

AMENDED AND RESTATED BYLAWS
OF
OLD YORK ROAD TEMPLE-BETH AM

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AMENDED AND RESTATED BYLAWS
OF
OLD YORK ROAD TEMPLE-BETH AM
(“BETH AM,” “CONGREGATION,” OR “TEMPLE”)

ARTICLE I - Name, Purpose and Affiliation

Section 1-1 Name. The name of this Congregation, incorporated under the laws of the Commonwealth of Pennsylvania, is “Old York Road Temple -Beth Am.”

Section 1-2 Purpose. The purpose of this Congregation shall be to support and maintain a public place of worship according to the faith, doctrine, tenets and usages of Reform Judaism and to promote Judaism in all aspects of life by means of communal and private worship, lifelong study, acts of social justice and by the maintenance of a school for the teaching of the same, and by such other means as shall serve to convey the teachings of Judaism. The Congregation may engage in any lawful activity consistent with its tax-exempt status for which corporations may organize under the applicable laws for nonprofit corporations

Section 1-3 Affiliation. This Congregation is a member of the Union for Reform Judaism (the “URJ”), abides by the Constitution and Bylaws of the URJ, and recognizes its financial responsibility to pay annual dues as specified in the URJ’s Bylaws

ARTICLE II - Membership

Section 2-1 Membership Criteria. Any person who meets one of the following criteria may be admitted to membership:

- (a) A person who is Jewish by birth, either through matrilineal or patrilineal descent, or conversion;
- (b) A person who is not Jewish but supports the Jewish beliefs, practices, and Temple involvement of their Jewish spouse, committed partner or children;
- (c) A person, regardless of faith, who was previously part of a Temple member family unit and now agrees to support Jewish beliefs and practices and the mission of Beth Am;
- (d) A person who is a continuing Beth Am member at the time these criteria are adopted.

The Executive Committee shall be the arbiter of the above-stated criteria and has the discretion to decide cases not conforming to these criteria.

Section 2-2 Unit of Membership. The unit of membership shall be any single individual or the family. For the purposes of membership, a family shall include a single parent or a husband and wife or committed partners, along with any unmarried children under the age of thirty (30) residing within the same household. The term member as used in these Bylaws means a membership unit. Unless otherwise determined by the Board of Directors, a membership year

shall commence on January 1 of each year. The Executive Committee may establish special membership classifications with such provisions as it deems advisable.

Section 2-3 Responsibilities of Full Membership; Suspension and Termination.

- (a) Dues. Dues shall be assessed annually by the Board of Directors for the purpose of raising sufficient revenue to provide for the continued administration, operation, and maintenance of the Temple in order to meet the annual operating budget. The Board shall establish policies as are necessary to accommodate any member seeking need-based monetary relief from paying dues. A member who needs monetary relief should contact the President, or the persons to whom the President delegates this duty to arrange such relief. Payment is to be consistent with the member's financial circumstances. Appropriate relief for the coming fiscal year will be granted by the President or the President's delegate. A member granted monetary relief may be asked to pay dues on an installment plan.
- (b) Suspension and termination for non-payment. A member whose payment of membership dues is in arrears for 90 days or more and who has not made satisfactory arrangements with the Temple for payment of his or her membership dues, or adjustments to their membership dues, is no longer entitled to the rights and privileges of a member in good standing.

A member in arrears in the payment of his or her membership dues may at the discretion of the Executive Committee be suspended or terminated from membership. A member shall be given at least 30 days prior notice of any such proposed suspension or termination and may request reconsideration of any such action as provided in Section 2-3(c).

- (c) Reconsideration of suspension and reinstatement for non-payment. A member whose membership has been suspended or terminated under Section 2-3(b) may seek reconsideration of that decision by written request addressed to the Executive Committee. The Executive Committee may then waive, extend, or modify any financial obligation due from the member. The Executive Committee may reinstate a suspended or terminated member upon such terms and conditions as the Executive Committee may stipulate.
- (d) Suspension and termination for misconduct. A member whose personal actions or statements are inconsistent with the moral and ethical standards of Beth Am and the Reform movement (as established by the then-current URJ Code of Ethics or any policies and guidelines of Beth Am applicable to members and in effect during such person's membership) may be suspended or terminated from membership.

After consultation with the Senior Rabbi, the Executive Committee may suspend or terminate a member. A member shall be given at least 30 days prior notice of any such proposed suspension or termination and may request reconsideration of any such action as provided in Section 2-3(e).

- (e) Reconsideration of suspension and reinstatement for misconduct. A member whose membership has been suspended or terminated under Section 2-3(d) may seek reconsideration of that decision by written request addressed to the Executive Committee. The Executive Committee may reinstate a suspended or terminated member upon such terms and conditions as the Executive Committee may stipulate.
- (f) No relief of financial obligation. Neither suspension or termination under this Section 2-3 of this Article, nor resignation of a member, shall relieve such member from the fulfillment of any financial obligation due from the member to the Congregation at the time of the termination of membership.

