SPS COMMITTEES AND ORGANIZATIONAL DOCUMENT

Pursuant to Article XI, Section 2 of the Constitution of Sutton Place Synagogue ("SPS" or the "Synagogue"), the President has submitted, and the Board of Trustees has approved, this document called the "SPS Committees and Organizational Document." This document and its terms and provisions shall become effective July 1, 2016 and shall thereafter continue to be effective until amended and/or extended as provided in Article XI, Section 5 of the Constitution. One of the purposes of this document is to facilitate performance under the Constitution without the need to formally amend the Constitution should any of subject matters change.

Strategic Plan

This document is also to be considered a working document, the purpose of which is intended to execute the Strategic Plan approved by the Synagogue's Congregation (the "Congregation") in June 2014. That Strategic Plan developed the following Mission Statement:

"Sutton Place Synagogue is a vibrant congregation, affiliated with the Conservative movement, where people of all ages and backgrounds engage in learning Torah and acts of Tzedakah and participate in meaningful expressions of prayer in an effort to strengthen their personal Jewish identity and to connect membership with the greater Jewish community, Israel and the global community in which we live."

Pillars

In accordance with Article X, Section 4 of the Constitution, the Executive Committee shall appoint Vice Presidents to oversee each of the following Pillars:

- Community/Chesed
- Tefillah
- Torah & Learning
- Development
- Finance

The vision for each Pillar:

Community/Chesed - We (SPS) are a spiritual, sacred and welcoming community where we come together to celebrate life's joys and reach out in times of need to those within our walls and beyond our doors.

Tefillah - We believe our worship environment is rooted in traditional Jewish prayer that continues to awaken each individual's spiritual growth.

Torah & Learning - We foster a community of learners who seek to understand what it means to be Jewish and how to live a meaningful life that is rooted in Torah and Jewish tradition by providing outstanding schools for our youth and a variety of learning opportunities for people of all ages, backgrounds and availability.

Development - We seek to maintain financial security through the generosity of our Members and cultivate a strong donor culture among our Members through personal connections that accomplishes both our short and long- term goals which reflect our Congregation's core values and create a sense of shared ownership and pride in our sacred community.

Finance - We seek to maintain financial stability by carefully monitoring all fiscal transactions and attempting to ensure the accuracy and transparency in all our financial reporting to our Congregation.

General Requirements for Committees

1. A Member of a Committee must, as required in Article XI of the Constitution, be a Member in good standing of the Congregation at the time of her/his appointment and at all other times during her/his service. The following are requirements for specific Committees,

a. Member of the Legal Committee: A person must be admitted to the Bar of the State of New York or have retired therefrom.

b. Member of the Religious Observance Committee: A person shall have demonstrated her/his knowledge of Jewish law and customs in general and the intricacies of the conduct of a prayer service.

c. Member of the Audit, Finance and Budget Committee: A person should be proficient and have knowledge of economics, finance/investment or accounting.

2. The Chairperson of a Committee shall appoint its Members in accordance with the following:

a. To facilitate such appointments the Chairperson shall consult with the Vice President of the corresponding Pillar if her/his Committee has been assigned to that Vice President, other Officers, Trustees, Clergy, Executive Director and Members of the Congregation for advice in determining the names of suggested Members for her/his Committee and then submit the Chairperson's recommendations as to Members to the President, who may then make his/her own recommendations to the Chairperson. In addition, each year within fifteen (15) days after the Annual Meeting, the President shall cause a written notice to be sent by electronic means or regular mail to Members of the Congregation setting forth the names of the Committees and inquiring as to the interest of the Member of the Congregation in joining a specific Committee or Committees, but setting forth no more than three (3) and in order of preference. The President shall thereafter promptly notify the Chairperson of the names of a Member or Members of the Congregation who has or have expressed an interest in joining the Chairperson' Committee,

b. After the initial appointments of Members to a Chairperson's Committee, the Chairperson may, from time to time thereafter, appoint additional Members to her/his Committee, whether as a new Member or as a replacement for a former Member.

