

BY-LAWS
OF
AMERICAN FRIENDS OF NEVE
SHALOM/WAHAT-AL-SALAM, INC.

ARTICLE I

Members

The Corporation shall have no members. [NPCL¹ § 601(a)]

ARTICLE II

Board of Directors

Section 2.01. Powers. The property, affairs and activities of the Corporation shall be managed and controlled and all of its powers exercised by the Board of Directors, except as otherwise provided by statute. [NPCL § 701]

Section 2.02. Number and Election of Directors. The authorized number of Directors of the Corporation shall not be less than three nor more than twenty-five. Within such limits the number of Directors shall be fixed by vote of a majority of the entire Board of Directors at any meeting, provided that no reduction in the number of Directors shall affect any Director whose term of office shall not have expired. [NPCL § 702] Subject to Section 2.07 hereof, Directors shall be chosen by a vote of a majority of Directors present at the meeting at which the election is held provided that a quorum is then present.

Section 2.03. Qualification of Directors. All Directors shall be at least eighteen years of age and at least one of them shall be a citizen of the United States and a resident of the State of New York. [NPCL § 701]

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1. New York Not-for-Profit Corporation Law. All bracketed citations are inserted for reference only and do not constitute a part of the By-Laws.

Section 2.04. Term of Office. Each Director (whether elected at an annual meeting of the Board of Directors or to fill a vacancy, or otherwise) shall continue in office until the close of the election of Directors at the annual meeting of the Board of Directors of the Corporation next held after his election and until a successor shall have been elected and shall have qualified or until his death, resignation or removal. [NPCL § 703(c)]

Section 2.05. Resignations. Any Director may resign at any time by delivering a written resignation to the Corporation. The acceptance of any such resignation, unless required by the terms thereof, shall not be necessary to make the same effective.

Section 2.06. Removal. Any Director may be removed at any time either for or without cause by the vote of two-thirds of the Directors of the Corporation then in office at any meeting of the Board of Directors of the Corporation. [NPCL § 706]

Section 2.07. Vacancies. Whenever the number of Directors shall for any reason be less than the authorized number, the vacancies may be filled by vote of a majority of the Directors then in office, although less than a quorum. [NPCL § 705(a)]

Section 2.08. Annual Meetings. The annual meeting of the Board of Directors for the election of the officers of the Corporation and for the transaction of such other business as may properly come before it shall be held at the place (which may be within or outside the State of New York) specified in the notice of meeting or in the waiver of notice thereof. [NPCL § 710]

Section 2.09. Regular Meetings. The Board of Directors from time to time may provide by resolution for the holding of such regular meetings as it may determine upon and may fix the time and place (which may be either within or outside the State of New York) thereof. [NPCL § 710]

Section 2.10. Special Meetings. Special meetings of the Board of Directors may be called at any time by the President or any Vice President of the Corporation or by any two Directors, or by any Director upon written demand of not less than one-fifth of the entire

Board. Such special meeting shall be held at such time and place (which may be either within or outside the State of New York) as may be specified in the notice of the meeting or in the waiver of notice thereof. [NPCL § 710]

Section 2.11. Notice of Meetings. Notice of the time and place of each annual meeting of the Board of Directors shall be mailed to each Director, addressed to him or her at his or her residence or usual place of business (or at such other address as he or she may have designated in a written request filed with the Secretary), at least eight days before the day on which the meeting is to be held. No notice of any regular meeting of the Board need be given, provided, however, that if the Board shall fix or change the time or place of regular meetings, notice of such action shall be mailed promptly to each Director who shall not have been present at the meeting at which such action was taken, addressed to such Director as set forth above, or sent by telegram to such address, or delivered to such Director personally. Notice of each special meeting of the Board shall be mailed to each Director addressed to such Director as set forth above, at least five days before the day on which the meeting is to be held, or sent by telegram to such address or delivered to such Director personally or by telephone, not later than two days before the day on which the meeting is to be held. Notice of any meeting need not be given to any Director, however, if waived by such Director before or after the meeting in writing or by telegram, or if such Director attends the meeting without protesting, prior to the meeting or at its commencement, the lack of notice to him or her. If the meeting is adjourned to another time or place, no notice of the adjournment need be given to any Director, provided that such time and place is announced at the time of the adjournment. [NPCL § 711]