Section 2-4 Rights and Privileges of Full Members in Good Standing. Members in good standing shall have the following rights and privileges:

- (a) One vote per membership unit at meetings of the Congregation.
- (b) Eligibility to serve on the Board of Directors upon nomination and election, and as chairperson or member of committees of the Temple upon appointment.
- (c) Receipt of services from the Clergy for all Jewish life cycle events, pastoral counseling, and hospital visitation, without charge, subject to such policies as may be established by the Clergy and the Executive Committee.
- (d) Seating on an unassigned basis for all services, including High Holy Days.
- (e) Eligibility to enroll their children in religious school and to be instructed for Bar Mitzvah or Bat Mitzvah and Confirmation in the sanctuary of the Temple, subject to such policies and fees as may be established by the Executive Committee.
- (f) Eligibility to use Congregational facilities, subject to availability and to such policies and fees as may be established by the Executive Committee.
- (g) Eligibility to purchase memorial recognition at such locations and in such form as the Executive Committee may authorize, and subject to such policies and fees as may be established by the Executive Committee.
- (h) Receipt of notice of Temple news and events.
- (i) Tickets and/or entry to High Holy Day services for each person documented in the Temple records as being a member of a current membership unit.
- (j) Access to the member directory.

ARTICLE III - Meetings of the Congregation

Section 3-1 Annual Meeting. The annual meeting of the Congregation shall be held each year on such date and at such time as approved by the Board of Directors. The annual meeting may be held at any location as may be designated in the notice of meeting. The Board of Directors or the Executive Committee may determine that an annual meeting shall not be held at any place, but may instead be held solely by means of electronic communications, videoconferencing, teleconferencing or other available technology. At each such annual meeting, there shall be delivered to the Congregation reports by each of the President, the Treasurer and the Senior Rabbi as well as such other and further reports as may be determined by the President and/or the Board of Directors.

Section 3-2 Special Meetings. Special meetings of the Congregation may be called by the President or upon written application of not less than ten percent (10%) of the membership units (as defined in Section 2-2) of the Congregation.

Section 3-3 Notice of Meetings. A notice of each annual and special meeting shall be given not less than (i) thirty (30) days in the case of an annual meeting, and (ii) fifteen (15) days in the case of a special meeting, before the date of such meeting to each member of the Congregation via mail or e-mail to the member's address for mail and/or e-mail or other electronic communications supplied by the member to the Congregation, and in such other manner as may be designated by the Board of Directors from time to time. The notice of a meeting shall state the place (if any), date and hour of the meeting, the means of any electronic communication by which congregants may participate in the meeting and, in the case of a special meeting, the purpose or purposes for which the meeting is called. No business shall be transacted at a special meeting except that specified in the notice of the said meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail with postage thereon prepaid, addressed to the member at such member's address as it appears on the records of the Congregation. If the notice is sent by electronic transmission (including, without limitation, e-mail), the notice shall be deemed to have been given to the member entitled to such notice when sent.

Section 3-4 Quorum. A quorum shall be necessary to conduct business at all annual and special meetings of the Congregation. Representation of five percent (5%) of the membership units in good standing shall constitute a quorum for such purpose.

Section 3-5 Voting. Only members who are present at a meeting will be entitled to vote. Proxy votes will not be accepted. If approved in advance by the Executive Committee, members may participate in and vote at a Congregational meeting by means of electronic communications, videoconferencing, teleconferencing or other available technology. The act of the majority of the membership units present at a meeting at which a quorum is present shall be the act of the membership of the Congregation, unless the act of a greater number is required by statute, these Bylaws, or the Articles of Incorporation. Voting need not be by written ballot.

ARTICLE IV - Officers

Section 4-1 Elected Officers. The Officers of the Congregation shall consist of a President, an Executive Vice-President, a Secretary, a Treasurer, and Vice-Presidents of Membership, Religious Practices, Fundraising, Social Action, and House and Grounds. All of the foregoing Officers shall be elected by the members of the Congregation for a term of two (2) years at the annual meeting of the Congregation, in each odd-numbered year, and shall serve until his or her successor is elected and qualified. The manner of nominating and electing officers shall be as set forth in these Bylaws. Non-Jewish members are not eligible to serve as President, Executive Vice-President, and Vice-President of Religious Practices. In carrying out the duties assigned to them in these Bylaws, the Officers are empowered and authorized to delegate tasks necessary for the completion of their duties to professional staff, committees, or other designees within the Congregation.

Section 4.2 Appointed Officers. The Temple Counsel shall be selected by the President, and shall serve for and during the term of the President.

Section 4-3 President. The President shall perform the following functions, but may delegate the performance of any thereof to the Executive Vice-President:

- (a) Preside at all meetings of the Board of Directors, the Executive Committee and the Congregation;
- (b) Appoint all chairpersons of committees not otherwise appointed hereunder;
- (c) Be an ex officio member of all committees, except the Nominating Committee;
- (d) Be empowered to call special meetings;
- (e) Authorized to sign all legal documents and to sign all checks of the Congregation as a co-signer;
- (f) Represent the laity of the Congregation at religious services and ceremonials, or designate such representation;
- (g) Have no vote except in the case of a tie;
- (h) Appoint a Nominating Committee as prescribed elsewhere in these Bylaws;
- (i) Effectuate the policies and purposes of the Synagogue;
- (j) Perform all other duties incident to the office; and
- (k) Appoint a member of the Board of Directors as the Congregation's representative to the URJ.

Section 4-4 Executive Vice-President. The Executive Vice-President shall:

- (a) Oversee the functions of all officers;
- (b) Oversee the functions of all committees;
- (c) Oversee the functions of the Temple Office;
- (d) Succeed to the office of President, except as otherwise provided in these Bylaws;
- (e) Authorized to sign all checks of the Congregation, as a co-signer;
- (f) Be an ex officio member of all committees, except the Nominating Committee;
- (g) Be Acting President if the need arises, succeeding to the Presidency if the need becomes permanent;
- (h) Assist the President, and perform such functions, in such matters as the President may direct or delegate; and
- (i) Effectuate the policies and purposes of the Synagogue.

