

CONSTITUTION

of

**VASSAR TEMPLE
Poughkeepsie, New York**

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Proposed revisions June 10, 2015

Congregational Meeting

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ARTICLE I NAME

This Congregation, founded in 1848 and incorporated under the laws of the State of New York, the Certificate of Incorporation having been duly acknowledged and recorded in the Office of the Clerk of the County of Dutchess on March 8, 1851, shall continue to be known as CONGREGATION BRETHREN OF ISRAEL (Vassar Temple) of Poughkeepsie, New York. This Congregation shall not be dissolved while twenty members vote for its continuance.

ARTICLE II PRACTICE AND PURPOSES

This Congregation shall follow the practices of Reform Judaism. The purpose of the Congregation shall be to dedicate itself to the worship of God in accordance with the faith of Judaism, to stimulate and strengthen the bonds of fellowship and loyalty, and to cultivate a love and understanding of the Jewish heritage.

ARTICLE III MEMBERSHIP AND DUES

A - Membership

Section A1.

Any person or persons of the Jewish faith, or any person seeking to be associated with those upholding the Jewish faith, may upon written application be elected to membership by the Board of Trustees of the Congregation.

Section A2.

The membership unit shall be an individual, a married couple, or two adults who reside in the same household. The membership unit shall include any unmarried children under the age of twenty-one years. Unmarried children twenty-one years of age or over who are not self-supporting shall be deemed part of the membership unit upon approval of the Finance Committee. ~~Members of the family over the age of twenty one years who are self-supporting shall be required to maintain individual memberships.~~ Vassar Temple welcomes people of all genders, races and sexual orientation.

Section A3.

Members as described in section A2, in good standing, shall have the right to vote on all matters coming before meetings of the congregation. Each adult member shall have one vote except that adult dependent children shall not have the right to vote. Special members as described in section A8 shall not have the right to vote. Vote by proxy at the Congregation meeting shall not be permitted.

Section A4.

Membership privileges shall not be transferable.

Section A5.

A member in good standing shall be one who is not in arrears of dues or assessments.

Section A6.

Members in good standing shall be entitled to all the rights, privileges, and benefits of membership, including, but not limited to:

- A. A vote at all congregational meetings;
- B. Religious education and preparation for Bar and Bat Mitzvah and Confirmation for their children, subject to regulations of the Board of Trustees;
- C. Participation in all activities of the Congregation;
- D. Cemetery privileges subject to provisions of Article XI;
- E. Seats at all religious services, including the High Holy Days, subject to the regulations of the Board of Trustees; except that only a Jewish member may serve as an Officer or a Trustee of the Congregation.

Section A7.

No person shall be denied membership because of inability to pay regular dues and assessments.

Section A8.

A Special Member status shall be given to non-resident retired members who have maintained full membership for at least ten consecutive years immediately prior to application for special membership.

The Finance Committee will set dues for this category of membership. Such membership shall entitle the individual(s) to cemetery privileges only and shall not include URJ reciprocal privileges. These members, upon request, may purchase High Holy Day tickets.

B - Dues

Section B1.

The Fiscal Year shall commence on the first day of July in each year and terminate on the following 30th day of June.

Section B2.

Dues shall become payable on the first day of the Fiscal Year each year except that a member may elect to pay his dues in equal quarterly payments in which case each payment shall be payable on or before the first day of each quarter.

Section B3.

A member in arrears of dues or any duly authorized assessments may, on vote of the Board of Trustees, be suspended from membership. In no case shall suspension be effective earlier than thirty (30) days after notification is mailed to the member by Certified or Registered mail.

Payments of all outstanding obligations or the development and mutual acceptance of a payment plan prior to the effective date of suspension shall automatically void the suspension.

Section B4.

A suspended member shall forfeit all rights and privileges of membership. The Board of Trustees shall have the right to remove a suspended member from the membership rolls.

Section B5.

