

APPENDIX B - ROMEMU'S BYLAWS



Effective October 26, 2015

AMENDED AND RESTATED BY-LAWS OF KEHILAT ROMEMU

ARTICLE 1

PREAMBLE/PURPOSES

The purposes of the congregation of Kehilat Romemu (the "Corporation") are to conduct and maintain a traditional, egalitarian and contemplative house of worship in accordance with Jewish tradition where all will feel welcomed and loved by the spirit of life; to conduct classes in Bible, Talmud and related religious subject matters; to foster a sacred community, which will explore ecstatic, traditional prayer touched by the beauty of silent meditation; to encourage the ethical and moral mandates of the Torah, including the encouragement of charitable deeds by its membership, by and through the Corporation, including the encouragement of the assistance of fellow congregants in the tradition of the Bible, Talmud and its exegesis.

These By-laws of the Corporation (the "By-laws"), as may be amended from time to time, have been adopted in order to provide for the governance of the Corporation and to assist in the effectuation of these purposes.

ARTICLE 2

THE CORPORATION

General Powers.

In furtherance of its purposes, the Corporation may purchase and own real property, maintain bank accounts, give and assume mortgages, and conduct all necessary activities consistent with the purposes of the Corporation. The purposes for which the Corporation is organized are exclusively religious, charitable, scientific, literary and educational within the meaning of Section 501(c)(3) of the Internal Revenue Law. The foregoing enumeration of specific powers shall not be construed or held to limit or restrict in any manner the powers of the Corporation.

ARTICLE 3

MEMBERS

Section 1.

Regular Members:

Any adult or adults, aged 18 or over, constituting themselves as a household or family, who make(s) written application to the Board of Trustees to become Regular Member(s) shall, upon the approval by the Board of Trustees of such application, and the payment of the dues and charges as may be prescribed by the Board of Trustees, from time to time become Regular Member(s) of the Corporation ("Regular Members"). Collectively, the Regular Members will be referred to as the "Congregation." Dependent children of such

Regular Members shall be considered part of the household or family until they reach the age of 18. Such dependent children shall not have any voting rights unless and until they are 18 years of age or older and make written application to become a Regular Member of the Corporation in their own right. The Board of Trustees may waive such age limitation.

Section 2.

Clergy Members:

Members of the pulpit clergy of the Corporation and their spouses and children shall be considered Clergy Members of the Corporation.

Section 3.

Rights of Regular Members:

Each Regular Member in good standing shall have the right to vote at all elections and participate in all meetings of the Corporation. Each Regular Member shall also have the right to attend religious services of the Congregation and priority to have his or her dependent children instructed in the educational programming of the Corporation. The Board of Trustees may impose, alter and waive charges for such attendance and instruction, and administer the priority in admission.

Section 4.

Rights of Clergy Members:

Clergy Members shall be considered ex-officio members of the Corporation and shall not have the right to vote in any election or at any meeting of the Corporation.

Section 4.1.

Senior Rabbi:

The Senior Rabbi (or co-Senior Rabbi, if applicable) shall be entitled to attend (but not vote at) all meetings of the Board of Trustees and all meetings of Board committees and committees of the Corporation, other than the Compensation Committee, Audit Committee, and Nominating Committee.

Section 4.2.

Other Pulpit Clergy:

The Board of Trustees shall have the authority to hire additional pulpit clergy from time to time, including rabbis and/or cantors to serve the Congregation.

Section 4.3. Clergy Emeritus:

The Board of Trustees may create the offices of Rabbi Emeritus and Cantor Emeritus and designate the functions and duties of those offices.

Section 5.

Other Classes of Membership:

The Board of Trustees shall have authority from time to time to create (and alter) such other classes of membership, with such rights and privileges, as it shall deem advisable.

Section 6.

Dues and Other Charges:

The dues and other charges of Regular Members, as well as the dues and other charges of other classes of membership, shall be prescribed from time to time by the Board of Trustees. Any Regular Member who fails to pay any financial obligation due the Corporation, may be suspended or terminated and deprived of all membership rights by the Board of Trustees after such Regular Member has been notified in writing of his or her impending suspension or termination and fails to cure his or her payment default within such time period and on such terms as may be determined by the Board of Trustees. Clergy Members shall not be required to pay dues to the Corporation.

Section 7.

Removal:

A Member may be expelled for (i) willful violation of these By-laws or (ii) gross misconduct, in each case as determined by the Board of Trustees.

ARTICLE 4

MEETINGS OF THE CORPORATION

Section 1.

Quorum and Voting:

The lesser of one-hundred (100) Regular Members or 10% of the Regular Members shall constitute a quorum for the transaction of business at any meeting of the Corporation. Except as otherwise provided in these By-laws, decisions at a duly held meeting of the Corporation shall be by a majority vote of the Regular Members in good standing and in attendance, either in person or by proxy. A Regular Member may vote in person or by proxy. Every proxy must be executed by the Regular Member conferring the same and shall not be given to any person other than a Regular Member of the Corporation. No proxy shall be valid after the expiration of one year from the date of its execution. Every proxy shall be revocable at the pleasure of the person executing it. Any proxy may be signed manually or in such electronic form as is determined by the Board of Trustees. If in electronic form, the transmission of the proxy must be sent by electronic mail and set forth, or be submitted with, information from which it can be determined that the transmission was authorized by the Regular Member. Unless otherwise

determined by the Board of Trustees, at any Annual or Special Meeting the President shall act as chairperson of the Meeting and preside thereat, including determining the order of business.

Section 2.