In the event the Executive Vice-President becomes Acting President pursuant to this Section 4-4, the Immediate Past President and the Acting President shall select an Acting Executive Vice-President to serve under the Acting President. The next Nominating Committee appointed thereafter shall nominate an individual (who may be, but need not be, the individual theretofore serving as Acting Executive Vice-President) to be elected at the next annual meeting of the Congregation to serve as Executive Vice-President under the new President.

Section 4-5 Vice-President for Membership and Outreach. The Vice-President for Membership and Outreach shall be chairperson of the Membership and Outreach Committee, charged with membership recruitment, retention, development, outreach programming, and leading the Board's efforts to promote and encourage a welcoming environment at the Temple for new members and existing members.

Section 4-6 Vice-President for Religious Practices. The Vice-President for Religious Practices shall be chairperson of the Religious Practices Committee, charged with responsibilities in the area of ritual support, Bima honors and religious ceremonies, Bar/Bat Mitzvah scheduling, and promoting and encouraging worship, all in conjunction with and supporting the Clergy.

Section 4-7 Vice-President for Fundraising. The Vice-President for Fundraising shall be chairperson of the Fundraising Committee, charged with devising and implementing programs to help raise funds for the general operations of the Temple. The Vice-President for Fundraising may establish a subcommittee for each activity or event planned.

Section 4-9 Vice-President for Social Action. The Vice-President for Social Action shall be chairperson of the Social Action Committee and shall be charged with responsibilities in the area of community service activities, interfaith activities, liaison with Jewish organizations, and promoting and encouraging continuing Congregational and individual acts of social justice.

Section 4-10 Vice-President for House and Grounds. The Vice-President for House and Grounds shall oversee the upkeep, maintenance, repair, insurance and security of the Temple's physical plant.

Section 4-11 Temple Counsel. The Temple Counsel shall render advice on legal matters affecting the Congregation and act as Parliamentarian of all meetings of the Congregation, the Board of Directors, and the Executive Committee. The Temple Counsel may at his or her discretion enlist the assistance of members of the Congregation who are attorneys, on such matters as the Temple Counsel shall from time to time determine.

Section 4-12 Secretary. The Secretary shall keep the minutes of the meetings of the Congregation, the Board of Directors and the Executive Committee and ensure that those minutes are archived in appropriate permanent files; ensure that a permanent record of policies adopted by the Board is compiled and maintained; and perform such other duties as are incident to the office.

Section 4-13 Treasurer. The Treasurer shall exercise general supervision over the receipt, custody and disbursement of Temple funds. The Treasurer shall, in general, perform all the duties incident to the office of Treasurer and shall have such further powers and duties as shall be prescribed from time to time by the Board of Directors or the President. The Treasurer shall be empowered to sign all checks of the Congregation as a co-signer. A paid bookkeeper shall report to the Treasurer. The Treasurer shall report the financial condition of the Congregation to the Board of Directors and shall report to the Congregation at all annual meetings.

Section 4-14 Immediate Past President. The Immediate Past President shall perform the following functions:

- (a) Act as an advisor to the President and Executive Vice-President;
- (b) Serve as chairperson of the Nominating Committee;
- (c) Be Acting President if both the President and Executive Vice-President are unable to serve;

- (d) In the event of vacancies in both the Presidency and Executive Vice-Presidency, reconvene the last Nominating Committee in order, with the approval of the Board of Directors, to fill the vacancy or vacancies for the balance of the term then in progress; and
- (e) Authorized to sign all checks of the Congregation, as a co-signer.

If the Immediate Past President is unable to serve, he or she shall be replaced in office by the next previous Past President. If the next previous Past President is unable to serve, the Executive Committee will immediately convene and appoint an individual to serve as a temporary President and/or Executive Vice-President until the Nominating Committee can appoint such Officers per the procedures set forth herein.

Section 4-15 Removal. Officers may be removed from office at any time, with Cause (as defined in Section 11-3), upon a two-thirds (2/3) vote of the Board of Directors present at a meeting called for that purpose at which a quorum is present.

Section 4-16 Vacancies. A newly created elected office and a vacancy in any elected office (other than President or Executive Vice-President) because of death, resignation, or removal may be filled by the Executive Committee. Any vacancy in an office appointed by the President because of death, resignation, or removal may be filled by the President.

ARTICLE V - Board of Directors

Section 5-1 Duties. Subject to the requirements of applicable law, the Board of Directors (the “Board” or the “Board of Directors”, and each member serving on the Board of Directors referred to as a “Director”), shall establish policies consistent with and in furtherance of the purposes of the Congregation and shall be responsible for the general oversight of the affairs, funds, records, and property of the Congregation. The Board of Directors may exercise all of the powers of the Congregation and do all lawful acts and things as are required, directed, or permitted to be exercised or done by (i) the Pennsylvania Nonprofit Corporation Law of 1988, as the same shall from time to time be in effect; (ii) the Congregation’s Articles of Incorporation; (iii) these Bylaws; or any other provision of law. The Board shall act only as a Board of Directors, or as a committee thereof; individual directors shall have no power as such. The Board also shall have the authority to interpret the provisions of the Bylaws and its interpretation shall be binding upon the Congregation. The Board of Directors shall be responsible for determining all major policy and fiscal matters for the Congregation, and shall perform such other duties as the members of the Congregation in regular or special meetings assembled from time to time may prescribe; provided, however, that none of the following transactions may be approved solely by the Board of Directors, but rather, any such transaction shall require both (i) approval by the affirmative vote of two-thirds (2/3) of those Directors present and eligible to vote at a duly constituted meeting of the Board of Directors, followed by (ii) approval by the affirmative vote of two-thirds (2/3) of the members of the Congregation present and voting at a duly constituted annual or special meeting of the Congregation: (a) any purchase, sale, mortgage or other disposal of real estate owned or to be owned by the Congregation, any sale or other disposal of substantially all of the assets of the Congregation, or any lease of all or substantially all of the building or buildings thereon; or (b) any merger or consolidation of the Congregation with or into another congregation.

