

**BYLAWS
OF
CONGREGATION AHAVAS MOISCHE, INC.**

A New York Religious Corporation

Adopted by Members of the Congregation, April 29, 2012

In Accordance with the New York Religious Corporations Law

Article I — Name and Location

The name of the Corporation is CONGREGATION AHAVAS MOISCHE, INC., also known as The Maple Street Shul. The principal place of business of the Corporation shall be located at 612 Maple Street, Brooklyn, New York, 11203. All further references to the Corporation in these Bylaws shall be to "the Congregation."

Article II — Purposes

The purpose of this organization shall be to provide a place of worship in accordance with the laws of Orthodox Judaism (Halacha) and the tradition of the Chabad-Lubavitch Chasidic Community, and to provide such additional religious, educational and social programs as will meet the needs of its Membership consonant with the functioning of an Orthodox Jewish Congregation. Subject to the approval of the Officers and Trustees of the Shul, Congregation facilities shall be made available at all reasonable times to serve the religious needs of its Members.

Article III — Membership

Section 1. Qualification for Membership. The following eight conditions are required for Congregation Membership:

- (a) A person must be twenty-one (21) years old;
- (b) A person must believe in and support the purposes and principles of the Congregation;
- (c) A person must be of good moral and religious character;
- (d) A person must sufficiently observe the Torah according to the dictates of the written and oral laws of Orthodox Judaism as codified in the *Shulchan Aruch* and other traditionally authoritative codifications of Jewish Law.
- (e) A person must be either;
 - a. a person who is Jewish by birth, in accordance with Halacha;

- b. a person who is Jewish by conversion in accordance with Halacha through an acceptable Orthodox-Jewish Beth Din;
- (f) A person must have paid all dues and all special assessments during the year immediately preceding a Membership Meeting or application for Membership in accordance with the policies of the Board of Trustees (hereinafter the “Board” as defined in Article VI).
- (g) Participation in regular divine worship at the Congregation throughout the year immediately preceding an application for Membership, at sufficient frequency to satisfy the criterion of “regular participation,” as defined by the Membership Committee.
- (h) No person shall be eligible for Membership who is married not in accordance with Halacha. Any Member who so marries forfeits all rights and benefits of the Congregation.

Section 2. Application for Membership. All applications for Membership shall be referred to the Membership Committee whose duty it shall be to investigate the applicant and give requisite consideration to the application. The Membership Committee shall consist of up to six (6) Members of the Congregation including at least two Trustees. Appointment to the Membership Committee shall be for one year terms. Appointment to the Membership Committee shall be by the Board at its sole discretion. After investigation and consideration, the Membership Committee shall deliberate over any application and make a recommendation to the Board recommending to approve or reject any Application for Membership. A recommendation to approve an applicant for Membership shall require a two-thirds vote of approval by the Membership Committee. If a candidate is voted to be recommended for approved, the Membership Committee shall make a recommendation for Membership to the Board. The Board of Trustees at the next Board meeting shall decide whether to accept or reject any recommendation by the Membership Committee. Failure by the Board to consider a recommendation by the Membership Committee shall not serve as ratification of a recommendation by the Membership Committee.

Section 3. Member in Good Standing. In order to remain a member in good standing (“Member in Good Standing”) a Member must maintain all Qualification for Membership as described in Article III Section 1 and Duties as described in Article III Section 7. A default of a Member’s obligations pursuant to any Section of these Bylaws shall automatically serve to classify a Member as not a Member in Good Standing. No action by the Membership Committee or the Board shall be required to classify a Member as a Member in Good Standing or as a Member not a Member in Good Standing. The Membership Committee shall not have authority to determine whether a Member is a Member in Good Standing.

Section 4. Voting Rights. Voting at Membership Meetings shall be limited to Members in Good Standing. There shall be one class of Members and all Members in Good Standing shall be entitled to vote at Membership Meetings. No proxy votes shall be accepted.

Section 5. Resignation. The resignation of any Member shall not relieve that Member from an accrued financial obligation owed the Congregation at the time of resignation, excepting such relief as may be given by the Board at its sole discretion.

Section 6. Termination of Membership. Membership in the Congregation may be terminated by the Board for a Member's failure to maintain its Qualification for Membership as described in Article III, Section 1. A two-thirds vote of the Board shall be required for expulsion of any Member.

Section 7. Duties of Members. It shall be the duty of all Members to assist, respect, and obey the Trustees and Officers in the discharge of their duties, to uphold these Bylaws of the Congregation, to volunteer time and energy to complete tasks as necessary for the upkeep of the Congregation, to respect and sustain each other and at all times endeavor that the peace and harmony of this Congregation shall not be disturbed.

