

BYLAWS OF THE WOODSTOCK JEWISH CONGREGATION

Approved By Congregational Vote May 19, 2024

ARTICLE I NAME

This Congregation, organized under the laws of the State of New York as the WOODSTOCK JEWISH CONGREGATION, may also be known as KEHILLAT LEV SHALEM. These names may be used together or alternatively.

ARTICLE II OFFICES

The principal place of worship is designated as the County of Ulster, State of New York. The congregation may also have offices or places of worship at such other places, within or without this state, as the Board of Directors (board) may determine or the activities of the congregation may require.

ARTICLE III PURPOSES

We are committed to maintaining our loving character by treating all people with care and respect, and to fostering our connection with the state of Israel and Jews around the world.

We draw from all streams of Jewish practice.

All people have an equal opportunity to participate in bringing forth our goals.

Section A

In furtherance of the purposes set forth in its Certificate of Incorporation, this congregation shall maintain a synagogue for worship and religious observance, in a manner consistent with Jewish values and with the preservation and continuity of Jewish tradition; maintain schools for instruction in Jewish religious values, traditions, observances, history, Torah, the Hebrew language, and related subjects; foster and develop the spiritual, educational and social welfare of its members; provide and maintain facilities for the moral and spiritual development of its members and for their creative and artistic expressions and entertainment; cultivate Jewish thought and action; perform acts of tzedakah (charity); maintain a cemetery and engage in other related activities.

Section B WORSHIP and RELIGIOUS TRAINING

Worship and religious training shall be conducted in a manner consistent with our Jewish values and with the preservation and continuity of Jewish tradition.

Section C DISSOLUTION

Should the congregation be dissolved, its assets shall be donated to one or more non-profit Jewish organization(s) with a similar mission that are entitled to exemptions pursuant to the Internal Revenue Code.

ARTICLE IV MEMBERSHIP

Section A MEMBERSHIP CATEGORIES

There shall be classes of membership as the board determines. The board shall determine how many votes each class of membership has at the time the class is created.

Section B ELIGIBILITY

Any Jewish person, any person who is the spouse or live-in partner of a Jewish person with a family membership, a parent, stepparent or guardian of a Jewish child, by birth or adoption, is eligible for a standard membership. For the purpose of these bylaws, "Jewish" means a person with a Jewish parent or a convert to Judaism by any rabbi.

Section C ADMISSION TO MEMBERSHIP

Unless the board shall, for any reason determine otherwise, a person may be admitted as a member upon meeting the criteria of the preceding Section B and the payment of required dues. The board may adopt rules, regulations and procedures, consistent with these bylaws, for the use of the congregation, its facilities, benefits and privileges, and the admission and expulsion of members, applicable to current and future members.

Section D DUES, TUITION, FEES AND OTHER CHARGES

The board shall fix the dues, tuition, fees and other charges payable by the

membership. The membership shall, at the annual meeting, approve the dues payable until the next annual meeting. The board may establish a mechanism to defer, modify or waive the dues, tuition, fees and other charges to any member or prospective member on account of hardship or otherwise.

Section E PAYMENT OF DUES, TUITION, FEES AND OTHER CHARGES

Dues, tuition, fees, and other charges are payable in the manner that the board determines. Unless a member's obligation to the congregation has been waived, deferred or modified pursuant to the preceding Section D, a member in arrears for one or more months shall be deemed "not in good standing." The board may establish a mechanism to terminate, suspend or modify one or more privileges of a member or their family not in good standing.

Section F DELINQUENT MEMBERS

A member "not in good standing" may be reinstated on payment of all arrears due. The termination or resignation of any member shall not relieve them from payment of any obligation due to the congregation.

Section G PRIVILEGES OF MEMBERSHIP

A member of the congregation in good standing shall be entitled to the following privileges:

1. The right to vote at meetings of the congregation. Two votes shall be allocated to a family membership with one vote for each of two spouses or live-in partners or for a parent and one adult child or stepchild member of the household. A single membership shall have one vote. A membership category that is exempt from the payment of the standard membership dues shall have no vote, except members over the age of 100. Members receiving dues relief maintain all rights of membership.
2. Unless the board shall, for any reason, determine otherwise, each member shall be entitled to have their children receive their religious education, upon payment of the appropriate fee, in the religious school of the congregation. This is subject to the children maintaining appropriate conduct and adhering to such rules as may be approved by the board.
3. Only Jewish members shall be eligible to serve as a director or officer of the congregation, or as chairperson of the Ritual or School Committee.