c. After a Chairperson has chosen a Member of the Congregation for appointment to her/his Committee, she/he shall promptly request the Secretary-Treasurer to send a written notice by electronic means or regular mail to such Member of the Congregation as to her/his appointment to the Committee and shall request that the Member's appointment be reported in the next Synagogue Bulletin.

d. Each new Member of a Committee shall serve as such for the balance of the fiscal year in which she/he was appointed. Thereafter, the Member shall serve at the pleasure of the Chairperson or until she/he ceases to be a Member in good standing of the

Congregation, ceases to meet a specific requirement for membership as provided in Section 1 above if applicable, resigns or dies, there being no term limits for service on a Committee.

e. In appointing Members of her/his Committee (except with respect to the Legal Committee) a Chairperson shall, to the extent feasible, appoint some members who are currently serving as Trustees to her/his Committee.

3. The Chairperson of a Committee shall initially determine the size of her/his Committee and may, from time to time thereafter, change the number of Members of her/his Committee; provided that, initially and thereafter whenever a change is made, she/he shall notify promptly the President.

4. Each Committee may establish subcommittees to fulfill its responsibilities.

5. Each Committee (other than the Legal, Building and Systems and Personnel and Policy Committees, each of which shall meet on an as needed basis as shall be determined by the Chairperson, the Board of Trustees or the Executive Committee) shall, to the extent feasible, meet once every two months or as often as necessary. To the extent feasible, not less than one (1) week prior to the meeting of a Committee, its Chairperson shall prepare and distribute to its Members an agenda together with a copy of the minutes of the last meeting.

6. Each Committee shall designate, from among its Members, an individual who shall act as the secretary to take minutes of the meetings of the Committee. Such minutes shall state any determined actions and any recommendations to the Board. A copy of the minutes shall be submitted to the Secretary-Treasurer, to the extent feasible, within ten (10) days after the meeting.

7. Notwithstanding any other provision in this document (a) all employment contracts and major capital improvements must have the prior approval of the Audit, Finance and Budget, the Personnel and Policy and the Executive Committees, as applicable, before submission to the Board of Trustees and (b) nothing elsewhere in this Document is intended to imply that approval by the Board of Trustees is not required by the Constitution or by law after the respective Committee(s) approval(s)

Responsibilities of the SPS Committees

Effective July 1st, 2016, the Committees and their responsibilities shall be as follows:

1. The Adult Education Committee shall be responsible for developing a program of education for the adults of the Congregation and the Jewish community. This Committee shall also determine policy, rules and regulations for the administration of the program.

2. The Audit, Finance and Budget Committee shall conduct periodic reviews of the financial operations of the Synagogue, including that of the Jackson Religious School, the Kaplan Nursery School and all auxiliary organizations; shall oversee the audit of the books, records and accounts of the Synagogue; shall review all bank records, investments and other assets, if any, of the Synagogue; shall report its findings (Including recommendations), from time to time, and at meetings of the Executive Committee and/or Board of Trustees. It shall draft and present to the Executive

Committee a proposed budget for the next fiscal year. The Committee shall approve compensation in employment contracts for all Clergy, the Executive Director and senior staff with employment contracts, subject to the approval of the Executive Committee. It shall recommend to the Executive Committee the names and qualifications of independent auditing firms to conduct and report upon independent audits of the financial affairs and the books and records of the Synagogue. The Committee shall review such independent auditors' reports and transmit them to the Executive Committee. The Secretary-Treasurer shall be a voting member of this Committee. The Executive Director, who has responsibility for administering the Budget, shall assist this Committee.

3. The Building and Systems Committee shall be charged with responsibility for the maintenance of the buildings owned and/or leased by the Synagogue, their equipment and furnishings and with preparing and submitting all plans for renovations, remodeling or altering the same. The Committee shall be responsible for overseeing the maintenance of the Synagogue's other facilities and systems, including structural, plumbing, electrical, mechanical, technological and safety systems. It shall work with the Synagogue's Executive Director in engaging engineers, consultants and architects to prepare specifications for replacements, capital improvements and expansion projects, all subject to the approval of the Executive Committee.

