

OLD YORK ROAD TEMPLE BETH AM
BY-LAWS

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ARTICLE I - Name, Purpose and Affiliation

Section 1-1: This Congregation, incorporated under the laws of the Commonwealth of Pennsylvania, shall be known as “Old York Road Temple - Beth Am”.

Section 1-2: The purpose of this Congregation shall be to support and maintain a public place of worship of God 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, life long 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.

Section 1-3: In order to advance the cause of Reform Judaism in America and throughout the world, this Congregation shall affiliate itself with the Union for Reform Judaism (the “URJ”).

ARTICLE II - Membership

Section 2-1: Any person of the Jewish faith or partnered with a person of the Jewish faith, or any person not a member of another faith, eighteen (18) years of age or over, who wishes to associate with the Jewish faith, may be admitted to membership. The Board of Directors may from time to time promulgate such regulations as it may deem proper as qualifications for membership and shall determine the right of members to continue membership.

Section 2-2: The unit of membership shall be the individual, or in the case of partnered persons with or without children, the family. Members of a family, who are over eighteen (18) years of age and who are self-supporting, shall not be included in a family membership.

Section 2-3: Membership in the Congregation shall confer upon adult members of the Jewish faith the right to vote on all matters properly placed before the Congregation for decision. In the case of a family membership, the partners shall each be entitled to one (1) vote, provided that each shall qualify for membership under the provisions of Section 2-1 of this Article; provided, however, that members who are not members of the Jewish faith shall not be entitled to vote. No person who, as a member, is delinquent for a period in excess of thirty (30) days in any financial obligation to the Congregation, shall be entitled to vote until such delinquencies shall have been cured.

Section 2-4: In addition to the privilege of voting, members in good standing shall be entitled to the following privileges:

a. The privilege of participation in all activities held under the auspices of the Congregation and its affiliated bodies, subject to the payment of any required fees and fulfillment of any other requirements, uniformly applied.

b. The right to such number of seats based upon membership, in the Sanctuaries of the Congregation, as shall be determined from time to time by the Board of Directors; provided, however, that at no time shall such privilege extend to any right to assigned or exclusive seating at religious services.

c. Subject to the payment of required fees, the children of each member shall have the rights to receive religious education in the schools maintained by the Congregation, and to be instructed for Bar Mitzvah or Bat Mitzvah and Confirmation in the Sanctuary of the Congregation, in accordance with policies of the Temple.

Section 2-5: A member in arrears in the payment of any obligation to the Congregation may in the discretion of the Executive Council be suspended from membership after thirty (30) days' written notice sent to such member by certified mail addressed to the last address of record on the books of the Congregation unless such arrearage shall be cured within such period. Such member may appeal to the Executive Board for reversal of suspension, provided such appeal is filed within thirty (30) days of his or her receipt of the written notice thereof. Upon suspension, all rights and privileges of the suspended member shall cease; a member thus suspended may be reinstated by the Executive Council upon payment of all outstanding arrearages.

Section 2-6: Neither suspension under Section 2-5 of this Article, nor resignation or expulsion of a member under any other provision of these By-Laws 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.

ARTICLE III - Meetings of the Congregation

Section 3-1: The annual meetings of the Congregation shall be held in May of each year at such place, and upon a date and at a time designated by the Board of Directors not later than thirty (30) days in advance of such date. The date and time of such annual meeting shall be announced in the Congregational Bulletin, in not less than two (2) successive editions; in addition, members of the Congregation may be notified in such other manner as may be designated by the Board from time to time.

Section 3-2: At each such annual meeting, there shall be delivered to the Congregation a report by the President of the Congregation and by the Rabbi as well as such other and further reports as may be determined by the President and/or the Board of Directors.

Section 3-3: Special meetings of the Congregation may be called by the President or upon written application of not less than five percent (5%) of the members of the Congregation. Any request for a special meeting shall set forth the purpose of said meeting, and at least fifteen (15) days' written notice of any special meeting shall be given to all members, which notice shall contain a specification of the purpose of the meeting. No business shall be transacted at such special meeting except that specified in the notice of the said meeting.