Membership on the Ritual Committee is open only to Jewish members, however any member may serve on or chair all other committees.

ARTICLE V BOARD OF DIRECTORS

Section A COMPOSITION OF BOARD OF DIRECTORS

The board shall consist of not fewer than nine and not more than fifteen members. At each annual meeting of the congregation, directors shall be elected by the membership for a term of three years and until their successor is duly elected. Only one member of each immediate family or household may serve on the board at the same time. The board may change the number of directors on the board by a vote of at least two-thirds of the board's members at a meeting called by written notice of the date and agenda that shall take place at least 60 days prior to the annual meeting of the congregation.

Such change shall take effect at the next annual meeting of the congregation. However, no director may be removed from office solely by a reduction in the number of people on the board.

Section B

Directors shall serve for no more than three consecutive three year terms.

Section C POWERS

The board shall manage and conduct the business of the congregation and shall review and approve the functions, performance, deliberations and determinations of its committees, groups, task forces, schools, officers, employees, agents and other personnel. The board shall manage all properties, real and personal, belonging to the congregation, including the sale of securities and investment of funds. However, the purchase, sale, leasing, disposition, or mortgaging of any real property must be authorized at an annual or special meeting of the congregation by a two-thirds vote of those members voting.

Section D MEETINGS

1. Regular meetings of the board may be held without notice at such time and place as it shall determine. Special meetings of the board shall be held upon notice to the directors and may be called by the president upon three days' notice to each director either personally, by telephone, by mail or by electronic communication. Special

meetings shall be called by the president or by the secretary in a like manner on written request of three directors.

2. A majority of the directors present, whether or not a quorum is present, may adjourn any meeting to another time and place. Notice of the adjournment shall be given to all directors who were absent at the time of the adjournment and, unless such time and place are announced at the meeting, to the other directors.

3. Unless otherwise required by law or these bylaws, the vote of a majority of the directors present at the time of the vote, if a quorum is present at such time, shall be the act of the board and any of its committees. However, the vote of two thirds of the entire board shall be required for the sale of all or substantially all of the congregation's assets. Each director present shall have one vote. Any action required or permitted to be taken by the board or any committee thereof may be taken without a meeting if all members of the board or the committee consent in writing to the adoption of a resolution authorizing the action. One or more of the members of the board or any committee thereof may participate in a meeting of such board or committee by means of a telephone conference call or similar computer-based communication allowing all persons participating in the meeting to hear each other at the same time, and such participation shall constitute presence at a meeting.

4. The president shall preside at all meetings of the board. In their absence, the vice president shall preside. In the absence of the president and vice president, the treasurer shall preside.

5. The board, by resolution, may designate committees of the board, and committees of the congregation, consisting of chairpersons and members, as such committees are described in the Not-for-Profit Corporation Law ("NPCL"). Each committee shall serve at the pleasure of the board and function pursuant to its mandate contained in the resolution. The board shall have the power to dissolve committees or subcommittees or to modify their membership, purposes, duties, procedures or powers. No committee of the board or the congregation shall have the power to act on behalf of the congregation, but shall have advisory powers only, except as expressly provided in these bylaws, a written committee charter, or a resolution duly adopted by the board.

6. The officers of the congregation shall constitute its executive committee and may meet and deliberate at such times as the president or any two officers may determine. A majority of the officers shall constitute a quorum of the executive

committee. In the event of an emergency, the executive committee shall have the power to act solely for the purpose of dealing with the emergency, subject to the contravention of the board. The immediate past president is a non-voting member of the executive committee if that person is a member of the board.

Section E QUORUM

A quorum shall consist of a majority of the board in office.