Any applicant for membership admitted within the first 6 months of the Fiscal Year shall pay full annual dues for that year. Any applicant admitted to membership during the second 6 months of the Fiscal Year shall pay an amount equal to one year's dues, which shall be applied as follows: one half in payment for the dues for the balance of the current year, and the remaining half toward the dues for the ensuing year. Any annual assessments then in effect must be paid for the current year. Members to whom this section is applicable may elect to pay dues as provided in Section B2 except that quarterly payments for the quarter's already due in accordance with Section B2 shall accompany the application.

Section B6.

A suspended member may be reinstated by the Board of Trustees upon such terms as it may stipulate.

Section B7.

Resignation of temple membership must be made in writing.

Section B8.

The receipt of a letter of resignation of any member shall automatically terminate membership privileges, and the member's name shall be carried as "resignation pending" until accepted by the Board of Trustees.

The resignation may not be accepted until the payment of all obligations due the Congregation as the time of such resignation has been made. The records of a member carried as "resignation pending" for a period of three months whose resignation cannot be accepted because of outstanding obligations shall be marked "Dropped Member -- outstanding obligations."

Section B9.

Reapplication for membership by a past member whose record is marked "Dropped Member -- outstanding obligations" cannot be considered until the outstanding obligation is paid or a payment plan is developed and mutually accepted.

Section B10.

The Board of Trustees may grant courtesy membership in the Congregation. Courtesy members shall not serve as Officers or Trustees of the Congregation. Other rights and privileges of courtesy membership shall be as defined by the Board of Trustees.

Section B11.

The minimum annual membership dues shall be determined by the Board of Trustees, subject to the approval of a simple majority of congregation members in good standing present and voting as part of the annual budget proposal. The Board of Trustees shall also determine any special assessments or changes in the structure of membership dues subject to the approval of two-thirds (2/3) of congregation members in good standing present and voting.

ARTICLE IV OFFICERS

Section 1.

The Officers of the Congregation shall consist of a President, First Vice-President, Second Vice-President, Secretary and Treasurer, all to be elected for a term of twenty-four (24) consecutive months at the Annual Meeting of the Congregation.

Section 2.

The President shall:

- A. Preside at all Congregational Meetings.
- B. Appoint chairs for standing committees, task forces and ad hoc committees, and be an ex-officio member thereof.
- C. Call all regular and special meetings as herein provided.
- D. Present a report of the status of the Congregation at its Annual Meeting.
- E. Perform all other duties incumbent upon the office.
- F. Be responsible to the Board of Trustees in the performance of all duties.

Section 3.

The First Vice-President shall:

- A. Perform the duties of the President in the absence of the President
- B. Preside at meetings of the Board of Trustees.
- C. Serve as an ex-officio member of standing committees, task forces and ad hoc committees as appointed by the President.
- D. Succeed to the office of President in case of death, resignation, or disability of the President.
- E. Perform all other duties incumbent upon the office.

Section 4.

The Second Vice-President shall:

- A. Perform the duties of the President in the absence of the President and the First Vice-President.
- B. Preside at meetings of the Board of Trustees in the absence of the First-Vice President.
- C. Succeed to the office of First Vice-President in case of death, resignation, or disability of the First Vice-President.
- D. Perform all other duties incumbent upon the office.

Section 5.

The Secretary shall:

- A. Record and maintain a permanent account of all proceedings and policies of the Congregation and the Board of Trustees in an official minute book, which shall be deemed a part of the permanent archives of the Congregation.
- B. Record and maintain a register of all the members of the Congregation.
- C. Prepare agendas for and send notices of all Board and Congregational meetings.
- D. Perform all other duties incumbent upon the office.

Section 6.

The Treasurer shall:

- A. Act as custodian of all funds of the Congregation and be its disbursing agent.
- B. Be bonded by the Congregation upon assuming office.
- C. Report the financial status of the Congregation at all regular meetings of the Congregation and Board of Trustees.
- D. Record and maintain a permanent account of all financial transactions of the Congregation, which shall be open to the inspection and examination of the Board of Trustees and the Finance Committee.
- E. Prepare an Annual Report of the financial status of the Congregation and present it at the Annual Meeting.
- F. Distribute disbursements as authorized by the Congregation or Board of Trustees.
- G. Serve as a member of the Budget and Finance Committee.
- H. Perform all other duties incumbent upon the office.

