

The By-Laws of The Carlebach Shul – Congregation Kehilath Jacob (which may hereinafter from time to time be referred to herein, as it is already in such By-Laws, as the “Congregation” or the “Organization”) are hereby amended to add the following Article and Sections:

ARTICLE XI – ELECTRONIC (E-MAIL) NOTICE AND PARTICIPATION IN MEETINGS VIA ZOOM

Section 11-1. Notice by E-mail:

(1) Wherever these By-Laws require or permit the giving or mailing of written notice to members, Officers (including any Secretary of the Organization), a Trustee, the Board of Trustees or anyone else, such notice shall be deemed given if transmitted by electronic mail (e-mail) to the email address of each such member, Officer, Trustee or other such party or parties, and from such party or parties required or permitted to give such notice; provided, however, that the email address of any such sender or recipient is the address as it appears in the membership roll book or in other books or records, in hard copy or electronically, maintained in the office of the Congregation.

(2) It is the responsibility of each member, Officer and Trustee to provide the office of the Congregation an email address at which such member, Officer or Trustee can be reached and in any case where any such member, Officer or Trustee has failed to do so, notice shall be deemed to have been given to such person(s) by the posting of a hard copy thereof in the building of the Congregation, in a public place that is widely visible to all passersby, no later than the last date required by these By-Laws for such notice to be given.

Section 11-2. Attendance at Membership Meetings by Zoom:

(1) As provided in Section 3-5 (1) hereof, a membership meeting can not be convened unless a quorum is present, which is defined in such Section as ten (10%) of the members in good standing as of the record date for such membership meeting. Wherever these By-Laws require or permit a meeting of the members, as long as at least one-half of the quorum of members for such meeting, plus one more member, are physically present in the room when the meeting takes place, any remaining number of members necessary to constitute the full quorum for such meeting may be deemed to be present at such meeting for all purposes under these By-Laws, except as noted below, and be counted toward the quorum, if they are receiving on a computer or other digital device a live audio-video stream of the meeting and such participation may be visible on the screen of a computer or digital device from which the meeting is being disseminated live via Zoom (which term, wherever used in this Article, shall include any other comparable live streaming audio-video transmission application or computer program).

(2) Whenever these By-Laws concerning a membership meeting require or permit (a) a voice ballot, (b) a closed ballot, (c) a minimum of five members to request that a question may be voted upon by closed ballot, (d) a majority present to overrule the meeting chair on whether a question may be voted upon by closed ballot or voice ballot, (e) members of a committee of three to be appointed by the chair of such meeting to certify the results of any closed balloting, or (f) the nomination at a nominating meeting by a member in good standing of another member in good standing for election to an open Trustee position at the forthcoming annual election meeting, in each case, except as explicitly provided in Section 3-8 hereof, only those physically present in the room when the meeting is taking place, and not those deemed to be present pursuant to the provisions of Section 11-2 (1) above, may be considered to be a member in attendance at such meeting for such enumerated purposes, except that any member in good standing eligible to be elected to an open Trustee position at the forthcoming annual election meeting may be nominated by a member in good standing physically present at a nominating meeting even though the person being nominated is not either physically present or deemed to be present at such nominating meeting provided such nominee has previously submitted to the office of the Congregation or has another member in good standing who is physically present at such nominating meeting submit on such nominee's behalf, a signed and dated letter informing the membership that such nominee is interested in being a candidate for such Trustee position at such election meeting.

Section 11-3. Attendance at Meetings of the Trustees by Zoom: Wherever these By-Laws require or permit a meeting of the Board of Trustees, a committee thereof or an *ad-hoc* group of Trustees, such meeting may be held exclusively or in part via Zoom, and any Trustee may be counted toward any quorum if they are receiving on a computer or other digital device a live audio stream of the meeting and such participation of such Trustee is visible on the screens of a computer or digital device of the other participating Trustees.

Section 11-4. Application: All provisions of this Article shall apply notwithstanding any other provision of the other Articles of these By-Laws that may be in conflict or inconsistent with the provision of this Article. Notwithstanding the provisions of this Article, none of the provisions of this Article shall be deemed to apply to any matter addressed in or relative to Article VI hereof, with respect to which all writings, charges, service, and notice, shall continue to be required to be delivered in hard copy written form, and as otherwise specified in such Article VI; and all hearings referenced in or relative to such Article VI shall be held only with the physical, face to face presence in the same room at the same time of each person and all persons required or permitted by such Article to attend such hearing.