Section F REMOVAL AND REPLACEMENT OF BOARD MEMBERS

1. After a fair hearing by the board, the board shall be empowered to remove any director who is shown to have failed regularly or grossly to comply with their duties by a two-thirds vote of the board members present.
2. Whenever a vacancy exists on the board, a replacement may be appointed by the board to serve until a replacement for the unexpired term is elected at the next annual or special meeting of the congregation.

Section G TASK FORCES

The board may at any time establish or abolish task forces to perform deliberative and other functions as the board may determine. Such task forces shall report to the board and one or more of them may participate, without a vote, at all or some board meetings, as the board may determine.

Section H ACCESS

All board members shall, in a reasonable manner and to a reasonable extent, have direct access to the records of the congregation, consultations and information with, and from, its employees and staff and the deliberations and recommendations of its committees, task forces, and personnel.

ARTICLE VI OFFICERS

Section A COMPOSITION

The officers of the congregation shall consist of a president, vice president, secretary and treasurer, and any other officer established by the congregation, all to be elected for a term of one year at the annual meeting of the congregation and to serve until their successors are duly elected. The board may appoint any

director to hold another office until the next annual or special meeting of the congregation. The president and vice president may serve a maximum of three consecutive elected one-year terms.

Section B QUALIFICATIONS and ELECTIONS

Any existing or newly elected board member is eligible to become an officer.

Section C PRESIDENT

The duties of the president shall be to act as chief executive officer of the congregation and chairperson at all congregation and board meetings. The president may sign checks and all legal documents.

Section D VICE PRESIDENT

The vice president shall succeed to the office of president in case of a vacancy and shall act for the president in case of their absence or disability. The vice president may sign checks.

Section E SECRETARY

It shall be the duty of the secretary to serve as secretary of the congregation and the board. The secretary, or their designee approved by the board, shall keep records of both bodies, send out notices of all meetings, be responsible for correspondence and communications and perform all other duties incident to the office.

Section F TREASURER

The treasurer, in the absence of the vice president, shall assume all the duties and responsibilities incumbent on that office. Subject to the approval of the board, the treasurer shall designate the bank or banks for the deposit of congregational funds. They shall be the custodian of all funds of the congregation, including those collected by any fundraising committees and may sign checks and be the disbursing agent of the congregation as authorized by the board. They shall, at the request of the president, report the financial condition of the congregation at meetings of the board as well as at all annual and special meetings of the congregation. They shall keep a register of all families of the members of the congregation and other data as may become necessary and they shall be responsible for all other duties incident to the office:

1. At least thirty days prior to any annual or special meeting, they shall make financial records available for inspection to any member upon ten days prior timely written request.
2. They or their designee shall send in writing to every member of the congregation bills for dues, tuition, fees and other charges.
3. The congregation will establish a dedicated fund called the Legacy Fund. There will be no distributions from the Legacy Fund until the fund balance reaches \$1,000,000. Thereafter, on an annual basis:

a) Up to 75% of the average of the prior five fiscal years' investment earnings (i.e., interest, dividends and realized and unrealized capital gains and losses) may be used to support the general operations of the Woodstock Jewish Congregation, as part of an operating budget approved by the board of directors and the congregation; and

b) Up to 10% of the prior fiscal year-end fund balance may be used for the long-term capital needs of the congregation, subject to approval of the membership of the congregation (via a two-thirds majority of those voting as part of an annual or special meeting of the congregation).

Section G OTHER OFFICES

Any other person who holds an office established by the congregation or the board shall perform the duties of that office as determined by the congregation or the board.

Section H VACANCIES

Should any vacancy occur in any of the offices of the congregation, a replacement shall be designated by the board to serve until a replacement for the unexpired term is elected at the next annual or special meeting of the congregation.

ARTICLE VII THE CONGREGATIONAL RABBI

Section A 1 SELECTION OF THE CONGREGATIONAL RABBI

The board or its designees shall negotiate a proposed contract with a new congregational rabbi who has accepted its offer of employment. Upon the

recommendation of the board, the congregational rabbi shall be approved by a majority vote at an annual or special meeting of the congregation.

Written notice of the board's hiring decision and of the date of the annual or special meeting shall be sent to all members at least ten days before the date set for the annual or special meeting. A copy of the agreed-upon contract with the rabbi will be available in the office for members to review upon request prior to the annual or special meeting for congregational approval of their hiring.

