

THE AMENDED AND RESTATED BY-LAWS OF CONGREGATION ANSCHE  
CHESED

Revised, March 1986  
Amended, June 2002

Amended, June 2012

These Amended and Restated By-Laws of Congregation Ansche Chesed, dated June 4, 2012 ("By-Laws"), amend and restate in their entirety the Constitution and By-Laws of Congregation Ansche Chesed as previously in effect.

Preamble

Congregation Ansche Chesed, a founding member of the United Synagogue of Conservative Judaism, has been in existence since the 19<sup>th</sup> Century. In 1927, Ansche Chesed moved to its present site at West End Avenue and West 100th Street, and since then has been a mainstay of the Upper West Side Jewish Community. Ansche Chesed is an egalitarian, participatory Conservative congregation. Its purposes include: (1) providing for the varied Jewish worship and ritual needs of its members, (2) conducting and supporting a variety of Jewish educational activities for adults and children, (3) organizing social activities and holiday celebrations, and (4) strengthening both the Jewish people and the greater community through social action.

Article I: Name

1. The name of this Congregation shall be Ansche Chesed.

Article II: Administration.

1. The management and administration of the affairs of Ansche Chesed and the custody and control of its property shall be vested in the Board of Trustees, subject to applicable law. The Board's authority is derived from and sustained by the consent of the Members, and in all matters pertaining to Ansche Chesed the Members shall maintain ultimate authority in accordance with these By-Laws.

2. The officers of Ansche Chesed shall be a President, Vice Presidents, Honorary Presidents, a Treasurer, a Secretary, and holders of other offices which the Board may wish to create or abolish annually. Decisions regarding the creation or abolition of additional offices shall be made prior to election by the Membership.

Article III: Elections and Meetings

1. The Board of Trustees, not to exceed 30 members, shall consist of the Officers and at least 12 at-large Trustees. Officers shall be elected for terms of one year. At-large Trustees shall be elected for terms of three years, except when elected to fill the unexpired term of a vacated post. The at-large Trustees shall be grouped into three classes such that the classes' terms expire successively. No one shall serve as a particular Officer for more than three consecutive one year terms or as

an at-large Trustee for more than two consecutive three year terms. Following service as an Officer or at-large Trustee for six or more consecutive years (including service as an at-large Trustee immediately following service as an Officer, as described below), a person must wait at least two years before being elected again as an at-large Trustee. However, immediately following service as President, the outgoing President may be elected for one additional three-year term as an at-large Trustee, and immediately following service as an Officer other than President, the outgoing Officer may be elected for one additional one-year term as an at-large Trustee.

2. Honorary Officers and Honorary at-large Trustees may also be elected. Honorary Officers and Honorary at-large Trustees shall serve for life and are entitled to vote at any Board meeting attended, but shall not be counted when determining the size of the Board (or the presence of a quorum).

3. Subject to provisions of Article IV (4), any Member in good standing may serve as an Officer or at-large Trustee of the Board.

4. The Membership shall elect the Officers and at-large Board members at the Annual Membership Meeting in the manner described below.

5. The Annual Meeting shall be held during the month of June. The date shall be set by the Board. Notice of the meeting shall be given at the two successive Shabbat morning services immediately preceding the meeting, in accordance with the New York Religious Corporations Law. In addition, written notice of the meeting and an agenda for the business to be conducted at the meeting shall be sent to the Members at least six (6) weeks prior to the meeting date. The agenda at the meeting shall be confined to those matters set forth in the notice, except as provided for in Article XI(2) in these By-laws.