**ARTICLE V
BOARD OF TRUSTEES**

Section 1.

The administration of the affairs of the Congregation shall be conducted by the Board of Trustees, who shall have the general management of the affairs, employees, funds, records and property, real and personal, of the Congregation. It shall act on all matters of policy and perform such other duties as the Congregation may from time to time prescribe.

Section 2.

The Board of Trustees shall consist of the Officers of the Congregation, the immediate Past President, ~~fifteen-nine~~ Trustees elected by the Congregation, and such additional members as provided for in Section 3 of Article V.

Section 3.

Any qualifying auxiliary organization affiliated with the Congregation may have a representative on the Board of Trustees, as provided for in Article XII.

Section 4.

The Congregation shall annually elect ~~five-three~~ Trustees to serve for a three-year term.

Section 5.

The Board of Trustees shall meet monthly. Special meetings may be called by the President or upon the written request to the secretary by five (5) members of the Board of Trustees. ~~Ten-Six~~ members of the Board of Trustees shall constitute a quorum, and the vote of a majority present and voting shall be necessary to carry any motion.

Section 6.

The office of any Trustee who is absent without adequate excuse from three successive regular meetings of the Board may be declared vacant by vote of the Board of Trustees.

Section 7.

The amount that the Board of Trustees may spend for any one emergency or extraordinary purpose that is beyond the scope of the approved annual budget shall not exceed 4% of the approved annual budget.

ARTICLE VI
PROFESSIONAL STAFF

Section 1.

The Congregation shall engage a duly ordained Rabbi, who shall be its spiritual leader.

Section 2.

The Rabbi shall be selected by the Board of Trustees for an initial term not to exceed two years, and may be selected for succeeding terms, no term to exceed five years in length. After a rabbi has served for a minimum of seven years, a continuing contract may be considered with a salary review every three years. The selection of the Rabbi, and the salary and length of term, shall be subject to an affirmative vote of two-thirds of the members in good standing present and voting at a regular or special congregational meeting. The initial term referred to above excludes a term as interim rabbi.

The Rabbi shall receive notice within six days of any action taken regarding his/her term of office.

The Congregation shall receive at least ten days written notice of the meeting pertaining to the election or re-election of the Rabbi.

Section 3.

The Rabbi may attend meetings pertaining to and in accordance with his/her office. The Rabbi shall present a written report at the Annual Meeting of the Congregation.

Section 4.

The Rabbi and family, if any, shall be members of the Congregation with all rights and privileges thereof except to a vote at Congregational meetings, and the Rabbi shall not be an officer of the Congregation.

In the event a Rabbi shall leave the Congregation after having served for a period of ten years or more, the Rabbi and family, if any, shall continue to have burial rights in accordance with the provisions under which those rights are vested in other members of the Congregation, except that the Rabbi shall not be required to maintain a membership.

Section 5.

The Congregation may engage a Cantor or Cantorial Soloist to be selected by the Board of Trustees for an initial term not to exceed two years and may be selected for succeeding terms, no term to exceed five years in length, subject to the affirmative vote of two-thirds of the members in good standing present and voting at a regular or special Congregational meeting.

The Cantor shall receive notice within six days of any action taken regarding his/her term of office.

The Congregation shall receive at least ten days written notice of the meeting pertaining to the election or re-election of the Cantor.

Section 6.

A Temple Administrator may be selected by the Board of Trustees in consultation with the Rabbi for such salary and such period of time as may be determined by the Board.

Section 7.

A Director of Education may be selected by the Board of Trustees upon consultation with the Rabbi and the Religious School Committee for such salary and such period of time as may be determined by the Board.

Section 8.

The committee which oversees the work of a professional or non-professional staff member shall perform an annual evaluation of that staff member, report to the Board of Trustees on the performance of the staff member and recommend to the Board regarding contract renewal and compensation. The Executive Committee in consultation with other relevant committee chairs, if any, shall perform the annual evaluation of the professional staff.