Section 8. Waiver of Qualifications for Membership or Membership in Good Standing. In recognition of financial hardship and/or in recognition of service to the Congregation, the Membership Committee may recommend and the Board may grant Membership in the Congregation to any person who does not meet the Qualifications for Membership or Membership in Good Standing as currently described in the Bylaws or policies of the Congregation. Any requirement for Membership that is waived in approving any applicant for Membership shall simultaneously be waived to establish Membership in Good Standing with regards to that Member. The Qualifications for Membership pursuant to Article III Section 1(b), (c), (d), (e), and (h), cannot be waived.

ARTICLE IV – Declaration of Jewish Orthodoxy

Section 1. Declaration. The Congregation has been established for the purpose of maintaining and conducting a Congregation in keeping with the dictates of the written and oral laws of Orthodox Judaism as codified in the *Shulchan Aruch* and other traditionally authoritative codifications of Jewish Law.

Section 2. Tenets. It is expressly affirmed by the founders and Members of this Congregation that:

- (a) The tenets of Orthodox Judaism are divinely ordained;
- (b) The prescriptions of Jewish law are morally binding on all Jews;
- (c) The authoritative definition and interpretation of Jewish law and Torah teaching lies within the competence only of the Orthodox Jewish Rabbinate.

Section 3. Religious Authority. Religious Authority within this Congregation shall be vested in the Rabbi of the Congregation. The Congregation shall look to the Rabbi for moral guidance and

halachic (Jewish legal) direction in all aspects of Congregation's concerns. If the office of Rabbi is vacant, questions requiring rabbinic determination shall be referred to a qualified rabbinical authority acceptable to the Board.

Section 4. Qualifications of Rabbi. The office of Rabbi of the Congregation may be held or administered only by a male, duly ordained Orthodox rabbi who has received *semicha* ordination from an Orthodox Rabbinic authority or rabbinical seminary recognized by the Board.

Section 5. Negative Declamations. At no time shall statutory religious worship services take place in any premises of this Congregation or otherwise under its auspices, without men and women being separated. Separation shall be effectuated by the provision and use of separate sections for men and women. The women's section shall be demarked from the men's section by a tangible, physical separation known as the *mechitzah*, which must meet the requirements of Halacha.

Section 6. Express Trust. Every contribution or donation whether of real, personal or mixed property, made generally or for any specific use to the Congregation shall be deemed as made in trust for the express purpose of conducting an Orthodox Congregation.

ARTICLE V — Dues; Assessments; Budget; and Fiscal Year

Section 1. Dues. Dues shall be assessed by the Board for the purpose of raising sufficient revenue to provide for the continued administration, operation, and maintenance of the Congregation in order to meet the annual operating budget. It shall be up to the Board to promulgate Congregation policy from time to time concerning the amount of dues to be paid by Members. The Board may in its discretion accept the rendering of goods or services to the Congregation in lieu of payment of monetary dues. The Board shall fix minimum annual dues in its discretion. The Board shall have authority to accept lesser dues from those Congregation Members who present due evidence of financial hardship and inability to pay minimum dues.

Section 2. Budget. An annual Budget shall be prepared by the President and Treasurer for approval approved by the Board each new fiscal year. The President and Treasurer shall commence consideration and preparation of the new Budget no later than one month prior to expiration of the fiscal year. The Board shall adopt the final Budget no later than 10 days before the Annual Membership Meeting, pending ratification by the Membership, as provided in ARTICLE IX.

Section 3. Special Assessments. The Board may, at any time, adopt the levy of a special assessment upon the Membership for the purpose of raising additional monies not expected to be raised from dues, for the purpose of making necessary repairs, improvements and replacements of the Congregation building, as shall be approved by the Board, and for the purpose of meeting financial emergencies affecting the financial security of the Congregation. Special levies shall be fairly apportioned among the Membership. Delinquency in the payment of special assessments

shall make the Member lose his or her voting privileges. The Board shall have authority to reduce the amount of special assessment against any individual Member in the event of financial hardship.

Section 4. Arrearage; Nonpayment of Dues. Membership dues are due each year before *Rosh Hashanah* (beginning of Jewish New Year), either in full, with pre-dated and signed monthly checks, or with pre-authorized planned credit card payments. Any Member who is in arrears in the payment of dues or assessments may, by a two thirds vote of the Board, be suspended from Membership after the said Member has been notified by certified mail thirty (30) days in advance of the date that the proposed suspension or expulsion shall take place if delinquent dues are not paid within thirty (30) days. Suspension shall not apply in the case of financial hardship, and the Board shall be authorized to reduce or waive payments as may be appropriate upon a showing of financial hardship.