Section 5-2 Composition of the Board of Directors. The Board of Directors shall consist of the following individuals, only so long as they remain members of the Congregation in good standing:

- (a) Each member of the Executive Committee;
- (b) The duly elected Presidents of the Congregation's auxiliary organizations as may be designated by the Board of Directors from time to time (or in lieu of any such President, the delegate of any such auxiliary organization duly appointed by the members of such organization);
- (c) Fifteen congregants at large, one third (1/3) of whom shall be elected by the members of the Congregation at each annual meeting of the Congregation, and each of whom shall serve for a term of three (3) years;
- (d) All Past Presidents of the Congregation, who shall serve as life members of the Board of Directors; and
- (e) Not more than five (5) persons appointed by the President of the Congregation for a term of one (1) year.

Section 5-3 Board of Director Term Limits. Except as permitted in this paragraph or in paragraph (d) of Section 5-2, no person may serve as an elected or appointed member of the Board of Directors for more than nine consecutive years; after nine consecutive years, an individual's service on the Board of Directors as an elected or appointed member must end, even if the individual was elected for a multi-year term of service on the Board and the end of such nine year period occurs during such term. After not serving as a member of the Board of Directors for a one year period, an individual may be re-elected or appointed to the Board of Directors for a new period of not more than nine consecutive years. Notwithstanding the preceding, however, if an individual serves on the Executive Committee for one or more years, and in such capacity is a member of the Board of Directors (pursuant to paragraph (a) of Section 5-2), then upon the termination of their service on the Executive Committee, the period of time (if any) such individual served on the Board of Directors immediately prior to their service on the Executive Committee shall not be counted, and such individual may be elected to serve on the Board of Directors, upon termination of their service on the Executive Committee, for a new period of not more than nine consecutive years. In addition, the nine consecutive year limitation will not apply in the event that following the election to the Board of Directors for nine consecutive years, an individual is elected to the Executive Committee and serves on the Board of Directors in such capacity (pursuant to paragraph (a) of Section 5-2).

Section 5-4 Board of Directors Meetings.

- (a) *Regular Meetings.* Regular meetings of the Board of Directors may be held, without notice, at such time and place as will from time to time be determined by the Board.
- (b) *Special Meetings.* Special meetings may be called at the discretion of the President or by one-third of the members of the Board of Directors upon no less than three (3) days notice to each Director via e-mail to the Director's address for e-mail or other electronic communications supplied by the Director to the Congregation. Notice of a special meeting of the Board of Directors shall specify the date, time and place of the

meeting, but, except as otherwise provided in these Bylaws, need not specify the purpose for the meeting or the business to be conducted. Notice shall be deemed to have been given to the Director entitled to such notice when sent.

- (c) *Waiver of Notice.* Notwithstanding the foregoing, a Director may waive notice of any meeting of the Board of Directors by written statement (that includes an electronic communication) signed by the person entitled to the notice filed with the Secretary of the Congregation. Attendance at a meeting of the Board of Directors shall also constitute a waiver of notice, except where a Director states that he or she is attending for the purpose of objecting to the conduct of business on the ground that the meeting was not lawfully called or convened.
- (d) *Participation in Meetings via Electronic Technology.* One or more Directors may participate in a meeting of the Board of Directors or any committee thereof by means of a conference telephone, web conference or other electronic technology by which all persons participating in the meeting can hear each other. Participation in a meeting pursuant to this section shall constitute presence in person at the meeting.
- (e) *Order of Business.* The order of business of all meetings shall be determined by the President, unless the Board of Directors shall otherwise specify or determine.
- (f) *Quorum.* One-third of the number of Directors then in office shall constitute a quorum for the transaction of business at any meeting of the Board of Directors. If a quorum is not present at any meeting of the Board, the Directors present may adjourn the meeting, from time to time, without notice other than announcement at the meeting until a quorum shall be present.
- (g) *Transactions by Board of Directors.* Except as otherwise provided by law, the Articles of Incorporation, or these Bylaws, all matters before the Board of Directors shall be decided by a majority vote of the Directors present at a meeting at which a quorum exists.
- (h) *Action Taken Without Meeting.* Any action that may be taken at a meeting of the Board of Directors may be taken without a meeting if a consent or consents in writing setting forth the action so taken shall be signed by all of the Directors in office and shall be filed with the Secretary of the Congregation.

Section 5-5 Conduct of Board Members. In discharging the duties of their respective positions, the Board, committees, and subcommittees of the Board, and individual Board members may, in considering the best interests of the Congregation, consider the effects of any action upon current and future members, and all other pertinent factors. Any person accepting a position on the Board shall:

- (a) Support the mission of the Congregation and have a bona fide interest in the purposes for which the Congregation has been organized.
- (b) Serve as an example to the members of the Congregation, exhibiting high standards of Jewish values, and are expected to be and remain a member in good standing.

(c) Attend on an annual basis a minimum of seventy five percent (75%) of the meetings of the Board, rounding down for fractional results, absent special and unforeseeable circumstances with prior approval from the President.

