

THE UNITED SYNAGOGUE OF CONSERVATIVE JUDAISM

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AMENDED & RESTATED BYLAWS

Adopted by the Board of Directors
December 4, 2011 and March 18, 2012

Effective March 18, 2012

Amended March 10, 2013, June 9, 2013

Further Amended October 13, 2013 and December 7, 2014

Further Amended June 5, 2016 and September 11, 2016

Further Amended September 11, 2016 and December 4, 2016

Further Amended June 10, 2018 and August 26, 2018

Further Amended December 2, 2018 and March 10, 2019

Further Amended June 23, 2019 and September 8, 2019

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ARTICLE I - NAME, PURPOSE, AND STATUS

1.1 NAME. THE UNITED SYNAGOGUE OF CONSERVATIVE JUDAISM (“USCJ”) is the association of Conservative Jewish kehillot, operating as the congregational arm of Conservative Judaism in North America.

1.2 GOALS. In addition to the purposes of USCJ as set forth in its Certificate of Incorporation, the goals of USCJ shall be to:

1.2.1 To engage in such exclusively religious, educational and charitable activities of any kind or nature whatsoever as will permit qualification for exemption from taxation under §501(a), as an organization described under §501(c)(3) of the Internal Revenue Code of 1986, as amended, or any successor, similar statutes.

1.2.2 To be a community of kehillot -- sacred communities -- committed to a dynamic Judaism that is learned and passionate, authentic and pluralistic, joyful and accessible, egalitarian or traditional.

1.2.3 To assist our kehillot to create the conditions for a powerful and vibrant Jewish life that empowers Jews in North America to seek the presence of God, to seek meaning and purpose in Torah and mitzvot, to fully engage with Israel, and to be inspired by Judaism to improve the world and the Jewish people.

1.2.4 To create the spiritual, intellectual and managerial network that enables each of our kehillot to fulfill their sacred mission and to connect all our kehillot with a common sense of community, shared mission and purpose.

1.2.5 Together with other centers of energy identified with Conservative Judaism, to articulate and disseminate our approach to Judaism.

1.3 STATUS.

1.3.1 This organization is the successor to an unincorporated federation founded by Solomon Schechter on February 23, 1913, as the **UNITED SYNAGOGUE OF AMERICA**, and was incorporated under that name by special act (Chapter 268) of the New York Legislature on April 24, 1916, to promote traditional Judaism. The following persons, and their associates and successors, were “constituted a Board of Directors corporate in perpetuity”, Herman H. Abramowitz, Cyrus Adler, Louis Ginzberg, Meyer Goodfriend, Julius H.

Greenstone, A. M. Hershman, Charles I. Hoffman, M. M. Kaplan, C. H. Kauvar, Max D. Klein, Jacob Kohn, Samuel C. Lamport, William Levy, Alexander Marx, Nathan Pinansky, Herman H. Rubenovitz, Michael Salit, Solomon Solis-Cohen, Elias L. Solomon, and Samuel Wacht, and were granted all powers conferred upon nonstock corporations under the general corporation law and (the then) membership corporations law. The name was changed to **THE UNITED SYNAGOGUE OF CONSERVATIVE JUDAISM** by Chapter 578 of the Laws of New York on July 24, 1992. USCJ is currently subject to the Not-for-Profit Corporation Law of New York (the “N-PCL”) to the extent not inconsistent with any legislative act applicable to USCJ.

- 1.3.2 The earnings and assets of USCJ shall be irrevocably dedicated for religious, educational, and other charitable purposes and no part thereof shall inure to the benefit of any private person, except only for payment of reasonable compensation for services rendered and other payments in furtherance of its purpose.
- 1.3.3 No substantial part of the activities of USCJ shall be the carrying on of propaganda or otherwise attempting to influence legislation, nor intervene in any political campaign involving a candidate for public office.
- 1.3.4 Upon liquidation or dissolution, or other cessation of operations, none of its assets shall inure to the benefit of any private person, but only to another organization(s) duly organized and qualified as tax exempt under Section 501(a) of the Internal Revenue Code of 1986, as amended, or any similar successor, similar statutes, that has goals similar to those stated in Section 1.2 herein including, but not limited to, The USCJ Supporting Foundation, Inc.

ARTICLE II - MEMBERSHIP

- 2.1 For the purposes of this Article, the terms “kehilla” and “kehillot” refer to sacred communities that comprise the vital center of North American Jewry, and includes (but is not limited to) self-defined Conservative congregations (including both “traditional” and “egalitarian” congregations), independent minyanim, and chavurot.
- 2.2 The members of USCJ shall be the individual kehillot eligible for membership in accordance with the criteria set forth below and accepted into membership by affirmative vote of the Board of Directors upon the recommendation of the Kehilla Affiliation Subcommittee of the District Leadership Committee. When used in these Bylaws, the term “member kehilla” refers to a kehilla accepted into membership that is in good standing as hereinafter provided.

- 2.3** A kehilla shall be eligible for membership provided that it:
- 2.3.1 Explicitly endorses the vision of Judaism in USCJ's Vision and Mission Statement;
 - 2.3.2 Emphasizes prayer, Jewish learning, and religious and spiritual growth; and
 - 2.3.3 Accepts the concepts espoused by the Standards of Rabbinic Practice as adopted by the Rabbinical Assembly.
- 2.4** The Kehilla Affiliation Subcommittee shall consult with each applicant to determine its eligibility for membership as stated above and, in addition, the extent to which it adheres to the criteria set forth in Subsection 2.6.1 below.
- 2.5** Each kehilla that is a member in good standing of USCJ as of the adoption of these Bylaws, and every kehilla thereafter admitted to membership, shall be deemed a member in good standing entitled to all of the benefits of membership unless and until such kehilla is no longer in good standing pursuant to Section 2.6 below, resigns its membership in writing, or is suspended or expelled by vote of the Board of Directors.
- 2.6** A member kehilla shall remain in good standing if:
- 2.6.1 The kehilla has, by its behavior, demonstrated a clear commitment to the Vision and Mission Statement of USCJ (as modified from time-to-time), the Standards of Rabbinic Practice as adopted by the Rabbinical Assembly, standards of practice validated by approved teshuvot of the Rabbinical Assembly Committee on Jewish Law and Standards, and the applicable portions of the Standards of Congregational Practice as adopted and modified from time-to-time by the USCJ General Assembly of Kehillot upon recommendation of the USCJ Subcommittee on Kehilla Standards (formerly known as the USCJ Committee on Congregational Standards); and
 - 2.6.2 The kehilla has met its current and past financial obligations and its membership reporting requirements to USCJ or has made arrangements for payment with the Officer of USCJ responsible for the collection of revenues for USCJ.
 - 2.6.3 A kehilla that is not in good standing may not be eligible for professional placement services or participation in USCJ leadership development programs (e.g. Sulam for Presidents, Sulam for Emerging Leaders).