ARTICLE VII SEATS

Seats in the House of Worship shall be unassigned. The Board of Trustees may, however, reserve a sufficient number of seats to accommodate the membership, without assigning any specific seats to individuals, except when, in the judgment of the Board of Trustees, necessity requires such specific assignment of the seats.

The Board of Trustees is empowered to make seats available to non-members at such times and under such conditions as it may determine.

The right to a seat is not transferable.

ARTICLE VIII COMMITTEES

All committees shall be elected by a majority of the Board of Trustees and must contain at least three members of the board. Temple committees, other than committees of the board, whether created by the board or temple members, shall not bind the board. Example committees include the following:~~The following standing committees shall be appointed by the President:~~

A - Executive Committee

Section A1.

The Executive Committee shall consist of the officers, immediate past-President and not more than two (2) additional members of the Board of Trustees, appointed by the President.

Section A2.

The Executive Committee shall:

- a. Plan and coordinate projects that:
 1. Cross committee lines.
 2. Lie outside the scope of existing committees.

- b. Evaluate committee work in progress.
- c. Act directly on matters that cannot wait until the next Board Meeting.
- d. Plan the agenda for board and congregational meetings.
- e. Be responsible to the Board of Trustees in the performance of its duties.

B- Nominating Committee

Section B1.

The Nominating Committee shall comprise not less than 5 and not more than 7 members. The Committee members shall be appointed annually by the ~~President, with the advice and consent of the~~ Board.

Section B2.

The Nominating Committee shall recommend to the Congregation qualified candidates for Temple officers and at-large members of the Board no later than 15 days prior to the Annual meeting of the Congregation.

C- Cemetery Committee

Section C1.

The ~~President~~ Board shall appoint a Chairperson for the Cemetery Committee.

Section C2.

The duties of this Committee are set forth in Article XI of this Constitution.

D. Ad hoc Committees & Task Forces

Section D1.

The Board of Trustees shall create, charge and evaluate committees of the Board in order to manage and develop four basic areas of the Congregation. They are Religious Life, Education, Membership Services, and Synagogue Management. (See Addendum below)

Section D2.

The Board may designate task forces and ad hoc committees as special and limited needs arise. These groups should be given a limited charge and suggested time limit.

Section D3.

~~The President shall appoint and may remove committee and task force chairs, who are responsible to the Board of Trustees. This section is deleted.~~

Section D4.

In consultation with the Board, the committees themselves may create sub-committees in order to work on more narrow issues. For example: a Ritual Committee may designate a High Holy Day sub-committee; a Finance Committee may designate a Budget sub-committee.

ADDENDUM

Committees within the major areas listed in Section D1. may include the following:

I. Religious Life:

- a. Ritual
- b. Music
- c. Social Action

II. Education:

- a. Religious School
- b. Adult Education
- c. Youth

III. Membership Services:

- a. Membership
- b. Reyut (Caring Committee)
- c. Outreach

IV. Synagogue Management

- a. Finance
- b. Building & Grounds (House)
- c. Fundraising
- d. Endowment (Financial Management)
- e. Personnel
- f. Cemetery (as laid out in Section C, above)

**ARTICLE IX
MEETINGS****Section 1.**

The Annual Meeting of the Congregation shall be held during the month of May. At that meeting, election of Officers and/or Trustees, consistent with Article IV, Section 1, shall take place. Written reports shall be submitted by the President, Treasurer, and Rabbi.

Section 2.

The budget for the following fiscal year shall be presented at the Annual Meeting of the Congregation. Should the Congregation fail to adopt a budget at that Meeting, the current budget shall apply until a new budget is approved.

Section 3.

The President may call as many general meetings of the Congregation as he/she may deem necessary.

Section 4.

Twenty-five (25) voting members of the Congregation in good standing shall constitute a quorum for a general or special meeting of the Congregation

Section 5.

Decisions at all general or special meetings of the Congregation shall be by a majority of those members in good standing present and voting, except as herein otherwise specified.

Section 6.

Notice of congregational meetings shall be mailed at least fifteen (15) days prior to the date of any general meeting.

Section 7.