Annual Meeting:

The Annual Meeting of the Corporation shall be held in the City of New York, in either the third or fourth quarter of each fiscal year on a date and at a place to be fixed by the Board of Trustees. The business to be conducted at the Annual Meeting shall include a report of the Officers, a report of the Clergy, the election of Trustees and Officers, and such other business as may be deemed necessary or appropriate by the Board of Trustees and specified in the notice of such Annual Meeting.

Section 3.

Special Meetings:

Special Meetings of the Corporation may be called at any time at the discretion of the Board of Trustees or the Executive Committee. Special Meetings shall be called by the President for a date not later than forty-five days after delivery at the Corporation to the office of the President of a written request therefore signed by Regular Members constituting no fewer than the lesser of one hundred (100) Regular Members or 5% of

Regular Members of the Corporation, which request shall set forth the business to be transacted at such Special Meeting. No business other than that set forth in the notice of meeting shall be considered at any Special Meeting.

Section 4.

Notices of Meeting; Record Date:

The Secretary shall cause to be mailed or e-mailed to each Regular Member a notice of the Annual Meeting at least thirty days and not more than fifty days before the date set for the Annual Meeting and notice of any Special Meeting at least ten days and not more than thirty days before the date set for the Special Meeting. The Board of Trustees shall also direct a Rabbi to provide notice of the Annual Meeting and of any Special Meeting of the Corporation at a minimum of two Shabbat worship services of the Congregation which take place at least one week apart, by such means as the Rabbi giving such notice deems most appropriate. The notice of Annual Meeting shall state the names of the Trustees whose successors are to be elected, the names of the nominees for the various offices for which elections are to be held, and any other proposals to be voted on at the Annual Meeting, and shall call attention to the provisions as may be herein with respect to the making of additional nominations. The notice of a Special Meeting shall specify the business to be transacted at the Special Meeting. Notice of a meeting need not be given to a Regular Member who submits a waiver of notice to the Secretary before or after the meeting, or who attends the meeting without protesting, prior thereto or at its commencement, the lack of notice to him or her. Waivers of notice may be written or electronic. If written, the waiver shall be executed by the Regular Member by manual or facsimile signature. If electronic, the waiver shall be sent by electronic mail and set forth, or be submitted with, information from which it can reasonably be determined that the transmission was authorized by the Regular

Member. In order that the Congregation may determine the Regular Members entitled to notice of or to vote at any meeting of the Congregation or any adjournment or postponement thereof, the Board of Trustees may fix a record date, which record date shall not precede the date upon which the resolution fixing the record date is adopted by the Board of Trustees, and which record date shall be not be more than fifty nor less than ten days before the date of such meeting. Members may not take action by consent in the absence of a meeting.

Section 5.

Balloting:

Each Regular Member, in voting for Trustees, may vote for that number of nominees equal to the number of Trustees to be elected. Such number of nominees receiving the highest number of votes shall be declared elected. Cumulative voting shall not be permitted. Each Regular Member, in voting for Officers, may cast one vote for each office for which there is a nominee, and in voting on other proposals may cast one vote for each such proposal.

ARTICLE 5 TRUSTEES

Section 1

General Powers:

Except as otherwise provided in the Certificate of Incorporation, the business of the Corporation shall be managed by its Board of Trustees (hereinafter, the "Board" or the "Trustees") elected in accordance with the provisions hereof. The Board may adopt such rules and regulations, not inconsistent with the Certificate of Incorporation or the By-laws or applicable laws, as it may deem proper for the conduct of its meetings and the management of the Corporation.

Section 2.

Number; Qualification; Term of Office:

The "Entire Board" as defined in Sections 102(a)(6-a) and 702 of the New York Not-for-Profit and for purposes of these By-laws shall consist of the total number of Trustees which shall be no less than three (3) and no more than thirty-six (36), as shall then be in office immediately following the most recently-held election of Trustees (the "Entire Board"). The maximum number of Trustees may be increased or decreased from time to time by resolution adopted by a vote of the majority of the Entire Board, provided that no reduction in the size of the Board of Trustees shall shorten the term of any then-current Trustee. The Board of Trustees shall be classified into three classes, as nearly equal in number as possible, so that the terms of one-third of the total number of Trustees (or as near thereto as practicable) shall expire in successive years. The successors of the several Trustees as their terms expire shall be elected for terms of three years.

Section 3.

Criteria:

Each Trustee shall be at least eighteen years of age. Each Trustee shall be elected to hold office until the annual meeting next following his or her election and until his or her successor shall have been elected and shall qualify, or until his or her earlier death, resignation or removal.

Section 4.

Newly Created Trusteeships and Vacancies:

Newly created Trusteeships resulting from an increase in the number of Trustees and vacancies occurring in the Board for any reason before the expiration of such Trustee's term of office, may be filled by vote of a majority of the Trustees then in office at any meeting of the Board. A Trustee elected to fill a vacancy shall hold office until the next annual meeting of the Corporation following his or her election at which the election of Trustees is in the regular order or business and until his or her successor shall have been elected and shall qualify, or until his or her earlier death, resignation or removal.

Section 5.

Resignations:

Any Trustee may resign at any time by written notice to the President or the Secretary. Such resignation shall take effect at the time therein specified, and, unless otherwise specified, the acceptance of such resignation shall not be necessary to make it effective.

Section 6.

Removal of Trustees:

Any Trustee may be removed for cause by a majority vote of either:

1. the Trustees, or
2. the Regular Members or at any special meeting called for that purpose.

Section 7.

