

To: CBE Membership

From: Joanna Pressman, Secretary

Re: Proposed By-Laws Amendments

The CBE Board of Trustees is recommending that CBE's By-Laws be amended to make the following changes:

- a. accelerate the reduction of the Board back to its pre-merger size of 21 (from 23); and
- b. change the name of the House Committee to the Buildings Committee.

In connection with the merger with Union Temple, CBE's By-Laws were amended to temporarily increase the size of the Board to 23 members, as well as to set aside four seats for legacy Union Temple members. Under the current By-Laws, both of these provisions will sunset at the end of the 2023-2024 fiscal year.

As a result of two Board departures this year, we are in a position to return the Board to its pre-merger size sooner while, importantly, retaining the representation of the Union Temple legacy membership with the same allocation of four Board seats.

The proposed committee name change is in keeping with CBE's expanded physical plant.

These proposed amendments will be presented for a vote at the June 7, 2022 Annual Meeting of the Membership. Pursuant to CBE's By-Laws, notice of the proposed amendments was given at a Special Meeting held on April 26, 2022.

The text of the proposed amendments is attached to this memo.

Proposed By-Laws Changes

Deleted text is struck through, new text is in all caps

Article IV, Section 1:

Size and Classification of Board of Trustees. The Congregation shall be governed by a Board of 21 Trustees. The Trustees shall be divided into three Classes, as equal as practicable, and the term of Trustees in each Class shall be for three years, unless the Trustee is filling a vacancy in the Board. In case of any reduction in the size of the Board, such change shall not shorten the term of then sitting Trustees in Classes with terms ending after the first annual meeting at which the reduction shall become effective, and such Trustees shall retain their office until their original term has ended. In the case of any reduction or increase in the size of the Board of Trustees, the Class of Trustees elected at the succeeding Annual Meetings shall consist of that number of new Trustees appropriate to eventually establish three Classes of as nearly equal numbers as practicable in light of the changed size in the entire Board of Trustees. Notwithstanding anything contained in this Section to the contrary, starting with the first fiscal year of the Congregation following the merger between the Congregation and Union Temple of Brooklyn (the "Merger") and continuing until the end of the third fiscal year of the Congregation following the Merger, ~~the size of the Board of Trustees of the Congregation will be expanded to 23 and~~ the Board of the Congregation will include four Trustees who were members of Union Temple of Brooklyn prior to the Merger (each, a "Legacy Union Temple Trustee").

Article VI, Section 2:

Standing Committees of the Congregation. The Congregation shall have the following standing committees: Nominating and Governance, ~~House~~BUILDINGS, Development, and Finance and Audit (each, a "Standing Committee"). Each Standing Committee shall be chaired or co-chaired by a Trustee designated by the President. Each Standing Committee shall consist of such number of members as shall be determined by the President, but in no event less than three members, including the committee chair. Members of the Standing Committees need not be Trustees and shall be appointed by the President. Members of each Standing Committee shall have a term of one year (or shorter period of time for appointments between Annual Meetings) expiring at the Annual Meeting of the Congregation next following his or her appointment.

Article VI, Section 4:

Duties and Functions of ~~House~~BUILDINGS Committee. The ~~House~~BUILDINGS Committee shall be responsible for supervision of the maintenance of, and all authorized improvements (including capital improvements) to, the buildings and grounds of the Congregation. The ~~House~~BUILDINGS Committee shall report, regularly, to the Executive Committee and to the Board of Trustees with regard to the status of the buildings and grounds of the Congregation, including necessary or desirable maintenance and improvements (capital or otherwise) so that the buildings and grounds shall at all times be in good repair and fit for their intended uses.