(d) Serve without compensation or remuneration.

Section 5-6 Vacancies. In the case of the death, resignation or removal of any Director elected pursuant to Section 5-2(c), the Executive Committee shall present to the Board of Directors the names of one or more members of the Congregation as candidates to fill the vacancy. The remaining Directors shall elect a member to fill the balance of the unexpired term.

Section 5-7 Resignations. A Director may resign at any time by giving notice thereof in writing to the Secretary of the Congregation. Any such resignation shall take effect at the time specified therein or, if the time is not specified therein, upon receipt of the notice. Acceptance of such resignation shall not be necessary to make it effective.

Section 5-8 Removal. Directors may be removed from office at any time, with Cause (as defined in Section 11-3), upon a two-thirds (2/3) vote of the Board of Directors present at a meeting called for that purpose at which a quorum is present.

Section 5-9 Limitation of Directors' Liability.

(a) A Director of this Congregation shall not be personally liable for monetary damages as such for any action taken, or any failure to take any action, 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, as amended; and (2) the breach or failure to perform constitutes self-dealing, willful misconduct or recklessness.

(b) This Section 5-9 shall not limit a Director's liability for monetary damages to the extent prohibited by the provisions of the Pennsylvania Nonprofit Corporation Law of 1988, as amended.

ARTICLE VI - Executive Committee

Section 6-1 Composition. The Executive Committee shall consist of all Officers named in Article IV of these Bylaws whose duties are described therein, together with the Immediate Past President; *provided*, that the Temple Counsel shall be a non-voting member of the Executive Committee.

Section 6-2 Duties. The Executive Committee shall oversee the general day-to-day management of the affairs, funds, records, and property of the Congregation. The Executive Committee shall receive reports from each of the Committees chaired by the members of the Executive Committee and shall recommend such actions to the full Board of Directors as the Executive Committee deems appropriate. Within the parameters of the two preceding sentences, the Executive Committee shall have the following powers:

- (a) to engage professional staff other than clergy; and
- (b) to engage employees and establish their duties and compensation.

In addition, the Executive Committee shall have the authority of the Board of Directors in between meetings of the Board of Directors, if action is to be taken which requires Board of Directors approval and it is not feasible to have the Board of Directors meet prior to the time such action needs to be approved; provided, however, that in no event shall the Executive Committee have the authority to approve a sale of real estate owned by the Congregation or substantially all of the assets of the Congregation, or to approve a merger or consolidation of the Congregation with another entity.

Section 6-3 Actions of the Executive Committee. The Executive Committee shall meet at the discretion of the President, upon reasonable prior notice. A majority of the voting members of the Executive Committee shall constitute a quorum. Except as otherwise provided by these Bylaws, all matters before the Executive Committee shall be decided by a majority vote of the voting members of the Executive Committee present at a meeting at which a quorum exists.

ARTICLE VII – Other Committees

Section 7-1 Appointment of Committee Members. Within thirty (30) days after the annual election of Officers and Directors of the Congregation, the President shall appoint from among the members of the Congregation, the chairpersons (not otherwise appointed hereunder) of any committees established by resolution of the Board of Directors. The chairperson of any committee may establish one or more subcommittees and appoint its chairperson. The chairperson of any committee or subcommittee shall appoint the members thereof. In addition, the President may appoint members to serve on any committee or subcommittee.

Section 7-2 Establishment of Ad Hoc Committees by President. The President shall have the authority to designate any ad hoc committees consisting of such members and undertaking such responsibilities as the President shall from time to time determine.

Section 7-3 Rules and Regulations. Each Committee shall be governed by the same rules regarding meetings (including meetings in person or by telephonic or electronic communications), action without meetings, notice, waiver of notice, and quorum and voting requirements as are applicable to the Board. No committee shall have the power to contract in the name of the Congregation nor bind the Congregation to any obligation without the prior approval of the Board of Directors or the Executive Committee.

Section 7-4 Reports. The chairperson of each committee shall make in writing a detailed report of its activities to a designated member of the Executive Committee not less than three (3) days prior to each regular meeting of the Executive Committee.

Section 7-5 Standing Committees. The standing committees shall include:

- (a) *Membership and Outreach Committee* which shall be chaired by the Vice-President for Membership and Outreach.
- (b) *Fundraising Committee* which shall be chaired by the Vice-President for Fundraising.
- (c) *House and Grounds Committee* which shall be chaired by the Vice-President for House and Grounds.
- (d) *Social Action Committee* which shall be chaired by the Vice-President for Social Action.
- (e) *Religious Practices Committee* which shall be chaired by the Vice-President for Religious Practices.
- (f) *Education Committee* which shall, subject to the approval of the Board of Directors, support the Religious School of the Congregation, recommend rules and regulations for the operation of the school and promote life-long learning programs.
- (g) *Finance/Endowment Committee* shall be composed of the Treasurer and three members appointed by the President, with approval of the Executive Committee. One of the three appointed members will serve as chairperson. The task of the Finance/Endowment Committee will be to (i) invest Congregation funds and to oversee/monitor the investment and spending rate of endowment funds and (ii) cultivate donor relationships and solicit major gifts through current, planned or legacy. The Finance/Endowment Committee will meet at least quarterly.
- (h) *Budget Committee* which shall be comprised of the President, Executive Vice-President and the Treasurer, shall make a detailed estimate of the income and expenses for the ensuing year. The revenues shall include at a minimum the categories of dues, tuition, gifts, memorials, other fees, and High Holiday pledges. In compiling such revenue streams, the Budget Committee shall make a recommendation pertaining to any increase in dues, tuition and other fees. The expenses shall include at a minimum the categories of salaries, supplies and equipment with further breakdowns in the aforementioned categories. The budget as recommended by the Budget Committee shall be presented to the Board of Directors for approval no later than November 30th of the expiring fiscal year. Any unplanned expenditure in excess of five per cent (5%) of the previously approved annual budget shall be proposed first to the Executive Committee through the Treasurer, who, if recommending such expenditure, will then report to the Board of Directors at its next meeting, concerning such proposed expenditure for its consideration.

