

-----X	:	
CONGREGATION BETH ELOHIM	:	
and	:	
UNION TEMPLE OF BROOKLYN	:	
Petitioners,	:	Index No. _____
	:	<u>VERIFIED PETITION</u>
For an Order Approving Their Merger under Section 208 of the Religious Corporations Law	:	
-----X	:	

Petitioner Congregation Beth Elohim and Petitioner Union Temple of Brooklyn respectfully state that:

1. (a) Petitioner Congregation Beth Elohim is a religious corporation organized under the New York Religious Corporations Law (“RCL”) whose articles of incorporation were filed in the Office of the Clerk of Kings County on February 9, 1862. A copy of the articles of incorporation of Congregation Beth Elohim is attached hereto as Exhibit A-1 and a copy of the Bylaws of Congregation Beth Elohim, as modified to reflect the approved terms of the Merger (as defined below), is attached hereto as Exhibit A-2.

(b) Petitioner Union Temple of Brooklyn is a religious corporation organized under the RCL whose articles of incorporation were filed in the Office of the Clerk of Kings County on September 1, 1921. A copy of the articles of incorporation of Union Temple of Brooklyn is attached hereto as Exhibit B-1 and a copy of the Bylaws of Union Temple of Brooklyn is attached hereto as Exhibit B-2.

(c) This petition is made in support of an application for an Order, under Section 208 of the RCL, approving the merger of Congregation Beth Elohim and Union Temple of Brooklyn, with the surviving corporation being Congregation Beth Elohim, as specified below (the “Merger”).

2. Pursuant to Section 208 of the RCL, the Merger was approved by the Board of Trustees and members of each of Congregation Beth Elohim and Union Temple of Brooklyn, as follows:

(a) (i) At a duly constituted meeting held on October 13, 2020, the Board of Trustees of Congregation Beth Elohim unanimously voted to approve the Merger in accordance with a term sheet setting forth the terms and agreement of the Merger (the “Term Sheet”) and to recommend the Merger to the membership of Congregation Beth Elohim for approval. The total number of Trustees is twenty-one (21). Per the Petitioner’s Bylaws, a majority of the Trustees then in office constitutes a quorum for the transaction of business (i.e., 11 Trustees). 21 Trustees were present at the meeting, constituting a quorum, and 21 Trustees voted to approve the resolutions.

(ii) By a greater than two-thirds vote of those members present in person and by proxy, the membership of Congregation Beth Elohim approved the Merger at a duly constituted meeting held on October 28, 2020, in accordance with the terms specified in the Term Sheet, and delegated authority to John Horowitz, President, and Tomer Inbar, Secretary, to negotiate and enter into a final Agreement of Merger consistent with the terms of the Term Sheet, and to take all such appropriate actions and execute, acknowledge, and deliver in the name and on behalf of Congregation Beth Elohim all such documents as they (acting individually or together) deem

necessary or desirable to finalize the Merger, including finalizing this Petition for an Order approving the Merger of Congregation Beth Elohim and Union Temple of Brooklyn. The total number of Members is 915. Per the Petitioner's Bylaws, the lesser of 30 voting Members or one-tenth of the total number of Members constitutes a quorum for the transaction of business. [●] voting Members, constituting a quorum, attended the meeting, in person or by proxy, and [●] voting Members approved the resolutions. Copies of the resolutions of the Trustees and members of Congregation Beth Elohim authorizing the Merger, each certified by the President and Secretary of Congregation Beth Elohim are attached as Exhibits C-1 and C-2, respectively. Copies of the Term Sheet and the executed Agreement of Merger are attached as Exhibit C-3 and C-4 respectively.

(b) (i) At a duly constituted meeting held on October 13, 2020, the Board of Trustees of Union Temple of Brooklyn voted to approve the Merger in accordance with the Term Sheet, with two Trustees abstaining, and recommend the Merger to the membership of Union Temple of Brooklyn for approval. The total number of Trustees is 31. Per the Petitioner's Bylaws, a majority of the Trustees then in office constitutes a quorum for the transaction of business (i.e., 16 Trustees). 25 Trustees were present at the meeting, constituting a quorum, and 23 Trustees voted to approve the resolutions, with two abstentions.

(ii) By a greater than two-thirds vote of those members present in person and by proxy, the membership of Union Temple of Brooklyn approved the Merger at a duly constituted meeting held on October 28, 2020, in accordance with the terms specified in the Term Sheet and delegated authority to the officers of Union Temple of Brooklyn to negotiate and enter into a final Agreement of Merger consistent with the terms of the Term Sheet and delegated Authority to Jeffrey Stein, President, to take all such appropriate actions and execute, acknowledge, and

deliver in the name on behalf of Union Temple, all such documents as he deems necessary or desirable to finalize the Merger, including finalizing this Petition for an Order approving the Merger of Congregation Beth Elohim and Union Temple of Brooklyn. The total number of Members is 252. Per the Petitioner's Bylaws, 10% constitutes a quorum for the transaction of business. [●] voting Members, constituting a quorum, attended the meeting, in person or by proxy, and [●] voting Members approved the resolutions. Copies of the resolutions of the Trustees and members of Union Temple of Brooklyn authorizing the Merger, each certified by the President and Secretary of Union Temple of Brooklyn, are attached as Exhibits D-1 and D-2, respectively.

3. Each of Congregation Beth Elohim and Union Temple of Brooklyn is a synagogue of the Jewish Faith and a member of the Reform movement of Judaism.

4. Congregation Beth Elohim's charitable and religious purposes are to promote the enduring and fundamental principles of Judaism; to ensure the continuity of the Jewish people; to support the well-being of the people of the State of Israel; to enable members to develop a relationship to the God of Israel through worship, study, assembly and good deeds; and to apply the principles of Reform Judaism to the values and conduct of the individual and communal life of its members.

5. The purposes of Union Temple of Brooklyn are similarly charitable and religious and are to promote the enduring and fundamental principles of Judaism and to ensure the continuity of the Jewish people; to enable its adherents to develop a relationship to God through communal worship, study and assembly; and to apply the principles of Reform Judaism to the values and conduct of the individual, the family and the society in which we live.

6. The charitable and religious purposes and objectives of Union Temple of Brooklyn are consistent with the charitable and religious purposes and objectives of Congregation Beth Elohim. There are no amendments or changes to the articles of incorporation of the surviving corporation, Congregation Beth Elohim, to be effected by this merger.

