

**BY-LAWS OF CONGREGATION SHIR HADASH
RESTATED ON MAY 23, 2004**

ARTICLE I

NAME

The name of the Corporation is Congregation Shir Hadash.

ARTICLE II

PURPOSE AND NATIONAL AFFILIATION

SECTION 1: We are a Congregation of individuals who are committed to practice Judaism in our homes and within our temple. For us, Judaism is a priority in our lives and by belonging to this Congregation, we expect to commit and share our time, energy, and talents, thereby forming a community which is sensitive and responsive to our needs and the needs of, our neighbors.

SECTION 2: This Congregation shall affiliate itself with the Union for Reform Judaism (URJ).

SECTION 3: Congregation Shir Hadash is organized and operated exclusively for religious purposes within the meaning of Section 501 (c)(3) of the Internal Revenue Code. The corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501 (c) (3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under Section 170(c) (2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE III

MEMBERSHIP

SECTION 1: Any person who supports the ideals of Reform Judaism and who wishes to associate with this Congregation may be elected to membership upon approval of his or her application by the appropriate Congregational Committees. If membership is denied, the applicant will be informed of the applicant's right to appeal to the President of the Congregation who will in turn review the matter with the Officers of the Congregation for reconsideration and final decision.

SECTION 2: All members in good standing shall be entitled to equally share in all rights and privileges of the Congregation.

SECTION 3 Any adult Jewish member (eighteen years of age or older), or the spouse or partner of a Jewish member, or the former spouse or partner of a Jewish member whose financial obligations are current as determined from time to time by the Board of Representatives and/or the Dues and Fees Committee shall be entitled to an individual membership unit and shall have one vote. A family membership unit shall have one vote per eligible adult member but in no event more than two votes. Units of membership are defined in Article XIV, Section 3.

SECTION 4: Membership dues shall be charged for the purpose of raising revenues necessary for the operation of the Congregation.

SECTION 5: Any member of the Congregation may resign from membership by delivering a written resignation to the principal office of the Congregation. The resignation will become effective upon receipt of the notice. There shall be continuing liability for the outstanding financial obligations.

SECTION 6: Upon recommendation of the Board of Representatives, special financial assessments may be presented to the Congregation for approval.

SECTION 7: Dues and all other financial obligations are due monthly in advance. A member who is more than ninety (90) days in arrears in his or her dues and other financial obligations to the Congregation shall be deemed to be not in good standing unless arrangements have been made with the Dues and Fees Committee. A member in arrears for six (6) months where arrangements have not been made with the Dues and Fees Committee may be suspended from membership by vote of the Dues and Fees Committee and after sixty (60) days written notice to the member. Upon suspension, all Congregational rights and privileges of the suspended member cease and such person shall not be a member in good standing. A member so suspended will be reinstated to membership upon reaching a current status in regard to their financial obligation.

ARTICLE IV

CONGREGATIONAL MEETINGS

SECTION 1: An annual meeting shall be held between May 1 and June 10 of each year at such time and place as shall be fixed by resolution of the Board of Representatives at its March Board Meeting.

SECTION 2: An additional Congregational meeting will be held when necessary to approve entering into employment contract negotiations with the employees described in Section 6, Paragraph A of this Article.

SECTION 3: Special meetings may be called at any time by the President, or by three representatives of the Board of Representatives. A special meeting can also be called upon a written petition of ten percent (10 %) of the members in good standing, except as stated on Article VI, Section 6. This petition shall be filed with the Board of Representatives. Notice of the special meeting giving the date, time, and place of the meeting and the agenda to be considered shall be distributed within ten (10) days from the receipt of said petition to members at their addresses as they appear on the records of the Congregation. The special meeting shall be held within twenty (20) to thirty-five (35) days from the date of distribution of the notice.

SECTION 4: Notice of Congregational meetings, giving the date, time, and place of the meeting and the agenda to be considered, shall be distributed to members at their addresses as they appear on the records of the Congregation. Unless otherwise specified, the notice shall be distributed at least thirty (30) days prior to the meeting. If the agenda includes election of officers, the names of the officers proposed by the Nominating Committee shall be included in the notice. At least fourteen (14) days prior to the Annual Meeting of the Congregation, a budget summary shall be distributed to the members of the Congregation at their addresses as they appear on the records of the Congregation along with a notice advising the members that the detailed proposed budget is available and will be distributed to any member in good standing who requests the full detailed proposed budget.