Section A 2

The board or its designees shall renegotiate contracts with the current congregational rabbi as needed.

Section B FUNCTIONS OF THE CONGREGATIONAL RABBI

The rabbi shall function as an authority and guide on Jewish history, ethics, tradition, ceremonies, law, ritual, the Jewish community, Israel and world Jewry.

Section C DUTIES OF THE CONGREGATIONAL RABBI

The rabbi's duties shall include: Perform all of those duties traditionally allocated to a rabbi, including, but not limited to:

1. Conducting religious services
2. Performing marriages
3. Officiating at funerals
4. Delivering sermons
5. Assisting and guiding the board, committees, officers, staff and task forces of the congregation
6. Guiding any assistant, associate, or student rabbis

Section D

Any significant change in the traditions or practices of the congregation shall not take place without the approval of the board.

ARTICLE VIII RELIGIOUS WORSHIP AND CUSTOMS

Section A SCOPE OF WORSHIP AND RITUALS

All religious services, prayers, rituals and customs shall be conducted under the supervision of the congregational rabbi. The Ritual Committee may propose changes in customary traditions and practices consistent with these bylaws, and the adoption of such changes shall be determined by the board.

Section B ACTIVITIES

All activities, affairs and functions of the congregation, its members or its affiliates held at the synagogue, or serving as a function or activity of the congregation, shall be conducted in a manner consistent with these bylaws under the authority and supervision of the board.

ARTICLE IX COMMITTEES AND GROUPS

Section A ORGANIZATION

The board shall establish a Ritual Committee, a School Committee, a Finance Committee, and such other committees as it may determine are needed. The board shall determine, in a manner consistent with these bylaws, the powers, duties, composition, and functions of each committee and provide for the selection of chairpersons and members and their term of service of each committee.

Section B FUNCTIONS OF CERTAIN COMMITTEES

1. Ritual Committee: The Ritual Committee may, in a manner consistent with these bylaws, propose to the board for its consideration:
 - a. Criteria for the selection and hiring of the rabbi
 - b. Prayer book and Chumash selection
 - c. Changes in the ritual content of services
 - d. Changes in the bylaws affecting ritual matters

2. School Committee: The committee shall, subject to the authority of the board, supervise the planning and execution of all matters relating to the Family School. Such duties shall include, but are not limited to, the development and supervision of curriculum, the employment and supervision of staff, the development of parent/teacher activities, the establishment of the school calendar, organizing fundraising events to benefit school activities, and proposing the school budget. In addition, the committee will be responsible for preparing annual budget and tuition requirements and presenting them to the board for review and approval. The committee will also serve as

a liaison between the board and the school.

C. Finance Committee:

The purpose of the Finance Committee is to provide advice and assistance to the treasurer. All financial decisions will be made by the treasurer and the board in accordance with the congregation bylaws and financial policies.

D. Groups: The board may authorize groups to operate for the benefit of the congregation upon receiving an application from their members stating the purpose of the group.

ARTICLE X MEETINGS

Section A ANNUAL MEETING

The annual membership meeting of the congregation shall be held each year after Passover and no later than June first. The secretary shall cause to be sent to every member at their email address (or mailing address if no email address is on record) as it appears on the books of the congregation a written notice stating the time and place of the annual meeting and its agenda. Such notices, together with a ballot containing the slate of officers and directors and information about the budget, shall be sent at least 15 days prior to the annual meeting. At this meeting, reports shall be submitted by the president, the congregational rabbi, and such others as the president may determine. A budget for the coming year including any changes in membership dues shall be approved and officers and directors shall be elected.

Section B SPECIAL MEETINGS

Special meetings of the congregation shall be called by the president at the written request of a majority of the board in office or at the written request of at least 20% of the members of the congregation in good standing, which request shall state the purpose of the meeting. Any such written request shall further list the signatories by name and shall include their signatures. Upon receipt of a request complying with the terms of this paragraph, the president or their designee shall cause a written notice of such meeting to be emailed to every member in good standing at their email address as it appears on the books of the congregation, at least ten days, but not more than thirty days, before the scheduled date of such meeting. The accompanying notice shall state the date, time, place and purpose of the meeting. No other business but that specified in the notice may be transacted at a special meeting.

