

# **CONGREGATION BETH ISRAEL**

## **PROCEDURES FOR PROXY VOTING**

The Board of Trustees (the "Board") of Congregation Beth Israel ("CBI") established on November 4, 2008 procedures to implement the terms of Article II, Section 6(g) of the CBI Constitution, concerning proxy voting. The procedures for proxy voting are as follows:

### **I. Circumstances for Proxy Voting**

A. A proxy vote ("Proxy Vote") is a written direction given by a Membership Unit of CBI to the President of CBI, or other officer of CBI, presiding at a general membership meeting (as defined in Article II, Section 2, Section 4(a) and Section 6(a) of the CBI Constitution), to vote on a particular specified matter, in a particular way, in such general membership meeting. All Proxy Votes under these Procedures for Proxy Voting will be deemed to be exercised by the President of CBI, or in his or her absence, other officer of CBI, presiding at any such general membership meeting.

B. A Proxy Vote will only be considered for matters eligible for a vote at general membership meetings as provided in Article II, Section 4(a) and Section 6(a) of the CBI Constitution.

C. A Proxy Vote will only be considered where the Membership Unit eligible to vote in a general membership meeting (as defined in Article II, Section 2, Section 4(a) and Section 6(a) of the CBI Constitution) is unable to attend the applicable general membership meeting due to illness, or because all adults in the Membership Unit are away from their residence for business reasons or vacation.

D. Proxy Votes do not count toward the quorum required by Article II, Section 6(d) of the CBI Constitution.

## **II. Procedures for Proxy Voting**

A. All Proxy Votes must be transmitted to CBI in writing (typed or handwritten) or transmitted by e-mail.

B. Only one Proxy Vote will be permitted per each Membership Unit. In the event that more than one Proxy Vote is received for a Membership Unit, only the Proxy Vote first received for that Membership Unit, assuming it is otherwise properly and timely submitted, shall be counted.

C. All Proxy Votes must contain a reason why the Membership Unit cannot attend the general membership meeting for which the Proxy Vote is submitted, consistent with paragraph I.C of these Procedures for Proxy Voting.

D. All written Proxy Votes (typed or handwritten) must be received by the CBI Office no later than six calendar days prior to the vote for which the Proxy Vote is submitted. All written Proxy Votes (typed or handwritten) will be date-stamped by the CBI Office upon receipt.

E. All Proxy Votes submitted by e-mail must be sent to [execdir@cbinj.org](mailto:execdir@cbinj.org) so as to be received during CBI's office hours, no later than six calendar days prior to the vote for which the Proxy Vote is submitted. Proxy Votes submitted by e-mail will be printed out and date-stamped on the date of receipt via e-mail.

F. The Executive Vice President of CBI will review all Proxy Votes to determine whether they meet the requirements of paragraph I.C and paragraph II.A-E of these Procedures for Proxy Voting. No later than four days prior to the vote for which any Proxy Vote is

submitted, the Executive Vice President of CBI will cause the Membership Units submitting all such Proxy Votes to be given written notice as to whether their Proxy Votes will be accepted as meeting the requirements of paragraph I.C and II.A-E of these Procedures for Proxy Voting.

G. In the event a Membership Unit that submitted a Proxy Vote for a particular matter appears in person at the applicable general membership meeting, the Proxy Vote will be deemed withdrawn and void. A Membership Unit may also withdraw its Proxy Vote by sending written notice of such withdrawal in writing or by e-mail so as to be received by the CBI office no later than 24 hours prior to the applicable general membership meeting for which the Proxy Vote was submitted.

H. In the event a matter requiring a vote for which a Proxy Vote has been submitted, or the applicable general membership meeting, is adjourned, re-scheduled or cancelled without a vote being taken, the Proxy Vote will be deemed a nullity and void. The Membership Unit submitting such Proxy Vote will be given written notice by CBI of any new date for such general membership meeting or matter to be voted on, and may appear in person to vote or submit a new Proxy Vote in accordance with these Procedures for Proxy Voting.

I. In the event of any dispute or question as to the validity or exercise of any Proxy Vote under these Procedures for Proxy Voting, such dispute or question shall be resolved by a 2/3 majority vote of the Executive Committee of CBI.

Dated: November 4, 2008