SECTION 5: A quorum shall consist of five percent (5%) of the voting members as defined in Article III, Section 3. If a quorum is not present, the President or three (3) members of the Board of Representatives shall call a special meeting consistent with Sec. 3 above. Until a special or regularly scheduled meeting can be held with a quorum present, the Congregation will continue to meet contractual obligations as necessary to operate the Congregation.

SECTION 6: The following matters shall be approved by written ballot by at least sixty percent (60%) of the membership present and voting at the annual meeting or at a special meeting:

- A. Actions that would bring about or materially alter the employment relationship between the Congregation and any rabbi, cantor, school administrator, or executive directors.
- B. Adoption, restatements, amendments and repeal of By-Laws and/or Articles of Incorporation.
- C. Material financial matters including:
 - 1. Changes in the dues structure.
 - 2. Budget for the ensuing year.
 - 3. Special financial assessments recommended by the Board of Representatives.
 - 4. The purchase, sale, mortgage, encumbrance, transfer or hypothecation of any real property, except cemetery lots. Notwithstanding the foregoing, a membership vote of the Congregation is not required to receive and/or

transfer property donated to the Congregation.

- D. Recall of an officer of the Congregation as provided in Article VI, Section 6.

SECTION 7: Congregational meetings shall be presided over by the President of the Board of Representatives or, when not present, by the First Vice-President, and in his/her absence, the Second Vice-President, and in his/her absence the Third Vice-President (as outlined in Article VI, Section 8).

SECTION 8: Members in good standing may propose resolutions which, if duly seconded and passed by a majority vote of the members present and voting, shall have the same effect as any other resolution provided that it does not conflict with any part of the By-Laws, contracts, obligations and governing laws in effect at the time. Said Resolution must either be directly related to a subject on the agenda of the meeting or the member proposing the resolution must give the President at least twenty-five (25) days notice prior to the meeting to facilitate notice to the membership.

ARTICLE V

BOARD OF REPRESENTATIVES

SECTION 1: The Congregation shall have Representatives (directors) who shall serve without compensation. The number and selection of Representatives shall be determined at a congregational meeting by a majority vote of the members present but shall not be less than eleven (11) nor more than twenty-three (23) including the President, Vice-Presidents, Secretary, and Treasurer/Chief Financial Officer. The Congregation at its Annual Meeting shall vote on the selection of the President, Vice-Presidents, Secretary, Treasurer/Chief Financial Officer and General Counsel-Legal to serve for two year terms. The immediate Past President and the President elect shall also serve as voting members of the Board of Representatives. The Board of Representatives shall exercise their judgment in the regulation and management of the affairs of the Congregation by means of Resolutions duly passed within the limitations set forth in these ByLaws. No proxy or absentee ballots will be permitted. Any reference to the Board of Representatives or an individual member of the Board of Representatives shall be deemed to be a reference to the Board of Directors or an individual Director as set forth in the California Nonprofit Religious Corporation Law.

SECTION 2: The voting members of the Board of Representatives shall consist of Representatives elected by the entire Congregation, and Representatives chosen from the Standing Committees and recognized Auxiliaries in the manner set forth below:

- A. Election of Officers and General Counsel-Legal by the Congregation.

1. President
2. Vice-Presidents

- a. First Vice President - Administration
- b. Second Vice President - Education
- c. Third Vice President - Fundraising
3. Secretary
4. Treasurer/Chief Financial Officer
5. General Counsel – Legal

B. Representatives of Standing Committees and Recognized Auxiliaries.

The Standing Committees and recognized Auxiliaries of the Congregation shall be as set forth in Article VII. Chairpersons, or in their absence the Vice-Chairpersons, of the following committees and recognized Auxiliaries shall serve on the Board of Representatives:

1. Congregational Development
2. Ritual
3. Communications
4. Social Action
5. Adult Education
6. Sisterhood
7. Men's Club
8. Youth Activities (There shall be two voting representatives from the Youth Activities Committee consisting of one adult member along with the President of the High School Youth Group.)
9. Connectedness
10. First Member-at-Large
11. Second Member-at-Large
12. Third Member-at-Large
13. Fourth Member-at-Large
14. Fifth Member-at-Large

*The First, Second, Third, Fourth and Fifth Members-at-Large positions shall be filled and kept active on an as needed basis at the direction of and upon selection of the President and after a majority vote of the Board of Representatives.

