

REVISED JUNE 10, 2025

CONGREGATION ANSHE SHOLOM BY LAWS

(A congregation of the Jewish Faith constituting a Religious Corporation organized under and pursuant to the provisions of an Act of the legislature passed April 18, 1813, and Acts amendatory thereof).

(Pursuant to Article 2 of the Religious Corporation Law).

WE HEREBY CERTIFY:

PREAMBLE

FIRST: The name of the corporation is **CONGREGATION ANSHE SHOLOM**.

SECOND: The Congregation was originally incorporated under the name of the **CONGREGATION ANCY SHOLOM OF NEW ROCHELLE** by Certificate dated May 15, 1896 and filed in the Office of the Clerk of the County of Westchester on May 28, 1896. Its name was changed to **CONGREGATION OF ANSHA SHOLEM** by Certificate filed in the office of the Clerk of the County of Westchester on May 31, 1910. Subsequently, its name was changed to **CONGREGATION ANSHE SHOLOM** by Certificate filed in the Office of the Clerk of the County of Westchester on October 6, 1954.

The Congregation is a corporation as defined in subparagraph (a)(5) of Section 102 of the Not-for-Profit Corporation Law of the State of New York and may engage in all activities as may be necessary or appropriate to carry out its purposes.

ARTICLE I - ANSHE SHOLOM

The name of the Corporation is **CONGREGATION ANSHE SHOLOM** (for purposes of this Certificate of Incorporation, the Corporation shall, from time to time, be hereunder referred to as the "Congregation").

ARTICLE II - PURPOSES

SECTION 1: The purpose of the Congregation is to maintain and conduct an Orthodox Synagogue in conformance with the requirements of Orthodox halacha.

SECTION 2: (A) Specific sections of the sanctuary shall be designated for the separate and exclusive use of men and of women at all religious services. The sanctuary will have a mechitza.

(B) The Congregation shall not engage in any activity that adversely affects its status as a tax-exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), or that which adversely affects the deductibility of contributions to the Congregation under Code Section 170. No substantial part of its activities can be the carrying of propaganda or otherwise attempting to influence legislation and the Congregation shall not participate or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

(C) To maintain schools for instruction in Jewish religious doctrine, history and culture.

(D) To provide and maintain facilities for the cultivation of Jewish thought and action.

(E) To promote benevolent and charitable causes *as defined by the Board of Trustees.*

ARTICLE III - THE RABBI

The Rabbi shall be the spiritual leader of the Congregation. The Rabbi must have received ordination from an Orthodox institution and must be observant. He shall serve the Congregation's religious, educational, spiritual and pastoral needs. The Rabbi shall be the final arbiter in all matters of ritual and observance and decisions concerning religious worship and conduct. The Rabbi shall have the overall responsibility of implementing the religious aims and objectives of the Congregation. The Rabbi shall confer with the Board of Trustees or any special committee or committees which may be set up to fulfill his responsibility in determining the halachic direction of the Congregation.

The Rabbi shall supervise all religious services and rites; he shall also act as consultant to the educational programs of the Synagogue. The Rabbi shall be a member of the Ritual Committee.

No person may address the membership from the pulpit without the prior consent of the Rabbi.

ARTICLE IV - MEMBERSHIP

SECTION 1: Any Jew who has attained the age of eighteen (18) years may apply to the Synagogue for admission to Membership in the Congregation. The Rabbi shall, in accordance with the requirements of Orthodox halacha, determine whether any applicant is Jewish.

SECTION 2: Membership dues, assessments and other charges shall be collected as established by the Board of Trustees.

SECTION 3: A person who has paid his/her dues, assessments and pledges, or has agreed to a payment for such, shall be considered a member of the Synagogue, and will receive High Holy Days tickets. The President may give special consideration due to a member's financial situation.

SECTION 4: All Jewish adult full members in good standing shall be entitled to vote at meetings of the Congregation.