ARTICLE VIII – Nominations and Elections

Section 8-1 Appointment of Nominating Committee. On or before the fifteenth (15th) day of December in each year, the President shall appoint a Nominating Committee for the purpose of nominating candidates for those Directors and Officers to be elected at the next annual meeting of the Congregation, and for the purpose of filling vacancies in specified offices or directorships pursuant to and in accordance with the provisions hereof.

- (a) The Nominating Committee shall consist of the Immediate Past President who shall serve as chairperson and up to seven (7) other members, four (4) of whom shall be members of the Board of Directors, and the remainder of whom shall be members of the Congregation at large (i.e., who do not then serve on the Board of Directors).

- (b) All persons appointed to the Nominating Committee shall be advised of their appointment in writing. Anyone accepting appointment to the Nominating Committee must indicate his/her willingness and ability to attend a minimum of two (2) meetings.
- (c) No member of the Nominating Committee shall be nominated by the Nominating Committee to serve as an officer or elected Board member. The appointment letter will advise those wishing to be considered for any elected office to so notify the President and decline the appointment to the Nominating Committee.
- (d) A quorum consisting of not less than half of the members of the Nominating Committee shall be present at all meetings.

Section 8-2 Suggested Nominees by Executive Vice-President.

- (a) The incumbent Executive Vice-President shall have the right, but not the duty, to suggest to the Nominating Committee one (1) or more persons for consideration by the Nominating Committee as potential nominees for each elective position to be filled. The Executive Vice-President shall consult with the Senior Rabbi in developing the list of potential nominees. These suggestions shall not be communicated to such potential nominees by the incumbent Executive Vice-President or by any other person, except as set forth in subsection 8-2(c).
- (b) At the first meeting of the Nominating Committee, the incumbent Executive Vice-President shall be afforded the opportunity to address the committee as to his/her proposed candidates for the Executive Committee. The Nominating Committee shall interview the candidate for Executive Vice-President proposed by the incumbent Executive Vice-President.
- (c) In the event that there is an alternate candidate to the incumbent Executive Vice-President's proposed candidate for any Executive Committee position, the Nominating Committee shall interview the incumbent Executive Vice-President's proposed candidate as well as any alternate candidates. In addition, the Nominating Committee shall be obligated to interview specific candidate(s) for officer positions, including any alternate candidates or names proposed directly to the chairperson, upon the request of not less than three (3) members of the Nominating Committee.

Section 8-3 Identification of Nominees. The Nominating Committee shall name one (1) nominee for each office and directorship to be filled at the next annual Congregational meeting, except the office of President.

- (a) The Executive Vice-President shall be automatically nominated to succeed to the office of President at the conclusion of his or her term of office.
- (b) No other person shall be nominated by the Nominating Committee for the office of President, except upon a written petition signed by not less than fifteen percent (15%) of the membership of the Congregation, which number must include not less than thirty-three and one third percent (33-1/3%) of the members of the Board of Directors.

Nominations by the Nominating Committee must be presented by the Nominating Committee at the meeting of the Board of Directors during March of each year. Notice of said nominations must be made public to the Congregation, within twenty (20) days after the March Board meeting. There shall be no nominations from the floor at the annual meeting of the Congregation.

Section 8-4 Election of Officers/Directors. Election of Officers and Directors shall take place at the next annual meeting of the Congregation. A majority of the membership units present at such meeting shall be required to elect each Officer and Director. Voting need not be by written ballot.

Section 8-5 Commencement of Office/Directorship. All persons elected as Officers and Directors as hereinabove provided shall begin the performance of their respective duties on the first (1st) day of July next succeeding their election.

ARTICLE IX – Clergy

Section 9-1 Selection of Rabbis. The Senior Rabbi, and any Associate or Assistant Rabbi (collectively the “Rabbis” and each a “Rabbi”) shall be recommended to the Executive Committee by a Rabbinical Search Committee (which shall include the Vice-President of Religious Practices and other members of the Congregation appointed by the President), upon such terms and conditions as the Rabbinical Search Committee may determine with approval by the Executive Committee. The recommendation of the Executive Committee shall then be submitted to the Board of Directors for approval. With respect to the Senior Rabbi (but not with respect to an Associate or Assistant Rabbi), upon the approval of the Board of Directors, the recommendation of the Senior Rabbi shall then be referred to a meeting of the Congregation where a two-thirds (2/3) vote of those present shall be required for the initial confirmation of the Senior Rabbi’s selection.

Section 9-2 Rabbinical Contract. The President together with the Temple Counsel shall negotiate the terms and conditions of a Rabbi’s initial appointment and any subsequent renewals thereof. Upon completion of a Rabbi’s initial period of service the Executive Committee shall (and with respect to an Associate or Assistant Rabbi, in consultation with the Senior Rabbi) make a determination as to the Rabbi’s re-appointment. Following a Rabbi’s initial appointment, the Congregation shall be guided in reference to appropriate review, continued service, tenure, retirement, termination of service, and Rabbi/Congregation relationships by the guidelines recommended by the Central Conference of American Rabbis and the Union for Reform Judaism.

