

BYLAWS OF
REFORM CONGREGATION KENESETH ISRAEL

PREAMBLE

Reform Congregation Keneseth Israel, founded in Philadelphia, Pennsylvania in 1847, is an inclusive, progressive synagogue community guided by seven core values:

Kehillah: caring for the Jewish community through acts of kindness and showing respect for our diverse membership and love of the Jewish people and all humanity.

T'fillot: engaging creatively with Jewish prayer, ritual and spirituality to inspire, console and connect with all who worship with us.

Limmud: providing life-long, transformative Jewish learning from early childhood through adult education.

Tikkun Olam: demonstrating active commitment to social justice, equality and freedom.

Ahavat Israel: exhibiting strong connections with the Jewish people in all its diversity around the world and with the State of Israel.

Hiddur Mitzvah: presenting sacred and cultural programming in the visual, musical and performing arts.

Yahadut Mitkademit: embracing the principles and practices of the Reform Movement and our commitment to its continuing spiritual development.

Keneseth Israel proudly welcomes all who support our dynamic mission to become part of our historic congregation and to keep it strong for future generations.

ARTICLE I
NAME AND
LOCATION

The name of the Congregation shall be REFORM CONGREGATION KENESETH ISRAEL. The primary location of the Congregation shall be Old York Road and Township Line, Elkins Park, Pennsylvania, or at such other location and address as the Board of Directors and/or the Board of Trustees may select.

ARTICLE II
PURPOSE

The purpose of the Congregation shall be to foster Reform Judaism in all aspects of life by public and private worship, by instruction in the Religious School and from the pulpit, by participation with other congregations for the advancement of Reform Judaism in the United

States and throughout the world, and by such other means and methods as may be deemed appropriate by the Board of Directors and/or the Board of Trustees.

ARTICLE III
SEAL

The corporate seal shall have inscribed thereon the words REFORM CONGREGATION KENESETH ISRAEL, Greater Philadelphia, Pennsylvania, and the number 5607, the year of incorporation according to the Jewish Calendar, and bear the following religious quotation:

"Thou Shalt Love Thy Neighbor As Thyself."

ARTICLE IV
PRACTICES

The Congregation shall adopt, modify and discontinue such religious practices, ceremonies, observances and policies, traditional or experimental, as may be deemed fitting by the Board of Directors and/or the Board of Trustees after due consideration has been given to the recommendations of the Rabbinic staff and the Religious Practices Committee.

ARTICLE V
TERM OF
EXISTENCE

The Corporation shall have perpetual existence and perpetual succession by its corporate name.

ARTICLE VI
MEMBERSHIP

Sec. 1. Any person 18 years of age or older who wishes to associate with the Congregation may be admitted to membership in accordance with such rules and regulations as the Board of Directors may adopt from time to time.

Sec. 2. Membership in the Congregation shall be predicated upon the fulfillment of such obligations and requirements as may be established from time to time by the Board of Directors. A "Member In Good Standing" is a member who has fulfilled all of the applicable obligations and requirements referred to in this Article VI, as well as those referred to in Article VIII, in a timely fashion.

ARTICLE VII
PRIVILEGES
OF
MEMBERSHIP

Sec. 1. Members shall have such rights and privileges, including the services of the clergy or their representatives, as may be specified from time to time by the Board of Directors.

Sec. 2. Each member shall have the right to cast 1 vote at any meeting of the Congregation as hereinafter defined.

Sec. 3. The children of a Member In Good Standing shall be entitled to enrollment in the Religious School and Hebrew Classes of the Congregation and shall be given the opportunity to prepare for Bar and Bat Mitzvah and Confirmation, provided that the children meet the educational standards established by the Board of Directors on the recommendation of the Religious School Committee. Fees for such instruction shall be determined by the Board of Directors.

Sec. 4. Any member may worship in the facilities maintained by the Congregation during the hours when those facilities are open.

Sec. 5. Members may attend meetings of the Board of Directors and/or the Board of Trustees, except when those bodies meet in executive session. Members may also review minutes of the meetings of the Board of Directors and/or the Board of Trustees, except any minutes of executive sessions.

Sec. 6. Except as otherwise set forth in these Bylaws, all members may serve on and may chair, committees.

ARTICLE VIII
MEMBERSHIP
OBLIGATIONS
AND FISCAL
YEAR

Sec. 1. The fiscal year of the Corporation shall commence on July 1st in each year or on such other date as the Board of Directors may determine.

Sec. 2. The Board of Directors may establish different levels of membership obligations.

Sec. 3. All membership obligations for each fiscal year shall become due and payable at the beginning of that fiscal year, unless an installment payment plan offered by the Congregation has been chosen by the member, in which event the obligations shall become due and payable in accordance with that plan.

Sec. 4.

A. Members or applicants for membership who claim financial hardship may, upon compliance with procedures prescribed by the Board of Directors, be allowed either or both of the following: (1) a reduction in the amount of their financial membership obligations for that fiscal year; and (2) the right to make payments on a deferred basis during that fiscal year.

B. The procedures prescribed by the Board of Directors shall attempt reasonably to preserve the privacy of the persons who claim financial hardship and to pursue the Congregation's goal that financial hardship shall not be a barrier to membership.