Special meetings of the Congregation may be called:

- a. by the President or
- b. at the request of a majority of the Board of Trustees or
- c. upon written application to the Board of at least twenty-five (25) members of the Congregation in good standing.

Section 8.

The notice for a special meeting shall set forth the purpose of the meeting, and no other business shall be acted upon.

Section 9.

Notice of any special meeting shall be mailed at least five (5) days prior to the date of any special meeting.

Section 10.

Any action of the Board of Trustees may be rescinded at a Congregational Meeting by a two-thirds vote of the members in good standing present and voting.

ARTICLE X NOMINATIONS AND ELECTIONS

Section 1.

The nomination and election of Officers and Trustees shall be held at the Annual Meeting.

Section 2.

The President shall appoint a Nominating Committee each year, per Article VIII, Section B, which shall present, at the Annual Meeting, a nominee for each open office and five Trustees of the Congregation. The Congregation shall be notified of this slate at least *fifteen* (15) days prior to the Annual Meeting.

Section 3.

Nominations other than those made by the Nominating Committee must be in writing and signed by twenty-five (25) voting members of the Congregation in good standing and submitted to the President at least ten days before the Annual Meeting. In such instance, the slate presented by the Nominating Committee and such other nominations shall be presented in writing to the Congregation at least five (5) days prior to the Annual Meeting.

Section 4.

No one shall be nominated unless his/her consent has been obtained.

Section 5.

To be eligible for nomination, a candidate must be a member in good standing for at least ~~two~~ one (1) ~~consecutive~~ years immediately preceding his/her nomination. The nominations process must determine that the candidate has a commitment to Vassar Temple.

Section 6. A Trustee who has served a full three-year term may not be re-elected as a

trustee until at least one year elapses. A Trustee may not serve more than five consecutive years. The time one serves as an Officer shall not be counted against this five year limit.

Section 7.

Voting can be by closed ballot if requested by a member in good standing. No candidate shall be declared elected to any office unless he/she has received a majority of all votes cast. If there be a number of candidates, none of whom has received a majority, the candidate receiving the smallest number of votes shall be dropped successively until one of the candidates shall receive the majority of the votes cast.

Section 8.

All newly elected Officers and Trustees shall take office on July 1st following the Annual Meeting.

Section 9.

In the event any vacancy shall occur, the Board of Trustees shall elect a successor to complete the un-expired term. The Nominating Committee shall recommend to the Board of Trustees a qualified candidate to fill the un-expired term.

Section 10.

A Trustee who is elected to fill an un-expired term may be elected for one consecutive three-year term.

Section 11.

Any Officer or Trustee may be removed from office for cause by a two-thirds vote of the members of the Congregation in good standing present and voting at a Special Congregational meeting called for the purpose of acting upon the charges. Written notice shall be served on said Officer or Trustee at least five days before said meeting, and an opportunity to be heard must be given by both the Board of Trustees and the congregation.

**ARTICLE XI
CEMETERY**

Section 1.

The Board of Trustees shall have control of the cemeteries belonging to this Congregation. The Board of Trustees shall delegate the management of the cemetery to a Cemetery Committee whose policies will be subject to the approval of the Board. The Cemetery Committee shall promulgate rules and regulations for the operation of the cemetery, set charges for perpetual care, issue permits for burial, and arrange for maintenance and perpetual care. It shall establish regulations for the landscaping of lots and other spaces in the cemetery and for the erection of monuments and fences, which shall be kept by the Secretary of the Board as part of the permanent record. All plans for monuments and landscaping must be submitted to the Cemetery Committee in advance for its approval.

Section 2.

The Rabbi of the Congregation shall officiate at all interments and unveilings unless another Rabbi is permitted by special authority of the Board of Trustees.

Section 3.

Only such persons or person shall be interred in said cemeteries as are privileged by virtue of membership in the Congregation.

Section 4.

When a member in good standing is interred in the cemetery, the spouse of the deceased member may reserve the adjacent plot. Any other reservation requires application to and approval by the Cemetery Committee and the Board of Trustees.

Section 5.

There shall be a special fund to maintain the cemetery in perpetuity, which shall be administered by the Cemetery Committee.