Conflict of Interest Policy:

These By-laws adopt the Corporation's Conflict of Interest Policy in its entirety, and attached hereto. No self-interested transaction or compensation arrangement may be approved by the Board except in strict and total compliance with this policy.

Section 8.

Place and Time of Meetings of the Board:

Meetings of the Board, regular or special, may be held at any place within or without the State of New York. The times and places for holding meetings of the Board may be fixed from time to time by resolution of the Board or (unless contrary to resolution of the Board) in the notice of the meeting.

Section 9.

Annual Meetings:

On the day when and at the place where the annual meeting for the election of Trustees is held, and as soon as practicable thereafter, the Board may hold its annual meeting, with- out

notice of such meeting, for the purposes of organization, the election of officers and the transaction of other business. The annual meeting of the Board may be held at any other time and place specified in a notice given as provided herein for special meetings of the Board or in a waiver of notice thereof.

Section 10.

Regular Meetings:

Regular meetings of the Board may be held at such times and places as may be fixed from time to time by the Board. Unless otherwise required by the Board, regular meetings of the Board may be held without notice. If any day fixed for a regular meeting of the Board shall be a Saturday or Sunday or a legal holiday at the place where such meeting is to be held, then such meeting shall be held at the same hour at the same place on the first business day thereafter which is not a Saturday, Sunday or legal holiday.

Section 11.

Special Meetings:

Special meetings of the Board shall be held whenever called by any two or more Trustees, and shall be held upon Notice.

Section 12.

Notice:

Notice of each special meeting of the Board shall, if mailed, be addressed to each Trustee at the address designated by him or her for that purpose or, if none is designated, at his or her last known address at least four days before the date on which the meeting is to be held; or such notice shall be given to each Trustee at such address by mail, facsimile, courier, telephone or similar means of communication, or be delivered to him or her personally, not later than the day before the date on which such meeting is to be held. Every such notice shall state the time and place of the meeting but need not state the purposes of the meeting, except to the extent required by law. If mailed, each notice shall be deemed 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. Such mailing shall be by first class mail.

Section 13.

Adjourned Meetings:

A majority of the Trustees present at any meeting of the Board, including an adjourned meeting, whether or not a quorum is present, may adjourn such meeting to another time and place. Notice of any adjourned meeting of the Board shall be given to all Trustees whether or not present at the time of the adjournment. Any business may be transacted at any adjourned meeting that might have been transacted at the meeting as originally called.

Section 14.

Waivers of Notice of Meetings:

Anything in these By-laws or in any resolution adopted by the Board to the contrary notwithstanding, notice of any meeting of the Board need not be given to any Trustee who

submits a signed waiver of such notice, whether before or after such meeting, or who attends such meeting without protesting, prior thereto or at its commencement, the lack of notice to him or her.

Section 15.

Organization:

At each meeting of the Board, the Presiding Trustee, or in the absence of the Presiding Trustee, a Chairman chosen by the majority of the Trustees present shall preside.

Section 16.

Quorum of Trustees:

The presence in person of a majority of the Entire Board shall be necessary and sufficient to constitute a quorum for the transaction of business at any meeting of the Board. Thereafter, and unless otherwise specified by the Certificate of Incorporation or these By-laws, the vote of the majority of the Board present, if a quorum is present at such time, shall be the act of the Board.

Section 17.

Action by the Board:

All corporate action taken by the Board shall be taken at a meeting of the Board; provided, however, that any action required or permitted to be taken by the Board or by any committee thereof may be taken without a meeting if all members of the Board or such committee unanimously consent in writing to the adoption of the resolution authorizing the action. Except as otherwise provided by the Not-for-Profit Corporation Law of the State of New York (the "Not-for-Profit Corporation Law"), the Certificate of Incorporation or the By-laws, the vote of a majority of the Trustees present at the time of the vote, if a quorum is present at such time, shall be the act of the Board.

Section 18.

Participation:

Any one or more members of the Board or any committee thereof may participate in a meeting of the Board or such committee by means of a conference telephone or similar communications equipment allowing all persons participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

ARTICLE 6

EXECUTIVE COMMITTEE AND OTHER COMMITTEES

Section 1.

Delegation of Authority:

Unless otherwise specified in these By-laws, any determination to be made by the Board of Trustees may be made in their discretion, and any of the rights and responsibilities of the

Board of Trustees may be delegated to such committees, officers or others as they may determine to the fullest extent permitted by law, provided that:

- a. no such committee that includes individuals who are not Trustees shall have the power of the Board of Trustees or have the right to bind the Corporation, and
- b. no committee shall have authority as to the filling of vacancies in the Board of Trustees or in any committee; the amendment or repeal of the By-laws or the adoption of new By-laws; or the amendment or repeal of any resolution of the Board of Trustees which by its terms shall not be so amendable or repealable.

Section 2.

Board Committees:

The Board of Trustees may, by resolution adopted by a majority of the entire Board, designate one or more Board committees, including, but not limited to, an Executive Committee, Audit Committee, and Finance Committee, to have and exercise such power and authority as the Board of Trustees shall specify and as mandated or permitted by law. Each Board committee shall consist of three or more Trustees who shall be appointed by a majority of the entire Board. The President shall be an ex officio voting member of all Board committees. No Board committee shall have power or authority in reference to the following matters: (i) approving or adopting any action or matter requiring the Members' approval; (ii) the filling of vacancies in the Board of Trustees or in any committee; (iii) the fixing of compensation of Trustees for serving on the Board of Trustees or on any committee; (iv) the amendment or repeal of these By-laws or the adoption of new By-laws; or (v) the amendment or repeal of any resolution of the Board of Trustees which by its terms shall not be so amendable or repealable.