Sec. 5. If a member who, at the end of the month prior to the month during which the High Holy Days occur, is in arrears of regular or, if previously agreed to, reduced or deferred financial membership obligations, then he or she may be denied admission to the Congregation's religious services during the High Holy Days.

Sec. 6. Any member who has not given written notice of resignation from the Congregation on or before the 1st day of any fiscal year shall be a member for the ensuing fiscal year. The resignation of a member shall not relieve that member from the payment of any obligation due the Congregation at the time of resignation.

Sec. 7. A member who at any time is in arrears for a period of 90 consecutive days may have his or her membership terminated. Termination shall require an action of the Board of Directors and shall become effective 30 days after written notice of the pendency of termination has been mailed to the member by certified mail to the last address of the member on the records of the Congregation. The notice shall also provide that, if the member cures his or her arrearages during the 30 day period, termination shall not occur. Upon termination, all rights and privileges of the member shall cease except that any child of such member who is enrolled in the Religious School shall be permitted to complete the current semester. A member who has been terminated shall be reinstated upon payment of all arrearages.

Sec. 8. A member who has been in arrears for a period of 2 years despite reasonable attempts by the Congregation to notify the member of the arrearage and to make appropriate arrangements for the collection of that arrearage shall be deemed to have resigned from the Congregation on the 1st day of the fiscal year following the 2nd anniversary of the arrearage. The resignation of a member shall not relieve that member from the payment of any obligation due the Congregation at the time of resignation.

Sec. 9. A membership may be terminated for such misconduct as may be prejudicial to the interests and welfare of the Congregation. Such termination shall be by vote of not less than $\frac{3}{4}$ of those participating in a regular or special meeting of the Board of Directors. 30 days written notice of such meeting and of the alleged misconduct shall be given to the Directors and the member. The member shall have the right to appear in person and/or with or through a representative.

ARTICLE IX
BOARD OF
DIRECTORS

Sec. 1. Except as provided for in the Corporation's Articles of Incorporation, these Bylaws or the laws of the Commonwealth of Pennsylvania, the activities of the Corporation shall be managed by the Board of Directors. The members of the Board of Directors shall be deemed to be directors for the purposes of the Pennsylvania Nonprofit Corporation Law (as that statute may be amended from time to time) and any other state or federal law. The Board of Directors shall take all reasonable precautions to safeguard the Congregation's nonprofit status.

Sec. 2. The Board of Directors shall consist of 18 members, inclusive of all officers. The Chairpersons of the Membership, Investment, Religious Practices and Religious School committees, and the Presidents of the Keneseth Israel chapters of the Women of Keneseth Israel and the Men of Reform Judaism shall serve as Directors.

A. The President of the Congregation shall appoint the Chairpersons of the Membership, Investment, Religious Practices and Religious School committees. Chairpersons of the Membership, Investment, Religious Practices and Religious School committees shall hold their office as Directors for so long as he or she remains the Chairperson. The members of the Keneseth Israel chapters of the Women of Keneseth Israel and the Men of Reform Judaism shall elect their Presidents as provided for by their respective rules and regulations. The Presidents of the Keneseth Israel chapters of the Women of Keneseth Israel and the Men of Reform Judaism shall hold their office as Directors for so long as they hold their office as President of their respective affinity groups.

B. The remaining 12 Directors shall be nominated by the Nominating and Board Development Committee and elected by the membership of the Congregation at the annual meeting. Each of these Directors will hold office for a term of 3 years. $\frac{1}{3}$ of the Directors referred to in this sub-section shall be elected each year. To the extent a Director elected under this sub-section is unwilling or unable to complete his or her term, the Nominating and Board Development Committee may nominate, and the Congregation may elect at the next annual meeting, a replacement to serve out the remainder of that Director's term.

C. All Directors shall, by virtue of serving as a Director, also serve as a member of the Board of Trustees.

D. Transition provision: Except for the provisions contained in Article XVII (Nominations and Elections) these Bylaws shall take effect at the conclusion of the annual meeting following their ratification. At the annual meeting following the ratification of these Bylaws, the then-existing nominating committee constituted under the then-current Bylaws will present a slate of Directors in staggered terms, as well as a slate of officers, to be elected by the Congregation. All then-serving Trustees who are not elected as Directors shall serve as members of the Board of Trustees under Article X section 1(c).

Sec. 3. For purposes of this Article, the words “year” or “years” when referring to the terms of office of Directors, shall mean the period between annual meetings of the Congregation, notwithstanding that such period may encompass more or less than 12 calendar months.

Sec. 4. No Director shall serve as a Director for more than 15 consecutive years. A Director who is ineligible to serve because of this 15 year term limit may once again serve as a Director (subject to a new 15 consecutive year term limit) after spending at least 2 years off the Board of Directors. A year of service as a Trustee, but not as a Director, shall not count towards the 15 year limit set forth in this section.

Sec. 5. Should the number of serving Directors fall below 7, but remain more than 4, the remaining Directors shall appoint up to a total of 3 new Directors to serve until the next annual meeting. Should the number of serving Directors fall below 4, the Immediate Past President shall appoint up to 7 new Directors to serve until the next annual meeting.