7. The purpose of the merger is to enable Petitioners to combine their resources and conduct similar religious activities more effectively and efficiently within the surviving corporation, and to create a vibrant center for progressive Jewish life in Brooklyn that responds to the evolving Jewish consciousness of today with a synagogue rooted in community and relationships, culture and ideas, learning for all ages, spirituality and wellness, food and gathering, and the quest for social justice and the healing of our earth.

8. A statement of the real property and liabilities of Congregation Beth Elohim as of September 30, 2020 is attached hereto as Exhibit E. A statement of the real property and liabilities of Union Temple of Brooklyn as of September 30, 2020 is attached hereto as Exhibit F. Neither Petitioner files IRS Forms 990 because both Petitioners are classified by the Internal Revenue Service as churches and are therefore exempt from the requirement to file IRS Forms 990.

9. As of the effective date of the Merger, Congregation Beth Elohim, the surviving corporation, will assume all of the property and all of the debts, liabilities, and other financial obligations of Union Temple of Brooklyn.

10. As of the effective date of the Merger, the current members of Union Temple of Brooklyn will become members of the surviving corporation, Congregation Beth Elohim, and shall be eligible for continuing membership in Congregation Beth Elohim in

accordance with the terms of the Agreement of Merger and the Bylaws and policies of the surviving corporation, Congregation Beth Elohim, as in effect from time to time.

11. The effective date of the Merger shall be the date of the filing of the Order approving the Merger with the Office of the Clerk of Kings County in accordance with Section 208 of the RCL.

12. The Merger is authorized by Section 208 of the RCL, pursuant to which both Petitioners were incorporated.

13. No governmental consents or approvals are required with respect to the Merger.

14. A list of the names and addresses of the Trustees of each Petitioner is attached as Exhibits G-1 and G-2 respectively.

15. No previous application has been made for the relief requested by this Petition.

WHEREFORE, Petitioners respectfully jointly request an order of this Court, pursuant to Section 208 of the RCL, approving the Merger and for such other and further relief as may be appropriate.

CONGREGATION BETH ELOHIM

By: _____
John Horowitz
President

UNION TEMPLE OF BROOKLYN

By: _____
Jeffrey Stein
President

VERIFICATION

STATE OF NEW YORK)
 :
COUNTY OF KINGS) ss.:

Tomer Inbar, being duly sworn, deposes and says:

that I am the Secretary of Congregation Beth Elohim, one of the Petitioners in the within action;
that I have read the foregoing Verified Petition and know the contents thereof, and that the same
are true to my own knowledge.

Tomer Inbar, Secretary

Sworn to before me this
__ day of _____, 2020

Notary Public

VERIFICATION

STATE OF NEW YORK)
 :
COUNTY OF KINGS) ss.:

Bob Newhouser, being duly sworn, deposes and says:

that I am the Secretary of Union Temple of Brooklyn, one of the Petitioners in the within action;
that I have read the foregoing Verified Petition and know the contents thereof, and that the same
are true to my own knowledge.

Bob Newhouser, Secretary

Sworn to before me this
__ day of _____, 2020

Notary Public

EXHIBIT LIST

Exhibit A-1 – Articles of Incorporation of Congregation Beth Elohim

Exhibit A-2 – Bylaws of Congregation Beth Elohim

Exhibit B-1 – Articles of Incorporation of Union Temple of Brooklyn

Exhibit B-2 – Bylaws of Union Temple of Brooklyn

Exhibit C-1 – Resolutions of the Trustees of Congregation Beth Elohim, Certified by the President and Secretary

Exhibit C-2 – Certified Resolutions of the Members of Congregation Beth Elohim, Certified by the President and Secretary

Exhibit C-3 – Term Sheet

Exhibit C-4 – Executed Agreement of Merger

Exhibit D-1 – Resolutions of the Trustees of Union Temple of Brooklyn, Certified by the President and Secretary

Exhibit D-2 – Resolutions of the Members of Union Temple of Brooklyn, Certified by the President and Secretary

Exhibit E – Statement of the Real Property and Liabilities of Congregation Beth Elohim as of September 30, 2020

Exhibit F – Statement of the Real Property and Liabilities of Union Temple of Brooklyn as of September 30, 2020

Exhibit G-1 – Names and Addresses of the Trustees of Congregation Beth Elohim

Exhibit G-2 – Names and Addresses of the Trustees of Union Temple of Brooklyn

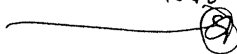
Exhibit A-1
Articles of Incorporation of Congregation Beth Elohim

ARTICLES OF INCORPORATION

OF

CONGREGATION BETH ELOHIM
(AS AMENDED THROUGH NOVEMBER 2009)

STATE OF NEW YORK
COUNTY OF KINGS
CITY OF BROOKLYN

orig filed Jan. 19TH 1860


We, the undersigned, two of the members of the Congregation hereafter mentioned do hereby certify that on the 9th day of February, 1862, the male persons of full age belonging to a congregation in which divine worship is celebrated according to the rites of The Hebrew Church and not already incorporated, met at the place of worship heretofore occupied by the said Congregation in the City of Brooklyn, in the said County and State for the purpose of incorporating themselves and electing trustees according to law. That fifteen days public notice had been given to the Congregation by a member thereof of the time when and place where the said election would be held previous to the day on which such election was held and such notification was also given for two successive days on which the said congregation statedly met for public worship preceding the day of election.

That the persons so assembled at the time and place aforesaid did then and there elect by plurality of voices MOSES HESS, SAMUEL HESS, ISIDORE NORDEN, HERRMAN GOLDSCHMIDT, N. HEFHERMER, SIGMOND ROSENBERG, GEORGE FALK, L. BLUMENAU and L. ALTMA YER as Trustees of the said Congregation and the said persons did then and there also determine by the like plurality of voices that the said Trustees and their successors should forever hereafter be called and known by the name or title of "THE TRUSTEES OF THE CONGREGATION BETH ELOHIM."

Witness our hands and seals this 24th day of February, 1862.