Section 3.

Executive Committee:

The Executive Committee shall be a Board committee and shall consist of at least two (2) Trustees, the President, the Secretary and the Treasurer of the Corporation and such other Officers of the Corporation as may be designated, from time to time, by a majority of the entire Board. Each member of the Executive Committee, except for the President, shall serve for a term of two years with a maximum of two consecutive terms. The Executive Committee shall have all of the authority and powers of the Board of Trustees when the Board of Trustees is not in session. The Executive Committee, shall have all the authority of the Board, as provided to it in a resolution of the Board, except that no such committee shall have authority as to the following matters:

- a. The filling of vacancies in the Board or in any committee;
- b. The amendment or repeal of the By-laws, or the adoption of new By-laws; or
- c. The amendment or repeal of any resolution of the Board or any directions or instructions previously given to it by the Board of Trustees, which includes among its terms a provision that it is not so amendable or repealable.

The Executive Committee shall keep minutes of its meetings and the President shall regularly report deliberations and decisions of the Executive Committee to the Board of Trustees.

Section 4.

Committees of the Corporation:

The President, with the advice and consent of the Board of Trustees, may also establish committees of the Corporation (or "Standing Committees"), including, without limitation, a Nominating Committee, that may include at least three (3) Regular Members. The Standing Committees, shall have all the authority of the Board, as provided to it in a resolution of the Board, except that no such committee shall have authority as to the following matters:

- a. The filling of vacancies in the Board or in any committee;
- b. The amendment or repeal of the By-laws, or the adoption of new By-laws; or
- c. The amendment or repeal of any resolution of the Board or any directions or instructions previously given to it by the Board of Trustees, which includes among its terms a provision that it is not so amendable or repealable.

Standing Committees may also be composed of other individuals who are not Trustees whose advice the Trustees may deem helpful, but in no event shall any such committee of the Corporation that includes individuals who are not Trustees have the power of the Board of Trustees, the right to vote or the right to bind the Corporation. The President may, in his or her discretion and from time to time, attend and participate as an ex officio voting member in meetings of any committees of the Corporation.

Section 5.

Supervision of Committees:

The Board of Trustees shall have general supervision over the activities of any committees of the Board of Trustees or Standing Committees of the Corporation.

Section 6.

Special Committees:

The Board may also designate from time to time from among the Trustees certain Special Committees of the Board to perform special functions in carrying on the work of the Corporation. Special Committees shall have only the lawful powers specifically delegated to them by the Board. Special Committees may also include those established to establish, award or materially alter compensation given to Trustees.

Section 7.

General:

Any committee designated by the Board pursuant to these By-laws, and each of the Trustee members thereof, shall serve at the pleasure of the Board. The Board may designate one or more Trustees as alternate members of any such committee, who may replace any absent Trustee or Trustees at any meeting of such committee. Any committee may adopt such rules and regulations, not inconsistent with the Certificate of Incorporation or the By-laws or applicable laws or the resolution of the Board designating such committee, as it may deem proper for the conduct of its meetings and the exercise by it of the authority of the Board conferred upon such committee by the resolution of the Board designating such committee.

Section 8.

Operation of Committees:

A majority of all the members of a committee shall constitute a quorum of such committee for the transaction of business. The vote of a majority of the members of a committee present at a meeting at which a quorum is present shall be the act of such committee. Each committee shall adopt whatever other rules of procedure it determines for the conduct of its activities so long as such rules of procedure do not conflict with such powers and authority as may be provided in these By-laws, in the resolution of the Board of Trustees establishing such committee (and in the written charter, if any, for such committee adopted by the Board of Trustees), or are contrary to directions or instructions previously given to it by the Board of Trustees. Board committees, including the Executive Committee, Audit Committee and Finance Committee, shall keep regular minutes of their meetings, and such committees, as well as committees of the Corporation, shall report their proceedings to the Board of Trustees when requested to do so by the Board of Trustees.

ARTICLE 7

TRUSTEES AND OFFICERS

Section 1.

Officers:

The Officers of the Corporation shall be a President, a Secretary, a Treasurer, and such other officers as may be designated by the Board of Trustees.

Section 2.

Eligibility:

- a. Only a Member in good standing shall be eligible for election as a Trustee or to any office.
- b. The President, the Secretary, and the Treasurer shall be nominated and elected from among the Trustees, except that the President may also be nominated and elected from among those persons who have served as Trustees at any time during the preceding three years (plus such additional time, not to exceed six months, necessary to adjust for yearly differences in holding Annual Meetings), provided that any such person so nominated and elected as President shall be concurrently nominated and elected as a Trustee. No employee of the Corporation may serve as the President or Chairperson of the Board. The Chairperson of the Board may serve as President.
- c. No Regular Member shall be eligible for election as an officer for more than four full consecutive terms of one year each, in addition to any partial term (provided that periods of service as President shall not be counted against such maximum), and no Regular Member shall be eligible for election as President for more than three full consecutive terms of one year each, in addition to any partial term.

Section 3.

Nominations:

1. The President, with the advice and consent of the Board of Trustees, shall no later than December 1, preceding an election year appoint a Nominating Committee of at least five Regular Members. No member of the Nominating Committee may be nominated for any office or for membership on the Board of Trustees, while serving on the Nominating Committee.