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

Section 3-5: Any member entitled to vote at any regular or special meeting of the Congregation shall be entitled to vote in person only.

ARTICLE IV - Officers

Section 4-1: The officers of the Congregation shall consist of a President, an Executive Vice-President, seven (7) Vice- Presidents of equal rank, a Secretary/Counsel, a Treasurer, and a Financial Secretary. With the exception of the Secretary/Counsel, 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

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By-Laws. The Board of Directors may appoint one (1) or more Assistant Secretaries and Assistant Treasurers, who need not be members of the Board of Directors. The Secretary/Counsel shall be appointed by the Executive Council with the approval of the Executive Board, and shall serve for and during the term of the President.

Section 4-2: 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 Board 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. Sign all legal documents and be empowered to sign all checks as co-signer;
- f. Represent the laity of the Congregation at religious services and ceremonials, or designate such representation;
- g. Have no vote except in case of a tie;
- h. Appoint a Nominating Committee as prescribed elsewhere in these By-Laws;
- 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 4-3: The Executive Vice-President shall:

- a. Oversee the functions of all officers not on the Executive Council;
 - b. Oversee the functions of all committees;
 - c. Oversee the functions of the Temple Office, and receive regular reports by paid office personnel;
 - d. Succeed to the office of President, except as otherwise provided in these By-laws;
 - e. Be empowered to sign all checks, 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. Ensure that all reports are adequately prepared prior to the meetings at which they are to be presented;
 - i. Assist the President, and perform such functions, in such matters as the President may direct or delegate;
- and
- j. In all other ways ensure adherence to the procedures set forth in these By-Laws and to the policies of the Synagogue.

Section 4-4: 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.

Section 4-5: 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 the Rabbi.

Section 4-6: The Vice-President for Ways and Means shall be Chairperson of the Ways and Means Committee, charged with devising and implementing programs to help raise funds for the operation of the Temple.

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Section 4-7: The Vice-President for Education shall be Chairperson of the Education Committee, charged with administrative responsibilities for the Rabbi Harold B. and Elise Waintrup Religious School, adult Jewish growth and family education, and promoting and encouraging life long learning experiences for all members of the Congregation.

Section 4-8: 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 4-9: The Vice-President for House and Grounds shall be charged with responsibilities for the Synagogue physical plant, its upkeep, maintenance, repair, insurance and security. The duties shall include assurance of contract compliance of all contractors and the administration of all contracts pertaining to the buildings and property.

Section 4-10: The Vice-President for Communications shall be Chairperson of the Public Relations and Communications Committee and shall be charged with administrative responsibilities with respect to the design and content of all printed and Web-based Temple communications, including Temple Topics, Shabbat Topics, the Temple's Web site, advertising, and public relations releases. The duties shall also include recommending the selection of independent contractors and identifying congregant volunteers to assist with communications matters, as well as assuring the consistency of all communications materials with the Temple's design and content standards.

Section 4-11: The Secretary/Counsel shall:

- a. Sign all legal documents as Secretary of the Synagogue;
- b. Be charged with the responsibility for keeping of records and minutes of meetings of the Congregation, the Board of Directors, and the Executive Board;
- c. Keep a register of all members of the Congregation, which register shall include names and ages of all members and their immediate families;
- d. Be responsible for the sending of notices of meetings which require advance notice;
- e. Be in charge of negotiating and drafting of all contracts, and recommending to the Executive Board the awarding or approval of all contracts;
- f. Represent the Synagogue in all legal matters, unless the expenditure of funds for outside counsel is approved by the Executive Board; and
- g. Act as Parliamentarian of all meetings of the Congregation, the Board of Directors, and the Executive Board.

The responsibilities described in paragraphs b, c and d above may be delegated by the Secretary/Counsel to appropriate individuals. In addition, the Secretary/Counsel may at his or her discretion enlist the assistance of members of the Congregation who are attorneys, on such matters as the Secretary/Counsel shall from time to time determine.