ARTICLES OF INCORPORATION2009

1

Signed and sealed Nathan Hess
 Samuel Rosenberg
In the presence of: John Hess

AMENDMENT I

SECTION 1. Purpose. Congregation Beth Elohim is organized exclusively for charitable, religious, and educational purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

SECTION 2. Activities. No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the purpose clause hereof. No substantial part of the activities of the organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of this document, the organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by an organization, contributions

to which are deductible under section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

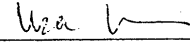
SECTION 3. Dissolution. Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not disposed of shall be disposed of by the Court of competent jurisdiction of the county in which the principal office of the organization is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

Signed:  Notary Public: 

David Kasakove, President
Name and Title

11/16/09
Date

DORIS G. TRAUB
Notary Public, State of New York
No. 24-001880
Qualified in Kings County
Commission Expires July 09, 2011

Signed: 

LISA UEBERMAN, VICE PRESIDENT
Name and Title

11/16/09
Date

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KIRK CLERK

FEE

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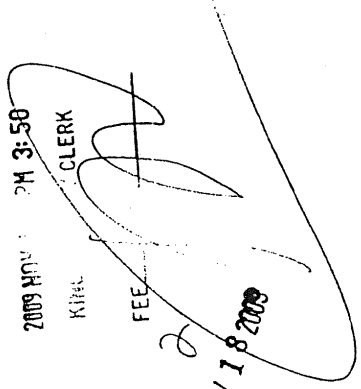
A large, stylized handwritten signature in black ink, written over the printed text.

Exhibit A-2
Bylaws of Congregation Beth Elohim

**BY-LAWS
OF
CONGREGATION BETH ELOHIM
BROOKLYN, NEW YORK
(As Amended: _____)**

**ARTICLE I
NAME AND PURPOSE**

1. **Name.** This corporation, organized September 29, 1861, and incorporated under the General Laws of the State of New York, shall be known as Congregation Beth Elohim of Brooklyn, New York.

2. **Purpose.** The purpose of this Congregation -- Beth Elohim, the House of God -- shall be to promote the enduring and fundamental principles of Judaism; to ensure the continuity of the Jewish people; to support the well being of the people of the State of Israel; to enable members to develop a relationship to the God of Israel through worship, study, assembly and good deeds; and to apply the principles of Reform Judaism to the values and conduct of the individual and communal life of its members.

**ARTICLE II
MEMBERSHIP**

1. **Eligibility.** Any person of the Jewish faith desirous of affiliating with a Reform Jewish congregation shall be eligible to become a member of the Congregation. A person is of the Jewish faith if he or she (a) was born of a Jewish mother or father or has become a Jew by choice according to the teaching and tenets of Jewish traditions; and (b) is not an adherent of another religious faith or sect. Any person not of the Jewish faith who resides in a household with at least one member of the Congregation of the Jewish faith and who wishes to participate in the communal life of the Congregation shall be eligible to be a member of the Congregation; provided, however, that, unless the Board of Trustees (sometimes referred to herein as the "Board") shall otherwise determine in any specific instance or in general, such member shall not be eligible to be a member of any committee dealing with Jewish ritual. A non-Jewish member who, after separation or divorce or as a surviving spouse, domestic partner or significant other, is still active in Congregational life may retain membership status in the Congregation.

2. **Membership Policies and Procedures.** Membership categories, application procedures, dues and assessments shall be established by the Board of Trustees. The Board shall from time to time designate membership units for the purposes of dues, assessments and other matters;

provided, however, that, in the absence of any different designation, a membership unit shall consist of (a) an individual unit, consisting of a single adult individual; and (b) the family unit, consisting of (i) two adults residing in a single household and all of their dependents, if any, residing in that household, or (ii) a single adult individual with one or more dependents residing in a single household. Each individual adult member and, in a family unit, each of two (but not more than two) adults admitted jointly to membership, shall individually be entitled to a full vote at meetings of members of the Congregation.

3. **Rights and Privileges.** Members shall have all rights and privileges of membership as may be established by the Board, subject to the fees, rules and regulations of the Congregation as may be established by the Board, including the rights to use and enjoy the facilities of the Congregation and to participate in its activities.

4. **Suspension and Termination.** Members shall remain in good standing by observing all rules and regulations of the Congregation and by timely paying all dues and assessments. Membership may be suspended or terminated by the Board for failure to pay dues or assessments in a timely manner, or for other good cause. Reinstatement after said suspension or termination shall be only by action of the Board of Trustees. The Board of Trustees, in its discretion, shall have the power to vary the rules and regulations regarding the amount and payment of dues in exceptional cases and may delegate such power to the President, the Executive Director or such other persons as it may from time to time determine.

5. **Resignation.** Any member of this Congregation who desires to resign from the Congregation shall notify the Board or its designee in writing. Resignation as a member shall not discharge or affect any dues, charges or fees owing by a resigned member who shall continue to remain responsible for the payment thereof; provided, however, that the Board of Trustees shall have the power to prorate the amount of annual dues owing by a member who resigns in the middle of a fiscal year in connection with resignations for justified cause, such as moving from the neighborhood.

ARTICLE III MEMBERSHIP MEETINGS

1. **Annual Meeting.** The Annual Meeting of the members of the Congregation shall be held each year at a date, place and hour to be fixed by the Board, for the election of Trustees and Officers and for the transaction of any other business of the Congregation. Unless otherwise required by law, notice shall be given of the Annual Meeting at least ten days prior to the date thereof; such notice shall be in such form and manner as the Board shall determine including electronic or written. The President of the Congregation shall present a report to the members at the Annual Meeting on the activities of the Board and the Board and Congregational Committees for the preceding year and the financial status of the Congregation.

2. **Special Meetings.** Special meetings of the members of the Congregation may be called at anytime by the President or the Board, or upon the written request of at least fifty members.

The written request shall state the purpose or purposes of the meeting, and shall be delivered to the Secretary of the Congregation. Notice of each Special Meeting of the members shall state the purpose or purposes for which the meeting is called. The place and time of the Special Meeting shall be set by the President or the Board of Trustees and given to members by mailing at least ten days prior to the date thereof, such notice to be in such form and manner, by mail, electronic communication or other forms of notice as the Board shall determine. Only the business stated in the notice shall be conducted at a special meeting.

3. **Quorum.** The lesser of 30 voting members (in the case of a family membership unit which includes two adults, each such adult shall be deemed a voting member for purposes of establishing a quorum and for purposes of determining members entitled to vote on all matters brought before the Congregation at an Annual or Special Meeting) or one-tenth of the total number of membership units of the Congregation (or such greater number as may be required by law) who are present in person or by proxy, shall constitute a quorum at any meeting of the members of the Congregation. Unless otherwise expressly provided herein or by law, a majority vote of the voting members present in person or by proxy at a meeting of the Congregation shall be sufficient to constitute Congregational action. The Secretary shall determine the form of proxy.