The Nominating Committee so appointed shall, on or before the following January 15, by a majority vote of the Nominating Committee, report to the Board of Trustees its nominations for:

i. A slate of Trustees equal in number to one-third (or as near thereto as practicable) of the Board of Trustees, and such other Trustees whose election may be required to fill vacancies

ii. President

iii. Secretary

iv. Treasurer

v. Such other offices as may be authorized by the Board of Trustees

2. Thereafter, as soon as practicable, a list of such nominations and a description of any other matter to be voted on at the Annual Meeting shall be sent to the Regular Members. Nomination for said Trustees and Officers, and other proposals to be voted upon, may also be made by written endorsement of Regular Members in good standing constituting no fewer than the lesser of one hundred (100) Regular Members or 5% of Regular Members of the Congregation, such endorsement to be delivered to the Secretary on or before the fifteenth day after the list of nominations was sent to the Regular Members. If nominations or other proposals are made by written endorsement, the Secretary shall promptly send notice of such additional nominations or proposals to each Regular Member.

Section 4.

Terms of Office:

Section 4.1.

Trustee:

The regular term of a Trustee shall be three years beginning with the first day of the month following the election.

Section 4.2.

4.2.1

Officers:

President: The regular term of the President shall be three years beginning with the first day of the month following the election. After the expiration of the President's three year term, in accordance with the nomination and election

procedures as provided herein, the President may seek one additional term of one year.

4.2.2

All Officers Other Than the President:

The regular term of all other officers other than the President shall be two years beginning with the first day of the month following the election. After the expiration of the two year term, in accordance with the nomination and election procedures as may be provided herein, the such officers, other than the President, may seek one additional term of two years.

Section 5.

Vacancies:

Vacancies in the office of Trustee shall be filled as provided herein. Vacancies in any other elected office shall be filled for the unexpired term by a vote of a majority of the entire Board.

ARTICLE 8

POWERS AND DUTIES OF TRUSTEES

Section 1.

General:

The Board of Trustees shall fully control and manage the properties and affairs of the Congregation, subject to the provisions of these By-laws.

Section 2.

Meetings:

The Board of Trustees shall meet at least six times a year, except during the months of July and August. Special meetings of the Board of Trustees may be called at the discretion of the President, and shall be called by him or her upon the written request of five Trustees. A majority of the entire Board shall constitute a quorum for the transaction of business at any meeting.

Section 3.

Notices of meetings:

At the first meeting of the Board of Trustees following each year's Annual Meeting, a calendar of regular meetings of the Board of Trustees shall be reviewed and approved, and, absent changes to such regular meeting dates, no notices of such regular meetings shall be required. Notices for the first meeting following each year's Annual Meeting, for any regular meeting whose date has been changed and for all special meetings of the Board of Trustees shall be given by mail or e-mail sent not less than three (3) business days prior to the day of the meeting. Notice of a meeting of the Board of Trustees need not be given to a Trustee who submits a waiver of notice to the Secretary before or after the meeting, or who attends the meeting without protesting, prior thereto or at its commencement, the lack of notice to him or her. Waivers of notice may be written or electronic. If written, the waiver shall be executed by the Trustee by manual or facsimile signature. If electronic, the waiver shall be sent by

electronic mail and set forth, or be submitted with, information from which it can reasonably be determined that the transmission was authorized by the Trustee.

Section 4.

Participation by Conference Telephone or Videoconference:

Members of the Board of Trustees, the Executive Committee or any committee designated by the Board of Trustees, may participate in a meeting of the Board of Trustees, the Executive Committee or such committee, as the case may be, by means of conference telephone, videoconference mechanism, or other communications equipment by which all persons participating in the meeting can hear each other at the same time and can participate in all matters before the Board of Trustees, the Executive Committee or such committee, and participation in a meeting by such means shall constitute presence in person at such meeting.

Section 5.

Action by Written Consent:

Any action required or permitted to be taken by the Board of Trustees or by any committee thereof may be taken without a meeting if all members of the Board of Trustees or of such committee thereof unanimously consent in writing (which is either signed manually or in such electronic form as is determined by the board from time to time) to the adoption of a resolution authorizing the action. In the event of any such action without a meeting, the resolution and the written consents thereto by all of the members of the Board of Trustees or of such committee shall be filed with the minutes of the proceedings of the Board of Trustees or of a committee thereof as the case may be. If in electronic form, the transmission of the consent must be sent by electronic mail and set forth, or be submitted with, information from which it can reasonably be determined that the transmission was authorized by the Trustee.

Section 6.

Absence from Meetings:

Any Trustee who is absent from any three meetings of the Board of Trustees in a fiscal year, without excuse satisfactory to the Board of Trustees, may be removed by the Board of Trustees for cause under the provisions provided hereunder.

Section 7.

Creation of Other Offices:

The Board of Trustees may from time to time create such additional offices other than the elective offices provided for in the By-laws, and such assistant offices as it may deem advisable, and fill such additional offices and assistant offices by appointment.

ARTICLE 9

POWERS AND DUTIES OF OFFICERS

Section 1.

President:

The President shall preside at all meetings of the Board of Trustees, enforce the By- laws and carry into effect all resolutions of the Board of Trustees, and of the Corporation.

Section 2.

Treasurer:

The Treasurer shall keep, or cause to be kept, a correct account of all receipts and disbursements, and pay, or cause to be paid, all bills approved by the Board of Trustees. The Treasurer shall cause to be taken such steps as shall reasonably assure the custody of all books, documents and vouchers appertaining to such office, and of all securities belonging to the Corporation, subject at all times to inspection and examination of the Board of Trustees and of an Audit Committee. The Treasurer shall cause to be taken such steps as shall reasonably supervise the collection of all moneys payable to the Corporation and the depositing of the funds in the name of the Corporation in such banks or trust companies as may be designated from time to time by the Board of Trustees.

Section 3.