2.7 ASSOCIATES. Since USCJ serves its member kehillot and the Conservative Movement, in association with the following other independent nonprofit constituent arms, it recognizes, by such reference in these Bylaws, that these constituent arms are our “Associates”:

2.7.1 The Jewish Theological Seminary;

2.7.2 The Rabbinical Assembly;

2.7.3 The Cantors’ Assembly;

2.7.4 The Women’s League for Conservative Judaism;

2.7.5 The Federation of Jewish Men’s Clubs;

2.7.6 The Jewish Educators Assembly;

2.7.7 The Jewish Youth Directors Association;

2.7.8 The North American Association of Synagogue Executives;

2.7.9 The Ziegler School of Rabbinic Studies; and

2.7.10 Such other nonprofit organizations comprised of kehilla-oriented men, women, or youth whose purpose and objectives are consonant with the purpose of USCJ, as may be approved by vote of the Board of Directors.

ARTICLE III - BOARD OF DIRECTORS

3.1 COMPOSITION, EXPERIENCE, AND COMMITMENT OF THE BOARD OF DIRECTORS.

The Board of Directors shall be comprised of intellectual, organizational and philanthropic leaders with broad and diverse experience throughout the vital religious center of North American Jewry, who are personally committed to the vision and mission of USCJ, and who are members of a USCJ kehilla. The Nominating Committee shall, in selecting and vetting candidates as provided under Section 7.4, consider such factors as the overall geographic, gender, and age balance of the Board; membership, service and engagement with member kehillot; as well as the individual capacity of each potential director to contribute creatively, financially, intellectually, professionally, and spiritually to the organization. All voting members of the Board pursuant to Section 3.4

and all *ex-officio* non-voting members of the Board pursuant to Subsection 3.5.1.4 should commit to a significant annual contribution to USCJ consistent with the giving standards of other major Jewish organizations in North America, either through direct personal contributions or by engaging others to contribute.

3.2 POWERS AND RESPONSIBILITIES. The Board of Directors shall have (a) all powers, duties, and responsibilities necessary to comply with any applicable statutory or regulatory requirements of the State of New York; (b) fiduciary responsibility for the organization's assets; (c) responsibility for the employment of the Chief Executive Officer, who shall report to the President and the Board; and (d) authority to develop and enforce organization-wide policies and procedures, including but not limited to:

- 3.2.1 Create and maintain its own Operating Standards and Procedures for the qualification and conduct of its members and for the business of the Board. The Board Operating Standards and Procedures shall include, but not be limited to, a Code of Conduct/Disclosure Statement to be signed annually by every member of the Board, guidelines for minimal giving levels for Board members, and guidelines for the Nominating Committee to consider in the selection and vetting of future Board members. The Board of Directors may also create and maintain Operating Standards and Procedures for the District Councils.
- 3.2.2. Create and organize Districts geographically aligned, to which all member kehillot shall be assigned, and regulate the operations of such Districts;
- 3.2.3. Establish or discontinue additional committees, commissions, and subordinate groups, and designate their powers and duties;
- 3.2.4 Suspend, discipline, or remove for cause any Officer, member of the Board, or without cause any member of any subordinate group, commission, or committee established, appointed, or confirmed by the Board;
- 3.2.5. Determine when a vacancy occurs in the Officers and Board of Directors and temporarily fill such vacancy for the unexpired term of office;
- 3.2.6. Fix and determine the date, time, place, duration, and agenda of all annual meetings of the General Assembly of Kehillot;
- 3.2.7. Appoint a General Counsel who shall interpret the Bylaws and all rules and procedures at meetings of the Board of Directors and of the General Assembly of Kehillot, and shall advise the President concerning such matters;
- 3.2.8 Approve the budget of USCJ; and
- 3.2.9 Recommend dues rates and assessments to the General Assembly of Kehillot for approval.

3.3 MEETINGS OF THE BOARD OF DIRECTORS.

The Board shall hold its regular meetings at such times and places as the President or the Board shall designate from time to time, provided that a meeting shall be held at least four times during each calendar year. Special Board meetings shall be held at the direction of the President or upon the written request of twenty-five (25) members of the Board. The Board may meet and vote via electronic means as provided for in the Boards Operating Standards and Procedures and/or the N-PCL. Notice of each meeting shall be given at least fourteen (14) days before the date set for such meeting, but if the President declares that a special meeting be held on an expedited or emergency basis, the amount of advance notice may be reduced or eliminated. When a special (including those scheduled on an expedited, or emergency basis) meeting is held, its agenda shall be limited to the purpose(s) for which the meeting was called. In addition, whenever any notice of a meeting is required to be given to any Director of USCJ under provisions of these By-Laws or law, a waiver of notice in writing signed by the director, whether before or after the time of the meeting, shall be equivalent to the giving of such notice to such director. Attendance at a meeting without objecting to a deficiency in any notice shall constitute a waiver of the requirement to give notice.

3.4. VOTING MEMBERS OF THE BOARD OF DIRECTORS.

Except as set forth in Section 3.13, the Board of Directors shall be comprised of not less than 30 or more than 50 voting members, as follows:

3.4.1. The Officers as set forth in Section 5.1.

3.4.2 The District Council Chairs.

So long as USCJ shall have geographic areas known as Regions, each such Region shall be deemed a “District” for purposes of these Bylaws, and the President of each Region shall be deemed a “District Council Chair” for the purpose of this Subsection 3.4.2. Upon the designation by a District of its proposed next District Council Chair, such proposed District Council Chair shall be presented to the Nominating Committee for its review and approval.

3.4.3. The Immediate Past President of USCJ (“IPP”). For the purposes of these Bylaws, if the IPP is unwilling or unable to fulfill the rights, duties and obligations accorded to the IPP, those rights, duties and obligations will be fulfilled by the most recent Past President of USCJ who is willing and able to do so.