4. **Real Property.** Any proposal for the sale, mortgage, lease, or other transfer of all or substantially all of the real property assets of the Congregation shall require approval by a two-thirds vote of the members of the Congregation voting in person or by proxy at a meeting of the Congregation at which a quorum is present.

5. **Voting by Proxy.** Every member of the Congregation shall be entitled to vote by proxy on any matter on which such member is entitled to vote at any Annual or Special Meeting of the Congregation. To be valid, a proxy must be executed in writing by the member conferring the same and shall not be given to any person other than a member of the Congregation. No proxy shall be valid after the expiration of 11 months from the date of its execution. Every proxy shall be revocable at the pleasure of the member executing it.

ARTICLE IV BOARD OF TRUSTEES

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”).

2. **Election.** One nominee for each Trustee position in the Class of Trustees to be elected at each Annual Meeting shall be submitted to the Congregation by the Board of Trustees and Trustees shall be elected by plurality vote of the members of the Congregation attending such meeting in person or by proxy.

3. **Term Limits.** No member shall be eligible for election for more than two successive full three-year terms, except that such limitation shall not apply to a member who is nominated to the Executive Committee. A member, elected to fill the remaining term created by a vacancy as provided for in this Article, shall be eligible for election to a full 3-year term upon expiration of the term of the vacancy for which first elected, and shall be eligible for re-election to a second full-term. Any Trustee may resign from office at any time upon written notification to the Board. A Trustee may be removed at any time, with Cause, at any annual or Special Meeting of the Congregation, at which a quorum is present, by a majority vote of the members present at the meeting. “Cause” shall include, without limitation, a Trustee’s breach or neglect of his or her duties to the Congregation, incapacity, misconduct related or unrelated to his or her position as a Trustee, or failure to attend, without a valid reason, three or more consecutive duly convened meetings of the Board. Notice must be given in the call of the Annual or Special Meeting that a purpose of the meeting is voting on the removal of a Trustee, for Cause, and specifying in reasonable detail the nature of the alleged Cause.

4. **Vacancies.** The office of any Trustee shall be deemed vacant as the result of death, resignation from the Board, termination of membership in the Congregation, or removal by the Congregation for Cause.

5. **Filling Vacancies.** A vacancy created pursuant to Section 4 of this Article IV may be filled by the Board until the next Annual Meeting of the Members at which meeting the vacancy shall be filled by vote of the Members for the duration of the unexpired term. A vacancy created by an increase in the size of the Board shall be filled at the next Annual Meeting but any Trustee so elected shall only serve for the duration of the term of the Class of Directors to which he or she is elected.

6. **Qualifications.** Membership on the Board shall be reserved to members of the Congregation who are at least 18 years of age and who are of the Jewish faith.

7. **Duties and Powers.** Except as otherwise provided by law, the Board shall have entire charge, control, direction and management of the affairs of the Congregation and shall possess all of the rights and powers granted to it hereunder, by the Certificate of Incorporation and by law. The Board shall carry out all measures in its power to promote the interests of the

Congregation. The Board shall have all duties and responsibilities imposed on it hereby, by the Certificate of Incorporation and by law, including but not limited to the following:

(a) The Board of Trustees shall be responsible for the management of all of the properties, revenues and affairs of the Congregation. The Board of Trustees shall determine the strategic direction and policies of the Congregation and shall have responsibility for the Congregation's business and affairs and its property and revenue, in accordance with and subject to the provisions hereof and applicable law.

(b) The Board of Trustees shall be responsible for recommending to the Congregation the selection, compensation and termination of the Senior Rabbi. The Board of Trustees, in consultation with the Senior Rabbi, shall be responsible for the selection of all other members of the Clergy and determination of their compensation and other terms of employment.

(c) The Board of Trustees shall be responsible for selecting, fixing the terms of employment and terminating the Executive Director or equivalent senior management position (the "Executive Director") and, if appropriate, other senior members of the Congregation's staff.

(d) The Board of Trustees shall be responsible for setting and periodically re-evaluating the Congregation's mission and vision and, in concert with Clergy and staff, developing its goals, objectives, and performance metrics.

(e) The Board of Trustees shall be responsible for providing expertise, access and influence to support the Congregation's programs and activities.

(f) The Board of Trustees shall be responsible for assuring adequate financial resources for the Congregation, including working with staff to conduct regular financial needs assessments and goals and to develop and execute plans to meet fund-raising targets.

(g) The Board of Trustees shall be responsible for assuring adequate financial planning, monitoring and regulatory compliance, and for overseeing financial performance of the Congregation.

(h) The Board of Trustees shall be responsible for enhancing the Congregation's reputation in the community.

(i) The Board of Trustees shall be responsible for monitoring and evaluating performance in meeting the Congregation's goals and objectives and for evaluating and improving its own performance.

8. **Meetings.** The Board shall hold a regular meeting at least every other month, except as the Board may otherwise determine. Special meetings of the Board shall be held whenever called

by the President or the Executive Committee. Trustees may participate in a meeting of the Board or any 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 and to speak to each other. Participation by such means shall constitute presence in person at a meeting.

9. **Quorum.** At any meeting of the Board, a majority of the Trustees then in office shall constitute a quorum.

10. **Voting.** Except as otherwise provided by statute, or by the Certificate of Incorporation or by these By-Laws, a majority affirmative vote of the Trustees present at any meeting of the Board at which a quorum is present shall be necessary for the transaction of any item of business of the Board.

11. **Action without a Meeting.** Any action required by any statute or the Certificate of Incorporation or these By-Laws to be taken at a meeting of the Board, or any action which may be taken at a meeting of the Board, may be taken without a meeting if a consent in writing or transmitted electronically, setting forth the action so taken, shall be signed or otherwise agreed to by all of the members of the Board entitled to vote with respect to the subject matter thereof, and such consent shall have the same force and effect as a unanimous vote of the Board.