Sec. 6. All powers vested by law in this Corporation shall be exercised by or under the authority of, and the business and affairs of this Corporation shall be managed under the direction of, the Board of Directors, except that

A. The Board of Trustees must concur (by a $\frac{2}{3}$ vote of those Trustees participating in a validly noticed meeting at which a quorum was present) with any decision by the Board of Directors to:

- (1) Engage a Senior Rabbi for the first time;
- (2) End (for any reason) the service of a Senior Rabbi (the Board of Trustees' concurrence, by a $\frac{2}{3}$ vote of those Trustees participating in a validly noticed meeting at which a quorum was present with a contract that provides that the service of a Senior Rabbi will or may end at the end of the contract term shall satisfy this provision);
- (3) Transition a Senior Rabbi to any other status (including, but not limited to, emeritus status) (the Board of Trustees' concurrence, by a $\frac{2}{3}$ vote of those Trustees participating in a validly noticed meeting at which a quorum was present with a contract that provides that the service of a Senior Rabbi will or may transition to any other status at the end of the contract term shall satisfy this provision);
- (4) Purchase or sell any real property;
- (5) Lease (as a tenant) for the first time any real property (but not to renew, renegotiate, nonrenew or terminate a lease);
- (6) Borrow an amount that exceeds 25% of the gross operating income of the Congregation for the preceding fiscal year;
- (7) Enter into an agreement of merger;

- (8) File for protection under the Bankruptcy Code; or
- (9) Wind up the affairs of the Congregation and end its corporate existence.

B. The Board of Trustees may override (by a $\frac{2}{3}$ vote of those Trustees participating in a validly noticed meeting at which a quorum is present) any decision by the Board of Directors to:

- (1) Approve a budget;
- (2) Make significant changes in the religious practices of the Congregation; or
- (3) Make significant changes in the educational practices of the Congregation.

The requirement that the Board of Directors seek the concurrence of the Board of Trustees on the matters set forth in Article IX section 6(a) does not preclude the Board of Directors from seeking the advice of the Board of Trustees on any other issues.

Sec. 7. The Board of Directors must transmit minutes of all of its meetings to all then-serving Trustees within seven days of any meeting of the Board of Directors.

Sec. 8. The Board of Directors shall meet not less than 10 times in each fiscal year and, in addition, may meet at the call of the President or at the call of $\frac{1}{3}$ of the members of the Board of Directors. Directors shall be entitled to participate in meetings either in person or by any means (including, but not limited to, telephonic or electronic) that allows each Director to hear what is being said by the other Directors, and which allows the other Directors to hear what is being said by the Director who is not physically present at the meeting.

Sec. 9. A majority of the Directors then in office shall constitute a quorum for the transaction of business.

Sec. 10. A Director shall not be personally liable, as such, for monetary damages for any action taken or any failure to take any action as a Director unless: (1) the Director has breached or failed to perform the duties of his or her office under Subchapter B of Chapter 57 of the Pennsylvania Nonprofit Corporation Law of 1988; and (2) the breach or failure to perform constitutes self-dealing, willful misconduct, or recklessness. This section shall not apply to: (1) the responsibility or liability of a Director pursuant to any criminal statute; or (2) the liability of a Director for the payment of taxes pursuant to Federal, State or local law. Any repeal or amendment of this section shall be prospective only and shall not increase, but may decrease, a Director's liability with respect to actions or failures to act occurring prior to such change.

Sec. 11. The Corporation shall indemnify every member of the Board of Directors and may indemnify any employee, agent or representative of the Corporation to the fullest extent permitted by Subchapter D of Chapter 57 of the Pennsylvania Nonprofit Corporation Law of 1988 and any other present or future provision of Pennsylvania law. The Corporation shall pay or advance expenses to members of the Board of Directors for matters covered by any indemnification to the fullest extent permitted by such law and may similarly pay or advance expenses for employees, agents or representatives. This section shall not exclude any other

indemnification or other rights to which any Director or other person may be entitled. The Corporation must purchase and maintain insurance (1) to insure its indemnification obligations under this section and (2) to insure any indemnified Director, employee, agent or representative of the Corporation against any liability asserted against him or her and incurred by him or her in any such capacity, or arising out of his or her status as such, whether or not the Corporation would have the power to indemnify such Director or other person against that liability under the above-referenced statutory provisions.

Each person who shall act as a Director shall be deemed to be doing so in reliance upon the rights provided by this section. The duties of the Corporation to indemnify and to advance expenses to a Director provided in this section shall be in the nature of a contract between the Corporation and the Director. No amendment or repeal of any provision of this section shall alter, to the detriment of the Director, his or her right to the advance of expenses or indemnification related to a claim based upon an act or failure to act which took place prior to such amendment or repeal.

Sec. 12. All Directors must be Members In Good Standing. A majority of the board of Directors participating in a validly noticed meeting may remove any Director who has ceased to be a Member In Good Standing.

Sec. 13. All Directors must engage in at least 2 hours of education and/or board development training each year.

ARTICLE X
BOARD OF
TRUSTEES

Sec. 1. The Board of Trustees shall consist of at least 18 members. There is no maximum number of Trustees who may serve at any one time.

A. All Directors shall, by virtue of serving as a Director, also serve as a member of the Board of Trustees.

B. The remaining Trustees shall be nominated by the Nominating and Board Development Committee and elected by the membership of the Congregation at the annual meeting. Each of these Trustees will hold office for a term of 3 years.