3.4.4 Such additional members as may be elected at the annual meeting of the General Assembly of Kehillot, provided that the total number of voting members of the Board does not exceed fifty (50). In the event the number of members so elected

is such that the total number of voting members of the Board of Directors is less than fifty (50), except as needed under Subsection 3.4.5 relating to a proposed District Chair the President may thereafter twice a year prior to the commencement of the next nominating cycle pursuant to Section 7.5 request that the Nominating Committee vet additional candidates in order to bring the total number of voting members of the Board to fifty (50) as follows:

- 3.4.4.1 The President may request the Nominating Committee to vet such candidate(s) and report back to the Board;
- 3.4.4.2 Upon the positive report and recommendation of the Nominating Committee, and the subsequent approval of the Board, such candidate(s) will be deemed elected and serve as a voting member of the Board until the next election of members of the Board at the next annual meeting of the General Assembly of Kehillot; and
- 3.4.4.3 Such candidate(s) will automatically be included in the slate of proposed elected members of the Board of Directors to be submitted by written report of the Nominating Committee pursuant to Section 7.5 with respect to the next election of members of the Board at the next annual meeting of the General Assembly of Kehillot.
- 3.4.4.4 Notwithstanding the provisions of Subsection 3.7.1, the term of office to be served by such candidate(s) shall be determined by the Nominating Committee in its written report (by lots, if necessary) as being either one (1) year, two (2) years or three (3) years in order that, as nearly as possible in equal number, one-third (1/3) of the elected Directors shall be elected each year as per Subsection 3.7.2.
- 3.4.4.5 As used in these By-Laws, “entire Board of Directors” or “entire Board” means the total number of voting Directors members of the Board.
- 3.4.5 Upon the designation by a District of its proposed next District Council Chair, such proposed District Council Chair shall be presented to the Nominating Committee for its review and approval.
- 3.4.6 At least one (1) member of the Board of Directors shall be a resident of Canada.
- 3.4.7 The USY International President (“USY President”) provided he or she is at least 18 years. In the event the USY President at the commencement of his or her term thereof is under the age of 18 years old, the USY President shall be deemed an ex-officio non-voting member of the Board of Directors under Subsection 3.5.1, until he or she become 18 years of age.

3.5 EX OFFICIO, NON-VOTING MEMBERS OF THE BOARD OF DIRECTORS.

3.5.1 The following shall be *ex-officio*, non-voting members of the Board of Directors:

3.5.1.1 The Chief Executive Officer.

3.5.1.2 The then-serving President of the Rabbinical Assembly, the then-serving President of the Cantors Assembly, the then-sitting Chair of the Board of the Jewish Theological Seminary, and the then-sitting Chair of the Board of the Ziegler School of Rabbinic Studies, or the designate of the said person(s) who also holds an elected position with the respective Associate.

3.5.1.3 In addition to the Associates listed in Subsection 3.5.1.2, the then-serving lay President or Chair (or equivalent position) of any of the other Associates of USCJ named in Section 2.7 (or the designate of the said person, who also holds an elected position with the Associate) as may be appointed by the President. The identified individual under this Subsection 3.5.1.3 shall be designated for a term of one (1) year in accordance with the Board Operating Standards and Procedures (not to exceed the term of the then President).

3.5.1.4 All Past Presidents of USCJ aside from the Immediate Past President.

3.5.1.5 With the approval of the Board of Directors, up to two (2) deserving individuals who may be appointed by the President as honorary *ex-officio* non-voting board members who shall serve a one (1) year term.

3.5.2 *Ex-officio*, non-voting members shall not be counted toward a quorum.

3.6 CONDITIONS OF SERVICE ON THE BOARD.

As a condition of service, all members of the Board shall:

3.6.1 Have completed and submitted the conflicts questionnaire required by USCJ's Conflict of Interest Policy prior to such person's initial election to the Board becoming effective. Each voting member of the Board must be at least 18 years of age.

3.6.2 Abide by the Code of Conduct Policy.

- 3.6.3 Attend in person or by electronic means at least one-half (1/2) of all Board meetings during their term in office, provided, however, that this attendance requirement (a) may be waived by the President, and (b) shall not apply to the Immediate Past President or any non-voting, ex officio member of the Board.
- 3.6.4 Maintain and fulfill their financial commitment to the organization as specified in the Operating Standards and Procedures of the Board (except that this condition shall not apply to *ex-officio* non-voting members of the Board aside from those who serve under Subsection 3.5.1.4).

3.7 TERMS OF OFFICE.

- 3.7.1 Except as provided in Subsections 3.7.2, 3.7.3, and 3.13 below and except for District Council Chairs serving as members of the Board pursuant to Subsection 3.4.2, the term of office of each member of the Board shall be for one (1), two (2) or three (3) years in accordance with the Classes as provided and defined under Subsection 3.7.2 and as provided under Subsection 3.4.4.3, commencing January 1 of the calendar year immediately following election and continuing until December 31 of the third calendar year following election or the end of the term of said applicable Class.
- 3.7.2 The Directors elected at the annual meeting of the General Assembly of Kehillot held in the calendar year in which these Amended and Restated Bylaws were adopted were divided by lots into three (3) classes “Classes” and each a “Class”), as nearly as possible equal in number, such that one-third (1/3) of the elected Directors shall be elected each year. The initial term of the first Class was one year and expired on December 31 following the first annual meeting of the General Assembly of Kehillot following the meeting at which such Directors were elected, at which time their successors were elected for terms of one, two or three years for the applicable Class. The initial term of the second Class was two years and expired on December 31 following the second annual meeting of the General Assembly of Kehillot following the meeting at which such Directors were elected, at which time their successors were elected for terms of one, two or three years for the applicable Class. The initial term of the third Class was three years and expired on December 31 following the third annual meeting of the General Assembly of Kehillot following the meeting at which such Directors are elected, at which time their successors were elected for terms of one, two or three years for the applicable Class.
- 3.7.3 The unexpired term created by any vacancy on the Board of Directors due to resignation, removal, or incapacity shall be filled by an election conducted by the Board of Directors upon the recommendation of the Nominating Committee. The term of office of any member of the Board elected to fill a vacancy

pursuant to this Section shall commence immediately upon election and continue until the expiration of the term being filled pursuant to the procedure set forth in Subsection 3.4.4.