Secretary:

The Secretary shall cause true and accurate minutes of all meetings of the Corporation and of the Board of Trustees to be kept and shall cause notice of such meetings to be delivered to persons entitled thereto. The Secretary shall cause to be taken such steps as shall reasonably assure the custody of the official seal of the Corporation and of all records and documents except financial records and the like required to be in the custody of the Treasurer.

Section 4.

Former Presidents:

Former Presidents shall be ex officio members of the Board of Trustees without the right to vote at meetings thereof unless such Former President shall also be a regularly elected Trustee.

Section 5.

Delegation of Duties:

The President may delegate to such Officers, employees or Members such of his or her rights and responsibilities as he or she may determine. The other Officers, with the consent of the President, may delegate to such other Officers, employees or Members such of their rights and responsibilities as they may determine.

ARTICLE 10

GRANTS, CONTRACTS, CHECKS, DRAFTS, BANK ACCOUNTS, ETC.

Section 1.

Grants:

The making of grants and contributions and otherwise rendering financial assistance for the purposes expressed in the charter of the Corporation shall be within the exclusive power of the Board. The Board may authorize, formally or informally, any officer or officers, agent or agents,

in the name and behalf of the Corporation to make any such grants, contributions or assistance.

Section 2.

Approval Process:

The Board shall review all requests for funds from other organizations, shall require that such requests specify the use to which the funds will be put, and if the Board approves the request, shall authorize payment of such funds to the approved grantee. The Board may, in its absolute discretion, refuse to make any grants or contributions or otherwise render financial assistance to or for any or all of the purposes for which funds are requested by any grantee or potential grantee.

Section 3.

Solicitation for Special Projects:

After the Board has approved a grant to another organization for a specific project or purpose, the Corporation may solicit funds in order to provide funding for the grant to the specifically approved project or purpose of the other organization. However, the Board shall at all times have the right to withdraw approval of the grant and use the funds for other purposes within the purposes of the Corporation.

Section 4.

Contribution:

In accordance with the provisions of its Certificate of Incorporation and By-laws, the Corporation may solicit contributions which are to be used to provide funding in furtherance of its Corporate Purposes as set forth in the Certificate of Incorporation for the specific purposes approved by the Board.

Section 5.

Execution of Contracts:

The Board may authorize any officer, employee or agent, in the name and on behalf of the Corporation, to enter into any contract or execute and satisfy any instrument, and any such authority may be general or confined to specific instances, or otherwise limited.

Section 6.

Loans:

The President or any other officer, employee or agent authorized by the By-laws or by the Board may effect loans and advances at any time for the Corporation from any bank, trust company or other institutions or from any firm, corporation or individual and for such loans and advances may make, execute and deliver promissory notes, bonds or other certificates or evidences of indebtedness of the Corporation, and when authorized so to do may pledge and hypothecate or transfer any securities or other property of the Corporation as security for any such loans or advances. Such authority conferred by the Board may be general or confined to specific instances or otherwise limited.

Section 7.

Checks, Drafts, Etc.:

All checks, drafts and other orders for the payment of money out of the funds of the Corporation and all notes or other evidences of indebtedness of the Corporation shall be signed on behalf of the Corporation in such manner as shall from time to time be determined by resolution of the Board.

Section 8.

Deposits:

The funds of the Corporation not otherwise employed shall be deposited from time to time to the order of the Corporation in such banks, trust companies or other depositaries as the Board may select or as may be selected by an officer, employee or agent of the Corporation to whom such power may from time to time be delegated by the Board.

ARTICLE 11

INDEMNIFICATION

Section 1.

The Corporation shall, to the fullest extent permitted by law, indemnify any person who is or was made, or threatened to be made, a party to any threatened, pending or completed, action, suit or proceeding, whether civil, criminal, administrative or investigative, including an action by or in the right of the Corporation to procure a judgment in its favor (hereinafter a "Proceeding"), by reason of the fact that such person, or a person of whom such person is the legal representative, is or was a Trustee of the Corporation, or is or was serving in any capacity at the request of the

Corporation for any other corporation, partnership, joint venture, trust, employee benefit plan or other enterprise, against judgments, fines, penalties, excise taxes, amounts paid in settlement (with the written consent of the Corporation, which shall not be unreasonably withheld) and costs, charges and expenses (including attorneys' fees and disbursements). Notwithstanding the foregoing, no indemnification shall be provided to or on behalf of any Trustee if a judgment or other final adjudication adverse to such Trustee establishes that:

- a. his or her acts were committed in bad faith or were the result of active and deliberate dishonesty and, in either case, were material to the cause of action so adjudicated, or
- b. he or she personally gained in fact a financial profit or other advantage to which he or she was not legally entitled. Persons who are not Trustees of the Corporation may be similarly indemnified in respect of service to the Corporation or to another such entity at the request of the Corporation to the extent the Board of Trustees at any time denominates such person as entitled to the benefits of this Article.

Section 2.

The Corporation shall, from time to time, reimburse or advance to any Trustee entitled to indemnification hereunder the funds necessary for payment of expenses, including attorneys' fees and disbursements, incurred in connection with any Proceeding, in advance of the final

disposition of such Proceeding, provided, however, that such expenses incurred by or on behalf of any Trustee may be paid in advance of the final disposition of a Proceeding only upon receipt by the Corporation of an undertaking, by or on behalf of such Trustee, to repay any such amount so advanced if a judgment or other final adjudication adverse to the Trustee establishes that (i) his or her acts or omissions were committed in bad faith or were the result of active and deliberate dishonesty, (ii) he or she personally gained in fact a financial advantage to which he or she was not legally entitled or (iii) his or her acts violated any section of the New York Not-for-Profit Corporation Law.