C. Transition provision:

- (1) Any elected Trustee serving at the time of the adoption of these Bylaws who is not elected as a Director under the provisions of Article IX section (2)(d) shall be entitled to serve for the remainder of his or her term as a member of the Board of Trustees. Any Trustee covered by this sub-section shall subsequently be eligible for election as a Director under Article IX section 2(b), so long as he or she is not prohibited from being re-elected by the term limits contained in Article IX section 4.

- (2) Any Senior Trustee serving at the time of the adoption of these Bylaws shall be entitled to serve for the remainder of his or her term. Any Trustee covered by this sub-section shall subsequently be eligible to be elected as a Director under Article IX section 2(b), so long as he or she is not prohibited from being re-elected by the term limits contained in Article IX section 4. Similarly, any Trustee covered by this sub-section shall be eligible for election as a Trustee under Article X section 1(b). No additional Senior Trustees shall be elected or appointed following the adoption of these Bylaws.
- (3) Any Emeritus Trustee serving at the time of the adoption of these Bylaws shall serve as an Emeritus Trustee for as long as that individual desires to continue to serve. An individual who has ceased to be an Emeritus Trustee, either by resignation or for any other reason, shall be eligible to be elected as a Director under Article IX section 2(b), so long as he or she is not prohibited from being re-elected by the term limits contained in Article IX section 4. Similarly, any individual who has ceased to be an Emeritus Trustee, either by resignation or for any other reason, shall be eligible for election as a Trustee under Article X section 1(b). No additional Emeritus Trustees shall be elected or appointed following the adoption of these Bylaws.
- (4) Any Honorary Trustee serving at the time of the adoption of these Bylaws shall be entitled to serve as an Honorary Trustee for as long as that individual desires to continue to serve. An individual who has ceased to be an Honorary Trustee, either by resignation or for any other reason, shall be eligible to be elected as a Director under Article IX section 2(b), so long as he or she is not prohibited from being re-elected by the term limits contained in Article IX section 4. Similarly, any individual who has ceased to be an Honorary Trustee, either by resignation or for any other reason, shall be eligible for election as a Trustee under Article X section 1(b). No additional Honorary Trustees shall be elected or appointed following the adoption of these Bylaws.
- (5) Any Honorary President serving at the time of the adoption of these Bylaws shall be entitled to serve as a member of the Board of Trustees for as long as that individual desires to continue to serve. An individual who has ceased to be an Honorary President, either by resignation or for any other reason, shall be eligible to be elected as a Director under Article IX section 2(b), so long as he or she is not prohibited from being re-elected by the term limits contained in Article IX section 4. Similarly, any individual who has ceased to be an Honorary President, either by resignation or for any other reason, shall be eligible for election as a Trustee under

Article X section 1(b). No additional Honorary Presidents shall be elected or appointed following the adoption of these Bylaws.

Sec. 2. For purposes of this Article, the words “year” or “years” when referring to the terms of office of Trustees, shall mean the period between annual meetings of the Congregation, notwithstanding that such period may encompass more or less than 12 calendar months.

Sec. 3. There is no limit to the number of consecutive years of service for a Trustee. Similarly, there is no limit to the number of times (or consecutive times) an individual can be elected as a Trustee.

Sec. 5. The powers of the Board of Trustees are limited to advising the Board of Directors, acting on matters delegated to them by the Board of Directors, concurring (or refusing to concur) in the decisions listed in Article IX section 6(a) and attempting (if it chooses to do so) to override a decision listed in Article IX section 6(b). The Board of Trustees must concur with a decision listed in Article IX section 6(a) by a $\frac{2}{3}$ vote of those participating in a validly noticed meeting at which a quorum is present. If the Board of Trustees seeks to override a decision listed in Article IX section 6(b), it may do so only by a $\frac{2}{3}$ vote of those participating in a validly noticed meeting at which a quorum is present.

Sec. 6. The Board of Trustees shall meet not less than 4 times in each fiscal year and, in addition, may meet at the call of the President, at the call of the First Vice-President, or at the call of $\frac{1}{3}$ of the members of the Board of Trustees. The Trustees need not conduct formal business at each meeting. The Trustees may engage in other activities, including, but not limited to, educational and/or visioning activities, and/or retreats, instead of or in addition to conducting formal business at each meeting. Trustees shall be entitled to participate in meetings either in person or by any means (including, but not limited to, telephonic or electronic) that allows each Trustee to hear what is being said by the other Trustee, and which allows the other Trustees to hear what is being said by the Trustee who is not physically present at the meeting.

Sec. 7. $\frac{1}{4}$ of the Trustees then in office shall constitute a quorum for the transaction of business.

Sec. 8. A Trustee shall not be personally liable, as such, for monetary damages for any action taken or any failure to take any action as a Trustee unless: (1) the Trustee has breached or failed to perform the duties of his or her office under Subchapter B of Chapter 57 of the Pennsylvania Nonprofit Corporation Law of 1988; and (2) the breach or failure to perform constitutes self-dealing, willful misconduct, or recklessness. This section shall not apply to: (1) the responsibility or liability of a Trustee pursuant to any criminal statute; or (2) the liability of a Trustee for the payment of taxes pursuant to Federal, State or local law. Any repeal or amendment of this section shall be prospective only and shall not increase, but may decrease, a Trustee’s liability with respect to actions or failures to act occurring prior to such change.

