees for one three-year term immediately following his or her service as President), and the Full-Time Clergy (the latter two as ex-officio members of the Board of Trustees). In addition, each person who was a past-President of the Congregation on May 1, 2004 may serve on the Board of Trustees for as long as he or she is a member of the Congregation. If so proposed by the Board of Trustees and elected by the Congregation from time to time, the office of President may be shared by two Co-Presidents.

The Board of Trustees may delegate to the Vice Presidents those individual responsibilities within the various spheres of Congregation life as the Board may determine from time to time.

Section 2. TERM OF OFFICE: All Board Members (other than the past-Presidents, the Sisterhood President, and the Full-Time Clergy) will serve for staggered three-year terms; provided, however, that the Executive Committee shall have the power to determine whether any particular candidate for service on the Board of Trustees (including any Officer-Trustee candidate) will be elected to serve for a one, two or three year term (with a view to ensuring appropriate continuity on the Board). No At-Large Trustee may be elected as an At-Large Trustee for more than three consecutive three-year terms. No Officer-Trustee may be elected to any particular office for more than three consecutive three-year terms (for a maximum of nine years). Time served as the (co)president is in addition to and apart from time served as a trustee and has no effect on an individual's term limit as a trustee. Individuals who complete their service as (so)president may continue as a trustee if time remains in the term/s they were eligible to serve prior to becoming (co)president. If, after completion of services as a (co)president, there is less than 3 years remaining on their service as a trustee, the immediate past (co)president is eligible to serve on the Board of trustees for a term of 3 years immediately following their service as (co)president.

Section 3. VACANCIES: In the event that an At-Large Trustee or an Officer-Trustee ceases to act as Trustee, the Board may fill such vacancy until the next annual meeting of the Congregation, at which time that position may be filled by election to a new term.

Section 4. GENERAL POWERS: The Board of Trustees will govern the affairs of the Congregation, will have custody and control of all the funds, records and property of the Congregation, and will take all action as shall in its judgment best promote the welfare of the Congregation in accordance with the practices, rules and usages of Reform Judaism.

Section 5. SPECIAL POWERS: Without limitation on its general powers, and in addition to such other powers provided otherwise in these By-laws, the Board of Trustees will have the power to:

- a. determine all dues and assessments of the Congregation and the remission in whole or part thereof;
- b. hire and remove such positions as may be necessary and fix their duties and salaries, except as otherwise prescribed in these By-Laws;
- c. engage a Director of Congregational Learning and any other functionaries as the Board may deem necessary for the religious and educational needs of the Congregation, except the Full-Time Clergy;
- d. recommend the engagement of the Full-Time Clergy for such salary and such period of time as may be determined subject to the approval of the members of the Congregation at an annual or special meeting;
- e. assure that the form of worship and ritual desired by the Congregation is adhered to, and recommend to the Full-Time Clergy such changes as may be required in compliance therewith;
- f. prepare a budget for the appropriation of funds subject to the approval of the Congregation at an annual meeting;
- g. direct the call of a special meeting of the Congregation whenever it may be deemed necessary;
- h. remove any Trustee from the Board, any Officer from the Executive Committee, or any member of the Congregation from any committee, for cause, by a two-thirds vote of the Board, which removal may be over-ruled by a two-thirds vote of the members of the Congregation; and
- i. approve a special extension of a three-term limit for a Trustee or Officer from one year up to one additional three year term.

Section 6. MEETINGS:

- a. The Board of Trustees will meet at least six (6) times a year. However, special meetings of the Board for a particular purpose may be called by the President or by any five Trustees on not less than two days prior notice.
- b. The Secretary will attend all Board meetings and take minutes, which will be distributed to the Board members for their approval.
- c. The Treasurer will attend all Board meetings and submit a financial report, which will be distributed to the Board for review.

- d. Regular Board meetings, exclusive of executive sessions, are open to members of the Congregation. Brief comments not to exceed three minutes per speaker will be acceptable at the end of the agenda.
- e. Without limitation on the general powers of the Board of Trustees, the business of the meetings will consist of review, deliberation and adoption of policy decisions affecting the Congregation, its property and its membership; other recommendations to the Congregation regarding its property and its membership; recommendations to the Congregation on the hiring of Full-Time Clergy and renewal of her/his contract(s); approval of an operating budget and financial statements for presentation to the Congregation; and recommendations of changes to the By-Laws if warranted.
- f. The Board may establish such committees as the Board may determine are necessary or desirable and may appoint chairs and members for such committees as appropriate.