6(a). At least ninety days prior to the Annual Membership Meeting, the President shall appoint a Nominations Committee. At least 60 days prior to the Annual Membership Meeting, the Nominations Committee shall report a draft slate of nominees to the Board, including at least one nominee for each Officer and each at-large Trustee whose term is expiring. The Board may accept, reject or modify the Committee's report in whole or in part. The Board shall set the total number of Trustees who will serve on the Board (not to exceed 30 Trustees, as provided in Article III(1)). (b). The Board shall direct the President to send the Board's nominees to the Membership so that the list of nominees is received by the Members not later than 30 days prior to the Annual Meeting. Additional nominees may be placed on the ballot by way of a petition signed by at least 5% of Members eligible to vote and submitted to the President not later than 7 days prior to the Annual Meeting. At the Annual Meeting, prior to each election for the Officers and Trustees, Members shall have the opportunity to move that nominations be opened to the Annual Meeting. Such motion shall pass by a two-thirds (2/3) vote of those present and voting. (c) The above specified notification shall include the text of Article III (6b).

7. The elections shall take place sequentially. The Membership shall first elect the President, than all Vice Presidents, then the Treasurer, then the Secretary, and then the at-large Trustees. Each Member shall have the right to cast one vote for each opening on the Board. All Nominees for at-large Trustees shall be considered as individuals and not voted upon as a slate. If there are more nominees than openings for at-large Trustees, a written ballot listing all nominees, in alphabetical order, shall be used. After each election, the Secretary shall tally the votes and certify the election of the winner by a majority vote of those present and voting. The Treasurer, or, in his or her stead, a person designated by the President, shall serve in place of the Secretary during the election for Secretary. Officers and at-large Trustees shall assume office upon the close of the Annual Meeting.

8. In the event that more than two nominees are running for office, the President shall announce prior to the election the method to be employed for selecting candidates for run-off elections if no candidate receives a majority of ballots cast on the first ballot.

9. A quorum for all meetings of the Membership shall consist of at least 50 Members eligible to vote or 10% of all Members eligible to vote, whichever is fewer, but never less than 20 Members eligible to vote.

10. Every Member present at the Annual Meeting or any Special Meeting shall be entitled to carry one and only one proxy, except that any Member may carry the proxy or proxies of any other Member or Members for purposes of any vote with respect to the following: (1) the sale, mortgage, or lease of any of the Congregation's property; (2) consolidation of the Congregation with one or more other religious corporations of the Jewish faith; or (3) any election of Trustees or Officers. The proxy must be written and signed by the Member conferring the proxy, naming a specified person who may act as the Member's proxy, and must be submitted to the Secretary for examination and certification. Proxies may not be counted toward a quorum. Every proxy shall be revocable at the will of the person executing it.

11. Any or all Officers and any or all Trustees may be recalled before the expiration of their terms by a two-thirds (2/3) vote at a meeting of the Membership called, in whole or in part, for such purpose. In such event, the Board will nominate a replacement to complete the unexpired term of each Officer or Trustee, and the Members will vote upon the nominated replacement(s) at that meeting or a subsequent meeting.

12. The Board is empowered to call a Special Meeting of the Membership upon a majority vote of the Board and must do so upon presentation of a petition for said meeting by ten per cent (10%) of Members eligible to vote or 30 Members eligible to vote, whichever is fewer, but never less than 10 Members. The Special Meeting shall take place not less than thirty (30) days nor more than forty-five (45) days following presentation of the petition or vote of the Board. Written notification specifying the date, time, and agenda shall be sent to the Members at least fifteen (15) days prior to the Special Meeting. The agenda at the meeting shall be confined to those matters set forth in the notice.

13. At each annual Membership Meeting, the President shall give a summary report of the activities and decisions of the Trustees which were taken since the last Annual Meeting.

14. The Members, by a two-thirds (2/3) vote of those present and voting at the meeting, may overturn any decision taken by the Board, and if they do so must return all, and not less than all, matters within the scope of the decision to the Board for reconsideration and, as appropriate, resubmission to the Members. The Members may take any other action within their jurisdiction or within the jurisdiction of the Board by a majority vote of the Members present at the meeting, except such actions that require a two-thirds (2/3) or other vote as specified in these By-Laws.

#### Article IV: Membership.

1. Any Jewish adult in a household shall be eligible to be a Member of Ansche Chesed.

2. Dues shall be payable on a household basis. The Board shall establish procedures for admitting Members, a dues structure, and a procedure for recommending reductions in dues where appropriate. No one shall be denied membership in Ansche Chesed due to inability to pay full dues.

