

CONGREGATIONS OF SHAARE SHAMAYIM

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ARTICLE I

Name

Section 1. This organization shall be known as Congregations of Shaare Shamayim

Objective and Purposes

Section 2. The principal objectives and purposes of this Congregation shall be:

- A. To establish and maintain a Synagogue for divine worship and religious observance according to the norms of Traditional Conservative Judaism.
- B. To conduct and maintain a Religious School for the teaching of the principles of Judaism, Torah and Talmud.
- C. To create a center for the study of Jewish lore, literature, customs, culture, religion, tradition, and other educational activities affecting Jews, Judaism and the State of Israel.
- D. To maintain a Jewish Center and meeting place for religious, educational, and social activity.
- E. To co-operate and participate in such Jewish movements and activities as may be deemed advisable.

Location

Section 3. This Congregation shall be located at 9768 Verree Road, Philadelphia, Pennsylvania 19115, or at such other location as may hereafter be determined by the Board of Directors, with the approval of a two thirds (2/3) majority of the members of the Congregation at the annual or a special meeting.

ARTICLE II

Membership

Section 1. The privilege of membership in this Congregation shall be extended to any member of the Jewish faith, who agrees to be bound by the provisions of this Constitution and any rules or regulations passed and pursuant thereto; and who pays such dues, fees, assessments or other charges as determined by a majority vote of the Board of Directors.

Section 2. All persons desiring admission to membership in the Congregation shall file, at the Congregation's Office, a written and signed application for membership on a form supplied by the Congregation and said application to be accompanied by the requisite deposit. The application shall then

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be referred to the Rabbi of the Congregation and the Membership Committee for investigation and recommendation for either acceptance or rejection. All decisions shall be rendered in a timely fashion not to exceed thirty (30) calendar days and the applicant shall be promptly notified thereafter of such decision.

Section 3. Should an application for membership be rejected, such rejection shall be final for a period of one (1) year from the date of rejection. At the expiration of the said period, a new application for membership may be filed and the same shall be considered as though it is a new application.

Section 4.

A. Every member in good standing shall have an equal right to one (1) vote, at any regular or special meeting of the Congregation and shall have the same rights with respect to any activity or any other matter affecting the Congregation. Where there is family membership, the husband and wife shall each be considered a member, and each shall have one (1) vote. A single family membership is entitled to one (1) vote.

B. A member in good standing shall be deemed to be a family or single member whose financial obligation is current by payment or by approved financial arrangement.

Section 5. Membership in good standing shall be determined as herein set forth and such membership shall be personal and non-assignable.

Section 6. Should a member fail to be current in the payment or by approved financial arrangement of dues, tuition, and any other charges, (delinquencies will commence immediately upon default in payment of agreed upon obligations) then such member shall be deemed to be in arrears and all the rights, privileges and benefits of membership in the Congregation shall automatically be suspended for both the member and their family.

Section 7. Any member of the Congregation may be suspended or expelled in such a manner and for such cause as this Constitution shall provide.

Section 8. By majority vote of the Executive Committee, on the recommendation of the Finance Review Committee, a suspended member may be expelled thirty (30) days after written notice of arrearage and the failure to correct such arrearage during the said thirty (30) day period.

Section 9. In the event that a member of Congregation is expelled, the President of Congregation has the responsibility to notify the Clergy and each President of the Arms of this member's expulsion.

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ARTICLE III

Officers and Their Duties

Section 1. The elected officers of this Congregation shall consist of the following: President, Executive Vice President, Vice President - Coordinator, Vice President -Membership, Vice President - Membership Retention, Vice President - Administration, Vice President -Ways & Means, Vice President - Finance, Treasurer, and Secretary.

Section 2. Eligibility

As a prerequisite for eligibility to election as officer, the particular member must be at least twenty-one (21) years of age and in good standing. Each elected official must remain in good standing during the term in office.

Section 3. Term of Office

- A. The term of office for each elected officer shall be for two (2) years on a fiscal year basis ending on May 31st, or until their successors are elected.
- B. All elected officers shall be eligible for election to not more than two (2) consecutive terms of two (2) years in the same position or until a replacement is elected.
- C. When a vacancy occurs in any elective office, the remaining term served by the next person elected shall not be counted toward that person's term limits.
- D. Vacancies will be filled in accordance with Article IV Section 12.