Section 4-12: The Treasurer shall be empowered to sign all checks, as a co-signer, and shall be responsible for the

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deposit and disbursement of Temple funds. A paid bookkeeper shall report to the Treasurer. The Treasurer shall be the custodian of all funds of the Congregation and shall deposit same in such bank or banks or other financial institutions as may be designated by the Board of Directors or the Executive Board. He or she shall report the financial condition of the Congregation to the Board of Directors. He or she shall report to the Congregation at all annual meetings, and perform all of the duties incident to the office. He or she shall keep the books and records of all receipts and disbursements, investments and properties of the Congregation. The Treasurer will serve on the Finance Committee, and the Treasurer will serve or appoint a representative on his/her behalf to serve on the Endowment Committee.

Section 4-13: The Financial Secretary shall be charged with responsibility for the collection of all financial obligations of members of the Congregation, and shall maintain an accurate and up-to-date set of accounts of all members of the Congregation, shall regularly invoice all members for all unpaid accounts, and shall assist the Treasurer in the management of the financial affairs of the Congregation.

Section 4-14: In the event the Executive Vice-President becomes Acting President pursuant to Section 4-3, the remaining members of the Executive Council (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 serve as Executive Vice-President under the new President, who will be elected at the next succeeding Annual Meeting of the Congregation.

ARTICLE V - Board of Directors

Section 5-1: Subject to the requirements of applicable law, the Board of Directors shall establish policies consistent with and in furtherance of the purposes of the Congregation and shall be responsible for general oversight of the affairs, funds, records, and property of the Congregation. It 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 regular 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. Within the parameters of the two preceding sentences, the Board of Directors shall have the following powers:

a. to create, amend, or alter classes of membership in the Congregation, solely for the purpose of fixing dues and assessments;

b. to fill any vacant office or any vacancy on the Board of Directors other than that of President, until the next congregational election, when the Congregation may elect candidates to fill any unexpired terms; and

c. from time to time, in its discretion, to appoint an independent auditor.

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

a. Each member of the Executive Board;

b. The duly elected Presidents of the Congregation's Brotherhood, Sisterhood, Parents' Association, Seniors Group, and such other 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 unit duly appointed by the members of such unit), and the immediate Past Presidents of the Brotherhood and Sisterhood;

c. Life Board Members (being all persons who, by June 30, 2003, have served not less than twelve (12) years on the Board of Directors);

d. Thirty 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;

e. All Past Presidents of the Congregation, who shall serve as life members of the Board of Directors; and

f. Not more than seven (7) persons appointed by the President of the Congregation, with the unanimous approval of the Executive Council, for a term of one (1) year.

g. Except as permitted in this paragraph, no person may serve as an elected or appointed member of the Board of Directors for more than six consecutive years; after six 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 six year period occurs during such term. Notwithstanding the preceding sentence, however, if an individual serves on the Executive Board for one or more years, and in such capacity is a member of the Board of Directors (pursuant to paragraph a. of this Section 5-2), then upon the termination of their service on the Executive Board, the period of time (if any) such individual served on the Board of Directors immediately prior to their service on the Executive Board shall not be counted, and so such individual may be elected to serve on the Board of Directors, upon termination of their service on the Executive Board, for a new period of not more than six consecutive years. Following election to the Board of Directors for six consecutive years, an individual must be off the Board of Directors for at least one year, unless they are elected to the Executive Board and serve on the Board of Directors in such capacity (pursuant to paragraph a. of this Section 5-2).

Section 5-3:

a. As soon as practicable following the annual Congregational meeting in May, the Executive Vice President shall conduct a formal Board orientation for all newly elected and appointed Board members.

b. The Board of Directors shall hold regular meetings in the months of September, October, November, January, March, April and June, on such dates and at such times as shall be established from time to time by the Executive Council. In addition, special meetings may be called upon no less than three (3) days' notice by the President or upon the request of one-third of the voting members of the Board. Upon failure of the President to act upon such request within five (5) days thereafter, then the Executive Vice-President shall act, and in the event of his or her absence or failure to act within the same period of time thereafter, the Treasurer or Secretary shall call such meeting.

c. The order of business of all meetings shall be determined by the President, unless the Board of Directors shall otherwise specify or determine.

d. The presence of at least one-third of the voting members of the Board shall be necessary to constitute a quorum for the transaction of business.

e. All meetings of the Board of Directors shall be open to all members of the Congregation in good standing, who shall be entitled to address the Board.