A quorum for a special meeting called under this paragraph shall consist of 20% of the

members of the congregation in good standing. If a congregational vote is authorized by a majority of those participating in the special meeting, a ballot shall be sent to all members in good standing for the purpose of approving or denying approval of the action proposed at the special meeting. The action will take effect upon approval by two-thirds (2/3) of the members in good standing.

Section C RECORD DATE

For the purpose of determining the members entitled to vote at any meeting of members or any adjournment thereof, only members in good standing may vote. The board shall fix, in advance, a date as the record date for the determination of good standing. That date shall not be more than two weeks before the date of the mailing about any regular or special meeting.

Section D QUORUM

The participation at any membership meeting of not fewer than 20% members entitled to vote, in person, via a live electronic broadcast, or by mail in ballot, shall constitute a quorum and shall be necessary to conduct the business of the meeting; however, a lesser number may adjourn the meeting for a period of not more than three weeks from the date scheduled and the secretary shall cause a notice of the rescheduled date of the meeting to be sent to the members. A quorum shall be required at any subsequent meeting.

Section E VOTING

1. Members entitled to vote may do so by submitting a paper ballot in advance of a special or annual meeting, voting in person at a special or annual meeting voting electronically during the meeting or within hours following the conclusion of the meeting.
2. Except as herein otherwise provided, action by the membership or the board shall take effect by a majority vote as long as there is a quorum present.
3. Directors and officers shall be elected by a plurality of votes cast.

Section F ELECTION OF OFFICERS AND DIRECTORS

1. The board shall, after receiving the recommendations of the Nominating Committee, propose to the congregation a slate of officers and directors for election

at the annual meeting of the congregation. The Nominating Committee, consisting of three to five members in good standing of the congregation, shall be appointed by the board, and at least half of its members shall not be officers or directors of the congregation. The board shall appoint the chairperson of the Nominating Committee. The board shall vote on the slate in February and announce the slate to the congregation via email within ten days after the slate is approved.

2. Until 50 days prior to the annual meeting of the congregation, any 10% of the members in good standing may, in writing to the secretary via petition or email, including a brief biography of the candidate, propose one or more eligible members for election as officers and/or directors of the congregation. If names are received in a timely way, they will be included in the ballot sent to the membership.

3. No nominations, proposals or other submissions for a vote by the membership may be made from the floor at an annual or special meeting.

ARTICLE XI FISCAL YEAR

The fiscal year shall begin annually on July 1 or at such other time as the board may determine.

ARTICLE XII RULES OF ORDER

The rules of procedure at meetings shall be determined by the latest edition of Robert's Rules of Order, when not in conflict with these bylaws.

ARTICLE XIII AMENDMENTS

Section A

Amendments to the bylaws shall be presented in writing and shall be proposed by the board or by at least 10% of the members of the congregation in good standing and shall be filed with the secretary. Such amendments shall be acted on at the next annual or special meeting of the congregation. A copy of the proposed amendment(s) shall be made available to each member pursuant to the notification requirements in either Article X Section A or Article X Section B as appropriate. An affirmative vote of two-thirds of the members voting shall be necessary to adopt any amendment.

Section B

All changes in status concerning affiliation with any Jewish movement must be put

before the membership for a vote as an amendment to the bylaws.

ARTICLE XIV SPECIAL PROVISIONS AND RULES

Section A

The bylaws shall be made available to any member in good standing by the secretary upon written request to the secretary.

Section B

In the event of any dispute concerning any provision in any article and section of these bylaws, or the application thereof, such dispute shall be resolved and determined by the unanimous written consent of all the directors in office or by a majority vote of the directors in office at a meeting held upon at least ten days prior written notice of the meeting and its agenda.

Section C

The terms "membership" and "congregation" may be used interchangeably in these bylaws and, when the context so indicates, mean the same thing.

ARTICLE XV EFFECTIVE DATE

The bylaws shall become fully effective immediately upon approval of the membership and shall replace, in their entirety, the bylaws in effect prior to such approval.