Section 7. QUORUM: A majority of the Board of Trustees present at a meeting will constitute a quorum. Unless otherwise provided by these By-Laws or by law, Board action will be taken by a majority vote of the Trustees present at the meeting and voting.

Section 8. ABSENCE: The office of any member Trustee absent for three successive regular meetings of the Board or for four out of six regular meetings of the Board during any fiscal year may be declared vacant by the Board.

ARTICLE IV **EXECUTIVE COMMITTEE**

Section 1. COMPOSITION: The Executive Committee will consist of the President, , the Vice Presidents, the Treasurer, the Sisterhood President and the Full-Time Clergy, the latter being an ex-officio member. A secretary will be appointed at each meeting from among the attendees on a rotating basis.

Section 2. MEETINGS: The Executive Committee will meet monthly.

Section 3. POWER and DUTIES: Subject to the general direction and approval of the Board of Trustees, the Executive Committee will coordinate and manage the programs, operations, and activities of the Congregation and develop and implement strategies to assure the long-term health, viability and vitality of the Congregation. The Executive Committee will also nominate and supervise the election of Trustees and Officers. The Executive Committee will report to the Board of Trustees at meetings of the Board and will present to the Board, for approval, any initiatives representing a significant change in policy, direction, or material expenditure (in excess of that set forth in an approved budget).

ARTICLE V **OFFICERS**

Section 1. ELECTION: The Congregation will elect a President (or, if proposed by the Board from time to time, two Co-Presidents), up to seven Vice Presidents, a Treasurer and a Secretary. All Officers will serve staggered three-year terms, as set forth in Article III, Section 2. No officer may be elected to any particular office for more than three consecutive three-year terms.

Section 2. THE PRESIDENT will:

- a. Have general supervision over the affairs of the Congregation;
- b. Serve as the “face” of the lay leadership to the Temple community and to the outside community;
- c. Chair meetings of the Executive Committee and the Board of Trustees;
- d. Serve as the liaison on day-to-day matters between the Congregation and the Full-Time Clergy;
- e. Inspire the Congregation to fulfill the Temple’s mission statement; and
- f. Serve as an ex-officio member of all Committees.

Section 3. THE VICE PRESIDENTS: The Board of Trustees may delegate to the Vice Presidents those individual responsibilities within the various spheres of Congregation life as the Board may determine from time to time and will report with respect thereto to the Executive Committee. Among the responsibilities to be assigned to the Vice Presidents will be: to

- a. Provide oversight, coordination and synergy among the program offerings for the purpose of carrying out the programming vision and direction of the Board of Trustees.
- b. Support growth and involvement in Congregation membership by assessing and evaluating how well program offerings meet the articulated vision and programming direction.
- c. Seek new members of the Congregation and seek to secure the satisfaction and retention of current members of the Congregation. In this regard to use all available technological methods toward promoting this aim.
- d. Encourage active communication among members of the Congregation concerning all aspects of Congregational life.
- e. Support and provide guidance for educational activities and programs of the Religious School and the Director of Congregational Learning, as well as additional educational programming for youth, adults, and families in the Congregation.

- f. Assess and evaluate educational programming and activities of the Congregation.
- g. Monitor and evaluate ways to move the Congregation's worship in a direction that effectively serves the spiritual needs of its members and potential new members, consistent with the Congregation's mission and vision.
- h. Develop and, with approval of the Board, implement strategies to assure the long-term financial viability of the Congregation.
- i. Ensure operating budgets are drafted for review and approval by the Board and the Congregation, and then monitor adherence to the budget.
- j. Oversee fund-raising campaigns and manage capital and investment programs.
- k. Negotiate staff and clergy contracts.
- l. Be responsible for the operation, maintenance and preservation of the physical plant of the Temple, including identifying and responding to maintenance needs and repairs.
- m. Establish rules for permissible uses of the Temple facilities as well as procedures for the scheduling of those uses.
- n. Undertake and review all future physical plant projects as they become necessary.
- o. Develop and maintain a plan for how the Congregation will meet its long-term goals and fulfill its mission and vision.
- p. Support the Board and the other committees in identifying and responding to challenges, opportunities, and risks that extend beyond the current year.
- q. Ensure that the Congregation is identifying, involving, and mentoring lay leadership, thus ensuring leadership continuity and succession.
- r. Coordinate communication and marketing of the Congregation's external "brand" to the community as well as ensuring consistent internal messaging to the Congregation.

Section 4. THE SECRETARY: The Secretary will attend all meetings of the Board and take and keep minutes of the meetings.