ARTICLE V OFFICERS

1. **Election.** The officers of the Congregation shall be the President, Secretary, Treasurer, and no less than four and no more than six Vice-Presidents, one of whom shall be designated the “Executive Vice President” (such number to be determined from time to time by the Board of Trustees). One nominee for each office (who shall be a sitting Trustee or a nominee for election to Trustee at the Annual Meeting) shall be submitted to the Congregation by the Board of Trustees at each Annual Meeting and officers shall be elected by plurality vote of the members of the Congregation attending such meeting in person or by proxy. The Board of Trustees may at any time appoint one or more Assistant Secretaries or Assistant Treasurers (who need not be Trustees). Staring with the first fiscal year of the Congregation following the Merger and continuing, at a minimum, until the end of the third fiscal year of the Congregation following the Merger, one Legacy Union Temple Trustee shall serve as a Vice-President of the Congregation.

2. **Term of Office; Term Limits.** The officers shall be elected for a one year term ending at the next succeeding Annual Meeting. No officer shall serve continuously in any one office for more than five years.

3. **Vacancy and Succession.**

(a) If the office of President is vacated by death, resignation or removal from office, the Executive Vice President shall assume the office of President until the Board of Trustees shall designate from among the officers an Interim President to serve until the next Annual Meeting of members of the Congregation.

(b) If any other office is vacated by death, resignation or removal from office, the Board of Trustees may, if it considers it desirable, designate a member of the Board of Trustees (including any officer) to serve in such office until the next Annual Meeting of members of the Congregation.

4. **Powers and Duties of Officers.**

(a) **President.** The President shall preside at all meetings of the Congregation and the Board and appoint all chairs of Committees of the Board and the Congregation, except as otherwise provided herein, or except as the Board may otherwise determine. The President, or a member of the Executive Committee designated by the President, shall be an ex-officio voting member of all Committees of the Board and all Standing Committees of the Congregation. The President shall have the power to call special meetings of the Congregation as herein provided, and to call special meetings of the Board. The President, or his/her designee, may sign and execute all authorized contracts and legal documents in the name of and on behalf of the Congregation as approved by the Board, and shall perform such other duties as may from time to time be assigned to him or her by the Board.

(b) **Vice Presidents.** The Vice-Presidents shall perform such duties as shall be assigned to them by the President, the Executive Committee or the Board.

(c) **Treasurer.** The Treasurer shall oversee the financial affairs in conjunction with professional staff and outside accountants, shall supervise the custody of all funds of the Congregation and shall be, or shall appoint members of the professional staff to be, the disbursing agent of the Congregation as authorized by the Board of Trustees, shall perform such other duties as are necessary to fulfill the office and shall deliver or cause to be delivered all financial records to a successor, when duly elected. The Treasurer shall chair or serve on the Audit Committee and the Investment Committee, if any, and on any other committee directly involving financial matters of the Congregation.

(d) **Secretary.** The Secretary shall be the custodian of the books, records and seal of the Congregation, and shall keep the By-Laws and record all amendments thereto and shall supervise the maintenance of a register showing the names and addresses of all members in good standing of the Congregation. The Secretary shall attend and keep the minutes of all meetings of the Congregation, the Executive Committee and of the Board, and shall deliver to his or her successor custody of the books, records and seal of the Congregation.

ARTICLE VI COMMITTEES

1. **Executive Committee.** The Executive Committee shall be a standing committee of the Board (a "Board Committee") and shall consist of the officers of the Congregation and such other members of the Board of Trustees as the President may designate. The President shall be chair of the Executive Committee. The Executive Committee shall coordinate the work of all of the Board Committees and Congregational Committees, recommend policy goals to the Board, oversee all institutional planning processes and programs and recommend strategic and other priorities to the Board. The Executive Committee shall periodically evaluate the performance of the Senior Rabbi and, in consultation with the Senior Rabbi, the performance of the other members of the Clergy. The Executive Committee shall have and may exercise during the intervals between meetings of the Board of Trustees, all of the powers of the Board in the management and control of the activities, property, business and affairs of the Congregation which are not specifically required by law or by these By-Laws to be exercised by the entire Board, provided that it shall not have the power to: (i) amend or repeal the By-Laws or adopt new By-Laws; (ii) fix compensation of the Executive Director; (iii) fill vacancies on the Board; (iv) amend or repeal any resolution of the Board which by its terms shall not be so amendable or repealed; (v) remove Trustees or change the number of Trustees; (vi) authorize indemnification for expenses; or (vii) file a petition for judicial dissolution.

2. **Standing Committees of the Congregation.** The Congregation shall have the following standing committees: Nominating and Governance, House, 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.

3. **Duties and Functions of Nominating and Governance Committee.**

(a) The Nominating and Governance Committee (the "Governance Committee") shall, at least thirty days before the Annual Meeting, nominate a candidate for each vacancy on the Board of Trustees that is to be filled at the Annual Meeting, and shall nominate candidates for each office. A list of such nominations shall be mailed or sent electronically to each member of the Congregation by the Secretary in the notice of each Annual Meeting. The Governance Committee shall designate the Class for which each candidate for Trustee is being nominated if there shall be vacancies in more than one Class of Trustees.

(b) Other nominations for the Board or for any officer position may be made by petition of at least fifty members, and filed with the Secretary of the Congregation at least ten

days before the Annual meeting. The Secretary shall mail or transmit electronically to each member of the Congregation, at least five days before the Annual Meeting, a list of all additional nominations for Trustees made by petition.

(c) The Governance Committee shall orient new board members, create opportunities for board member development, and identify qualified prospects from among the members of the Congregation for future committee membership and board or officer positions. The Governance Committee shall recommend to the Board rules of procedure for the conduct of meetings of the Board and the Congregation. The Governance Committee shall periodically review the By-Laws and make recommendations to the Board and Congregation for changes therein. The Governance Committee shall address issues of Trustee attendance or other Trustee concerns as necessary. The Governance Committee shall supervise annual evaluations, which may include self evaluations, of the performance of the Trustees and Officers.

4. **Duties and Functions of House Committee.** The House 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 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.

5. **Duties and Functions of Development Committee.** The Development Committee shall have responsibility for supervising all annual and capital fund raising for or on behalf of the Congregation. The Development Committee shall report to the Executive Committee and to the Board of Trustees with regard to the status of its current fund raising projects and with respect to any proposed fund raising projects.