Section 2.12. Quorum and Voting. Except as may be expressly otherwise required by statute, at all meetings of the Board of Directors the presence of five Directors plus one additional Director for every ten Directors in excess of fifteen shall constitute a quorum for the transaction of business. Except as otherwise provided by law or these By-Laws, at any meeting of the Board of Directors at which a quorum is present, a vote of a majority of the Directors present at the time of the vote shall be the act of the Board. In the absence of a quorum, a majority of the Directors present at the ap-

pointed time and place of the meeting may adjourn the meeting for a period not exceeding twenty days. [NPCL §§ 707, 708(d), 711(d)]

Section 2.13. Action Without a Meeting. Any action required or permitted to be taken by the Board of Directors, or any committee thereof, may be taken without a meeting if all members of the Board of Directors or the committee consent in writing to the adoption of a resolution authorizing the action. The resolution and the written consents thereto shall be filed with the minutes of the proceedings of the Board of Directors or the committee. Participation of one or more Directors by conference telephone allowing all persons participating in the meeting to hear each other at the same time shall constitute presence at a meeting. [NPCL § 708(b, c)]

Section 2.14. Committees of the Board. The Board, by resolution adopted by a majority of the entire Board, may establish and appoint an executive and other standing committees. The President shall appoint the Chairperson of each committee. Each committee so appointed shall consist of three or more Directors and, to the extent provided in the resolution establishing it, shall have all the authority of the Board except as to the following matters.

1. the filling of vacancies on the Board or on any committee;
2. the amendment or repeal of the By-Laws or the adoption of new By-Laws;
3. the amendment or repeal of any resolution of the Board which by its terms shall not be so amendable or repealable;
4. the fixing of compensation of the Directors for serving on the Board or any committee.

Special committees may be appointed by the President with the consent of the Board and shall have only the powers specifically delegated to them by the Board. [NPCL § 712]

ARTICLE III

Officers, Employees and Agents

Section 3.01. Number of Officers and Qualifications. The officers of the Corporation shall be a President, one or more Vice Presidents, a Secretary and a Treasurer, and such other officers as the Board of Directors may from time to time elect. Officers shall have such titles, duties and authorities as the Board of Directors shall prescribe. Any person may hold any two or more offices of the Corporation except those of President and Secretary. The President shall be a member of the Board of Directors. [NPCL § 713(a)]

Section 3.02. Election, Term of Office and Removal. The officers of the Corporation shall be elected for a one year term at the annual meeting of the Board of Directors immediately following the election of Directors, and each shall continue in office until his or her successor shall have been elected and qualified, or until his or her death, resignation or removal. [NPCL § 713(c)]

Section 3.03. Resignations. Any officer may resign at any time by delivering a written resignation to the President or the Secretary of the Corporation. Such resignation shall take effect at the time specified therein or, if not so specified, upon receipt thereof.

Section 3.04. Removal. Any officer or agent may be removed at any time either with or without cause by the vote of two-thirds of the Directors then in office at any regular or special meeting of the Board of Directors. [NPCL § 714(a)]

Section 3.05. Vacancies. Any vacancy in any office may be filled for the unexpired portion of the term by the Board of Directors. [NPCL § 713(c)]

Section 3.06. Other Agents and Employees. The Board of Directors may from time to time appoint such agents and employees as it shall deem necessary, each of whom shall hold office during the pleasure of the Board of Directors, and shall have such authority, perform such duties and receive such reasonable compensation, if any, as the Board of Directors may from time to time determine.