Section 5. THE TREASURER shall:

- a. Ensure adequate, sound financial controls and procedures for the temple and assist the Board of Trustees to form financial policies on who can access funds, who has check-signing authority, how expenses get reimbursed, use of the organization's credit card and handling of small cash expenses;
- b. Oversee all financial affairs, funds and audits of the temple;

- c. Maintain an updated record of all income and expenditures;
- d. Be one of the signatories on temple accounts;
- e. Present written financial reports at the monthly Board of Trustees meetings, including a Balance Sheet and Income and Expense Reports as of the prior month's end and prior year;
- f. Collaborate with office staff and the temple's outside bookkeeper, if any, in allocating income and expenses to proper accounts and coordinating payment of invoices and other expenses;
- g. Assist in preparing the annual budget and during the fiscal year monitor the budget by continually comparing actual expenses against budgeted expenses to report significant variances to the board;
- h. Adhere to and implement all financial procedures established by the Board of Trustees; and
- i. Work on any other financial matters that may arise during the course of Temple business.

ARTICLE VI **FULL-TIME CLERGY**

Section 1. SELECTION: The Full-time Clergy will be selected by the Board of Trustees, for such compensation and such period of time as may be determined by the Board of Trustees, subject to the approval of the members of the Congregation at an annual or special meeting.

Section 2. AFFILIATION TO CONGREGATION: All Full-time Clergy will be ex-officio members of the Congregation.

Section 3. DUTIES: The Full-term Clergy will perform all duties incumbent upon and in accordance with his/her office. The Full-term Clergy will be asked to attend all meetings of the Board of Trustees, the Congregation, and the Executive Committee, except when there is a discussion pertaining to his/her office or to his/her performance of the duties. All Full-Time Clergy will be ex-officio members of all committees.

ARTICLE VII **MEETINGS**

Section 1. ANNUAL MEETINGS: The annual meeting of the Congregation will be held at such place and on such day as may be designated by the Board of Trustees. At the annual meeting, reports will be submitted by the President and the Full-Time Clergy and by any other Officers or committee chairs desiring to submit reports; a budget for the coming year will be approved; and Officer-Trustees and At-Large Trustees will be elected. Every member of the

Congregation will be notified of the meeting date and time at least ten days prior to the holding of the annual meeting and five days prior to any postponement thereof.

Section 2. SPECIAL MEETINGS: A special meeting of the Congregation may be called by the Board of Trustees on its own motion or on the written request of at least ten members of the Congregation. Notice of such special meeting, specifying the purpose thereof, will be given at services, on each of two successive Fridays preceding such meeting. In addition, written notice of such special meeting will be sent to all members of the Congregation at least ten days prior to the holding of such meeting and no business may be transacted thereat except as specified in such notice.

Section 3. QUORUM FOR ANNUAL OR SPECIAL MEETINGS: Fifteen percent of the Eligible Voting Members will constitute a quorum at an annual or special meeting. If a quorum is present, action by the Congregation at an annual or special meeting upon any matter or question coming before the meeting shall be decided by the vote of a majority of those Eligible Voting Members who are present in person or by proxy at the meeting.

ARTICLE VIII **DISCIPLINE**

Section 1. EXPULSION/REMOVAL: A member, Officer, or Trustee, may be expelled by the Board of Trustees for a willful violation of these By-Laws or for any conduct prejudicial to the interests and welfare of the Congregation. The Full-term Clergy may be removed, subject to the terms of his/her contract, only by the Congregation.

ARTICLE IX **NOMINATIONS**

Section 1. NOMINATIONS OF OFFICERS AND TRUSTEES: Nominations of Officers and Trustees will be made by the Executive Committee with the consent of a majority of the Board of Trustees

Section 2. NUMBER OF NOMINATIONS: The slate of nominees will consist of one nominee for each open Officer-Trustee and each At-Large Trustee position in accordance with Article III, Section 1. If the Executive Committee is unable to present a slate to fill each position the Executive Committee may request nominations from the community.

Section 3. NOMINATION BY PETITION: Nomination for any Officer-Trustee or At-Large Trustee may be made by petition of any ten members of the Congregation at large.

Section 4. FILING AND NOTICE OF NOMINATIONS:

- a. **BY THE EXECUTIVE COMMITTEE**: Nominations by the Executive Committee must be filed and read at the meeting of the Board of Trustees four weeks prior to the election, and notice of said nominations must be sent to the members of the Congregation at least four weeks prior to the election.

- b. **BY THE CONGREGATION AT LARGE:** Nominations by petition by the Congregation at large must be filed with the Secretary at least three weeks prior to the election and notice of said nominations must be sent to the members of the Congregation at least ten days before the election.