3. Every person in an Ansche Chesed household shall be entitled to the benefits and services of the institution.

4. All Jewish adults in Ansche Chesed households are entitled to vote and hold office as Officers or Trustees.

#### Article V: Duties and Powers of Board of Trustees.

1. The Board of Trustees shall hold regular meetings, at least four times per year. The President may call a Special Meeting of the Board at any time and must call such a meeting when requested to do so in writing by at least one third (1/3) of the Board.

2. A majority of Trustees, then in office, including at least one Officer, shall constitute a quorum for all meetings of the Board.

3. In the event of a vacancy among the Officers or Trustees, unless any such vacancies have been filled in accordance with Article III, Section 11, the Board shall have the power by a majority vote of its members present and voting to elect replacements for the vacated positions until the next Annual Meeting, at which the vacancies shall be filled for the remainder of the unexpired terms. Such a vote by the Members shall precede the election for President.

4. The Board, by a two-thirds (2/3) vote of those present and voting, shall have the power to overturn any decision or action of any Officer.

5. An Officer or at-large Trustee who misses three (3) consecutive meetings of the Board shall automatically vacate his or her position. Following the third absence,

the status of the Officer or at-large trustee shall be placed on the agenda of the next Board meeting at which time the Board may reinstate the trustee by a two-thirds (2/3) vote of those present and voting.

6. All contracts for Rabbi or Cantor/Musical Director shall be negotiated by the Board and shall be submitted to the Membership for ratification. The Board may delegate the authority to hire and dismiss other personnel.

7. By a two-thirds (2/3) vote of those present and voting, the Board may recommend the dismissal of the Rabbi or Cantor/Musical Director prior to expiration of their respective contracts. Such recommendation shall be submitted to the Membership within thirty (30) days of its being formally voted upon by the Board for action at a special meeting of the Membership.

8. The Board shall have the power to delegate authority to sign contracts and official documents on behalf of Ansche Chesed except as otherwise explicitly provided in these By-Laws.

9. Participation by a member of the Board in a Board meeting via telephone conference or other communications equipment that allows all persons participating in the meeting to hear each other at the same time shall constitute presence in person at that meeting, entitling the Board member to participate in any vote taken at the meeting.

#### Article VI: Duties of Officers.

1. The President: The President shall preside at all meetings of the Board, the Executive Committee and the Membership, shall appoint a chairperson for each Board Committee, be an ex-officio member of all Board Committees, and shall sign all official documents and contracts, except as expressly provided for by the Board, pursuant to Article V, 8.

2. The Vice-President: The Vice-President shall perform all duties of the President in his or her absence, incapacity, or refusal to perform functions mandated by these By-Laws. In the case of more than one Vice-President, the Board shall have designated the execution of this function.

3. The Treasurer: The Treasurer shall manage or oversee management of all financial affairs of Ansche Chesed and shall prepare a financial report every quarter which shall be made to the Board at their first meeting subsequent to its preparation. The financial report shall be appended to the minutes of the Board meeting at which the report is presented. If there is only one Vice-President, the Treasurer shall also perform all duties of the Vice-President in his or her absence, incapacity, or refusal to perform functions mandated by these By-Laws. All Financial reports pertaining to Ansche Chesed shall be available for inspection by any Member.

4. The Secretary: The Secretary shall oversee such administrative functions of Ansche Chesed as the President may assign, shall have custody of all official

documents, and shall prepare and circulate by mail minutes of each meeting of the Board and of the Membership.