Section 5. Reinstatement of Membership. A person who has been expelled or suspended from Membership in the Congregation may apply for reinstatement the Board. The Board may reinstate any person's Membership by two-thirds vote of the Board at a Board meeting. An application for reinstatement must be accompanied by payment of any amount of arrears for which the person was suspended. However, the Board may by two-thirds vote waive any arrears. If a Member does not apply for reinstatement for an entire calendar year, the person must then apply as a "new" candidate for Membership in the Congregation.

ARTICLE VI — Board of Trustees

Section 1. Trustees and Terms. The number of Trustees shall be six (6) in number during any one term. The term of office of each Trustee shall be for three years. The terms shall be staggered so that the terms of one-third of the Trustees shall expire each year. The initial staggering shall be consistent with the following schedule:

(a) One year remaining –Vice President and Treasurer

Two years remaining – Gabbai/Sergeant at Arms and Secretary

Section 2. Classification of Trustees as Officers. During the first Board meeting after elections of new Trustees, the Trustees shall vote which Trustee shall fill each Officer position on the Board. Each Trustee must have an Officer position. Any tie for appointment of any Officer position shall go to the Trustee with the longest tenure on the Board. If the Trustees tied for appointment to a position have equal tenure, the tie shall favor the older Trustee. The Board positions shall be the President, Vice President, Gabbai/Sergeant at Arms, Chairman, Secretary, and Treasurer. The Rabbi shall not be a Trustee.

Section 3. Responsibilities of the Board. The Board shall be responsible for the general management of the Congregation, its financial affairs, Congregation administration, and personnel. The Board shall be responsible for all Congregation policies, maintenance and administration of Congregation facilities and grounds, and such other duties and functions as are necessary and proper to carry out the purposes and objectives of these Bylaws and the needs of the Congregation. The Board shall fix an annual Budget and in its discretion set annual Membership dues and assessments.

Section 4. Board Meetings. The Board shall meet at least once every three (3) months or as required in the interest of the Congregation. In addition, the President may call a special meeting of the Board should there be compelling reason to conduct Congregation business prior to the next regularly scheduled Board meeting. In the event the President is not available, the Chairman and Vice President may jointly call a special meeting of the Board.

Section 5. Board Quorum. A majority of the existing Board shall constitute a quorum for the transaction of business at any meeting of the Board. Each Trustee shall have one vote. Unless otherwise specified in these Bylaws, a majority vote will be sufficient to approve any Board resolution or Board action.

Section 6. Deadlock Resolution. In the event that the Board is deadlocked with respect to the management of the affairs of the Congregation, the Chairman's vote shall break the deadlock.

Section 7. Board Participation. All elected Trustees shall be expected to attend regular and special meetings of the Board. Any Trustee who is absent for three (3) consecutive Board meetings or who materially fails to perform the duties of the position without reasonable excuse shall be subject to removal by a majority vote of the remaining Members of the Board of Trustees.

Section 8. Board Vacancy. The President shall appoint any Member in Good Standing to fill a vacancy on the Board, subject to ratification by the existing Board. The term of such appointment shall be until the next General Meeting of the Congregation, at which point an election shall take place to fill the vacancy for the duration of the vacant position's term.

Section 9. Agenda; Order of Business. The President shall prepare the Agenda for each Board meeting and provide notice to the Members of the Board of Trustees. The order of business at all regular scheduled meetings of the Board of Trustees may be as follows:

- (a) Roll Call and approval of Agenda
- (b) D'Var Torah
- (c) Approval of Minutes of Previous Meeting
- (d) Treasurer's Report
- (e) Other Scheduled Reports and Action Thereon
- (f) Reading of Important Correspondence

- (g) Unfinished Business
- (h) New Business
- (i) President's Report

Section 10. Bylaw Omissions. The Board of Trustees shall have the authority to act on all matters concerning the Congregation for which action has not been specifically reserved to the Congregation in these Bylaws.

ARTICLE VII — Duties of Officers

Section 1. Officers. The Officers for this congregation shall consist of a President, Vice President, Gabbai/Sergeant at Arms, Chairman, Secretary, and Treasurer.

Section 2. President. The President shall represent the Congregation at scheduled Congregation programs and outside community events. The President shall prepare the Agenda for regularly scheduled Board meetings. The President shall appoint ad hoc committees.