3.7.4. No voting member of the Board of Directors shall serve more than fifteen (15) years in the aggregate. Time spent serving as:

- (a) an elected Officer, or
- (b) the Immediate Past President,
- (c) as a non-elected member of the Board of Directors as a District Council Chair, or
- (d) as an elected member of the Board of Directors pursuant to Subsection 3.4.4.2,

is not included in the computation of time served in the aggregate as a voting member of the Board of Directors.

3.7.4.1. For the purpose of applying these term limits to Board members who have served on the Board prior to the implementation of these bylaws on March 18, 2012, all of such prior service shall be counted as a total of three (3) years (or if as of March 18, 2012 the time served on the Board was less than three (3) years, one (1) or two (2) years, as per the actual year(s) of service).

3.8 CHAIR OF THE BOARD.

3.8.1 The Board shall be chaired by the President.

3.8.2 Upon assuming office, the President shall designate, in a sealed communication to the Chief Executive Officer, one of the Vice Presidents who shall serve in his or her stead in case of the inability of the President to fulfill the duties of that office, as declared by the President or as determined by the Board. Any Vice President so designated shall continue to hold his/her office but shall, in addition, have all of the powers and prerogatives of the President pursuant to these Bylaws during the period so acting. If the President's inability to fulfill the duties of that office shall extend for more than ninety (90) days, the Board of Directors shall elect, from among the remaining officers, a new President to serve out the remainder of the current term.

3.9 THE EXECUTIVE COMMITTEE.

- 3.9.1 The Executive Committee of the Board of Directors shall be deemed a Board Committee and consist of the Officers described in Section 5.1, the Chairs of all Board Committees and Corporation Committees described in Section 3.10 (except for the Chair of the Nominating Committee and any Chair of a Special Committee), and no more than three (3) additional members from among the voting members of the Board of Directors as designated by the President and approved by a majority of the entire Board. The role of the Executive Committee is to assist the President in oversight of the CEO and his or her Professional Staff in the general administration and management USCJ, to ensure the policies of the Board of Directors are implemented, and to act in those matters delegated to it by the Board of Directors.
- 3.9.2 The Executive Committee shall have such other powers, duties, and responsibilities, consistent with applicable law, as may be conferred upon it by these Bylaws or as delegated to it by the Board of Directors.
- 3.9.3 The President shall serve as Chair of the Executive Committee.

3.10 COMMITTEES

- 3.10.1 The following shall be committees of USCJ (“Corporation Committees”), in addition to any Corporation Committees listed in the Operating Standards and Procedures:
- 3.10.1.1 Kehilla Strengthening & Transformation Committee,
 - 3.10.1.2 Teen Engagement Committee,
 - 3.10.1.3 Budget and Finance Committee,
 - 3.10.1.4 Human Resources and Compensation Committee,
 - 3.10.1.5 Development Committee,
 - 3.10.1.6 District Leadership Committee,
 - 3.10.1.7 Communications, Marketing & Branding Committee,
 - 3.10.1.8 Bylaws and Governance Committee;
 - 3.10.1.9 Investment Committee;
 - 3.10.1.10 Nominating Committee; and
 - 3.10.1.11 Operational Effectiveness Committee.

- 3.10.2 The following committees shall be Board Committees:
- 3.10.2.1 Executive Committee; and
 - 3.10.2.2 Audit Committee.
- 3.10.3 In addition to any Corporation Committees and Board Committees which may be described in these By-Laws, the Board of Directors may create such other Board Committees, Corporation Committees and special committees (“Special Committees”) as the business of USCJ may require, and delegate such authority to such committees as the Board of Directors may deem appropriate. Special Committees shall neither be Board Committees nor Corporation Committees, and shall have a specific short term purpose or task. In addition to being formed by the Board of Directors, a Special Committee can also be formed by the President and its members appointed by the President; whereupon the President shall report the formation of a Special Committee and its members at the next meeting of the Board of Directors.
- 3.10.4 Each Board Committee shall have at least three members, all of whom are voting Directors and/or Officers. Each Corporation Committee and Special Committee shall also have at least three members, only one of whom shall be required to be a voting Director and/or Officer (other members need not be a voting Director and/or Officer). The Board may delegate such authority to such Board Committees as the Board of Directors may deem appropriate; provided, however, that no Board Committee shall have authority to delegate authority which is prohibited by Section 712 of the N-PCL. Corporation Committees and Special Committees shall act in an advisory or administrative capacity in connection with the functions and activities of USCJ; however, they shall have no authority to bind the Board of Directors except that any such committees established as required by State statute shall have such authority as granted by such statute.
- 3.10.5 Persons who are not Directors (and, with respect to the Audit Committee, Directors who are not independent) may be named as adjuncts ex officio to Board Committees with the right to attend and speak at meetings but such adjuncts shall not have any voting rights or be counted for quorum purposes. In situations where the law or these By-Laws or a Board requires action be taken solely by Independent Directors (as such term is defined in Section 102(a)(21) of the N-PCL), such adjuncts shall also not participate in any deliberations. Such adjuncts shall leave a committee meeting if the committee is reviewing such person’s work or if the Board Committee goes into executive session but may otherwise remain during any deliberation or vote.

- 3.10.6 The Chair of each Committee shall be a voting member of the Board. Other than the Chair of the District Leadership Committee and the Audit Committee, the Chair of each Committee shall be appointed by the President from among the voting members of the Board of Directors. The Chair of the Audit Committee shall be selected by the members of that committee, and the chair of the District Leadership Committee shall be similarly selected by the members of that committee serving by reason of their elected positions in their Districts and with the concurrence of the President. The District Leadership Committee shall include among its members the Chair of each District Council.
- 3.10.7 Unless a committee's roles and responsibilities are described in these Bylaws, the Board Operating Standards and Procedures shall set forth the role and responsibilities of all Committees that may be established from time to time by the Board.