Section 5-4: Members of the Board of Directors, as the lay leaders of the Congregation, shall serve as an example to the members of the Congregation, exhibiting high standards of Jewish values, and are expected to do and perform the following as part of discharging their responsibilities and obligations as leaders of the Synagogue and Jewish community:

a. Regular participation in the primary activities of the synagogue community: Jewish learning, Talmud Torah; Communal Worship, Iyun T'filah; and Social Action, G'milut Chasadim;

b. Regular and active participation in one or more current, standing committees, as set forth in Section 10-4, or auxiliary arms of the Temple. Al Tifrosh Min Ha-Tsibur.

c. A financial commitment within the member's means to the Congregation's annual High Holy Day appeal, as well as other fund raising projects. Nedivut.

d. Participation in the general Jewish community, Kol Yisrail Arevim Zeh Bazeh.

e. Willingness to accept Board responsibilities, and to accept one's role as representative of the Congregation at large rather than a specific constituency, Chasidut.

f. Understanding of and commitment to the goals and mission of the Congregation, Shelichut.

g. Willingness to develop and enhance a strong sense of community among the congregational membership by reaching out to others and by serving as an Ambassador of Good Will within the Congregation, along with support of congregational social activities, Kehillah.

h. Be and remain a member in good standing, Chaveirut.

i. Serve by example as a role model for other congregants, Kibbud Atzmi.

j. Mandatory attendance at Board orientation when offered, Chinuch.

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k. Exhibit an appreciation for and an understanding of Jewish values and traditions, Yahadut.

Section 5-5: The right of a director to vote on matters before the Board of Directors shall be suspended at any time that such director is absent from three consecutive regular meetings of the Board of Directors; such right to vote shall be reinstated thereafter beginning with the second consecutive meeting of the Board which such director attends.

Section 5-6: A Director shall not be personally liable for monetary damages for any action taken, or any failure to take any action, unless the Director has breached or failed to perform the duties of office as set forth in Section 8363 of Act 145 of 1986, known as the Directors' Liability Act, and the breach or failure to perform constitutes self-dealing, willful misconduct, or recklessness.

ARTICLE VI - Executive Board and Executive Council

Section 6-1: The Executive Board shall consist of all Officers named in Article IV of these By-Laws whose duties are described therein, together with the Immediate Past President; *provided*, that the Secretary/Counsel shall be a non-voting member of the Executive Board.

Section 6-2: The Executive Council shall consist of the President and Executive Vice-President of the Congregation, whose duties and responsibilities are described in Article IV of these By-Laws, together with the Immediate Past President.

Section 6-3: The Executive Board shall be responsible for the general day-to-day management of the affairs, funds, records, and property of the Congregation. The Executive Board shall receive reports from each of the Committees chaired by the members of the Executive Board and shall recommend such actions to the full Board of Directors as the Executive Board deems appropriate. Within the parameters of the two preceding sentences, the Executive Board shall have the following powers:

- a. in consultation with the Senior Rabbi, to engage professional staff other than clergy;
- b. to engage employees and establish their duties and compensation; and
- c. to designate the depository or depositories for deposit of Congregational funds.

In addition, the Executive Board 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 Board have the authority to approve a sale of real estate owned by the Congregation or substantially all assets of the Congregation, or to approve a merger or consolidation of the Congregation with another entity.

Section 6-4: The Executive Board shall be responsible for approving (after review with the Secretary/Counsel) any contracts entered into by the Temple, provided, however, that the Executive Board may delegate to the Executive Council, the President or the Executive Vice President authority to approve such contracts as the Executive Board may designate. In addition, the Executive Council shall have the authority of the Board of Directors in between meetings of the Executive Board, if action is to be taken which requires Board approval and it is not feasible to have

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either the Board or the Executive Board meet prior to the time such action needs to be approved; provided, however, that in no event shall the Executive Council have the authority to approve a sale of real estate owned by the Congregation or substantially all assets of the Congregation, or to approve a merger or consolidation of the Congregation with another entity.