SECTION 5: Associate members as defined by the Board of Trustees shall have voice but no vote at Congregational meetings.

SECTION 6: Members may attend Board Meetings but may not speak unless recognized by the Chair. The meetings may be closed during discussion of personnel and financial issues.

ARTICLE V - TRUSTEES

SECTION 1: The affairs of the Congregation shall be managed by the Board of Trustees of the Congregation consisting of not less than eleven (11) or more than seventeen (17) elected members.

SECTION 2: The Board shall meet on the second (2nd) Tuesday of each month unless that day is a Jewish or secular holiday, in which case the monthly meeting shall be re-scheduled. Any change in Board meeting dates shall be placed on the office Shul calendar and in the weekly announcements. At the President's discretion a meeting may be held by videoconference.

SECTION 3: The Trustees shall be elected at an annual meeting of the Congregation by a plurality of members present and shall serve for a term of three (3) years. There shall be three (3) classes consisting of between three (3) to six (6) Trustees from each class depending on the size of the Board.

SECTION 4: No person may serve as a Trustee unless he/she has been a full member of the Congregation for at least one (1) year and is in good standing.

SECTION 5: A Trustee may serve for nine (9) consecutive years but can only serve again if there is a one-year interval after the nine consecutive years. This is effective as of June 23, 2008.

SECTION 6: Every Trustee shall be entitled to vote at any meeting of the Board of Trustees, providing they are in good standing.

SECTION 7: In the event of a resignation, death or removal of a Trustee, the Board can fill the vacancy by appointment, until the next annual meeting of the Congregation, at which time a successor shall be elected to fill the unexpired term provided that individual meets the criteria for being a Board Member.

SECTION 8: Removal from the Board of Trustees shall occur after a Board member accumulates four (4) absences in a twelve (12) month period, subject to review of the Executive Committee.

SECTION 9: The Board shall determine the amount of the annual dues payable by members according to their membership category and the date or dates when all or any portion of the annual dues are payable.

SECTION 10: In addition to the membership dues, assessments or other charges shall be collected as established by the Board of Trustees.

SECTION 11: The quorum for Board meetings shall be one-half of the number of Board members, plus one.

SECTION 12: No spouse, child, parent or sibling of a Board member may serve concurrently on the Board of Trustees.

SECTION 13: The creation of all committees must be approved by the Board of Trustees.

SECTION 14: The President of the Sisterhood, provided she meets the criteria for being a Board Member, shall sit on the Board of Trustees with full voting privileges. If the Sisterhood President does not sit in person, she may designate one (1) person through her term of office to sit on the Board with full voting privileges, provided that individual meets the criteria for being a Board Member, but she may not designate a different individual for each Board meeting. In the absence of a Sisterhood President, the Sisterhood board may designate a representative with full voting rights.

SECTION 15: The following actions require the affirmative vote of two-thirds of the Board and within ninety (90) days after this vote the affirmative vote of two-thirds of the Members entitled to vote present at a properly called meeting of the members at which a quorum is present:

- (a) The merger or consolidation of the Congregation with another Orthodox Synagogue.
- (b) The sale, exchange, or lease of the assets of the Congregation valued in excess of \$100,000.
- (c) The change in the location of the principal office and Synagogue of the Congregation.
- (d) The dissolution of the Congregation.
- (e) Any assessment for any purpose of \$50,000 or more in any year.

SECTION 16: The Board of Trustees is empowered to establish committees to undertake a search for a new Rabbi and to undertake regular assessments of the current Rabbi, the results of which shall be reported to the Board of Trustees.

SECTION 17: The Board of Trustees is empowered to establish a committee for the revision of By-laws, the results which will be presented to the Board of Trustees for approval. With the Board's approval, revised By-Laws will then be presented to the Congregational meeting in June for a formal vote.