3.11 AUDITS.

- 3.11.1 USCJ shall file audited financial statements under the New York State Executive Law with the Charities Bureau of the Department of Law. Either an Audit Committee composed only of independent Directors, another Board Committee composed only of independent directors or the Board of Directors shall undertake the actions described in this Section.
- 3.11.2 Only independent Directors may participate in any Board or committee deliberations or voting relating to audits. Directors who are not independent may serve on such committee only in an adjunct capacity and any such persons may not participate in any deliberation or vote on any matter and may not be present when the work performed or overseen by such person is being reviewed or discussed. An "independent director" is an individual who meets all of the criteria set forth in Section 102(a)(21) of the N-PCL.
- 3.11.3 The applicable Committee designated under Subsection 3.11.1 above:
- (i) shall oversee the accounting and financial reporting processes of USCJ;
 - (ii) oversee any independent financial audit, including annually retain or renew the retention of an independent auditor to conduct the audit, review the results of the audit and any related management letter (as well as management's responses thereto) with the independent auditor at the conclusion of the audit and, if it so wishes or if USCJ had annual revenue in excess of \$1,000,000 in the prior fiscal year (or expects to have such revenue in the current fiscal year), (A) review with such independent auditor the proposed scope and planning of the audit prior to the audit's commencement, (B) upon completion of the audit and discuss with the independent auditor any material risks and weaknesses

in internal controls identified by the auditor, any restrictions on the scope of the auditor's activities or access to requested information, any significant disagreements between the auditor and management, and the adequacy of the organization's accounting and financial reporting processes, (C) annually consider the performance and independence of the auditor and (D) report back to the Board with respect to the committee's audit oversight duties),

- (iii) monitor compliance applicable laws governing the operations of USCJ and with any other corporate codes of conduct or ethics if such responsibility is not assigned to another Board committee, and
- (iv) establish policies and practices to prevent financial fraud including monitoring the USCJ's internal control over financial reporting and request special investigations if deemed appropriate.

3.11.4 The audit committee may investigate any matter brought to its attention within the scope of its duties, with the power to retain outside counsel for this purpose if, in its judgment, that is appropriate. The Audit Committee will promptly report any such actions, and the results of any such investigation, to (or as otherwise directed by) the Board of Directors or any Executive Committee.

3.11.5 Reports of the Audit Committee will be provided to the President and Executive Committee for initial review and comment, and thereafter to the Board.

3.12 EXECUTIVE SESSION.

The President, at his/her discretion, may call the Board of Directors into Executive Session during any meeting of the Board, whereupon only voting members of the Board, and any others invited by the President, shall be present.

3.13 ADVISORY COUNCILS.

The Board may, from time to time, create such Advisory Councils as it deems appropriate to ensure leadership development, an active donor base, and creative input consistent with the Vision and Mission of USCJ.

3.14 VOTING.

3.14.1 The vote of a majority of the voting members of the Board present at any meeting at which a quorum is present shall be the act of the Board, unless the question or action is one upon which a different vote is required by:

- (i) express provision of the N-PCL or other statute,

- (ii) the Certificate of Incorporation,
- (iii) these By-Laws or
- (iv) any Board-approved policy.

Directors who are present at a meeting but not present at the time of a vote due to a conflict of interest or related party transaction, shall nonetheless be counted toward the quorum requirement.

3.14.2 In addition, the following acts of the Board require the affirmative vote of at least seventy-five (75%) percent of the entire Board of Directors at two (2) consecutive meetings held no less than thirty (30) days apart:

- 3.14.2.1 An amendment to the Funding Agreement executed with The USCJ Supporting Foundation, Inc. on March 13, 2016;
- 3.14.2.2 An amendment to the bylaws of The USCJ Supporting Foundation, Inc.; or
- 3.14.2.3 An amendment to these Subsections 3.14.2.1 or Section 3.14.2.2.

ARTICLE IV - GENERAL ASSEMBLY OF KEHILLOT.

4.1 ANNUAL MEETING.

There shall be an annual meeting of the members (called the General Assembly of Kehillot of USCJ) to which representatives of all member kehillot shall be invited. The annual meeting shall take place during October, November, or December on a date determined by the Board of Directors.

4.1.1 A special meeting may be called when deemed appropriate by the Board.

4.1.2 Notice of the date of any meeting shall be given not less than ten (10) or more than fifty (50) days before the date of the meeting to each member at its address personally or by first class or overnight mail, or by facsimile telecommunication or electronic mail, as such address (or electronic mail address or facsimile number) appears on the record of members; provided, however, if mailed by any class of mail other than by first class or overnight mail, it shall be given not less than thirty (30) nor more than sixty (60) days before such date. Notice by mail shall be deemed to be given when deposited, with postage thereon prepaid, in a post office or official depository under the exclusive care and custody of the United States Postal Service. Notice shall not be deemed to

have been given by facsimile telecommunication or by electronic mail if USCJ is unable to deliver two consecutive notices to the member by facsimile telecommunication or electronic mail or USCJ otherwise becomes aware that notice cannot be delivered to the member by facsimile telecommunication or electronic mail. USCJ must send notice of meetings by first class mail to any member who requests in writing that such notices be delivered by such method.

- 4.1.3 A special meeting may be also requested by written petition to the President by the members entitled to cast ten percent (10%) of the total number of votes entitled to be cast at such meeting (as if calculated under Subsection 4.3.2 herein). The written petition shall specify the purpose of the meeting and propose a date for the meeting that is not less than two (2) nor more than three (3) months from the date of such written petition.

4.2 AGENDA FOR ANNUAL MEETING.

The agenda for every annual meeting of the General Assembly of Kehillot shall include the following:

- 4.2.1 The Board of Directors shall present at each annual meeting of member Kehillot its reports, which shall set forth the statements and be verified or certified in the manner prescribed by Sections 513 and 519 of the N-PCL. Such report shall be filed with the records of USCJ and either a copy or an abstract thereof entered in the minutes of the proceedings of such annual meeting of General Assembly of Kehillot (members).
- 4.2.2 The election of Officers.
- 4.2.3 The election of members of the Board of Directors.
- 4.2.4 Approve dues rates and assessments to be paid by member kehillot for the fiscal year commencing after the annual meeting is held, upon the recommendation of the Board of Directors; *provided, however*, that should the Board of Directors not make a recommendation on dues rates and/or assessments to the General Assembly of Kehillot at any annual meeting or should the General Assembly of Kehillot not approve any dues rates and/or assessments recommended by the Board of Directors at any annual or special meeting, then in such event the then-current USCJ dues rates and assessments shall continue in effect for the fiscal year commencing after the annual or special meeting is held.
- 4.2.5 Consideration of resolutions on matters of interest to the General Assembly of Kehillot that may be raised either directly by member kehillot in the form of a written petition signed by individuals who are each members in good standing of member kehillot comprising at least ten percent (10%) of USCJ's

member kehillot, located in a majority of the Districts by number, submitted to the Secretary at least sixty (60) days before the meeting, or from the Board of Directors.