Section 3.

Any indemnification permitted hereunder (unless ordered by a court) shall be made by the Corporation only if authorized in the specific case upon a finding that the Trustee has met the standard of conduct set forth in Section 722 of the Not-for-Profit Corporation Law ("Section 722"). Such determination shall be made (i) by the Board of Trustees of the Corporation by a majority vote of a quorum consisting of Trustees who were or are not parties to the Proceeding in question, or (2) if such a quorum is not obtainable, or, even if obtainable, if a quorum of disinterested Trustees so directs, by the Board upon the opinion in writing of independent legal counsel that indemnification is proper under the circumstances because the standard of conduct set forth in Section 722 has been met.

Section 4.

The right to indemnification and advancement of expenses provided by, or granted pursuant to, this Article shall not be deemed exclusive of any other rights to which those seeking indemnification or advancement of expenses may have or hereafter be entitled under any law, bylaw or agreement or of disinterested Trustees or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office.

Section 5.

The indemnification and advancement of expenses provided by, or granted pursuant to, this Article shall continue as to a person who has ceased to be a Trustee and shall inure to the benefit of the heirs, executors and administrators of such person.

Section 6.

The Corporation shall have the power to purchase and maintain insurance to indemnify:

- A. itself for any obligation which it incurs as a result of the indemnification of Trustees under the provisions of this Article, or
- B. any Trustee in instances in which they may be indemnified under the provisions of this Article, against any liability asserted whether or not the Corporation would have the power to indemnify such person against such liability under the laws of the State of New York, subject to the limitations imposed under Section 726 of the Not-for-Profit Corporation Law (or any successor section).

Section 7.

To secure payment of any obligation of indemnification or advancement of expenses provided by, or granted pursuant to, this Article, the Corporation may create a trust fund, grant a security interest or use other means (including, without limitation, a letter of credit) to insure the payment of such sums as may become necessary to effect indemnification or advancement of expenses as provided herein. The right to indemnification and reimbursement and advancement of expenses provided in this Article shall be enforceable by any person entitled to indemnification or advancement of expenses hereunder in any court of competent jurisdiction. The burden of proving that indemnification or reimbursement and advancement of expenses are not appropriate shall be on the Corporation. Neither the failure of the Corporation (including its Board or independent legal counsel) to have made a determination prior to the commencement of such action that indemnification or advances are proper in the circumstances nor an actual determination by the Corporation (including its Board or independent legal counsel) that such person is not entitled to indemnification or to the reimbursement or advancement of expenses, shall constitute a defense to the action or create a presumption that such person is not so entitled. Such person shall also be indemnified for any expenses incurred in connection with successfully establishing his or her right to indemnification or advances, in whole or in part, in any such proceeding.

Section 8.

Any person entitled to be indemnified or to the reimbursement or advancement of expenses as a matter of right pursuant to this Article may elect to have the right to indemnification (or advancement of expenses) interpreted on the basis of the applicable law (including, without limitation, Section 721 or any successor section thereto) in effect at the time of the occurrence of the event or events giving rise to the action or proceeding, to the extent permitted by law, or on the basis of the applicable law (including, without limitation, Section 721 or any successor section thereto) in effect at the time indemnification is sought. Such election shall be made, by a notice in writing to the Corporation, at the time indemnification is sought; provided that if no such notice is given, the right to indemnification shall be determined by the law in effect at the time indemnification is sought.

ARTICLE 12

BOOKS AND RECORDS

The Corporation shall keep, at the Office of the Corporation, correct and complete books and records of account and shall keep minutes of the proceedings of the Board. Any of the foregoing books, minutes or records may be in written form or in any other form capable of being converted into written form within a reasonable time.

ARTICLE 13

SEAL

The Board may adopt a corporate seal which shall be in the form of a circle and shall bear the full name of the Corporation and the year of its incorporation.

ARTICLE 14 FISCAL YEAR

The fiscal year of the Corporation shall be determined, and may be changed, by the Board.

ARTICLE 15 AMENDMENTS

The Certificate of Incorporation and these By-laws, including this Article hereof, may be altered, amended, supplemented or repealed, in part or in its entirety as may be adopted by a vote of a majority of the Entire Board.

ROMEMU CONFLICT OF INTEREST POLICY

This conflict of interest policy ("Conflict Policy") of Romemu (the "Organization") has been adopted by the board of directors (the "Board") and is applicable to all current and former (within the last five years) directors, officers, employees and others who have the ability to exercise substantial influence over the Organization ("Covered Persons").

a. General. All directors, officers and staff owe a duty of loyalty to the Organization. The duty of loyalty requires that they exercise their powers in good faith and in the best interests of the organization, rather than in their own interests or the interests of another entity or person. Conflicts between the interests of the Organization and the personal or financial interests of a Covered Person may arise from time to time. Some conflicts of interest are illegal or may subject the Organization or its directors and officers to liability. Some conflicts of interest may be legal, but also unethical or may create an appearance of impropriety. Some conflicts of interest may be in the best interests of the Organization so long as certain procedures are followed. This Conflict Policy is designed to assist the directors, officers and others in the Organization in identifying conflicts of interest and in handling them appropriately. Neither the Organization nor any Covered Person shall enter into any transaction or arrangement that involves an actual, potential, or apparent conflict of interest except in compliance with this Conflict Policy.