ARTICLE X **INSPECTORS OF ELECTION**

Section 1. **INSPECTORS OF ELECTION:** At every annual meeting of the Congregation, two Inspectors of Election will be appointed by the Secretary to act at all elections and meetings which may be held by the Congregation during the ensuing year.

ARTICLE XI **RULES OF ORDER**

Section 1. **DETERMINATION:** The rules of procedure will be determined by Roberts Rules of Order.

ARTICLE XII **NOTICES**

Section 1. **SERVICE OF NOTICES:** Whenever, under the provisions of these By-Laws, notice is required to be given to anyone, it will not be construed to mean personal notice, unless so specifically stated, but such notice may be given by mail or e-mail addressed to such person, and the time of giving such notice will be deemed the time when the same is so mailed or e-mailed.

ARTICLE XIII **FUNDS OF THE CONGREGATION**

Section 1. All funds of the Congregation will be deposited in such manner as the Board of Trustees may approve.

Section 2. Anything hereinbefore to the contrary notwithstanding, such funds will be subject to payment, withdrawal, disbursement, or other disposition in such manner and by such Officer or Officers as the Board of Trustees may from time to time determine. If any change is to be made in the then existing procedure, that notice of such proposed change will be given to all Trustees at least ten days prior to the time of the Board meeting to consider the disposition of said funds.

Section 3. All funds of the Congregation will be reported annually to the Congregation.

ARTICLE XIV
FISCAL YEAR

Section 1. The fiscal year of the Congregation will begin annually on July 1st and end the following June 30th.

ARTICLE XV
DISSOLUTION OR MERGER

Section 1. DISSOLUTION: In the event of the dissolution of the Temple, its assets, after discharge of all legal obligations including the expense of liquidation, will be distributed to one or more of the following:

- a. the Union for Reform Judaism, provided it is then in existence and is entitled to exemption from taxation under the tax laws of the United States and the State of New York;
- b. one or more charitable or philanthropic organizations exempt from taxation under federal and local tax laws;
- c. the United States of America, for public purposes;
- d. the State of New York, for public purposes; and/or
- e. the City of New York, for public purposes.

No part of the Temple's net assets shall inure to the benefit of any member or other person having a personal or private interest in the Temple's activities.

Section 2. MERGER: In the event of a merger with another Temple exempt from taxation within the meaning of Section 501(c)(3) of the Internal Revenue Code and following the tenets of Reform Judaism, the assets of the Temple will be distributed or maintained in accordance with the agreement reached with such other Temple.

ARTICLE XVI
INDEMNIFICATION

Section 1. The Congregation will indemnify any person who is, or who is threatened to be made, a party to any legal proceeding, because he or she was a director, officer, trustee, employee, professional staff, rabbi, cantor, or agent 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/her in connection with such action, suit, or proceeding, if he/she reasonably believed his or her actions 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/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 will not, of itself, create a presumption that the person did not act in a manner which he/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 reasonable cause to believe that his/her conduct was unlawful.

Section 2. Any indemnification under Section 1 of this Article XVI (unless ordered by a court) will be made by the Congregation only as authorized in the specific case, upon the determination that indemnification of the person is proper in the circumstances because he/she has met the applicable standard of conduct set forth in Section 1. Such determination will be made: (1) by the Board of Trustees by a majority vote of a quorum consisting of Trustees who were not parties to such action, suit or proceeding; or, if no quorum can be reached, (2) by the affirmative vote of a majority of the Eligible Voting Members, excluding those who are parties to the action, at a duly constituted meeting.

Section 3. Expenses incurred in defending a civil or criminal action, suit or proceeding will 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 advancement if it is ultimately determined that he/she is not entitled to be indemnified by the Congregation as authorized in this Article.

Section 4. If so determined by the Board, the Congregation may purchase and maintain insurance on behalf on any person who is entitled to indemnity under this Article.

ARTICLE XVII **AMENDMENTS**

Section 1. These By-Laws may be amended by a two-thirds vote of the Eligible Voting Members present at any Congregational meeting, after written notice embodying such amendment has been given with the notice of the meeting at which such proposed By-Law amendments are to be acted upon.

Section 2. Amendments to these By-Laws may be recommended by the Board of Trustees or by written petition to the Board signed by at least ten percent of the Eligible Voting Members.

ARTICLE XVIII **MISCELLANEOUS**

Any amendment to these By-Laws will become effective immediately and will not affect the term of office of any Officer or Trustee previously elected. In the event of a conflict between these By-Laws and the laws of the State of New York, the laws of the State of New York will prevail.