6. **Duties and Functions of Finance Committee.** The Finance Committee shall be chaired or co-chaired by the Treasurer and shall have responsibility for the Congregational budget, finances and financial performance and planning, revenue collection and investments. The Finance Committee shall regularly review the Congregation's financial operating results and shall be responsible for the ongoing monitoring of financial status and making reports not less frequently than quarterly, along with their recommendations, to the Executive Committee and the Board with respect thereto. As needed, the Finance Committee shall monitor all endowments and other funds held in trust by the Congregation. The Finance Committee shall establish investment policies for these funds, including the selection of investment managers for these funds.

7. **Duties and Functions of Audit Committee.** The Audit Committee shall consist of the Treasurer (who may but need not be the chair or co-chair) and at least two other members of the Congregation (who may but need not be Trustees) who do not serve on the Finance Committee, and at least one of whom shall have financial expertise. The Audit Committee shall select an accounting firm to carry out an annual audit. The Audit Committee shall review the annual audit process and report to the Board on the results of the audit and whether, in the judgment of the Audit Committee, the audit was carried out in an unbiased and professional manner.

8. **Additional Committees of the Congregation.** In addition to the Standing Committees, there shall be such other additional committees of the Congregation, as determined from time to time by the Board of Trustees (“Additional Committees”), to implement and supervise the various functions of the Congregation. The Additional Committees may include, but not be limited to, the following: Ritual, Yachad, Membership, Congregational Care (including Chesed), Early Childhood, Jewish Learning/Adult Education, Youth, Choir, Ushers, Cemetery, Social Action and the Kehillah Project. The scope of responsibility and authority of each Additional Committee shall be determined by the Board. The President shall appoint the Chairs of the Additional Committees, each of which shall then appoint the members of their respective Committee, subject to the approval of the President. To the extent feasible and desirable, each Additional Committee shall include a Trustee (who may, but need not, be a chair or co-chair of the Committee), who shall, together with the chair or co-chairs of that Committee, act as liaison to the Board with regard to the Committee’s activities. Membership of any Additional Committee may include staff and non-members of the Congregation, if appropriate, and all Additional Committee members shall serve at the pleasure of the President or for such term as the President may from time to time establish.

9. **Special Committees and Task Forces.** The Board of Trustees, the Executive Committee or the President may, from time to time, establish special committees and task forces to plan, implement, supervise, coordinate and/or study and make recommendations with respect to any matter germane to the Congregation and its operation or provision of services. Membership on any special committee or task force shall not be limited to members of the Congregation or its staff. Each member of a special committee or task force shall serve at the pleasure of the body or Officer creating the same and each special committee or task force shall have a limited duration, as determined by the body or Officer creating the same.

10. **Policies and Procedures.** From time to time the Board of Trustees or the Executive Committee shall assign to one or more Board or Congregational Committees, or to a special committee or task force appointed for that purpose, or to the Executive Director, responsibility for establishing Congregational policies and procedures for any matter germane to the Congregation and its operation or provision of services or for revising existing Congregational policies and procedures.

ARTICLE VII DELEGATION OF DUTIES AND AUTHORITY

Except as otherwise expressly provided by these By-Laws, the Certificate of Incorporation or law, the Board of Trustees or the Executive Committee may delegate or approve the delegation (or revoke the delegation or approval of the delegation) of any of the duties and responsibilities of any of the Officers, Board Committees or Congregational Committees to appropriate members of the Congregation’s Clergy or staff, provided that any such delegation or approval of delegation shall also designate the Officer or Committee charged with supervision of the Clergy or staff’s performance of such duties and responsibilities.

ARTICLE VIII CLERGY

1. **Duties and Responsibilities.** There shall be a Senior Rabbi, who shall be the spiritual and religious leader of the Congregation and shall perform all services in fulfillment of that responsibility. There may be one or more Assistant or Associate Rabbis or other rabbis, and one or more Cantors or Cantorial Soloists. The Senior Rabbi shall supervise all other members of the Clergy in their exercise of their duties as Clergy. Any retired Rabbi of the Congregation may be designated Rabbi Emeritus by the Board of Trustees. The Clergy shall discharge their duties in consonance with the traditions of the Congregation and these By-Laws. The Clergy shall at all times enjoy the freedom of the pulpit. The Clergy shall seek the advice and guidance of the Board of Trustees and of the Congregation's Committees established to deal with spiritual and ritual matters in the performance of their services. The Senior Rabbi shall be an ex-officio, non-voting member of the Board of Trustees, and of all Board Committees, Congregational Committees, special committees and task forces that implicate his or her duties and office as Senior Rabbi of the Congregation or the duties and relationships of other members of the Clergy.

2. **Appointment.**

(a) The contractual term of appointment of the Clergy shall not exceed three years, except that the term of further employment of a Rabbi or Cantor who has served the Congregation for fifteen or more years may be for a longer period, subject to approval of the members of the Congregation at a membership meeting.

(b) The appointment, compensation and termination of the Senior Rabbi shall be determined by the members at a meeting of the members of the Congregation. The terms of employment of the Senior Rabbi by the Congregation shall be determined by the Executive Committee. All decisions regarding the appointment, tenure, removal, compensation, and benefits of the Clergy, other than the Senior Rabbi, shall be made by the Executive Committee in consultation with the Senior Rabbi, except as otherwise provided by applicable law.

(c) The assignment of duties, supervision, and evaluation, and the determination of all other rights and obligations, of the Clergy other than the Senior Rabbi (not otherwise specified by contract, board resolution or law), shall be made by the Senior Rabbi, in consultation with the Executive Committee and any other appropriate Congregational Committees.

ARTICLE IX

PROFESSIONAL STAFF

1. **Executive Director.** The Board may retain an executive director or other equivalent senior level position (the “Executive Director”) to manage the financial, facility and other day-to-day business of the Congregation, to supervise the Congregation’s staff, and to supervise such other affairs of the Congregation as are from time to time delegated by the Board. The Executive Director shall be an ex officio, non-voting member of the Board of Trustees. The Executive Director shall report to the President. The President, in consultation with the Executive Committee, shall supervise the performance of duties by the Executive Director, unless the Board of Trustees, by a 2/3 vote of the entire Board, shall determine to change the reporting duties and supervision of the Executive Director.

2. **Other Professional Staff.** The Board may retain or authorize the President, the Executive Committee or the Executive Director to retain such other professional staff as deemed necessary to carry out the day-to-day business of the Congregation. The Board may delegate supervision of any or all of the other professional staff to the President, the Executive Committee, the Executive Director or the Senior Rabbi, as appropriate.