Sec. 9. The Corporation shall indemnify every member of the Board of Trustees, and may indemnify any employee, agent or representative of the Corporation, to the fullest extent permitted by Subchapter D of Chapter 57 of the Pennsylvania Nonprofit Corporation Law of 1988 and any other present or future provision of Pennsylvania law. The Corporation shall pay

or advance expenses to members of the Board of Trustees for matters covered by any indemnification to the fullest extent permitted by such law, and may similarly pay or advance expenses for employees, agents or representatives. This section shall not exclude any other indemnification or other rights to which any Trustee or other person may be entitled. The Corporation must purchase and maintain insurance (1) to insure its indemnification obligations under this section and (2) to insure any indemnified Trustee, employee, agent or representative of the Corporation against any liability asserted against him or her and incurred by him or her in any such capacity, or arising out of his or her status as such, whether or not the Corporation would have the power to indemnify such Trustee or other person against that liability under the above-referenced statutory provisions.

Each person who shall act as a Trustee shall be deemed to be doing so in reliance upon the rights provided by this section. The duties of the Corporation to indemnify and to advance expenses to a Trustee provided in this section shall be in the nature of a contract between the Corporation and the Trustee. No amendment or repeal of any provision of this section shall alter, to the detriment of the Trustee, his or her right to the advance of expenses or indemnification related to a claim based upon an act or failure to act which took place prior to such amendment or repeal.

Sec. 10. All Trustees must be Members In Good Standing. A majority of the Board of Trustees participating in a validly noticed meeting may remove any Trustee who has ceased to be a Member In Good Standing.

Sec. 11. All Trustees must engage in at least 2 hours of education and/or board development training each year.

ARTICLE XI **OFFICERS**

Sec. 1.

A. The Nominating and Board Development Committee shall nominate, and the congregation shall at each annual meeting elect, the following officers from among the Jewish Directors, provided, however, that there shall be at least 4 (a President, a First Vice President, a Treasurer and a Secretary) but no more than 9 officers serving at any one time:

President
First Vice President
Up to 3 Vice Presidents
Treasurer
Up to 2 Associate Treasurers
Secretary
Up to 2 Associate Secretaries

B. For purposes of this Article, the words “year” or “years” when referring to the terms of office of officers, shall mean the period between annual meetings of the

Congregation, notwithstanding that such period may encompass more or less than 12 calendar months.

C. The term of office of each officer shall be for 1 year or until his or her successor has been duly elected and qualified. Such term of office shall commence at the annual meeting at which the officer is elected and shall end at the following annual meeting.

Sec. 2.

A. No officer shall serve for more than 4 consecutive years in any 1 office. No officer shall serve for more than 8 consecutive years in any combination of offices.

B. Persons who are precluded from serving as an officer as a result of the term limits contained in this section may be re-elected as an officer (so long as they are then serving as a Director) after 1 year in which they have not served as an officer.

Sec. 3. An officer may resign at any time by submitting a written resignation to the Board of Directors. The resignation shall be effective upon its receipt by the Corporation or at such subsequent time as shall be specified in the notice of resignation.

Sec. 4. A vacancy in an office which shall occur for any reason may be filled by the Board of Directors for the balance of the unexpired term of that office, except with respect to the office of President. A vacancy in that office shall be filled as provided in Article XII, section 2(A)(3).

ARTICLE XII
POWERS AND
DUTIES OF
THE
OFFICERS

Sec. 1. The President shall:

A. Be the chief executive officer of the Corporation and have general and active management of its business and affairs;

B. Be responsible for effectuating the policies and resolutions of the Board of Directors and/or the Board of Trustees;

C. Set the agendas for, and preside at all meetings of, the Congregation, the Board of Directors and the Board of Trustees;

D. Break any tie in any vote of the Board of Directors and/or the Board of Trustees (including, but not limited to, a tie caused by the President's vote);

E. Appoint the chairpersons of all committees except as otherwise provided in these Bylaws;

F. Appoint a member (who may or may not be a Director or a Trustee) to oversee the development, education and training of the Board of Directors and the Board of Trustees;

G. Be *ex-officio* a member of all committees except the Internal Oversight Committee and the Nominating and Board Development Committee;

H. Assign areas of responsibility to other officers;

I. Present, in conjunction with the Treasurer, a report of the financial and other affairs of the Congregation to the members at the annual meeting; and

J. Perform such other duties as are incident to the office.

Sec. 2.

A. The First Vice President shall:

- (1) Serve as liaison to, and oversee the work of, whatever committees the President shall assign to the First Vice President including serving as a committee chairperson if so designated by the President;
- (2) Assist the President by performing such other functions as the President may assign to the First Vice President; and
- (3) After notifying the Board of Directors, exercise the powers and perform the duties of the office of the President, if the President should for any reason be unable to serve, until the President is again able to serve.

B. The Vice President(s) (if any) shall:

- (1) Serve as liaison to, and oversee the work of, whatever committees the President shall assign to them, including serving as a committee chairperson if so designated by the President; and
- (2) Assist the President by performing such other functions as the President may assign to them.