C. Immediate Past President

Upon completion of the term or terms of President, the President of the Congregation shall become an Immediate Past President and shall serve on the Board of Representatives as a voting member. The term or terms for each Immediate Past President shall be at least one year and may continue until the next President becomes an Immediate Past President and is available to serve on Board of Representatives.

D. Limitations on Representatives.

No Representative shall represent more than one voting committee on the Board during his/her term of office.

- E. No Distinction in Voting Power. There shall be no distinction in the voting power the classes comprising the Board.

SECTION 3: At least thirty (30) days prior to the Annual Meeting, the Standing Committees and recognized Auxiliaries shall elect their Representatives (Chairperson) and Vice-Chairpersons to serve for a two (2) year term. Half will elect their Representatives in even numbered years and half in odd numbered years as determined by a majority vote of the Board of Representatives.

Officers and Representatives may hold a voting position on the Board of Representatives for a maximum of six (6) continuous years, with no more than four (4) consecutive years in anyone position. Terms of the President and Past President are not included in this limit. An Officer or Representative who has already served a six (6) year term may be re-elected to a voting position on the Board following a two (2) year sabbatical.

Representatives shall take office on July 1 following the election of officers at the annual Congregational meeting described in Article IV, Section 1.

SECTION 4: A vacancy of any Representative seat shall be determined by either three (3) consecutive absences at regular noticed Board meetings without adequate excuse, by resignation, by an apparent incapacity to serve, as determined by two-thirds (2/3) of the Board of Representatives, by election to another Board position.

In the event a committee Representative seat is vacated, the alternate (i.e. the Vice-Chairperson) selected in accordance with Article V, Section 3, shall be the replacement Representative to the Board of Representatives.

SECTION 5: A Committee Representative may be removed by a two-thirds (2/3) majority vote of those present and voting at a committee, or Board meeting called for that purpose. A quorum for such meeting will be a simple majority of the actual membership of the committee, or Board. Written notice shall be distributed to all affected members at least fourteen (14) days prior to the meeting, giving the time, place, date, and issue to be considered.

SECTION 6: The members of the Congregation at a Congregational Meeting are granted the right to vote on the hiring of the Rabbi(s), Cantor, Religious School Administrator and Executive Director.

SECTION 7: The Board of Representatives shall hold monthly meetings at a place and time designated by a resolution of the Board of Representatives. All meetings shall be open to the entire membership. Notice will be distributed to the Congregation.

SECTION 8: A quorum shall consist of a majority of the Board of Representatives.

SECTION 9: Written minutes of each Board meeting shall be prepared in a timely fashion, maintained at a definite location, and be available for inspection by any member of the Congregation.

SECTION 10: A finite period of time shall be set aside at every Board meeting to allow any

individual member of the Congregation to address the Board provided that the President is given advance notice of such member's intent.

SECTION 11: In the event of a vacancy in the office of Rabbi(s), Cantor, School Administrator and/or Executive Director, the Board of Representatives shall have the duty of selecting and recommending a replacement, subject to the approval of the Congregation as set forth in Articles IV and VIII.

SECTION 12: The Board of Representatives shall annually prepare a budget for the fiscal year commencing July 1st, which proposed budget shall be submitted for action at the annual meeting of the Congregation. At least fourteen (14) days prior to the Annual Meeting of the Congregation, a summary of the proposed budget will be distributed to the members of the Congregation in accordance with Article IV, Section 4. The full detailed proposed budget will be made available at the Business Office of the Congregation and will be distributed to each member who requests it.

ARTICLE VI

OFFICERS AND DUTIES

SECTION 1: The officers of the Congregation shall be the President, First, Second, and Third Vice-Presidents, Secretary, Treasurer/Chief Financial Officer, Immediate Past President, or the President Elect. These officers shall comprise the Executive Committee.

SECTION 2: The President, Vice-Presidents, Treasurer/Chief Financial Officer and Secretary shall be elected as prescribed in Section 3 below at the Annual Meeting or at a special Congregational meeting called for that purpose. Such special meeting shall take place no later than June 30th of any given year. Said officers shall assume office on July 1 following election and shall serve until their successors are elected and installed.