ARTICLE X CONFLICT OF INTEREST

It shall be considered to be a conflict of interest if (a) a Trustee, a member of the clergy, or a member of the professional staff has existing or potential financial or other interests that impair, or might reasonably appear to impair, independent, unbiased judgment in the discharge of his or her fiduciary responsibilities to the Congregation, or (b) a Trustee, a member of the clergy, or a member of the professional staff is aware that a member of his or her immediate family, domestic partner or significant other has such existing or potential financial or other interests. All Trustees, clergy and professional staff shall disclose to the Board any possible conflict of interest at the earliest practical time. Furthermore, a Trustee shall absent him or herself from discussions of, and abstain from voting on, matters under consideration by the Board or its committees in which the Trustee has a conflict of interest and refrain from improperly influencing or attempting to influence the outcome. Any Trustee, clergy or professional staff who is uncertain whether a conflict of interest may exist in any matter may request that the Board or committee considering the matter resolve the question in his or her absence by majority vote.

ARTICLE XI INDEMNIFICATION AND INSURANCE

1. **Indemnification.** The Congregation shall indemnify every person who is or was a party, or is or was threatened to be made a party, to any action, suit, proceeding or investigation, whether civil, criminal or administrative, by reason of the fact that he or she is or was a Trustee

or officer of the Congregation or is or was serving at the request of the Congregation as a Director, Officer, agent or Trustee of another Congregation, partnership, joint venture, trust, employee benefit plan or other enterprise (any such person is herein referred to as an "Indemnitee"), against reasonable expenses (including reasonable attorneys' fees), judgments, fines and amounts paid in defense or settlement actually and necessarily incurred by the Indemnitee in connection with such action, suit, proceeding or investigation, or any appeal therein, to the fullest extent permitted by applicable law.

2. Procedure.

(a) An Indemnitee desirous of obtaining indemnification due under this Article shall submit a demand therefore in writing (the "Demand") to the Board. If such indemnification is payable under applicable law without the specific authorization of the Board, the Congregation shall pay such indemnification within thirty (30) days after the Indemnitee's Demand. In the event that, under applicable law, such indemnification may be made only by the specific authorization of the Board, a meeting of the Board of the Congregation (and the Members of the Congregation, if the Board so directs or if required by applicable law) shall be held within forty-five (45) days after the Demand, at which it shall be determined whether or not the Indemnitee has met the standard of conduct required by applicable law and, if a determination is made that the Indemnitee has met the standard of conduct of applicable law, such indemnification shall be paid within fifteen (15) days after such determination.

(b) Written notice of any determination hereunder shall be delivered to the Indemnitee within five (5) days after such determination is made and the Indemnitee shall have the right to appeal any adverse determination to any court of competent jurisdiction.

3. Expense Reimbursement. Actual and necessary expenses (including reasonable attorneys' fees and disbursements) incurred by an Indemnitee in defending or participating in any suit, action, proceeding or investigation described in this Article shall be paid by the Congregation in advance of the final disposition of such action, suit, proceeding or investigation within sixty (60) days after the Indemnitee's written request therefore and receipt by the Congregation of an undertaking, by or on behalf of the Indemnitee, to repay (a) such amount if it shall ultimately be determined that such Indemnitee is not entitled to be indemnified by the Congregation, or (b) the amount by which any advances made hereunder exceed either (A) the amounts for which the Indemnitee is entitled to be indemnified or (B) any amounts of indemnification allowed by any court of competent jurisdiction.

4. Demand for Indemnification. Any Demand for indemnification, request for advancement of expenses or notice of determination required or permitted to be given under this Article shall be deemed given upon personal delivery or three (3) days after depositing in the United States mail, certified or registered mail, postage prepaid, if to the Congregation, at its principal office, or if to an Indemnitee, to the home or business address of such Indemnitee as reflected in the Congregation's records.

5. **Severability.** The provisions of this Article XI shall be severable and if any clause, sentence, paragraph, section or other part hereof shall be adjudged by any court of competent jurisdiction to be illegal, invalid or unenforceable, such judgment shall not affect, impair or invalidate the remainder hereof, which remainder shall continue in full force and effect.

ARTICLE XII MISCELLANEOUS

1. **Prevailing Law.** In any event not covered by these By-Laws or any conflict between the provisions of the By-Laws and the laws of the State of New York governing religious corporations or the business or affairs of the Congregation, the provisions of said laws shall be controlling.

2. **Fiscal Year.** The fiscal year of the Congregation shall commence on July 1st of each year.

ARTICLE XIII AMENDMENT

These By-Laws may be adopted or amended by a vote of two thirds of those members present in person and by proxy at a duly called Annual or Special Meeting of members of the Congregation; provided that prior notice of the proposed adoption or amendment of the By-Laws, embodying such By-Laws or amendments, has been given in the notice of such Annual or Special Meeting and has openly been given at a prior Annual or Special Meeting of members of the Congregation.

ARTICLE XIV DISSOLUTION

Upon the dissolution of Congregation Beth Elohim, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose.

Exhibit B-1
Articles of Incorporation of Union Temple of Brooklyn

Exhibit B-2
Bylaws of Union Temple of Brooklyn

Exhibit C-1
Resolutions of the Trustees of Congregation Beth Elohim
Certified by the President and Secretary

Exhibit C-2
Resolutions of the Members of Congregation Beth Elohim
Certified by the President and Secretary

Exhibit C-3
Term Sheet

Exhibit C-4
Executed Agreement of Merger

Exhibit D-1
Resolutions of the Trustees of Union Temple of Brooklyn
Certified by the President and Secretary

Exhibit D-2
Resolutions of the Members of Union Temple of Brooklyn
Certified by the President and Secretary

Exhibit E
Statement of the Real Property and Liabilities of Congregation Beth Elohim as of
August 31, 2020

Congregation Beth Elohim

Balance Sheet

As of Date: 08/31/2020

Numbers in Thousands

	8/31/2020
Assets	
Current Assets	
Payroll Accounts	20
Petty Cash Accounts	2
SNB Operating and Money Market Accounts	2,203
Investment Account	12
Cash and Cash Equivalents	2,238
Accounts and Pledges Receivable	278
Prepaid Expenses	13
Total Current Assets	2,526
Fixed Assets	
Fixed Assets Net	6,508
Total Fixed Assets	6,508 *
Other Assets	
Employee Loan	350
CBE Pension Plan	1,081
Total Other Assets	1,431
Total Assets	10,464
Liabilities & Net Assets	
Liabilities	
Current Liabilities	
Accounts Payable and Accrued Expenses	522
Line of Credit	0
Post Retirement Benefits	225
Deferred Income	1
PPP Payroll Loan	1,081
Total Current Liabilities	1,838
Long Term Liabilities	
CBE Pension Plan	1,081
Mortgage Loan HVB	997
Boiler Loan	4
Construction Loan - HVB	-
Total Long Term Liabilities	2,082
Total Liabilities	3,920
Net Assets	
Net Assets	6,543
Total Net Assets	6,543
Total Liabilities & Net Assets	10,464

* Note: Depreciation included above.