Section 6-5: In addition to fulfilling his or her duties as a member of the Executive Council described in Section 6-4 of this Article, the Immediate Past President shall perform the following functions:

- a. Act as 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 a vacancy in the Executive Vice-Presidency, or 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. *However, in the event the vacancy occurs ninety (90) days prior to the constitution of a Nominating Committee pursuant to Section 7-1, the new Nominating Committee shall interview and nominate a new Executive Vice-President. After the Board of Directors approval of the Executive Vice President, the new Executive Vice-President shall have a period of fourteen (14) days thereafter to submit to the Committee the names of one or more persons for its consideration as potential nominees for each elective position to be filled.*
(Amended Jan. 15, 2009) If the next Past President prior thereto is unable to serve, the Executive Board will immediately convene and in conjunction with the Executive Director appoint an individual to serve as a temporary President until the Nominating Committee can appoint a President per the procedures set forth herein, and .
- e. Be empowered to sign all checks, 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.

ARTICLE VII – Nominations and Elections

Section 7-1:

a. On or before the fifteenth (15th) day of December in each year, the President, with the approval of the Executive Council, shall appoint a Nominating Committee (the “Committee”^{cc}), for the purpose of nominating candidates for those Directors and Officers to be elected in that year, and for the purpose of filling vacancies in the offices or directorships pursuant to and in accordance with the provisions hereof. The President shall request lists of committee members from the chairs of the standing committees set forth in Section 10-4, to ensure that all members of the Committee are active and acquainted with as many members of the congregation as possible. All persons so nominated by the Committee shall be members of the Congregation in good standing.

b. A notice shall appear in the November issue of the official Temple Bulletin, as well as any other form of electronic communication, advising that anyone wishing to be considered for office must so notify the Chair of the Nominating Committee no later than December 10. The Chair shall notify the current Executive Vice President and the Nominating Committee of any names so proposed.

c. The Nominating Committee shall consist of the Immediate Past President who shall serve as Chairman and ten (10) other members, four (4) of whom shall be members of the Board of Directors whose terms of office do not expire at the end of the current fiscal year, and who are eligible to vote at Board meetings, as set forth in Section 5-5, two (2) of whom shall be members of the Board of Directors serving pursuant to paragraphs b., c., or e. of Section 5-2, and who are eligible to vote, and three (3) of whom shall be members of the Congregation at large (i.e., who do not then serve on the Board of Directors). The tenth (10th) member shall be the next previous Past President of the Congregation who shall serve in an ex officio capacity and who shall have the right to vote only in the case of a tie. With the exception of the previous Past President, no person who serves on a committee nominating Executive Board members may serve on the Nominating Committee two years hence.

d. All persons appointed to the Committee shall be advised of their appointment in writing, which notice shall include a list of all persons so appointed, and a copy of excerpts from the By-laws relating to the nominating process and the activities of the Committee, together with all regulations theretofore adopted pursuant to Article XI of these By-laws and in effect for the governance of the Committee. Anyone accepting appointment to the Nominating Committee must indicate his/her willingness and ability to attend a minimum of two (2) meetings.

e. No member of the Committee shall be nominated by the 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 Chairman of the Committee and decline the appointment to the Committee.

f. The Committee shall hold its initial meeting not later than the tenth (10th) day of January immediately following its appointment.

g. A quorum consisting of not less than seven (7) members of the Committee shall be present at all meetings.