Section 4. Duties of Elected Officers

A. President

- 1. Shall be the lay leader of the Congregation and have direct oversight of the duties and responsibilities of the Clergy and the Executive Director, and shall act as the liaison between the Congregation and the Clergy.
- 2. Shall preside at all meetings of the Congregation and Board of Directors.
- 3. Shall be one of four (4) officers authorized to countersign all checks issued by the Congregation.
- 4. Shall have the right to call special meetings of the Congregation, Board of Directors or Executive Committee.
- 5. Shall appoint the Chairperson of all Standing Committees.
- 6. Shall have full power to act in all matters concerning the extraordinary affairs and business that cannot wait until the next Congregation Board of Directors or Executive Committee meeting.

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7. Shall have the right to approve the contents of any publications, statement or communication prior to publication made on behalf of or affecting the Congregation unless directed otherwise by a majority vote of the Board of Directors.
8. Shall have the right to make or approve extraordinary expenditures on behalf of the Congregation not in excess of \$5,000.00 for each such expenditure made, and no more than \$10,000.00 total in any fiscal year, and shall inform the Board of Directors thereof, at the next meeting, of each expenditure.
9. Shall perform all other duties incident to the office and shall be an ex-officio member of all committees.
10. Shall at the expiration of the term of office, deliver to their successor all property of the Congregation in their possession.

B. Executive Vice President

1. Shall preside at meetings of the Executive Committee, and, in the event of the absence, death or disability of the President, or upon the express direction of the President, shall preside at such other meetings at which the President would have presided.
2. Shall be an ex-officio member of those committees designated by the President.
3. Shall perform the duties assigned by the President.
4. In the event of the death, resignation, or removal from office of the President, shall succeed to the office of the President for the remaining term. During the period of the President's disability, the Executive Vice President shall perform the duties of the office of the President for the period that such disability exists.
5. Shall be one of four (4) officers authorized to countersign all checks issued by the Congregation.
6. Shall serve as a member of the Financial Review Committee.
7. Shall appoint an independent, outside, third party or non-member auditor to examine the books of the Congregation and Arms as required by the Board of Directors or the Executive Committee.
8. Shall at the expiration of the term of office, deliver to their successor all property of the Congregation in their possession.

C. Vice President - Administration

1. Shall have the responsibility of the Congregation's corporate seal and affix same on all documents and papers when requested by the President or Executive Vice President.
2. Shall attest to the validity of official actions of the Congregation and documents executed on behalf of the Congregation and shall witness those records or documents requiring certification.
3. Shall, at the cost of the Congregation, and if so directed by the Board of Directors, maintain a safe deposit box in a banking institution for the storage of Congregation documents, contracts and records.

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4. In the absence of an Executive Director, shall supervise the administrative affairs of the Congregation, its (lay personnel/Clergy) and shall oversee the procurement and maintenance of the Congregation property, supplies and equipment.
5. Shall be one of four (4) officers permitted to countersign checks issued by the Congregation.
6. Shall preside at all meetings of the Congregation, Board of Directors and Executive Board in the event of the absence or disability of the President and Executive Vice President, or upon the express direction of the President.
7. Shall be a member of the Budget Committee.
8. Shall be an ex-officio member of committees assigned by the President.
9. Shall at the expiration of the term of office deliver the key to the safe deposit box, Congregation's corporate seal and any other property of the Congregation in their possession to their successor.
10. In the event of the absence, death or disability of the Executive Vice President, shall perform the latter's duties

D. Vice President - Coordinator

1. Shall preside at all meetings of the Congregation, Board of Directors and Executive Board in the event of the absence or disability of the President, Executive Vice President, and Vice President – Administration or upon the express direction of the President.
2. Shall be an ex-officio member of those committees designated by the President.
3. Shall coordinate the activities of all arms of the Congregation.
4. Shall perform the duties assigned by the President including responsibility for designated Congregation wide events.
5. In the event of the absence, death or disability of the Vice President - Administration, shall perform the latter's duties.
6. Shall at the expiration of the term of office, deliver to their successor all property of the Congregation in their possession.

E. Vice President - Membership

1. Shall be chairperson of the Membership Committee and shall appoint such members as are necessary to said Committee to assist with membership.
2. Shall serve on the Membership Retention Committee.
3. Shall be an ex-officio member of those committees designated by the President.
4. Shall perform the duties assigned by the President.
5. In the event of the absence, death or disability of the Vice President - Coordinator, shall perform the latter's duties.
6. Shall at the expiration of the term of office, deliver to their successor all property of the Congregation in their possession.