#### Article VII: Committees of the Board.

1. The Board shall establish the following five standing committees: Finance & Financial Oversight, Executive, Ritual, Personnel, and Building.
2. The President may establish additional committees as he/she deems necessary subject to the approval of the Board.
3. The Executive Committee shall consist of all Officers of the Board, as well as Trustees appointed by the President.
4. With respect to all other committees, the President shall appoint a chairperson for each committee. The chairperson, in consultation with the President, shall appoint additional members to the committee. Each committee may select a co-chairperson from its ranks.
5. Membership on committees, except the Executive Committee, shall be open to all Members of Ansche Chesed, except where limited by the Board due to considerations of confidentiality.
6. A committee member who fails without cause to attend three consecutive meetings shall automatically cease to be a member of that committee, subject to reappointment by the chairperson of the committee or by the President.
7. Meetings of all committees shall be open to non-voting participation by all Members of Ansche Chesed except where limited by the chairperson or the President due to consideration of confidentiality.
8. The Board shall retain the right to affirm or overrule all decisions of committees.

#### Article VIII: Finances.

1. Investment policy and payment authority (including with respect to check signing or electronic payments) shall be set by the Board. The following officers must be signatories to every account on behalf of Ansche Chesed: President, at least one Vice-President, Secretary and Treasurer.
2. Special Funds: All funds shall be accounted for in separate profit and loss statements that track on a monthly basis all revenue and expenses. Complete records of all receipts and disbursements shall be reported to the Finance Committee on a regular basis.
3. Audit: The President must order an annual audit or review of the books, records and finances of Ansche Chesed by an independent auditor.

#### Article IX: Status of the West Side Minyan.

1. The West Side Minyan, consistent with its unique historical relationship to Ansche Chesed, shall retain certain privileges and obligations as set forth below. These

privileges and obligations were previously accorded to the West Side Minyan pursuant to its designated status as an Affiliate of Ansche Chesed.

2. The West Side Minyan shall have priority over non-Members in allocation of space and facilities, and it shall receive special consideration in negotiating its financial obligations to Ansche Chesed. Specific understandings regarding use of space, attendant responsibilities, committee obligations, and donations to Ansche Chesed shall be negotiated on these matters and shall take into account the extent of overlap in memberships of Ansche Chesed and the West Side Minyan, the potential benefit to Ansche Chesed of the West Side Minyan's services and programs, the historic relationship between the West Side Minyan and Ansche Chesed, the West Side Minyan's independent fund-raising capabilities, and other factors.

3. The West Side Minyan shall be held responsible to uphold commitments it undertakes to participate in cooperative programming efforts with Ansche Chesed and it may be required by the Board of Ansche Chesed to send a voting representative to appropriate committees of Ansche Chesed.

4. The West Side Minyan shall establish its own policies and programs without interference from the Board or other body of Ansche Chesed provided that such policies and programs conform to the requirements established pursuant to the above and that they do not alter or jeopardize the legal, financial, or physical status of Ansche Chesed and that they do not contravene the rights of other Members or programs of Ansche Chesed.

5. The Board may revoke the West Side Minyan's Affiliate status for cause by a two-thirds (2/3) vote of those present and voting. At least 30 days' notice shall be given to the West Side Minyan in the event its status will be voted upon by the Board.

#### Article X: Notice.

1. For any provision in these By-Laws which requires a formal notice to be provided, such notice shall be delivered by electronic mail in a commonly prevalent format. Membership applications shall advise Members of this provision and request an electronic mail address for such notice. Members who lack computer access or for whom access to electronic mail is otherwise a hardship should so advise the Congregation on the yearly membership application. For these Members, notices shall be sent via USPS first class mail.

#### Article XI: Amendments.

1. These By-Laws may be amended by a two-thirds (2/3) vote of the Members present at any of its meetings, provided the Membership has received at least two (2) weeks' notice as to the substance of the proposed amendments. Such notice may be given by announcements at a prior meeting of the Membership or as otherwise provided for in these By-Laws. The President shall authorize a notice to the Membership for this purpose upon request from ten (10%) percent of the Member households or 18 such households, whichever is greater.

2. The Membership may amend these By-Laws without prior notification at its Annual Meeting by an affirmative vote of ninety (90%) percent of those Members present. Those present and abstaining shall count as "nay" votes in any such circumstance and in no other.

Article XII: Jurisdiction.

1. These By-Laws shall be sovereign except that The New York State Religious Corporations Law shall take precedence in case of conflict.