- 4.2.6 Presentations on matters of general interest to USCJ of Conservative Judaism, its member kehillot, the Conservative Movement, or the Jewish Community at large.
- 4.2.7 Such additional business as the Board of Directors may determine.
- 4.2.8 In addition, from time-to-time the kehillot members may adopt and modify Standards of Kehilla Practice upon recommendation of the USCJ Committee on Kehilla Standards.

4.3 REPRESENTATION AND VOTING.

Representation and voting of member kehillot at the meetings of the General Assembly of Kehillot shall be as follows:

- 4.3.1 The Board of Directors or other like governing body of each member kehillot shall select its own representatives to meetings of the General Assembly of Kehillot and shall designate one person who shall act as the Chair of its delegation with authority to speak and vote on its behalf.
 - 4.3.2 With respect to (a) the election of Officers and members of the Board of Directors, and (b) the approval of dues and assessments, each member kehillot in good standing shall be entitled to cast one vote for every one hundred (100) of its membership units as certified to the Secretary in writing or by electronic means by the then-serving President or Chair of the member kehillot at least thirty-five (35) days prior to the meeting.
 - 4.3.3 For purposes of calculating the number of votes to which a Kehilla shall be entitled, its reported membership shall be rounded to the nearest hundred. No Kehilla shall be entitled to less than one vote.
- 4.4** Member kehillot may cast their votes for Officers and members of the Board of Directors by proxy received by the Secretary no more than fifteen (15) days and no later than five (5) days prior to the date of the annual meeting of the General Assembly of Kehillot.
- 4.4.1 With respect to the passage of motions and resolutions, each member kehillot shall be entitled to cast one vote through its designated delegation Chair.
 - 4.4.2 The Operating Standards and Procedures of the Board shall provide a mechanism for voting and attendance by electronic means.
- 4.5** The President shall act as the Chair of all meetings of the General Assembly of Kehillot.

The Secretary shall certify the receipt and accuracy of all proxies, and the results of all voting.

4.6 Except as may otherwise be required by these bylaws or by applicable law:

4.6.1 Voting

Directors and Officers shall be elected by the majority of the votes cast by all member kehillot present and voting at a meeting of the General Assembly in person, by electronic means, or by proxy.

4.6.2 Motions and Resolutions

All motions and resolutions shall be adopted by the majority of the votes cast by the designated delegation Chairs of all member kehillot present and voting at a meeting of the General Assembly of Kehillot in person or by electronic means.

4.6.3 Majority

Except where the N-PCL prescribes a different proportion of votes, any other action shall be authorized by a majority of the votes cast (if the N-PCL requires action by “majority vote” or “two-thirds vote,” such action shall be authorized by such proportion of the votes cast at the meeting, provided that the majority of the affirmative votes cast is at least equal to a quorum).

ARTICLE V - OFFICERS

5.1. The Officers of USCJ shall be the President, three (3) Vice Presidents, the Treasurer, and the Secretary. Each Officer shall have the following authority and responsibilities.

5.2. PRESIDENT - The President shall be the highest ranking elected official in USCJ, shall be a person who is not a member of the clergy or a Jewish professional, and is not a member of the professional staff of either USCJ or any member kehilla (and shall not be an employee of USCJ). The President shall act as the Chair of all meetings of the Board of Directors, as the Chair of all meetings of the Executive Committee, and as the Chair of all meetings of the General Assembly of Kehillot. The President shall supervise the functioning of the Board, Executive Committee, and the Chief Executive Officer, and shall be responsible for guiding and enacting the Board’s policy making and oversight functions. The President shall assign oversight of all committees to the various Officers except as otherwise specifically provided in the Bylaws. The President shall sign all contracts or other obligations of USCJ not in the ordinary course

of business that require the approval of the Board of Directors.

- 5.3. **VICE PRESIDENTS** – There shall be three (3) Vice Presidents, each of whom shall supervise the functions of those committees assigned to them by the President, along with such other responsibilities delegated to them by the President.
- 5.4. **TREASURER** – The Treasurer shall oversee the financial operations of USCJ; including, but not limited to, involvement in the dues and collection process and financial reporting, and interacting with the professional staff responsible for such functions.
- 5.5. **SECRETARY** - The Secretary shall attest to the signature of the President, Treasurer, and Chief Executive Officer as required. The Secretary shall be responsible for the accuracy, completeness, and maintenance of all minutes of all meetings of the Board of Directors, the Executive Committee, and the General Assembly of Kehillot. The Secretary shall oversee the election process and certify its results.
- 5.6. **APPOINTMENT OF ADMINISTRATIVE NON-OFFICER POSITIONS: ASSISTANT TREASURERS AND ASSISTANT SECRETARIES** - The Board of Directors may, by a majority vote of the entire Board, authorize the appointment of up to two Assistant Treasurers and two Assistant Secretaries for the efficient operation of USCJ. The President shall accordingly appoint, from among the voting members of the Board of Directors, individuals to serve as Assistant Treasurer(s) or as Assistant Secretary(ies) and they shall take office immediately upon confirmation by a majority vote of the Board of Directors. Assistant Treasurers and Assistant Secretaries may serve up to six consecutive one year terms, and may be reappointed and reconfirmed annually by the Board of Directors. Persons appointed to these positions shall not otherwise be considered Officers of the Board.
- 5.7. **TERMS OF OFFICE** -- The term of office for each Officer shall be two (2) years, commencing January 1 immediately following the annual meeting of the General Assembly of Kehillot at which the Officer is elected. No person shall serve: (i) more than two (2) consecutive two-year terms in any one Officer position, or (ii) more than eight (8) consecutive two-year terms in Officer positions combined as a Vice President, Secretary and/or Treasurer. Service as an Assistant Treasurer or Assistant Secretary shall be deemed service as a member of the Board of Directors, and not as an Officer, for purposes of this Article and Article III, Subsection 3.7.4.