Section 9-3 URJ Plans. The Congregation shall be a participant in the rabbinical pension plan and disability insurance plans established by the Central Conference of American Rabbis and the Union for Reform Judaism, or any other pension plan which shall be mutually agreeable. The Senior Rabbi and any Associate and Assistant Rabbi(s) shall be enrolled in these plans unless otherwise agreed.

Section 9-4 Duties of Rabbis.

- (a) The Senior Rabbi shall be the chief spiritual leader of the Congregation; and, in addition to his or her contractual duties, the Senior Rabbi shall perform such duties and take such actions as is usual to persons holding that office.

- (b) Any Associate or Assistant Rabbi shall perform such duties as may be delegated to them by the Senior Rabbi or the Board of Directors, or both.
- (c) The Rabbis shall supervise all religious services and education programs of the Congregation, lead and participate in the religious, cultural, social and educational life of the Congregation, and generally perform the duties of a rabbi all in accordance with the tenets of Reform Judaism.
- (d) Except when requested to absent himself or herself therefrom, the Rabbis shall have the privilege of attending all meetings of the Executive Committee, Board of Directors and the Congregation, and the standing committees of any thereof, without voting rights.

Section 9-5 Selection of Cantor. A Special Cantorial Selection Committee appointed by the President of the Congregation (which shall include the Vice-President of Religious Practices) shall work with the Senior Rabbi to select and recommend a candidate to serve as cantor (the “Cantor”) to the Executive Committee for approval. The recommendation of the Executive Committee shall then be submitted to the Board of Directors for approval. Upon the approval of the Board of Directors, the recommendation of the Cantor shall then be referred to a meeting of the Congregation where a two-thirds (2/3) vote of those present shall be required for the initial confirmation of the Cantor’s selection. In selection of a Cantor, the Congregation shall take into consideration the rules and regulations of the Joint Cantorial Placement Commission of the American Conference of Cantors (ACC), the Union for Reform Judaism and the Hebrew Union College-Jewish Institute of Religion School of Sacred Music.

Section 9-6 Duties of Cantor. The Cantor shall be the principal leader and authority within the Congregation on matters pertaining to liturgical music and, in addition to his or her contractual duties, the Cantor shall perform such duties and take such actions as is usual to persons holding that office. Except when requested to absent himself or herself, the Cantor is invited to attend all meetings of the Executive Committee, Board of Directors, the Congregation and the standing committees thereof, without voting rights.

Section 9-7 Cantorial Contract. The President together with the Temple Counsel shall negotiate the terms and conditions of a Cantor’s initial appointment and any subsequent renewals thereof. Upon completion of a Cantor’s initial period of service the Executive Committee shall make a determination as to the Cantor’s re-appointment.

ARTICLE X - Auxiliary Organizations

Section 10-1 Advisability. The Congregation recognizes the advisability of having auxiliary organizations as may be authorized and approved by the Board of Directors from time to time.

Section 10-2 Rules and Regulations. The Bylaws and other regulations of all auxiliary organizations shall be consistent with the Bylaws and policies of the Congregation. No auxiliary organization shall have the power to contract in the name of the Congregation nor bind the Congregation to any obligation without the prior approval of the Board of Directors or the Executive Committee.

Section 10-3 Reports. The President of each auxiliary organization shall make in writing a detailed report of its activities to the Executive Committee not less than three (3) days prior to each regular meeting of the Executive Committee.

ARTICLE XI – General

Section 11-1 Fiscal Year. The fiscal year of the Congregation shall begin on the first (1st) day of January in each year or such other date as may be designated by a majority vote of the Board of Directors.

Section 11-2 Rules and Regulations. The Congregation shall maintain in its principal offices a volume which shall contain all Bylaws, rules, regulations, policies and procedures adopted and currently in force by the Executive Committee, Board of Directors, committees or auxiliary organizations; copies thereof shall be disseminated to those Officers and other persons to whom they are applicable, in such manner as shall be directed by the President.

Section 11-3 Definitions. For purposes of Section 4.15 and Section 5.8, “Cause” shall mean removal because of the occurrence of any of the following as determined by the Board:

- (a) the willful and continued failure by the Officer or Director to attempt in good faith to substantially perform his or her obligations to the Temple;
- (b) the indictment of the Officer or Director for, or his or her conviction of or plea of guilty or nolo contendere to, a felony or any other crime involving moral turpitude or dishonesty;
- (c) the Officer or Director willfully engaging in misconduct in the performance of his or her duties for the Temple or other than in the performance of his duties for the Temple (including, but not limited to, theft, fraud, embezzlement, or a violation of any written policy of the Temple) that is materially injurious to the Temple, or, in the good faith determination of the Board, is potentially materially injurious to the Temple, monetarily or otherwise.