Section 7-2:

a. The incumbent Executive Vice-President shall have the right, but not the duty, to suggest to the Committee one (1) or more persons for consideration by the 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 7-2(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 Board. At its first meeting, the 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 Board position, the Committee shall interview the incumbent Executive Vice-President's proposed candidate as well as any alternate candidates. In addition, the Committee shall be obligated to interview specific candidate(s) for officer positions, including any alternate candidates or names proposed directly to the Chair, upon the request of not less than three (3) members of the Committee.

d. In selecting candidates for any Executive Board position, the Committee shall first consider as its proposed nominee a member of the committee (if any) chaired by such Vice President (e.g., in considering a nominee as Vice President for Education, the Committee shall first consider members of the Education Committee).

e. The Committee shall utilize the list of Board Expectations, as set forth in Section 5-4, in determining appropriate candidates for the Board of Directors.

f. No member, except the Chairperson of the Committee, shall communicate with any proposed candidate for any elected post regarding such candidacy.

Section 7-3: The Nominating Committee shall name one (1) nominee for each office and directorship to be filled at the next regular 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 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.

Section 7-4: Nominations by the Nominating Committee must be filed and read 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, in the Bulletin of the Congregation or by mailing within twenty (20) days after the March Board meeting.

Section 7-5: Other candidates may be nominated for any or all of said offices and directorships, with the exception of the President, by petition signed by at least five percent (5%) of the members of the Congregation; provided that such petition shall be received by the Secretary of the Congregation at least twenty (20) days before the annual meeting and election. Upon receiving any such nomination by petition, the Secretary shall forthwith cause the same to be published in the Bulletin of the Congregation or otherwise notify all members of the Congregation in writing, at least ten (10) days before the annual meeting.

Section 7-6: Election of officers and directors shall take place at the annual meeting of the Congregation at the time provided hereinabove. If for want of a quorum or for any other cause, no election of officers or directors is held at the appointed time, the President shall convene a special meeting within four (4) weeks therefrom for the purpose of conducting such election.

Section 7-7: All persons elected as officers and directors as hereinabove provided shall enter upon the performance of their respective duties on the first (1st) day of July next succeeding their election.

ARTICLE VIII - CLERGY

Section 8-1: The Rabbi, and any Associate or Assistant Rabbi (collectively the “Rabbis”) shall be recommended to the Executive Board by a Rabbinical Search Committee appointed by the President of the Congregation, upon such terms and conditions as the Rabbinical Search Committee may determine with approval by the Executive Council and the Executive Board. The recommendation of the Executive Board shall then be submitted to the Board of Directors. With respect to the Rabbi (but not with respect to an Associate or Assistant Rabbi), upon the approval of the Board of Directors, the recommendation of selection of the Rabbi shall then be referred to a meeting of the Congregation where a two-thirds (2/3) vote of those present in person shall be required for the initial confirmation of the Rabbi’s selection. Throughout this selection process the President shall have the right to call special Rabbinic Selection Meetings of the Executive Board, Board of Directors and Congregation on at least seven (7) days’ written notice (including but not limited to e-mail notice on the Synagogue web page and posting of a notice at the Synagogue).

Section 8-2: The Executive Council together with the Secretary/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 Board shall 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 8-3: 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 Rabbi(s) and any Associate and Assistant Rabbi(s) shall be enrolled in these plans unless otherwise agreed.

Section 8-4: Should the Congregation have a Rabbi and an Assistant Rabbi, the functions of the Assistant Rabbi shall be defined by the Rabbi to whom he or she shall be responsible. At the end of three (3) years of service, an Assistant Rabbi who continues with the Congregation may be advanced to the position of Associate Rabbi with the approval of a two-thirds (2/3) vote of the Executive Board. The functions of an Associate Rabbi shall be defined by the Rabbi and the Executive Board at the time of his or her elevation to such post, subject to amendment from time to time thereafter.

Section 8-5: Except when requested to absent himself or herself therefrom, the Rabbi shall have the privilege of attending all meetings of the Executive Board, Board of Directors and the Congregation, and the standing committees of any thereof, without voting rights. Except when requested to absent himself or herself therefrom, the Associate and/or Assistant Rabbi shall have the privilege of attending all meetings of the Board of Directors and the Congregation and the standing committees thereof without voting rights.

Section 8-6: After serving as the Rabbi of the Congregation for a period of not less than ten (10) years, the Rabbi may be granted life tenure subject to retirement at age sixty-five (65) unless otherwise extended by the Board of Directors; provided, however, that the Board of Directors shall have approved the same after appropriate recommendation from the Executive Board; and provided further that the Congregation shall have ratified said Board action by a two-thirds (2/3) vote of those present in person at a regular or special meeting of the Congregation.