Section 6.

The Cemetery Committee shall render an annual report and accounting of funds to the Board of Trustees.

Section 7.

All expenses are the responsibility of the Congregation, and all cemetery income shall accrue to the Congregation.

Section 8.

Nothing herein contained shall be construed to mean that title to any plot shall pass from the Congregation.

ARTICLE XII AUXILIARY ORGANIZATIONS

Section 1.

Auxiliary organizations of the Congregation may be formed with the approval of the Board of Trustees.

Section 2.

Upon recommendation of the Board of Trustees, subject to the approval of the Congregation, auxiliary organizations may select a representative to the Board of Trustees.

Section 3.

The person so selected must meet the qualifications of a Trustee as described in Article X, Sections 4 and 5, and shall not serve for more than three successive years. The representative shall have the same rights and obligations as a Trustee elected by the Congregation.

Section 4.

Upon recommendation of the Board of Trustees, the Congregation may rescind the representation privilege of any auxiliary organization of the Congregation.

ARTICLE XIII

RULES OF PROCEDURE

Robert's Rules of Order, latest revised edition, shall determine the rules of procedure at meetings except where this constitution states otherwise.

**ARTICLE XIV
AMENDMENTS****Section 1.**

Amendments to this Constitution shall be proposed by the Board of Trustees or by at least 25 members of the Congregation in good standing and presented in writing to the Secretary of the Board of Trustees.

Section 2.

Copies of the proposed amendment(s) shall then be mailed to each member of the Congregation, along with the notice of the meeting at which the proposed amendment will be read but not acted upon.

Section 3.

A second separate notice calling a Congregational meeting at which the amendment(s) shall be voted upon shall be mailed to each member of the Congregation.

Section 4.

An affirmative vote of two-thirds of the members in good standing present and voting shall be necessary to adopt any amendment.

Section 5.

No defeated amendment shall be re-submitted within a period of six months after its rejection.

**ARTICLE XV
REAL ESTATE**

Before any contract shall be entered into for the purchase, sale, transfer, encumbrance, or lease of real estate by or for the Congregation, the Board of Trustees shall ascertain all of the relevant material facts and submit them to the Congregation at a regular or special meeting to be called for that purpose. A vote of two-thirds of the members in good standing present and voting is required to authorize any such action with respect to real estate.

Deeds, contracts, and other legal documents with respect to real estate obligating the Congregation shall require the approval of the Board of Trustees and, if approved, must be signed by the President of the Congregation.

**ARTICLE XVI
PROHIBITED ACTIVITIES**

No member of the Congregation shall receive any of the earnings or pecuniary profit from the operations of the Congregation. This shall not prevent the payment to any such

person of reasonable compensation for services rendered to or for the congregation in carrying out any of its tax-exempt purposes.

ARTICLE XVII SAVING CLAUSE

This Constitution, when adopted, shall supersede all the provisions of the Constitution and By-Laws, and amendments thereto, previously enacted.

All Officers, Committee Members, Members of the Board of Trustees, Rabbi, Cantor, and Administrators who were duly elected, qualified, and acting shall continue in office until their terms of office or contracts have expired.

If any provision of this Constitution or the application of such provision to any persons or circumstances shall be held invalid, the validity of the remainder of this Constitution and the applicability of such provision to other persons or circumstances shall not be affected thereby.

ARTICLE XVIII Compliance with Nonprofit Revitalization Act of 2013

Section 1. Compensation: Deliberations and voting

No person who may benefit from a compensation arrangement may be present at or otherwise participate in any Board or committee deliberation or vote concerning that person's compensation, except that the Board or committee may request that the person present information as background or answer questions at a committee or Board meeting prior to the commencement of deliberations or voting thereon.

Section 2. Chair of the board

No employee may serve as chair or hold any other title with similar responsibilities. [This provision is not applicable until January 1, 2016.]

Section 3. Related party transaction rules

Vassar Temple may not enter into a related party transaction unless the Board determines that the transaction is fair, reasonable and in Vassar Temple's best interest at the time of determination. A related party includes any trustee, officer or key employee of the Temple.