b. Conflict of Interest. A conflict of interest arises whenever the interests of the Organization come into conflict with a competing financial or personal interest of a Covered Person or an affiliated party (as defined below), or otherwise whenever a Covered Person's personal or financial interest could be reasonably viewed as affecting their objectivity or independence in fulfilling their duties to the Organization. While it is not possible to anticipate all possible conflict situations, conflicts of interest typically arise whenever a Covered Person, or any affiliated party has (directly or indirectly)

- i. a compensation arrangement or other interest in a transaction with the Organization;
- ii. a compensation arrangement or other interest in or affiliation (subject to de minimis exceptions) with any entity or individual that:

1. sells goods or services to, or purchases goods or services from, the Organization;
2. competes with the Organization; or (c) the Organization has, or is negotiating, or contemplating negotiating, any other transaction or arrangement;
3. used his or her position, or confidential information or the assets of the Organization to his or her (or an affiliated party's) personal advantage or for an improper or illegal purpose;
4. solicited or accepted any gift, entertainment, or other favor where such gift might create the appearance of influence on the Covered Person (other than gifts of nominal value, which are clearly tokens of respect and friendship unrelated to any particular transaction);
5. acquired any property or other rights in which the Organization has, or the Covered Person knows or has reason to believe at the time of acquisition that the Organization is likely to have, an interest;
6. an opportunity related to the activities of the Organization that is available to the Organization or to the Covered Person, unless the Board has made an informed decision that the Organization will not pursue that opportunity;
7. been indebted to the Organization, other than for amounts due for ordinary travel and expense advances; or
8. any other circumstances that may, in fact or in appearance, make it difficult for the Covered Person to exercise independence, objective judgment or otherwise perform effectively.

c. **Affiliated Party.** "Affiliated party" means a member of the Covered Person's family (including spouses (and their siblings), lineal ancestors and descendants, spouses of lineal descendants, siblings (and their spouses and children), and domestic partners), or any entity in which the Covered Person (or any affiliated party) is a director, officer, or has a beneficial interest of more than 5%.

d. **Disclosure of an Actual, Potential or Apparent Conflict of Interest.** Conflict identification and analysis can be difficult and, therefore, Covered Persons and other staff are at all times expected to err on the side of caution and bring to the attention of the Audit Committee all material facts of any matters that may involve conflicts of interest or be perceived by others to raise questions about potential conflicts even if the person does not believe that an actual conflict exists. Disclosures should be made in advance, before any action is taken on the matter.

e. In addition, each Covered Person who currently serves as a director or officer, or as an employee, or any person who currently has the ability to exercise substantial influence over the Organization shall complete a Questionnaire Concerning Conflicts of Interest (attached) each year of their

affiliation with the Organization, disclosing any actual, potential or apparent conflicts, and affirming that they have read, understand, and have and will continue to adhere to this Conflict Policy. They shall also submit a new Questionnaire disclosing any relevant change in circumstances. The Questionnaires shall be reviewed by the Audit Committee.

f. Evaluation of an Actual, Potential or Apparent Conflict of Interest. The Audit Committee will evaluate conflict disclosures and make other necessary inquiries to determine the extent and nature of any actual or potential conflict of interest and, if appropriate, investigate alternatives to the proposed transaction or arrangement. The Committee shall report to the disinterested members of the Board for resolution. After disclosure of the potentially conflicting interest and all material facts, and after answering any questions, the interested person shall recuse himself or herself from deliberations and voting relating to the matter and shall refrain from attempting to influence other decision-makers relating to the matter. However, as a member of the Board or committee, an interested director may be counted in determining the establishment of the quorum at a meeting relating to the matter.

g. Resolution of an Actual, Potential or Apparent Conflict of Interest. The Organization may enter into a transaction or other arrangement in which there is an actual or potential conflict of interest only if at a duly held meeting of the Board a majority of those directors (if a quorum is present at such time) who have no interest in the transaction or arrangement approve the transaction or arrangement after determining, in good faith and after reasonable inquiry, that entering into the transaction or arrangement is in the best interests of the Organization, while considering the Organization's mission and resources, and the possibility of creating an appearance of impropriety that might impair the confidence in, or the reputation of, the Organization (even if there is no actual conflict or wrongdoing);

- i. the transaction or arrangement in its entirety, and each of its terms, are fair and reasonable to the Organization;
- ii. after consideration of available alternatives, the Organization could not have obtained a more advantageous arrangement with reasonable effort under the circumstances;
- iii. the transaction or arrangement furthers the Organization's mission and charitable purposes; and
- iv. the transaction or arrangement is not prohibited under state law and does not result in private inurement, an excess benefit transaction or impermissible private benefit under laws applicable to charitable organizations.

h. Records of Conflict Disclosures and Proceedings. The minutes of the Board or any committee meeting during which a potential or actual conflict of interest is disclosed or discussed shall reflect the name of the interested Covered Person, the nature of the conflict, and details of the deliberations of the disinterested directors (such as documents reviewed, alternatives considered, comparative

costs or bids, market value information and other factors considered in deliberations) and the resolution of the conflict including any ongoing procedures to manage any conflict that was approved. The interested person shall only be informed of the final decision and not of particular directors' positions. In addition, certain related party transactions are required to be disclosed in the notes to the Organization's audited financial statements and its annual federal tax filing on Form 990.

i. Compliance. If the Board, the Audit Committee has reasonable cause to believe that a Covered Person has failed to comply with this Conflict Policy, they may make such further investigation as may be warranted in the circumstances and if they determine that a Covered Person has in fact failed to comply with this Conflict Policy, they shall take appropriate action which may include removal from office or termination.

j. Amendment. This Conflict Policy may be amended only by the Board.