Section 8-7: 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.

Section 8-8: In selection of the 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 8-9: A Special Cantorial Selection Committee appointed by the President of the Congregation shall work with the Rabbi to select the candidate for recommendation to the Board of Directors. Upon the approval of the Board of Directors, the recommendation of selection of the Cantor shall then be referred to a meeting of the Congregation where a two-thirds (2/3) vote of those present in person shall be required for the initial confirmation of the Cantor's selection. The terms and conditions of employment are to be negotiated by the Executive Council together with the Secretary/Counsel. Except when requested to absent himself or herself, the Cantor is invited to attend all meetings of the Board of Directors, the Congregation and the standing committees thereof, without voting rights.

ARTICLE IX - Auxiliary Organizations

Section 9-1: The Congregation recognizes the advisability of having auxiliary organizations, and authorizes the existence of a Sisterhood, a Brotherhood, a Parents Association, a Seniors Group and a Youth Group, respectively; and such other auxiliary units of the Congregation as may be authorized and approved by the Board of Directors from time to time.

Section 9-2: Each auxiliary organization authorized hereunder shall be entitled to adopt such by-laws, rules, regulations and procedures as it shall determine; provided, however, that the same shall be at all times subject to the approval of the Board of Directors of the Congregation; and provided further, that 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 Executive Board or the Executive Council.

Section 9-3: The President of each auxiliary organization shall make in writing a detailed report of its activities to the Immediate Past President not less than three (3) days prior to each regular meeting of the Executive Board.

ARTICLE X - Committees

Section 10-1: 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 standing committees listed hereinafter in this Article, as well as any other standing committees which may be established by resolution of the Board of Directors or by amendment to these By-Laws. The Board of Directors may increase or diminish the number of standing committees at any time within their discretion. The chair of any committee may establish one or more subcommittees and appoint its chair. The chair 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 10-2: In addition to standing committees, 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 10-3: The Chairperson of each standing, and upon request, of each *ad hoc* committee shall make in writing a detailed report of its activities to a designated member of the Executive Board not less than three (3) days prior to each regular meeting of the Executive Board.

Section 10-4: The standing committees shall include:

a. Membership and Outreach Committee, which shall have charge of all activities for securing and retaining members. It shall act as sponsors for the new members and shall assist them to become acquainted with the Congregation and to participate in its activities.

b. Ways and Means Committee, which shall be responsible for raising the funds designated in the category of gifts or fundraising within the Temple's budget. In carrying out this function, the Vice President for Ways and Means may establish a subcommittee for each activity or event planned. In addition, the Committee shall be responsible for maintaining a current list of charges for any and all dedications and memorials pertaining to the Temple. Such charges for dedications and memorials shall be approved by the Executive Council.

c. House and Grounds Committee, which shall be responsible for the maintenance, operation, leasing, insurance and repair of all equipment, property, buildings and grounds of the Congregation and all matters affecting the aesthetic qualities of the Temple.

d. Public Relations and Communications Committee, which shall be responsible for the publication of a Temple Bulletin, and for the preparation of publicity and public relations materials with regard to the activities of the Congregation for dissemination to its members and to the public at large.

e. Social Action Committee, which shall study, investigate and act in such areas of social concerns as it shall deem proper, including issues of Israel and Jews living in the Diaspora.

f. Religious Practices Committee, which shall in cooperation with the Rabbi consider and assist in the rituals and observances of the Synagogue, and promote such practices in the home as will enhance the values of Jewish life.

g. Education Committee, which shall, subject to the approval of the Board of Directors, oversee and support the Religious School of the Congregation, recommend rules and regulations for the operation of the school and promote life long learning programs. A standing subcommittee, reporting to the Vice President of Education, will be the Adult Jewish Growth Committee, to promote educational activities and programs for the Congregation and community, in order to increase the knowledge of our Jewish heritage, and to further the principles of Jewish life.