A related party is defined as 1) a trustee, officer or key employee, (2) relatives of any trustee, officer or key employee; and (3) any business or entity where a person stated in section (1) or (2) owns a 35% or greater stake. Any related party transaction must disclose in good faith to the Board or an authorized Board committee the material facts concerning such interest.

No related party with an interest in a related party transaction may participate in deliberations or vote on the related party transaction, except that the Board or an authorized committee may request that such related party present information concerning

the transaction at a meeting of the Board or such committee prior to commencement of deliberations or voting thereon.

If a related party of Vassar Temple has a substantial financial interest in a related party transaction, the Board or authorized Board committee must:

(a) Prior to entering into the transaction, consider alternative transactions to the extent available;

(b) Approve the transaction by not less than a majority vote of the trustees or committee members present at the meeting; and

(c) Contemporaneously document in writing the basis for its approval of the transaction, including consideration of any alternative transactions.

Section 4. Conflict of interest policy

Whenever an officer or Board trustee has a financial or personal interest in any matter coming before the Board of Trustees, the affected person shall a) fully disclose the nature of the interest and b) withdraw from discussion, lobbying, and voting on the matter. Any transaction or vote involving a potential conflict of interest shall be approved only when a majority of disinterested trustees determine that it is in the best interest of the temple to do so. The minutes of meetings at which such votes are taken shall record such disclosure, abstention and rationale for approval.

Annual signed disclosure statements shall be maintained by the Board Secretary and provide to the chair of the audit committee, or if there is not one, to the chair of the board.

Section 5. Policy oversight

The Board shall oversee the adoption and implementation of, and compliance with, the Conflict of Interest policy adopted by Vassar Temple, unless this function is performed by a committee of the Board consisting solely of independent trustees.

Section 6. Audit requirements

As a religious institution, Vassar Temple is exempt from registration with the NYS Attorney General Charities Bureau. The temple is therefore exempt from the Financial Report and Audit regulations.

In the event that the temple is not exempt from registration with the charities bureau, a “review report” from an independent CPA is required to be done in years when the temple’s annual gross revenue is between \$250K and \$500K. Note that this threshold will increase in 2017 to \$500K to \$1M. In addition, in the event that the temple receives support in excess of \$500,000 annually, an audit committee shall be established, responsible for retaining an outside auditor and review findings, to be filed with the State Attorney General’s office. This threshold will increase to \$750K in 2017.

The following policy definitions are offered by the New York State Nonprofit Revitalization Act:

a. Affiliate. An “Affiliate” of the Corporation means any entity controlled by, in control of, or under common control with, the Corporation.

b. Director. A “Director” means any member of the governing board of the Corporation, whether designated as director, trustee, manager, governor, or by any

- other title.
- c. Key Employee. A “Key Employee” means any person who is in a position to exercise substantial influence over the affairs of the Corporation.
- d. Officer. An “Officer” means any director, trustee, manager, governor, or by any other title, any individual holding an office of the Corporation identified in the Certificate of Incorporation and/or By-Laws.
- e. Related Party. A “Related Party” means (i) any Director, Officer or Key Employee of the Corporation, or any Affiliate; (ii) any Relative of any Director, Officer or Key Employee of the Corporation, or any Affiliate; or (iii) any entity in which any individual described in clauses (i) and (ii) herein has a thirty-five percent (35%) or greater ownership or beneficial interest or, in the case of a partnership or professional corporation, a direct or indirect ownership interest in excess of five percent (5%).
- f. Related Party Transaction. A “Related Party Transaction” means any transaction, agreement or any other arrangement in which a Related Party has a financial interest and in which the Corporation, or any Affiliate, is a participant. The assessment of, and any determination concerning, any Related Party Transaction, must be considered in strict compliance with the adopted policies and procedures of the Corporation.
- a.g. Relative. A “Relative” of an individual means his or her spouse, domestic partner, ancestors, brothers and sisters (whether whole or half-blood), children (whether natural or adopted), grandchildren, great-grandchildren, and spouses or domestic partners of brothers, sisters, children, grandchildren and/or great-grandchildren.

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