Sec. 3. The Treasurer shall:

A. Have charge of the financial assets of the Corporation, including its funds and securities, and be responsible for the use and application of such assets, including the making of payments and other withdrawals;

B. Ensure by appropriate supervision that the Corporation maintains acceptable accounting standards and proper internal controls so as to provide safekeeping of the

Corporation's funds and other financial assets, and to cause the preparation of full and accurate financial statements on a regular basis;

C. Chair the Finance Committee and be an *ex-officio* member of any committee which reports to the Finance Committee;

D. Present interim financial statements to the Board of Directors at each regular meeting of the Board of Directors;

E. Present an annual financial statement to the Board of Directors;

F. Present a financial report to the Congregation at its annual meeting;

G. Supervise the preparation of all budgets (operational, capital, and any other) for each fiscal year;

H. Cause the Corporation to identify and observe all restrictions donors have placed on the restricted endowment funds they have contributed; and

I. Perform such other duties as are incident to the office.

Sec. 4. The Secretary shall:

A. Cause the minutes of all meetings of the Congregation and the Board of Directors and/or the Board of Trustees to be recorded and permanently retained;

B. Cause all required notices of such meetings to be duly given;

C. Have custody of the corporate seal and attest its affixation to documents requiring it; and

D. Perform such other duties as are incident to the office.

Sec. 5. The Associate Treasurer(s) (if any) shall:

A. Assist the Treasurer in the performance of that officer's duties and perform such duties in the absence of the Treasurer; and

B. Perform such other duties as are incident to the office.

Sec. 6. The Associate Secretary(ies) (if any) shall:

A. Assist the Secretary in the performance of that officer's duties and perform such duties in the absence of the Secretary; and

B. Perform such other duties as are incident to the office.

ARTICLE XIII
EMPLOYMEN
T OF THE
RABBIS AND
SENIOR
STAFF

Sec. 1. The Rabbis shall be engaged in a manner which takes into account the general principles established by the Union for Reform Judaism, the Central Conference of American Rabbis and the Hebrew Union College-Jewish Institute of Religion insofar as they are not inconsistent with the policies, practices and objectives of the Congregation.

Sec. 2. Whenever a Senior Staff member (including, but not limited to, a Rabbi, Cantor, Executive Director, Religious School Director or Preschool Director) is to be engaged for the first time, a Pulpit Committee shall be appointed by the President. The Committee shall include (a) the President, who shall act as Committee Chairman, (b) the First Vice President, (c) the Treasurer, (d) the Chairperson of the Religious Practices Committee, (e) at least 2 members of the Board of Directors who are not currently serving as officers, (f) at least 3 members of the Board of Trustees who are not currently serving as Directors, (g) at least 3 members of the Congregation who are not Directors or Trustees, and (h) such other persons as are designated by the President. Upon being informed that the Pulpit Committee is prepared to recommend a candidate, the President shall convene a meeting of the Board of Directors after at least 2 weeks written notice of the time, place and purpose of such meeting. At such meeting the Pulpit Committee shall recommend to the Board of Directors a person to be engaged and the conditions of such engagement. An affirmative vote of at least $\frac{2}{3}$ of the members of the Board of Directors participating in a validly noticed meeting shall be required to engage a Senior Staff member for the first time. As set forth in Article IX section 6 and Article X section 5, the Board of Trustees must concur (by a $\frac{2}{3}$ vote of those participating in a validly noticed meeting at which a quorum is present) with any decision to engage a Senior Rabbi for the first time.

Sec. 3. The Board of Directors may delegate the responsibility for negotiating an initial contract or any renewal or subsequent contract with any staff member (including, but not limited to, a Senior Staff member) to a committee and/or to a subcommittee of the Board of Directors (including, but not limited to, a single individual).

Sec. 4. The Board of Directors may modify, renew, or decline to renew, the contract of any Senior Staff member without first convening a pulpit committee. If the Board of Directors desires to terminate or not renew the contract of the Senior Rabbi, it must do so at a special meeting called for that purpose, and by vote of not less than $\frac{3}{4}$ of those participating in the meeting. The Board of Directors may make any other decision referred to in this section by a majority of those participating in any regular or special meeting. As set forth in Article IX section 6 and Article X section 5, the Board of Trustees must concur (by a $\frac{2}{3}$ vote of those participating in a validly noticed meeting at which a quorum is present) with any decision to end (for any reason) the employment of a Senior Rabbi.

ARTICLE XIV
DUTIES OF
THE RABBIS

Sec. 1. The Senior Rabbi shall be the chief spiritual leader of the Congregation; and he or she shall perform such duties and take such action as is usual to persons holding that office.

Sec. 2. Other members of the Clergy shall perform such duties as may be delegated to them by the Senior Rabbi, the Board of Directors, and/or the Board of Trustees.

ARTICLE XV
EXECUTIVE
PERSONNEL

The following executive personnel - Executive Director, Director of Religious Education, Cantor, Musical Director - and such others as shall be added by the Board of Directors shall perform such duties as may be assigned to each of them by the Board of Directors and shall report to such Officer or Rabbi as the Board of Directors shall designate.

ARTICLE XVI
COMMITTEES

Sec. 1. Except as otherwise provided for in these Bylaws, the President shall appoint the chairpersons of all committees. Except as otherwise provided for in these Bylaws, it is not necessary to be a Director or a Trustee to chair a committee. On the contrary, any Member In Good Standing can chair a committee.