ARTICLE XII – Amendments

Section 12-1 Amendment by Directors. These Bylaws may be amended by the Board of Directors as described in this Article, provided that that the Board of Directors shall not have the power to amend these Bylaws on any subject that is expressly committed to the members by the Pennsylvania Nonprofit Corporation Law of 1988, as amended, the Articles of Incorporation or these Bylaws. Any amendment must first be proposed by a resolution introduced at any regular or special meeting of the Board of Directors at which a quorum is present (the “Proposal Meeting”); however, such resolution may not be voted upon at the Proposal Meeting. Rather, such resolution may only be voted upon by the Board of Directors at a subsequent regular or special meeting thereof at which a quorum composed of directors eligible to vote is present (the meeting at which such vote is to be taken being the “Decision Meeting”). The members of the Board of Directors shall receive written notice, not less than ten (10) days before the Decision Meeting, setting forth the proposed amendment to these Bylaws as introduced by resolution at

the Proposal Meeting, which notice shall advise the directors that such amendment is to be considered and voted upon at the forthcoming Decision Meeting. At the Decision Meeting, the proposed amendment shall be considered and discussed. After discussion, it shall be voted upon, unless the Officer presiding at the meeting determines in good faith that it is premature to vote upon the proposed amendment, and that the proposal shall be further considered at a future meeting of the Board of Directors, in which case the vote shall be deferred until the next meeting, which shall again be considered a Decision Meeting requiring advance written notice to the Board of Directors as described above. At a Decision Meeting, the proposed amendment to these Bylaws may, with the approval of a majority of those directors present and eligible to vote at the meeting, be modified prior to taking the vote as to approval of the amendment, and if any such modification is so approved, the fact that the proposal voted upon at the Decision Meeting differs from that proposed at the Proposal Meeting shall not invalidate the vote thereon (i.e., if the proposal is modified, it shall not be necessary to treat the Decision Meeting as if it were the Proposal Meeting for a “new” proposed amendment). To be approved at a Decision Meeting, any proposed amendment to these Bylaws must be approved by the affirmative vote of two-thirds (2/3) of the directors present and eligible to vote at the meeting.

Section 12-2 Amendments Requiring Approval by Members of the Congregation. The Board of Directors shall not have the sole power or authority to approve an amendment to these Bylaws which does any of the following (i) modifies the requirements in the second sentence of Section 5-1 for the affirmative votes of two-thirds (2/3) of the Directors present and voting at a meeting of the Board of Directors and two-thirds (2/3) of the members of the Congregation present and voting at a meeting of the Congregation to approve any transaction identified in clauses (a) and (b) of such sentence, or modifies such clause (a) or clause (b); (ii) modifies the requirement in Section 9-1 that the initial selection of the Senior Rabbi be referred to a meeting of the Congregation where a two-thirds (2/3) vote of those present shall be required for the initial confirmation of the Senior Rabbi’s selection; or (iii) modifies the requirement in Section 9-5 that the initial selection of the Cantor be referred to a meeting of the Congregation where a two-thirds (2/3) vote of those present shall be required for the initial confirmation of the Cantor’s selection. Any amendment to these Bylaws which amends any of the provisions described in the preceding sentence shall not be effective until it is first approved by the Board of Directors, following the procedures set forth in Section 12-1, and is thereafter approved by the affirmative vote of two-thirds (2/3) of the members of the Congregation present and voting at a duly constituted regular or special meeting of the Congregation. In the case of a meeting of members to amend or repeal these Bylaws, notice shall be given to each member that the purpose, or one of the purposes, of the meeting is to consider the adoption, amendment or repeal of the Bylaws.

ARTICLE XIII: Indemnification

Section 13-1 The Congregation shall indemnify any person who is, or who is threatened to be made, a party to any legal proceeding, because he/she was a Director, Officer, employee, professional staff member, Rabbi, Cantor, or agent of the Congregation, against expenses (including attorney’s fees), judgments, fines, and amounts paid in settlement (if approved by the Board of Directors in advance) actually and reasonably incurred by him/her in connection with such action, suit, or proceeding, if he/she acted in good faith and in a manner he/she reasonably

believed to be in, or not opposed to, the best interests of the Congregation and, with respect to any criminal action or proceeding, had no reasonable cause to believe his/her conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he/she reasonably believed to be in, or not opposed to, the best interests of the Congregation and, with respect to any criminal action or proceeding, had reasonable cause to believe that his/her conduct was unlawful.

Section 13-2 Any indemnification under Section 13-1 of this Article (unless ordered by a court) shall be made by the Congregation only as authorized in the specific case, upon the determination that indemnification of the person is proper in the circumstances because he/she has met the applicable standard of conduct set forth in Section 13-1. Such determination shall be made: (1) by the Board of Directors by a majority vote of a quorum consisting of Directors who were not parties to such action, suit or proceeding; or, if no quorum can be reached, (2) by the affirmative vote of a majority of the votes cast by voting members of the Congregation, excluding those who are parties to the action, at a duly constituted meeting.

Section 13-3 Expenses incurred in defending a civil or criminal action, suit or proceeding shall be paid by the Congregation in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking (with sufficient security, if required) by or on behalf of the indemnified person to repay such if it shall ultimately be determined that he/she is not entitled to be indemnified by the Congregation as authorized in this Bylaw provision.

Section 13-4 Insurance. The Congregation shall purchase and maintain insurance on behalf of any person who is indemnified pursuant to Section 13-1.

ARTICLE XIV - Emergency Bylaws.

Section 14-1 Emergency Bylaws. In the event of any emergency resulting from an attack on the United States or on a locality in which the Congregation is located; any nuclear or atomic disaster; any catastrophe, including, but not limited to, an epidemic or pandemic; a declaration of a national emergency by the United States government; or any other similar emergency condition and until the termination of such emergency, the following Bylaw provisions shall be in effect, notwithstanding any other provisions of these Bylaws:

- (a) A special meeting of the Executive Committee or the Board of Directors may be called by any Officer or Director upon one hour's notice, and
- (b) The Director or Directors in attendance at the meeting shall constitute a quorum.