ARTICLE VI - CHIEF EXECUTIVE OFFICER

- 6.1 The person denominated Chief Executive Officer shall be the highest-ranking member of the professional staff, shall be responsible for the day to day operation of the organization, shall report to the President and the Board of Directors, and shall have spending authority (in accordance with the approved budget) and hiring and firing authority

as defined in the Board Operating Standards and Procedures. The Chief Executive Officer shall not be an “officer” within the meaning of the N-PCL.

ARTICLE VII - NOMINATIONS & ELECTIONS

- 7.1** The Nominating Committee shall be a Corporation Committee, and shall consist of the following persons:
- 7.1.1 The Immediate Past President of USCJ as the Chair;
 - 7.1.2 The Chair (or designee) of each District Council;
 - 7.1.3 Six (6) voting members of the current Board of Directors; and
 - 7.1.4 Six (6) at-large members.
 - 7.1.5 Notwithstanding the foregoing:
 - a. A majority of the members of the Nominating Committee may not reside in any one District; and
 - b. There shall be at least one member of the Nominating Committee who resides in Canada.
- 7.2** The current President shall select six (6) members of the Nominating Committee, as follows: three (3) voting members of the current Board of Directors, and three (3) at-large members. A further six (6) members shall be selected by the Chair of the Nominating Committee as follows: three (3) voting members of the then-current Board of Directors, and three (3) at-large members. Each will be a member of a USCJ member kehilla in good standing.
- 7.3** The term of the Nominating Committee shall be the lesser of two (2) years from the formation of same by the then President, or coterminous with the last day of the term of the then President. Each member of the Nominating Committee shall serve through the end of the term of the then Nominating Committee.
- 7.4** The Nominating Committee shall, in selecting and vetting candidates for the Board, consider candidates for the Board of Directors (including Officers) who are personally committed to the vision and mission of USCJ and consider such factors as the overall geographic, gender and age balance of the Board; service and engagement with member kehillot as well as the individual capacity of each potential member to contribute creatively, financially, intellectually, professionally and spiritually to the organization.
- 7.5** Subject to Subsection 3.4.4, the Nominating Committee shall prepare a single slate of

proposed elected Officers and members of the Board of Directors and shall present its written report of the slate, together with all other persons who will serve by virtue of their office or other designation, to the Secretary not less than seventy (70) days before the annual meeting of the General Assembly of Kehillot. The Secretary will, in turn, present same to each member of the Board of Directors and to each USCJ member kehilla, included with the notice of the meeting of the General Assembly of Kehillot at which elections will take place sent under Section 4.1.2, or no later than later than 45 days before the date of such meeting, whichever is the longer period. All elections of Officers and members of the Board of Directors shall occur at the annual meeting of the General Assembly of Kehillot unless a vacancy occurs during the year, in which case the vacancy shall be filled in accordance with Subsection 3.6.4.

7.6 Additional nominations may be made only by written petition in the following manner:

7.6.1 Nominations for elected Officers and members of the Board of Directors shall be by written petition signed by individuals who are each members in good standing of member kehillot comprising at least ten percent (10%) of USCJ's member kehillot, located in a majority of the Districts by number.

7.6.2 Shall be submitted to the Chair of the Nominating Committee, at least thirty (30) days prior to the annual meeting of the General Assembly of Kehillot.

7.6.3 In the event that nominations by petition are submitted to the Chair of the Nominating Committee in the manner provided herein, the Nominating Committee shall submit a revised report to the Secretary, setting forth the original nominations by the Nominating Committee as well as the additional nominations by petition, not less than twenty (20) days before the annual meeting of the General Assembly of Kehillot. The Secretary will, in turn, present same to each member of the Board of Directors and to each member kehilla, not less than fifteen (15) days before the annual meeting of the General Assembly of Kehillot at which elections will take place. The Chair of the Nominating Committee shall file the signed statements submitted by candidates nominated by petition with the Secretary at the time the Nominating Committee renders its revised report of the nominated slate as provided in this Section.

7.7. The elections shall be held during the annual meeting of the General Assembly of Kehillot in the manner provided in Sections 4.3, 4.4, 4.5 and 4.6.

7.7.1. In the event of multiple candidates for election as an Officer, each voter shall rank the candidates in order of preference. If no candidate obtains a majority of the first-place votes, the candidate receiving the fewest first-place votes shall be eliminated. This process shall be repeated until one (1) candidate has obtained a majority of the votes cast.

- 7.7.2. In the event of multiple candidates for available positions on the Board, each voter shall cast a ballot for only as many candidates as there are available positions to elect. The candidates for whom the most ballots are cast will be declared elected, up to the number of available positions.
- 7.7.3. Where there are no additional nominations by petition the slate reported by the Nominating Committee shall be presented to the General Assembly of Kehillot for election.
- 7.8.** Each person elected as a member of the Board of Directors shall take office and serve for the term of office set forth in Section 3.7 and each person elected as an Officer shall take office and serve for the term of office set forth in Section 5.7, unless the term of such person has been sooner terminated by incapacity, resignation, removal from office for cause, or death.

ARTICLE VIII - QUORUMS

- 8.1** Except as otherwise required under the N-PCL, quorums for the transaction of the business of USCJ shall be as follows:
- 8.1.1. Board of Directors: One more than one-half of the total number of voting members of the Board.
- 8.1.2. General Assembly of Kehillot: Representation from at least forty (40) member kehillot (which in the aggregate are entitled to cast at least a total of 100 votes) or ten percent (10%) of the total votes entitled to be cast by all member kehillot of USCJ (as if calculated under Subsection 4.3.2 herein), whichever is less, representing at least two-third (2/3) of the Districts.
- 8.1.3. Committees: One more than one-half of the total number of voting members of the Committee, unless a different quorum is fixed by the Board in the Operating Standards and Procedures.
- 8.2** Any number less than a quorum may adjourn any meeting to a time certain, and from time to time, without notice other than announcement of such time and place. Any business may be transacted at such adjourned meeting which might have been transacted at the original meeting but for lack of a quorum.

ARTICLE IX – NOTICES & RULES OF ORDER AND PROCEDURE

- 9.1** Notices of all meetings of the Board of Directors and the General Assembly of Kehillot, any reports of the Nominating Committee, or any other notice required by these Bylaws,

shall be in writing, delivered by mail or electronic means, and shall be sent to all members of the Board or member kehilla. Notices of the General Assembly of Kehillot shall also be sent to each Affiliate of USCJ. Notices of all meetings shall set forth the purpose or purposes for which such meeting has been called and the time, date, and place of the meeting.