Section 3. Vice President. The Vice Presidents shall be responsible for bringing the concerns of the Members to the attention of the Board of Trustees. The Vice Presidents shall attend all Board meetings and shall consult with and assist the President as necessary. The Vice Presidents shall take turns representing the Congregation services and events when the President and Chairman are unable to attend.

Section 4. Gabbai/Sergeant at Arms. The Gabbai/Sergeant at Arms shall be responsible for selecting the chazzan (prayer leader) or *baal koreh* (Torah reader) at each scheduled prayer service and calling upon attendees for ritual rites and honors including but not limited to *aliyahs* (calling to the Torah). The Gabbai/Seargant at Arms may be responsible to ensure that the building is open and presentable for regularly scheduled services. The Gabbai/Seargant at Arms must be male.

Section 5. Chairman. The Chairman shall chair and preside over Board meetings and Membership Meetings. The Chairman shall represent the President at Congregation services and events when the President is unable to attend. The Chairman shall write all correspondence initiated and approved by the Board and shall perform all other duties requested by the President.

Section 6. Secretary. The Secretary shall keep accurate minutes of Board meetings and Membership Meetings. The minutes of those meetings shall be prepared and submitted to Board Members at or prior to each succeeding meeting. In the absence of a Secretary, the Secretary's responsibilities shall fall on the Chairman.

Section 7. Treasurer. The Board shall designate the bank or banks in which congregational funds shall be deposited. The Treasurer shall keep or cause to be kept accurate financial records

of all congregational funds, including receipts and disbursements. The Treasurer shall cause adequate records to be kept of all dues pledged, dues paid, and dues owed; donations received and accounts payable. The Treasurer shall act as a disbursing agent together with the President or Vice Presidents of the congregation as authorized by the Board. The Treasurer shall report the financial condition of the Congregation every three months to the Board of Trustees. The Treasurer shall oversee and supervise Congregation accounting procedures and shall ensure that the Congregation is utilizing proper accounting procedures, including tax reporting as required by law.

ARTICLE VIII — Policies, Rules, and Regulations

The Board of Trustees shall be responsible for the promulgation and adoption of policies, rules, and regulations regarding use of Congregation facilities and grounds. Upon approval, all adopted policies and regulations shall be placed in a separate binder and electronic folder. This binder shall be separate from Minutes of Board Meetings kept by the Secretary and shall be kept by the Chairman in both physical and digital format. All changes or modifications to policies, rules, and regulations shall be separately detailed in writing and added to said binder and electronic folder for the purpose of providing a current record for reference.

ARTICLE IX — Annual Membership Meeting

Section 1. Annual Membership Meeting. There shall be an Annual Membership Meeting of the Membership, not to be held later than June 1 of each year. The Annual Meeting may coincide with the Annual Melave Malka (banquet following the Jewish Sabbath).

Section 2. Notice. Notice of the Annual Membership Meeting shall be announced at two successive Saturday morning services together with the Agenda for the meeting.

Section 3. Voting. Election of Trustees and ratification of the annual Budget shall require a majority vote of the current Members in Good Standing required. Quorum to elect new Trustees or approve the Budget shall be one third of the Members in Good Standing. If a quorum is not reached, the approval of the Trustees and the ratification of the Budget at the prior Board meeting shall stand as the final decision. If a quorum is not reached and there are write-in candidates for the slate of Trustees, the Board of Trustees will decide upon any position under contest at the next scheduled Board meeting.

ARTICLE X — Elections of Trustees

Section 1. Eligibility. All candidates for the position of Trustee must be Members of the Congregation for a minimum period of two years according to the criteria set out in ARTICLE III. Congregation Members interested in becoming future Board Members shall evidence their interest by volunteering their services to the Congregation during a period of no less than two years prior to their standing for election.

Section 2. Timing of Elections. Election of Trustees shall be held annually for two positions per year on a rotating basis as described in Article VI Section 1. Elections shall take place no later than June 1 each year.

Section 3. Nominations. A slate of eligible candidates shall be provided by the present Board of Trustees no later than twenty (20) days before the election. A Member in Good Standing may nominate any other Member in Good Standing to run for position of Trustee by submitting a nomination to the Board no later than ten (10) days prior to the election. Nominations for Trustees shall not be accepted at the election.

Section 4. Procedure. One of the Trustees elected in the immediately previous election shall preside over the election. If the both of the Trustees elected in the immediate past election deadlock in deciding which among them shall preside over the election, the deadlock resolution procedures described in Article VI Section 6 shall apply. Election shall be by closed ballot, but not necessarily by secret ballot. The presiding Trustee shall enter the results of the election in the Minutes of the meeting.