ARTICLE VI - ELECTION OF OFFICERS AND TRUSTEES

SECTION 1:

(a) A nominating Committee for Officers and Trustees shall be appointed by the Board by its March meeting and shall consist of one (1) member from each class, past President and one (1) member at large. This committee shall file a report to the Board of Trustees at its April meeting recommending its proposed slate of Officers and Trustees for the Congregation's annual meeting. The Secretary shall give notice of the nominations of the Board in the notice of the annual meeting to the Members.

(b) An annual meeting of the Members entitled to vote is to be held in the month of June; the date and the time to be determined by the Board. The meeting date and time shall be announced to the members at least one month in advance via the Shul calendar, weekly announcements, and emails. At the annual meeting, the Members entitled to vote shall elect Trustees and Officers, and shall transact any other business that comes before them. The date fixed for the annual meeting must not be a legal holiday in the State of New York or a Jewish holiday.

- (c) Additional nominations for Trustees and Officers may be made by Members in good standing and entitled to vote, in writing submitted to the Secretary fifteen (15) days prior to the annual meeting of the nominations.
- (d) Nominations for Officers and Trustees may be made from the floor by a Member at the annual meeting provided the nominee is present and accepts the nomination, or has previously notified the Secretary, in writing, of their willingness to accept their respective positions if elected.
- (e) Candidates who are absent from the annual meeting may be elected a Trustee or Officer only if they have notified the Secretary, in writing, of their willingness to accept their respective positions if elected.
- (f) Elections for an office must be conducted by closed ballot if there is more than one candidate. No absentee or proxy ballots are to be honored. When more than one candidate is nominated for an office, the one receiving a majority of votes cast is elected. If no candidate receives a majority of the votes, the 2 candidates receiving the largest number of votes shall be in a run-off.
- (g) The Chairperson of the Nominating Committee shall preside over the elections, and shall appoint three (3) Members in good standing, none of whom is a Trustee, Officer or Candidate to serve as inspectors of elections, supervise the counting of votes, and announce the results at the annual meeting.
- (h) The Secretary shall record the results of the elections in the minutes.

ARTICLE VII - OFFICERS

SECTION 1: The Officers of the Congregation shall consist of the President, up to two Vice Presidents, a Treasurer and a Secretary. Each officer shall be a member in good standing and shall have been a Trustee of the Congregation for at least one (1) year. The term length for an Officer of the Congregation is one year.

- (a) There will be a three term limit for officers.

SECTION 2: Office Of The President.

- (a) Shall preside over each monthly meeting with voice and vote.
- (b) Shall be an ex-officio member of each committee with voice and vote.
- (c) Shall be empowered to call special Board meetings and Congregational meetings.
- (d) Shall have the authority to appoint and remove all Committee chairs with concurrence of executive committee.

SECTION 3: 1st Vice-President. In the absence of the President shall take over duties and responsibilities of the President.

SECTION 4: 2nd Vice-President. In the absence of the President and 1st Vice-President shall take over the duties and responsibilities of the President.

SECTION 5: Treasurer.

- (a) Shall be responsible to render full financial reports at each monthly meeting.
- (b) Shall be responsible for receipts and financial records and the safe-keeping of Synagogue funds.
- (c) Shall serve on the Finance Committee.

SECTION 6: Secretary. The secretary shall keep a record of the monthly meetings and make available minutes and other records of the proceedings via email, on the Internet, and filed in the Shul office. The minutes shall include issues, discussions, votes and brief narratives, motion and secondings, vote tabulations and attendance. The Secretary shall be responsible for the (mailing) transmission of minutes and agenda at least one week prior to the next monthly meeting. The Secretary shall give thirty (30) days notice to the Members of the annual meeting.

SECTION 7: Replacement of Officers. In the event an officer is unable to complete his or her term of office, the Board shall elect a replacement to serve until the next annual meeting.