- 9.2.** The Board of Directors may establish such rules of order and procedure not inconsistent with these Bylaws as they may deem appropriate in the transaction of all business of USCJ. Such rules shall be adopted on approval by two-thirds (2/3) of the votes cast.
- 9.3** In the absence of rules of order and procedure adopted by the Board, Robert's Rules of Order, Latest Revised Edition, shall govern.

ARTICLE X - ADOPTION AND AMENDMENTS

- 10.1.** Nothing herein contained shall invalidate any actions or proceedings undertaken pursuant to the Bylaws in effect prior to the adoption of any amendments hereof. Affiliations and membership office existing at the time of such adoption shall continue to the end of their term.
- 10.2.** Except as otherwise stated in Section 3.14 of these Bylaws these Amended and Restated Bylaws may be amended by two-thirds (2/3) of the votes cast at any meeting of the General Assembly of Kehillot or by two-thirds (2/3) of the votes cast at any two (2) consecutive regular meetings of the Board of Directors, provided a quorum is present in each case.
- 10.3.** For consideration by the General Assembly of Kehillot, an amendment may be initiated only by:
- 10.3.1. A proposed amendment approved by majority vote of the Board of Directors present at a duly called Board meeting, provided that such proposal was incorporated in the notice for that meeting; or
 - 10.3.2. A petition signed by individuals who are each members in good standing of member kehillot comprising at least ten percent (10%) of USCJ's member kehillot, located in a majority of the Districts by number, and submitted to the Secretary at least ninety (90) days prior to the meeting of the General Assembly of Kehillot at which such amendment is considered.
 - 10.3.3. In either event, the Secretary shall transmit the proposed amendment to all of the member kehillot at least thirty (30) days prior to the date appointed for the meeting of the General Assembly of Kehillot, and shall present such proposed amendments to the General Assembly of Kehillot together with

the Board's views thereon.

- 10.4.** To amend these Amended and Restated Bylaws at meetings of the Board of Directors, the following procedure shall be followed:
- 10.4.1. Amendments may be proposed to the Board of Directors by members of the Board, or by petition signed by individuals who are each members in good standing of member kehillot, comprising at least ten percent (10%) of USCJ's member kehillot, located in a majority of the Districts by number, and submitted to the Secretary at least thirty (30) days prior to the meeting of the Board at which such amendment is to be considered, such that the Secretary will be able to ensure that notice of the proposed amendment is provided to the Board pursuant to Section 3.3 of these Bylaws.
 - 10.4.2. The text of a proposed amendment must be considered at two (2) consecutive regular meetings of the Board of Directors, provided that such proposal was incorporated in the notice for each meeting. This procedure may not be used to modify the power and duties of the Board of Directors or Officers specified in these Bylaws.
 - 10.4.3. A proposed amendment may be amended during discussion at the first of the two Board meetings referred to in Section 10.4.2, provided that any changes remain within the general scope of the original proposal, but may not be amended at the second of such meetings.
 - 10.4.4. Any proposed Bylaw amendment must be approved by two-thirds (2/3) of the votes cast at two (2) consecutive regular Board of Directors meetings, provided a quorum is present.
- 10.5.** The Bylaws and Governance Committee is authorized to make technical changes in the Bylaws, such as grammar, subdividing, punctuation and renumbering, as appropriate for clarification, without making any substantive changes.

ARTICLE XI. INDEMNIFICATION

- 11.1** To the fullest extent permitted by law, USCJ shall indemnify each present and former Director, Officer, committee member and key person (as that term is defined in the N-PCL) (or, if deceased, his or her personal representatives), and USCJ shall advance his or her expenses, who was or is made, or is threatened to be made, a party to any action or proceeding, whether civil or criminal (including without limitation any action brought by or in the right of USCJ), or who is a subject of a government investigation, by reason of the fact that such person (or such person's testator or intestate):
- (i) is or was a Director, Officer, committee member or key person of USCJ, or

- (ii) in the case of a present or former Director or Officer or key person, serves or served, at the request of USCJ, as a trustee, director or officer of any other corporation, partnership, joint venture, trust, employee benefit plan or other enterprise in any capacity, against any and all liabilities, losses, judgments, fines (including excise taxes assessed with respect to an employee benefit plan pursuant to applicable law), amounts paid in settlement and expenses (including attorneys' fees, reasonably incurred) in connection with such action or proceeding, or any appeal from such action or proceeding, or government investigation in the manner to the full extent authorized or permitted under the N-PCL, subject to, should the Board of Directors so require, receipt of a written undertaking by or on behalf of such person to repay such amounts if such person is ultimately found not to be entitled to indemnification under this Article 11, applicable law or otherwise.

11.2 Except as restricted by law, USCJ may provide additional indemnification pursuant to agreement, action of the Board of Directors, provision of these By-Laws or otherwise. The right to be indemnified or to the advancement or reimbursement of expenses pursuant to these By-Laws is a contract right pursuant to which the person entitled thereto may bring suit as if the provisions hereof or of any such resolution were set forth in a separate written contract between USCJ and such person, and shall continue to exist after any rescission or restrictive modification hereof or of any such resolution with respect to events occurring prior thereto. To the extent available at reasonable costs, USCJ shall exercise its best efforts to obtain directors and officers liability insurance consistent with this Section.

ARTICLE XII. MISCELLANEOUS POLICIES

12.1 Investments.

The Board shall adopt an Investment Policy in conformity with the requirements of New York Prudent Management of Institutional Funds Act, Article 5-A of the N-PCL. The funds of USCJ shall be retained and invested in such property, real, personal or otherwise, including stocks, bonds or other securities, as the Board or its designees may deem desirable in accordance with such investment policy

12.2 Conflicts of Interest and Related Party Transactions.

The Board shall adopt a Conflict of Interest Policy in conformity with the requirements of Section 715-a of the N-PCL. All conflicts, including related party transactions (as defined in the Section 102(a)(24) of N-PCL), shall be approved only as set forth in USCJ's Conflict of Interest Policy.

12.3 Additional Policies.

In the event the Board adopts additional policies for USCJ and/or relating to the Board, such additional policies shall be referenced in Operating Standards and Procedures.