h. Board Administrative Committee, which shall be appointed by the President and shall be responsible for performing administrative Board functions, including, but not limited to, maintaining a record of meeting attendance, communicating with Board members as to synagogue activities, providing assistance, support and encouragement to Board members in achieving the expectations set forth in Article V hereof, and generally promoting good will in Board member relationships. The Committee shall be composed of a Chair who is a current Board member in good standing, and two (2) additional members, who need not be current Board members, but who shall have previously served on the Board of Directors. The Committee shall report to the Executive Vice President.

i. Finance Committee, composed of the Treasurer plus three members appointed by the President, with approval of the Executive Board. One of the three appointed members will serve as chair. One of the members of the Finance Committee will also serve on the Endowment Committee. The task of the Finance Committee will be to invest Operating and Restricted Funds and to oversee/monitor the investment and spending rate of Endowment funds. The committee will meet at least quarterly. The Finance Committee will act in accordance with any and all Regulations pertaining to the operation, management and supervision of Endowment Funds.

j. Endowment Committee, responsible with growth and policy-making, record-keeping, solicitation, recognition and marketing. The chairs/co-chairs will be appointed by the President, with approval of the Executive Board. The Endowment Committee will act in accordance with any and all Regulations pertaining to the operation, management and supervision of Endowment Funds.

Section 10-5: A Budget Committee which includes the members of the Executive Council 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 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 June 30 of the expiring fiscal year.

Section 10-6: Any unplanned expenditure in excess of five per cent (5%) of the previously approved annual budget shall be proposed first to the Executive Board 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 XI – Regulations

Section 11-1: Regulations, pursuant to and consistent with these By-Laws, for the governance of the Congregation, or of its Auxiliary Organizations or Committees, may be proposed by the President from time to time, who shall appoint such persons to consider such proposed Regulations, and in such manner, as the President shall determine.

Section 11-2: The recommendation of the persons so appointed shall be presented to the Board of directors, and upon approval shall be deemed to be adopted and effective.

Section 11-3: The Congregation shall maintain in its principal offices a volume which shall contain all Regulations so adopted and currently in force; copies thereof shall be disseminated to those Congregational Officers and other persons to whom they are applicable, in such manner as shall be directed by the President.

ARTICLE XII – Fiscal Year

Section 12-1: The fiscal year of the Congregation shall begin on the first (1st) day of July in each year or such other date as may be designated by majority vote of the Board of Directors.

ARTICLE XIII – Amendments

Section 13-1: These By-Laws may be amended by the Board of Directors as described in this Article. 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 By-Laws 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 By-Laws 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 By-Laws must be approved by the affirmative vote of two-thirds (2/3) of the directors present and eligible to vote at the meeting.

Section 13-2: Notwithstanding Section 13-1, the Board of Directors shall not have the power or authority to approve an amendment to these By-Laws 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 8-1 that the initial selection of the Rabbi be referred to a meeting of the Congregation where a two-thirds (2/3) vote of those present in person shall be required for the initial confirmation of the Rabbi's selection; or (iii) modifies the requirement in Section 8-9 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 in person shall be required for the initial confirmation of the Cantor's selection. Any amendment to these By-Laws 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 13-1, 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.

ARTICLE XIV: INDEMNIFICATION

Section 14-1: 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 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 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, has reasonable cause to believe that his/her conduct was unlawful.

Section 14-2: Any indemnification under Section 14-1 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 14-1. 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 members of the Congregation, excluding those who are parties to the action, at a duly constituted meeting.

Amended October 23, 2014

Section 14-3: 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 By-law provision.

Section 14-4: The Congregation shall purchase and maintain insurance on behalf of any person who is indemnified pursuant to Section 14-1.

ARTICLE XV – Ratification

Section 15-1. Following ratification of these By-laws by the members present in person at a meeting of the Congregation, these By-laws shall take effect as of the first day of the following fiscal year, provided, however, that a Nominating Committee convened in the preceding fiscal year shall have nominated such officers and directors as are required by the appropriate Articles of these By-laws.

Rev. July 7, 2015

Amended October 23, 2014