ARTICLE VIII - EXECUTIVE COMMITTEE

SECTION 1: The Executive Committee shall consist of the President and Vice Presidents of the Congregation, Secretary and Treasurer and (2) members of the Board who are to be nominated by the President and voted in by a majority of the Board. A quorum of the Executive Committee shall consist of four (4) of its members. The Executive Committee has the authority of the Board in the period between meetings of the Board, except to the extent that such authority may be limited by these By-Laws or resolutions adopted by the Board or by law. All actions taken and all decisions made by the Executive Committee shall be reported to the Board at its next meeting.

SECTION 2: The "At Large" members shall have been on the Board for a minimum of one (1) year.

SECTION 3: The Executive Committee shall be authorized to spend up to Ten Thousand (\$10,000.00) Dollars without prior Board approval, subject to an election-to-election annual limit of Thirty Five Thousand (\$35,000) Dollars.

SECTION 4: The Executive Committee is empowered to hire and fire all Congregational personnel except the Rabbi, including office workers, custodial personnel, bookkeepers, lawyers and outside auditors. The Executive Committee will report monthly to the Board of Trustees on such personnel matters.

SECTION 5: The Executive Committee and the Board shall follow the procedures for hiring and compensating the Rabbi as stated in the New York State Religious Corporations Laws as amended.

ARTICLE IX - REMOVAL OF OFFICERS AND/OR TRUSTEES

SECTION 1: An Officer may be removed from office and a Trustee may be removed from the Board of Trustees for a willful violation of the By-Laws, for gross misconduct in office, for conduct unbecoming a member of the Congregation malfeasance in office; or for the commission of acts of moral turpitude.

SECTION 2: Except as otherwise contained herein, no Officer or Trustee shall be removed from office except upon written notification of charges and specifications preferred against him/her and upon the concurring vote of at least two-thirds of the members of the Board of Trustees present and voting, provided that written notice of the charge against such person shall be mailed personally or delivered to him/her at least five (5) days before the meeting at which such charge is to be considered and he/she shall be permitted to appear and defend himself/herself at such meeting. All mailed communications required under this Article shall be by Registered or Certified Mail, return receipt requested, or by overnight express mailing.

ARTICLE X - INDEMNIFICATION

SECTION 1: No Trustee or Officer shall be personally liable for monetary damages for any action taken or failure to take action unless such Trustee has breached or failed to perform the duties of his or her office and such breach or failure to perform constitutes self-dealing, willful misconduct, or recklessness.

SECTION 2: Any Trustees or Officers, shall be indemnified and saved harmless out of the assets of the corporation from and against all actions, costs, charges, losses, damage and expenses which they shall or may incur or sustain by reason of any act done, concurred in or committed in or about the execution of their duty, in their respective positions, provided, however, that no indemnification shall be made in any case where the act or failure to act giving rise to the claim for indemnification is determined by a court to have constituted self-dealing, willful misconduct or recklessness.

SECTION 3: The indemnification under this article shall apply to a person who has ceased to be a Trustee or Officer, and shall inure the benefit of the heirs, executors and administrators of such person.

ARTICLE XI - AMENDMENTS

SECTION 1: Any provisions of these By-Laws, other than ARTICLE II (PURPOSES) and this Section 2 of this ARTICLE XI may be amended at any regular or special meeting of the membership by the affirmative vote of a majority of the members present and voting.

SECTION 2: The provisions of ARTICLE II and of this Section 2 may be amended only by the affirmative vote of a majority of the Members present at two successive annual meetings of the Congregation or of two-thirds (2/3rds) vote of the total members.

ARTICLE XII - MISCELLANEOUS

SECTION 1: The office of the Congregation is to be located in the City of New Rochelle, County of Westchester, State of New York, in which the activities of the Congregation are principally to be conducted.

SECTION 2: The post office address to which the Secretary of State shall mail a copy of any notice required by law is 50 North Avenue, New Rochelle, New York 10805.

SECTION 3: All Board meetings and membership meetings shall be conducted under Robert's Rules of Order.

ARTICLE XIII - QUORUM

SECTION 1: Congregational meetings shall require not less than twenty-five (25) members for a quorum.