Sec. 2. Members of committees shall be appointed by either the President or the Chairperson of the committee. It is not necessary to be a Director or a Trustee to serve on a committee. On the contrary, any Member In Good Standing can serve on a committee.

Sec. 3. The Board of Directors shall have the following committees:

A. A Finance Committee, which shall be chaired by the Treasurer. The finance committee shall meet at least 6 times a year and is responsible for overseeing the financial affairs of the Corporation, recommending financial policies, and monitoring the financial performance of the Corporation. The Finance Committee shall also review the risk management practices and insurance coverages of the Corporation. Without limitation, the Finance Committee shall review and monitor all expenditures and revenue items. The Finance Committee shall also determine whether the Corporation is adhering to its budget, and bring any material discrepancies to the attention of the President and the Board of Directors in a prompt fashion. The Finance Committee shall, in conjunction with the Internal Oversight Committee, monitor the Corporation's financial reporting process and its systems of internal financial and accounting controls. Although the Finance Committee is ultimately responsible for the creation of an annual budget, for the creation of any necessary capital budget, and for the use and maintenance of endowment funds, it can delegate those responsibilities to a subcommittee and/or subcommittees.

B. An Internal Oversight Committee, on which none of the officers can serve. The Chairperson of the Internal Oversight Committee and all of the members of the Internal Oversight Committee, all of whom must be Directors, but none of whom can be officers or the chair of the Investment Committee, shall be appointed by the Nominating and Board Development Committee. The Internal Oversight Committee is responsible for hiring and

interfacing with the Corporation's outside accountants and for establishing and supervising the implementation of the Corporation's internal controls.

C. An Investment Committee. The Investment Committee shall supervise and monitor the investment of all of the Corporation's funds, whether they be unrestricted, temporarily restricted, or permanently restricted. The Investment Committee shall select appropriate investments and/or select appropriate investment advisors who shall make appropriate investments, taking into account the purpose for which the funds are being invested. The Investment Committee shall ensure that all funds are properly segregated. The Investment Committee shall periodically report on the status of all the invested funds to the Board of Directors.

D. A Membership Committee, which shall attempt to secure affiliation with the Congregation of persons in the community who are not affiliated with other congregations and shall attempt to integrate members into the Congregation and provide for their retention.

E. A Nominating and Board Development Committee, which shall be chaired by the Immediate Past President. If the Immediate Past President is unwilling or unable to serve, the Nominating and Board Development Committee shall be chaired by a Past President or an officer other than the current President. The Nominating and Board Development Committee shall have the responsibilities set forth in these Bylaws and shall also be in charge of recruiting, developing and training Directors and Trustees. At least 3 of the members of the Nominating and Board Development Committee shall be members of the Board of Trustees who are not Directors. At least 3 of the members of the Nominating and Board Development Committee shall be members of the Congregation who are not currently serving as Directors or Trustees.

F. A Religious Practices Committee, which shall perform the functions assigned to it under these Bylaws and shall review and revise, as appropriate, the rituals and observances of the Congregation in cooperation with the Rabbinic Staff and make recommendations concerning those practices to the Board of Directors and/or the Board of Trustees. The Religious Practices Committee shall also promote such practices in the home as will enhance the values of Jewish living. The chair of the Religious Practices Committee shall be Jewish.

G. A Religious School Committee, which shall oversee and assist as needed with the policies and operations of the Religious School including program and curriculum development. The Chairperson of the Religious School Committee shall be Jewish.

H. Such other programming and/or governance committees as the Board of Directors may establish.

Sec. 4. The programs of all Committees and Sub-Committees shall conform to the policies of the Congregation as determined by the Board of Directors and shall be subject to their supervision and control.

ARTICLE XVII
NOMINATION

S AND ELECTIONS

Sec. 1. The President shall designate a date for a meeting of the Board of Directors not less than 30 days prior to the date of the annual meeting, at which the Nominating and Board Development Committee shall make its report. Not less than 30 days prior to the designated Board meeting, the Nominating and Board Development Committee shall inform the Congregation through the Bulletin and such other means as the Nominating and Board Development Committee deems appropriate of the positions to be filled at the annual meeting and shall solicit suggestions from congregants for prospective nominees. Suggestions may be made orally or in writing, privately or by having the suggesting congregant appear before the Nominating and Board Development Committee. The Nominating and Board Development Committee may also invite congregants to appear and discuss the qualifications of possible nominees. The Nominating and Board Development Committee shall submit to the Secretary, not less than 15 days before the designated Board of Directors meeting, a report which shall contain the name of 1 nominee for each position to be filled together with pertinent information on each nominee.

Sec. 2. Within 5 days of receiving the report from the Nominating and Board Development Committee, the Secretary shall cause a copy of the report to be disseminated to the Directors. At the designated meeting, the Board of Directors may accept or modify the recommendations of the Nominating and Board Development Committee, and within 5 days thereafter, the Secretary shall notify the members of the Congregation of the list of nominees approved by the Board together with pertinent information about each nominee. Additional nominations by members for any position may be filed with the Secretary not less than 25 days prior to the annual meeting. Each such nomination shall be accompanied by the signed statement of the proposed nominee that he or she is willing to serve plus the supporting signatures of 50 Members In Good Standing. Within 5 days thereafter, the Secretary shall notify the members of the Congregation of such additional nominations, together with pertinent information on each nominee.