SECTION 3: The President, Vice-Presidents, Treasurer/Chief Financial Officer, and Secretary shall be elected by a majority of members present and voting. Nominations for President, Vice-Presidents; Treasurer/Chief Financial Officer, and Secretary shall be made by the Nominating Committee as specified in Article VII, Section 3.

Additional nominations may be submitted by a petition by twenty (20) or more members in good standing being submitted to the Board at least twenty-five (25) days prior to the meeting to elect officers.

SECTION 4: The term of office for all officers except the President Elect shall be two (2) years. The President Elect shall serve for a term of one (1) year.

Any President may be reelected to succeed him/herself in office for one term.

SECTION 5: A vacancy of any officer seat shall be determined by either three (3) consecutive absences without adequate excuse at regular noticed Board meetings, by resignation, or by apparent incapacity to serve as determined by two-thirds (2/3) of the Board of Representatives, or removal by recall.

Upon election to alternate office, the officer seat held by said individual shall become vacant.

In the event of a vacancy relating to the President, the Board shall elect an interim President from among the three Vice-Presidents until the next regular scheduled Congregational meeting.

In the event of a vacancy with respect to another elected office, the Board of Representatives shall by majority vote appoint an individual to fill the vacant office until the next regularly scheduled annual elections. If the election is in less than the time required for notice, the officer may be elected as a write-in candidate.

SECTION 6: An officer of the Congregation may be removed from office by written ballot at a recall meeting scheduled for that purpose as provided below. Upon written petition of ten percent (10%) of the members in good standing, submitted at the principal offices of the Congregation, a recall meeting shall be scheduled by the President. Notice of the meeting, giving the date, time, place, and issue to be considered, shall be distributed within ten (10) days from receipt of the petition to members at their addresses as they appear on the records of the Congregation. The meeting shall take place within twenty (20) to thirty-five (35) days from the date of distribution of the notice.

Recall must be approved by sixty percent (60%) of those present and voting. A quorum for recall purposes shall be ten percent (10%) of the total members (as defined in Article III, Section 3) in good standing as of fourteen (14) days prior to the meeting.

SECTION 7: The President shall preside over the Board of Representatives, publicly represent the Congregation, call special meetings, execute and sign appropriate legal documents, and perform all other duties incidental to the presiding officer. The President shall be a non-voting member of all committees.

SECTION 8: The Vice-Presidents in order of succession shall act in the President's absence and shall perform such other duties as may be imposed by law, by the Articles of Incorporation, or by these By-Laws, or as may be prescribed from time to time by resolution of the Board of Representatives.

Responsibilities of the Vice-Presidents are as follows:

- A. First Vice President shall be generally responsible for administration of the Congregation.
- B. Second Vice President shall be generally responsible for education of the Congregation.
- C. Third Vice President shall be generally responsible for fundraising for the

Congregation.

SECTION 9: The Secretary shall keep an accurate record of the transactions of all business meetings of this Congregation and the Board of Representatives, shall maintain a manual of all resolutions and a record of the vote on all issues voted upon by the Board.

The Secretary shall also perform such other duties as may be imposed by law, the Articles of Incorporation, or by these By-Laws, or as may be prescribed from time to time by the Board of Representatives.

The Secretary shall keep at the principal offices of the Congregation a copy of the Articles of Incorporation, By-Laws, and Resolutions as amended to date, available to all members at all reasonable times during office hours.

SECTION 10: The Treasurer/Chief Financial Officer shall:

- A. Oversee the major financial transactions of the Congregation and work with the Executive Director or others responsible for carrying out day to day operations.
- B. Coordinate and oversee the preparation of a proposed annual budget and budget summary to be presented at the Annual Meeting of the Members of the Congregation.
- C. Render a Financial Report at the Annual Meeting of Members of the Congregation and at such other times as may be requested by the Board.
- D. Keep a complete record of the finances of the Congregation, maintained at a place designated by the Board and report monthly to the Board of Representatives the financial condition of the Congregation.
- E. Perform such duties as may be imposed by law, by the Articles of Incorporation, or by these By-Laws, or as may be prescribed by Resolutions of the Board of Representatives.
- F. Will serve on the Finance Committee.