* In addition to the above net fixed asset amounts, the most recent market value of the Temple House building based on the most recent mortgage appraisal is approximately \$19 million.

Exhibit F
Statement of the Real Property and Liabilities of Union Temple of Brooklyn as of
August 31, 2020

	<u>Aug 31, 20</u>
ASSETS	
Current Assets	
Checking/Savings	
1000 - Cash - Unrestricted	275,649.17
1108 - Cash & Invest. - Restricted	<u>93,839.94</u>
Total Checking/Savings	369,489.11
Accounts Receivable	
1200 - Accounts Receivable	<u>899,453.79</u>
Total Accounts Receivable	899,453.79
Other Current Assets	
1300 - Prepaid Insurance & Expenses	82,234.98
1302 - Transfer	-9.47
1303 - UBS INVESTMENT	527,498.08
1304 - Other Receivables	3,849.84
1309 - Due from Members	<u>98,556.52</u>
Total Other Current Assets	<u>712,129.95</u>
Total Current Assets	1,981,072.85
Fixed Assets	
1400 - Sidewalk Improvement	17,480.00
1401 - Preschool Equip & Improvements	60,112.88
1402 - Leasehold Improvement	580,677.51
1403 - Land & Build	922,310.00
1405 - Improvements to Building	1,593,843.57
1406 - Equipment	19,965.81
1407 - Accumulated Depreciation	<u>-595,884.58</u>
Total Fixed Assets	2,598,505.19
Other Assets	
1502 - R. Dreyfus Design	-6,458.19
1504 - Due from General Fund	-0.49
1508 - Cemetery Plots	<u>7,820.00</u>
Total Other Assets	<u>1,361.32</u>
TOTAL ASSETS	<u><u>4,580,939.36</u></u>
LIABILITIES & EQUITY	
Liabilities	
Current Liabilities	
Accounts Payable	
2000 - Accounts Payable	<u>704,088.11</u>
Total Accounts Payable	704,088.11
Other Current Liabilities	
2129 - PPP- PAYROLL PROTECTION FED...	316,310.00
2103 - 150th Anniver. A/C	-366.85
2104 - Brotherhood of Union Temple	28.00

	<u>Aug 31, 20</u>
2108 - Income Received in Advance	387,524.82
2110 - Rabbi's Discretionary	27,857.00
2111 - Sisterhood of Union Temple	787.50
2115 - URJ DUES Payable	2.00
2118 - UT-Payroll Tax Liabilities	-139,994.59
2119 - PS-Payroll Tax Liabilities	<u>135,305.15</u>
Total Other Current Liabilities	<u>727,453.03</u>
Total Current Liabilities	<u>1,431,541.14</u>
Total Liabilities	<u>1,431,541.14</u>
Equity	
3901 - Designated Fund Balance	20,543.31
3902 - Opening Bal Equity	567,728.78
3903 - Nachman Fund Balance	57,186.34
3904 - Sherer Fund Balance	88,677.86
3905 - Cemetery Fund Balance	7,820.00
2620 - Plant Fund Balance	1,197,314.22
3900 - Retained Earnings	1,168,807.30
3910 - General Fund Balance	204,237.96
Net Income	<u>-162,917.55</u>
Total Equity	<u>3,149,398.22</u>
TOTAL LIABILITIES & EQUITY	<u><u>4,580,939.36</u></u>

***Note: Depreciation included above.**

**The most recent appraisal of the building
Based on "as is" condition is \$12 million.**

Exhibit G-1**Names and Addresses of the Trustees of Congregation Beth Elohim**

Name	Title	Address
Robin Baker	Trustee	135 Eastern Parkway, Apt 2A1, Brooklyn, NY 11238
Esta Bigler	Trustee	156 Westminster Road, Brooklyn, NY 11218
Cindy Caplan	Trustee	366 5th Street, Brooklyn, NY 11215
Neil Corwin	Trustee	557 4th Street, #2L, Brooklyn, NY 11215
Jennifer Ford	Trustee, Vice President	557 4th Street #3L, Brooklyn, NY 11215
Jack Frishberg	Trustee, Treasurer	594 7th Street, Brooklyn, NY 11215
Barbara Grossman	Trustee	114 Prospect Park West Brooklyn, NY 11215
John Horowitz	Trustee, President	287 Garfield Place, Brooklyn, NY 11215
Tomer Inbar	Trustee, Secretary	411 4th Street, Brooklyn, NY 11215
Gale Kaufman	Trustee	388 4th Street, Brooklyn, NY 11225
Leslie Lewin	Trustee	261 Garfield Place, Apt. 1, Brooklyn, NY 11225
Lisa Lieberman	Trustee, Vice President	438 12th Street, #2C, Brooklyn, NY 11215
Danielle Mindlin	Trustee	433 3rd Street, Brooklyn, NY 11215
Lou Mintz	Trustee, Vice President	20 Fiske Place, Brooklyn, NY 11215
Joanna Pressman	Trustee	511 8th Street, #2R, Brooklyn, NY 11215
Jonathan Rosen	Trustee	444 12th Street, #4B, Brooklyn, NY 11215
Jeremy Schwartz	Trustee	949 President Street, #2R, Brooklyn, NY 11215
Molly Silberberg	Trustee	170 Prospect Place, Apt 3B, Brooklyn, NY 11238
Jonathan Spear	Trustee	41 Eastern Parkway, #9D, Brooklyn, NY 11238
Marc Sternberg	Trustee	119 St. John's Place, Brooklyn, NY 11217

Exhibit G-2

Names and Addresses of the Trustees of Union Temple of Brooklyn