Section 5. Installation. The installation of the new Trustees and removal of the previous Trustees shall be effective immediately upon determination of the election results.

Section 6. Removal of Trustees by a Vote of the Membership.

A special Membership meeting must be held upon petition to the Board of Trustees signed by twenty five percent (25%) of the Members in Good Standing of the Congregation for the purpose of calling a special election of the Board of Trustees to remove or replace Members of the Board of Trustees. A quorum at this meeting shall be fifty one percent (51%) of the Membership. Votes shall be by signed paper ballot, one ballot per each Member in Good Standing. The votes must be handled in such a way as to preserve the confidentiality of each vote.

Section 7. Forfeiture of Position. In the event that a Trustee declines to act, resigns, fails to attend Board meetings for one year, fails to execute his duties as an Officer, or ceases to be a Member according to the conditions in Article III, Membership, such Trustee automatically forfeits such position. The determination that a Trustee is no longer a member of the Congregation may be made by a two thirds vote of the remaining Board Members.

ARTICLE XI — Rabbi

Section 1. Rabbi. The Rabbi, if there shall be one, shall be the chief religious authority for the Congregation and shall have jurisdiction together with the Officers of the Congregation over all personnel when engaged in religious activities.

Section 2. Rabbinnic Search. No election of a Rabbi by the Members of the Congregation shall take place without a full investigation and approval by the Board of Trustees regarding the viability of retaining and compensating a Rabbi. The Board shall endeavor to find a candidate or candidates suitable for the purposes and traditions of the Congregation and propose that candidate to the Congregation for election. The President may appoint an ad hoc search committee of Congregation Members for candidates for the office of Rabbi.

Section 3. Contract of the Rabbi. After the Rabbi is duly elected by the Members of the Congregation, the Board of Trustees shall negotiate in good faith with the Rabbi for a contract with a term of employment not to exceed two (2) years.

Section 4. Election of Rabbi. Upon recommendation by the Board, the Congregation may elect a Rabbi by majority vote. Written notices of the proposed election shall be sent to all Members at least two weeks prior to the date set for the election.

Section 4. Removal of Rabbi. The Rabbi may be removed prior to the termination of his contract by a vote of two thirds of the Members in Good Standing.

ARTICLE XII — Religious Worship and Conduct

Section 1. Services and Customs. All religious services, prayers and customs shall be conducted according to Orthodox Jewish ritual as specified in the *Shulchan Oruch* and other codifications of Jewish law of accepted authority among Orthodox Jewry.

Section 2. Nusach. The *nusach* (rite of order) of prayers shall be *Nusach HaAri Z”L* and all customs shall be in accordance with the tradition of the Chabad-Lubavitch Chasidic Community.

Section 3. Officiation of Prayer. No individual shall act as chazzan (prayer leader) or *baal koreh* (Torah reader) at services at any time without the express authorization of the Gabbai or his designees who shall act with the consent of the Board of Trustees. The chazzan of each service shall recite the prayer in accordance with the established custom of the Congregation.

Section 4. Speakers. No individual shall be invited to address the Congregation until after the proposed speaker has been considered and approved by the Rabbi (if one is incumbent), and/or the President.

Section 5. Congregation Endorsements. No Congregation endorsement or approval of political, social, or controversial movements or campaigns shall be made by the Congregation until such time as such matter has been presented to both the Rabbi (if one is incumbent) and the Board, considered, and approved by at least two-thirds vote of the Board.

ARTICLE XIII — Rules of Order

In all matters not specified by these Bylaws and all matters of procedure, Roberts Rules of Order, latest revised edition, shall govern the Congregation meetings. In the event of any conflict between the Bylaws or New York Religious Corporation Law and Roberts Rules of Order, New York Religious Corporation Law shall be controlling over both, and the Bylaws shall be controlling over Roberts Rules of Order.

ARTICLE XIV — Amendments to Bylaws

Section 1. Amendments. These Bylaws and any amendments thereto shall be submitted at a duly noticed meeting of the Congregation Members prior to adoption. These Bylaws or amendments thereto, shall be adopted by affirmative vote of at least two-thirds of those Congregation Members present at the time of voting.

Section 2. Irrevocability. The following provisions of these Bylaws shall be irrevocable and not subject to amendment, change or appeal: Article I; Article II; Article III, Section 1; and Article IV.

Section 3. Effect. These Bylaws shall become law by their passage and shall supersede all existing Bylaws and articles of incorporation of the Congregation.