SECTION 11: The Immediate Past President shall be Parliamentarian to the Board of Representatives, shall serve on the Executive Committee, shall assist and be a resource to the Nominating Committee, and shall perform other duties as may be prescribed by the Board of Representatives.

ARTICLE VII

COMMITTEES, AUXILIARIES AND MEMBERS-AT-LARGE

SECTION 1: The Standing Committees and recognized Auxiliaries shall meet regularly and shall

each elect a Chairperson and a Vice Chairperson:

- A. Congregational Development
- B. Ritual
- C. Communications
- D. Social Action
- E. Adult Education
- F. Sisterhood
- G. Men's Club
- H. Youth Activities (There shall be two individuals who shall co-chair the Youth Activities Committee, one being an adult member with the second being the President of the High School Youth Group.
- I. Connectedness

Each Standing Committee and each recognized Auxiliary shall have the authority to establish subcommittees in furtherance of their purposes.

SECTION 2: Five Members-at-Large shall each carry out the duties and responsibilities assigned by the President and shall either form committees or join a standing committee.

SECTION 3: Staff committees to the Board shall be as follows:

- A. Nominating Committee
- B. Dues and Fees

SECTION 4: The Nominating Committee shall be selected by the Officers of the Board of Representatives.

- A. Term shall be for one (1) year except for one member who shall be retained for a second year. No member may serve more than two (2) consecutive years. Selection shall occur and be noted in the minutes of the January Board Meeting.
- B. The Nominating Committee shall have five (5) members no more than three (3) of them being current Board members. It shall also have first and second alternates who will serve if a member of the Nominating Committee is not able to serve his or her full term.
- C. The Nominating Committee shall be responsible for the following:

Selection of a proposed slate of officers, General Counsel-Legal and others where requested by the President or the Board of Representatives for election to the Board of Representatives. The proposed slate shall be distributed with the Notice of the Annual Meeting of the Congregation at least thirty (30) days prior to the election to the Board of Representatives.

SECTION 5: The Board of Representatives, in its own discretion, may appoint Ad Hoc Committees for specific purposes and activities according to the needs of the Congregation.

SECTION 6: All standing Committees', recognized Auxiliaries' and Members'-at-Large authority shall be determined by resolutions by the Board of Representatives.

SECTION 7: Any member in good standing may join any Standing Committee and/or recognized Auxiliary or Sub-Committee thereof in accordance with the policies and procedures of the Congregation.

SECTION 8: The Chairpersons of the Standing Committees and/or recognized Auxiliary (and in their absence the Vice-Chairpersons) along with the Members-at-Large, shall be Representatives to the Board of Representatives as set forth in Article V.

SECTION 9: If there is a name change to a Standing Committee and/or recognized Auxiliary without a substantial and material change in function and/or responsibility, and if the name change is approved by the majority vote of the Board of Representatives, then the Standing Committee and/or recognized Auxiliary name change would take effect without need for further action by the members or the Board of Representatives.

ARTICLE VIII

CLERGY

SECTION 1. The Chief/Senior Rabbi is the Spiritual leader of the Congregation. He/She shall primarily devote him or herself to serving the religious, educational and pastoral needs of the Congregation as defined by the Rabbi's contract He/She shall also aid in promoting the general welfare of the Congregation in other activities appropriate to his/her office, interests and abilities. Associate and Assistant Rabbis and the Cantor shall have the duties set forth in their contracts, policies and procedures and as assigned by the Chief/Rabbi and/or the Board of Representatives. There may be one or more Assistant or Associate Rabbis, and a Cantor who shall exercise all duties under the supervision of the Chief/Senior Rabbi.

SECTION 2: The relationship between the Chief/Senior Rabbi, Associate and Assistant Rabbis, Cantors and the Congregation shall be one of mutual confidence and esteem expressing itself in friendly cooperation. Such cooperation shall include agreement on a proper balance of emphasis on and attention to the tasks of the Rabbis and Cantor.

SECTION 3: The Rabbis and the Cantor shall at all times enjoy the freedom of his/her/their pulpit to preach and teach Judaism both in its fundamental essence and in its practical application, fostering opportunities to lead the Congregation in the study of the Torah.

SECTION 4: The Rabbis and the Cantor shall initiate and give direction to all programs of religious education. The Congregation shall afford its Rabbis and Cantor reasonable opportunity to enhance his/her/their scholarly competence by study and research.