4. The Community Engagement Committee shall be charged with the responsibility of communicating with Jewish families in the community, who are not affiliated with the Synagogue, with the view of inviting them to become Members of the Congregation and to recommend, initiate and implement plans for the expansion and retention of memberships and shall implement all programs to fulfill this objective. The Committee shall, in conjunction with the Rabbi, the Executive Director and the Program Director, plan, recommend and implement activities, programs and special events for Members of the Congregation and the community in recognition of their importance to existing and prospective Members of the Congregation.

5. The Development Committee will create a strategic framework to attempt to ensure the necessary funds for the execution of the Synagogue's mission to create and strengthen a culture of giving and will be responsible for developing programs to raise funds for the Synagogue, both short and long term. It shall recommend donor’s categories and define and identify potential naming rights and other means for endowments for SPS. The Committee will work closely with the Executive Director, President and Rabbi to structure giving opportunities and cultivate donors

6. The Jackson Religious School and Youth Activities Committee shall administer all interests of the Jackson Religious School conducted by the Synagogue. It shall endeavor to enlarge attendance at the School. The Committee shall recommend the hiring of the Religious School Director, recommend the continuation of the Religious School Director’s employment contract. The Religious School Director, the Rabbi and the Committee shall develop the School's curriculum, determine its policies, formulate the rules and regulations for its administration and supervise its functions, all subject to the approval of the Executive Committee in consultation with the Executive Director.

7. The Kaplan Nursery School Committee shall administer all interests of the Kaplan Nursery School conducted by the Synagogue. The Committee shall recommend the hiring of the School's Director and recommend the continuation of the Director’s

employment contract. The Director, the Rabbi and the Committee shall develop the School's activities, develop guidelines for admission to the School, determine its policies, formulate rules and regulations for its administration and supervise its functions to assure it coincides with requirements and functions of the Synagogue, all subject to the approval of the Executive Committee in consultation with the Executive Director.

8. The Legal Committee shall have the responsibility for rendering legal opinions in matters affecting the Synagogue. It shall also act as the Constitutional Committee of the Synagogue and shall periodically review the Constitution and submit to the Board of Trustees its recommendations for the improvement, amendment or other change in the Constitution.

9. The Personnel and Policy Committee shall review, develop and implement policies and procedures with respect to all employees of the Synagogue, subject to the approval of the Board of Trustees. The Committee shall also recommend and approve the hiring and/or continuation and/or renewals of employment of the Executive Director and all other employees, excluding Clergy, of the Synagogue.

10. The Religious Observance Committee will work to create meaningful Jewish moments in the context of the Jewish calendar and liturgical practices for today's Conservative synagogue and shall review and recommend the services, prayers and customs in the Synagogue and shall have charge of the ushers and the preservation of quiet and orderly worship. It shall prescribe who shall have privileges of Aliyah and other honors. It shall recommend to the Rabbi rules and regulations for all the rituals at bar/bat mitzvahs, weddings, funerals or other religious ceremonies, all in accordance with the Mission of the Synagogue as forth in Article II of the Constitution. All of the above shall be subject to the approval of the Board of Trustees and under the direction of the Rabbi.

Responsibilities of the Vice President of a Pillar

The VP of each Pillar is responsible to report to the Executive Committee as per requirements of the Constitution Article IX, Section 4. Additionally, the responsibilities of the Vice President of a Pillar and her/his specific Committee or Committees are as follows:

1. The Vice President of the Pillar for Community/Chesed will oversee both the outreach and in-reach strategies attempting to forge bonds within and outside the Synagogue's community. This individual will oversee new opportunities reflecting Jewish values and literacy with programs and "acts of loving kindness" for those in need. She/he shall oversee the Community Engagement Committee.

2. The Vice President of the Pillar for Torah & Learning will oversee "life-long learning" so that individuals will have new opportunities to engage in all modes of learning both formal and experimental from babies to seniors. She/he shall oversee the Jackson Religious School and Youth Activities, the Kaplan Nursery School and the Adult Education Committees.

3. The Vice President of the Pillar for Tefillah will oversee the Religious Observance Committee and report on its actions to the Executive Committee.

4. The Vice President of the Pillar for Development will oversee the Development Committee.

5. The Vice President of the Pillar for Finance will oversee the Audit, Finance and Budget Committee and report on the Synagogue's financial stability to the Executive Committee.