Sec. 3. The election shall take place at the annual meeting. If necessary, the President shall designate a Tellers Committee of not less than 3 members of the Congregation to tally and certify the vote.

Sec. 4.

A. If there is more than 1 nominee for any position, the Secretary's notice shall be accompanied by a ballot, listing all the nominees arranged by lot for each position with an asterisk(*) designating those candidates nominated by petition. Members may vote for any number of nominees for a position up to the number to be elected. Cumulative voting is not permitted.

B. Regardless of the number of nominees for any position, any member may request an absentee ballot. Absentee ballots must be signed by the member casting the ballot and must be returned to the Secretary not later than at the beginning of the annual meeting. All

ballots received by the Secretary shall be tabulated and/or delivered to the election Tellers as appropriate.

Sec. 5. 50 Members In Good Standing shall constitute a quorum for the transaction of business at the annual meeting. Members voting by absentee ballot shall be counted towards the establishment of a quorum. Members shall be entitled to participate in annual meetings either in person or by any means (including, but not limited to, telephonic or electronic) that allows each member to hear what is being said by the other members and which allows the other members to hear what is being said by the member who is not physically present at the meeting.

ARTICLE XVIII
CONSTITUEN
T
ORGANIZATI
ONS

Sec. 1. Constituent Organizations of the Congregation may be formed only with the approval of the Board of Directors.

Sec. 2. The policies and programs of all constituent organizations shall conform with the policies of the Congregation as determined by the Board of Directors and shall be subject to the supervision and control of the Board of Directors.

ARTICLE XIX
SPECIAL
MEETINGS OF
THE
CONGREGATI
ON

Special meetings of the Congregation may be called by the President of the Congregation, the Board of Directors, the Board of Trustees, or by written petition to the Board of Directors signed by 50 members. The petition to the Board of Directors and the announcement to the Congregation of the special meeting shall set forth the time, place and special purpose of the meeting. The Congregation shall be notified of the meeting not less than 5 days prior to the meeting date. 50 members of the Congregation shall constitute a quorum for such a special meeting. Members shall be entitled to participate in special meetings either in person or by any means (including, but not limited to, telephonic or electronic) that allows each member to hear what is being said by the other members, and which allows the other members to hear what is being said by the member who is not physically present at the meeting.

ARTICLE XX
CHECKS,
BORROWING
MONEY,
ACQUIRING

AND
DISPOSING
OF REAL
ESTATE

Sec. 1.

A. The Board of Directors shall determine: (1) which officers or other persons shall be authorized to cause payments or other withdrawals to be made from the bank accounts of the Corporation and from its stock brokerage and custodial accounts maintained for its marketable securities; (2) whether the signatures of 1 or more of such authorized persons shall be required in any instance; and (3) what shall be the method of execution of checks, other instruments, and instructions to the Corporation's banks, stock brokerage, and custodial firms.

B. Promissory notes and other evidences of indebtedness, and documents creating new bank accounts, stock brokerage and custodial accounts, or modifying or changing authorized signatories or other provisions with respect to then existing accounts, shall be executed by the President and either the Treasurer or the First Vice President.

Sec. 2. To meet the expenses or improvements of the Corporation, the Board of Directors may, at any of its meetings, authorize the Corporation to borrow a specified sum of money, which shall not exceed 25% of the gross operating income of the preceding fiscal year, to pledge personal property of the Corporation as security for such borrowing, and to execute and deliver such evidence of indebtedness as may be required by the lenders.

Sec. 3. The members of the Congregation may, at any annual meeting or special meeting called for that purpose, authorize the Corporation to borrow a specified sum of money for any purpose related to the policies and operation of the Corporation, and authorize the officers to execute and deliver such evidence of indebtedness as may be required by the lenders.

Sec. 4. The members of the Congregation may, at any annual meeting or special meeting called for such purpose, authorize the sale or mortgage of any of the real estate of the Corporation and may authorize the acquisition of any new or additional real estate by the Corporation subject to the provisions of existing law.

ARTICLE XXI
DISSOLUTION

The Corporation shall be dissolved only upon the approval of 90% of the members. In the event of dissolution of the Corporation, no part of the assets shall inure to the benefit of any member or any private person but the same shall be distributed to some other organization having the same or similar purpose and which qualifies as a charitable organization as that term is described in the then applicable Internal Revenue Code.

ARTICLE XXII
AMENDMENT
S

Amendments to the Bylaws shall be presented in writing and shall be proposed by the Board of Trustees or by at least 10% of the members of the Congregation who are entitled to vote, and shall be filed with the Secretary. Such amendments may be acted on at any regular meeting of the Congregation or at any special meeting called for that purpose. Copies of the proposed amendments, with the arguments for and against them, shall be disseminated to each member along with the notice of the meeting at least 10 days prior thereto. An affirmative vote of $\frac{2}{3}$ of the members participating in a validly noticed meeting shall be necessary to adopt any amendment.

ARTICLE XXIII
PARLIAMENT
ARY
PROCEDURE

Robert's Rules of Order, Latest Revised, shall apply in the conduct of all meetings of the Congregation, the Board of Directors, the Board of Trustees, and all Committees.