SECTION 5: The Rabbis and the Cantor shall serve the pastoral needs of the Congregation by ministering to all those families and individuals who are in need of his/her/their services in times of joy and sorrow.

SECTION 6: The Rabbis and the Cantor shall be non-voting members of the Board of Representatives, the Executive Committee, and all committees.

SECTION 7: The Rabbis and the Cantor shall be selected by a Rabbinic/Cantorial (Clergy) Selection Committee appointed by the President of the Congregation with the approval of the Board of Representatives. This committee shall recommend to the Board of Representatives a Rabbi and/or Cantor to be selected and an accompanying employment contract. Upon approval of the Board of Representatives, this recommendation shall be presented to the Congregation at a regular or special meeting. A sixty percent (60%) vote of the members present shall be required for the initial election of a Rabbi and/or Cantor. With respect to any contract of employment of any Rabbi and/or Cantor, the Congregation and the Rabbi(s) and/or Cantor agree to deal with one another fairly and in good faith.

ARTICLE IX

PROFESSIONAL STAFF

SECTION 1: Upon approval of the Board of Representatives, the Congregation may hire an Administrator and/or Executive Director.

SECTION 2: Upon approval of the Board of Representatives, the Congregation may hire an Educator.

SECTION 3: Upon approval of the Board of Representatives, the Congregation may hire other professional staff.

ARTICLE X

RELIGIOUS SCHOOL

All children of members of the Congregation in good standing are eligible to receive instruction in the Religious School, subject to policies and guidelines approved by the Board of Representatives.

ARTICLE XI

CONDUCT OF BUSINESS

All business shall be conducted in accordance with the following order of precedents:

- A. The Articles of Incorporation of Congregation Shir Hadash;
- B. The By-Laws thereof;
- C. The resolutions duly passed by the Congregation at an Annual or Special Meeting;
- D. The resolutions and/or policies and procedures duly passed by the Board of Representatives;
- E. Committee regulations; and,
- F. The order and conduct of business as set forth by Roberts Rules of Order, newly revised.

ARTICLE XII

CONFLICT OF INTEREST

No congregant with a conflict of interest shall vote on a committee wherein they are paid by the Congregation in a capacity that is administered by said committee.

ARTICLE XIII

BY-LAWS

To implement these By-Laws, the Board of Representatives or the Congregation may duly pass enabling resolutions by the means provided herein.

ARTICLE XIV

DEFINITIONS

The following words shall have the meanings set forth:

SECTION 1: Board of Representatives: Board of Directors, as defined in the California Corporations Code for Nonprofit Religious Corporations.

SECTION 2: Distributed or Distribution of Notice: Notice by first-class mail or notice delivered personally or by telephone, including a voice messaging system or other system or technology designed to record and communicate messages, telegraph, facsimile, electronic mail, or other electronic means.

SECTION 3: Units of Membership: The unit of membership shall be either the individual or the family. Except as otherwise herein provided, the family unit shall reside in the same household. The family unit shall consist of (1) one or two adults with one or more dependent children or

other dependents or (2) two adults. Unmarried children and/or children who are not part of a registered domestic partnership unit and those that are not emancipated minors up to the age of twenty-five shall be included in the family unit (but not for voting purposes) wherever they reside.

SECTION 4: Members Entitled to Vote: See Article III, Section 3.

ARTICLE XV

INDEMNIFICATION

SECTION 1: The liability of the Representatives, i.e., the Directors of the Corporation, for monetary damages shall be eliminated to the fullest extent permissible under California law.

SECTION 2: The Corporation authorizes and agrees to provide indemnification of agents consistent with the requirements of Section 5238 of the California Corporations Code.

CERTIFICATE OF SECRETARY OF ADOPTION BY VOTE OF THE MEMBERS

THIS IS TO CERTIFY:

That I am the duly elected, qualified and acting Secretary of Congregation Shir Hadash and that the above and foregoing Restated By-Laws were submitted to the members at the Annual Meeting held on May 23, 2004, and recorded in the Minutes thereof, and that the Restated By-Laws were approved and adopted by the vote of at least sixty percent (60%) of the membership present and voting at the Annual Meeting.

Date: May 23, 2004

MYRA SLATOFF, Secretary