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F. Vice President - Membership Retention

1. Shall be chairperson of the Membership Retention Committee.
2. Shall appoint such members as are necessary to said committee to assist with membership retention;
3. Shall be an ex-officio member of the committees designated by the President.
4. Shall perform the duties assigned by the President.
5. In the event of the absence, death or disability of the Vice President Membership shall perform the latter's duties.
6. Shall at the expiration of the term of office, deliver to their successor all property of the Congregation in their possession.

G. Vice President – Ways and Means

1. Shall be responsible for the development and implementation of all fundraising activities undertaken by the Congregation, including memorials and dedications.
2. Shall perform the duties assigned by the President.
3. Appoint members to fundraising committees as are necessary to assist with fundraising activities.
4. Shall be an ex-officio member of the committees designated by the President.
 - a.) In the event of the absence, death or disability of the Vice President Membership Retention shall perform the latter's duties.
5. Shall at the expiration of the term of office, deliver to their successor all property of the Congregation in their possession.

H. Vice President - Finance

1. Shall maintain a current record of the status of each member's account.
2. Shall collect and turn over to the Treasurer all funds belonging to the Congregation.
3. In the event of the absence, death or disability of the Treasurer, the Vice President Finance shall temporarily perform the duties of Treasurer until Treasurer's position is filled.
4. Shall be Chairperson of the Financial Review Committee.
5. Shall along with the Financial Review Committee confidentially review and consider cases of hardship with respect to any monies due and owed to the Congregation from members, and with full power to make such arrangements for the deferred payments, reduction, abatement, or cancellation of any dues, tuition, or charges or other monies payable to Congregation.
6. Shall be an ex-officio member of the committees designated by the President.
7. Shall, at the expiration of the term of office, deliver all Congregation books and records and all other property of the Congregation in their possession to their successor.

I Treasurer

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1. Shall be an accountant and keep a set of books reflecting the Congregation's financial affairs in accordance with generally accepted accounting principles. If the position cannot be filled by an accountant, a person with suitable similar accounting experience may be substituted, until an appropriate replacement can be found.
 2. Shall oversee the collection and expenditures of all monies of the Congregation and detailed records of all collections and expenditures.
 3. Shall have charge of all Congregation funds and keep them on deposit in financial institutions of the type designated by the Board of Directors.
 4. Shall be one of four (4) officers permitted to countersign checks issued by the Congregation.
 5. Shall submit a current Treasurer's report at each regular meeting of the Congregation and the Board of Directors.
 6. Shall prepare an annual financial report to be presented to the Board of Directors within ninety (90) days following the end of the fiscal year.
 7. Shall, if directed by the Board of Directors, file a bond at the fiscal year end at the expense of the Congregation, in an amount determined by the Board of Directors.
 8. Shall make all disbursements at the direction of the President, Vice President - Administration or Executive Director, and these disbursements shall be included in the next financial report submitted.
 9. Shall furnish the Vice President - Finance with a current record of the status of each members account.
 10. Shall be an ex-officio member of the committees designated by the President.
 11. Shall, at the expiration of the term of office, prepare a final accounting report and deliver all Congregation books and records to his successor. And participate in any audit required.
 12. Shall at the expiration of the term of office, deliver to their successor all property of the Congregation in their possession.
- J. **Secretary**
1. Shall issue all correspondence and notices on behalf of the Congregation, as directed by or subject to the approval of the President or Executive Vice President.
 2. Shall bring to the attention of the Executive Committee and Board of Directors, at each meeting, all correspondence and notices currently received or issued.
 3. In cooperation of the office, shall make and retain for the Congregation files, a copy of all issued correspondence.
 4. Shall attend and keep accurate records of all meetings of the Congregation, Executive Committee and the Board of Directors, including but not limited to meeting minutes and records of attendance and reflecting therein the reports, resolutions and actions at such meetings and shall retain custody thereof.

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5. Shall make available by appointment, at the office of the Congregation during business hours, the minutes of the Board of Directors to any member in good standing who may request examinations of such minutes.
6. Shall be an ex-officio member of the committees designated by the President.
7. Shall at the expiration of the term of office, deliver to their successor all property of the Congregation in their possession.

ARTICLE IV

Board of Directors & Their Duties

Section 1. **Composition and Membership**

- A. Voting members of the Board of Directors shall consist of the President, Executive Vice President, Vice President –Administration, Vice President - Coordinator, Vice President - Membership, Vice President - Membership Retention, Vice President - Ways and Means, Vice President -Finance, Treasurer, Secretary, and Counsel(if a member of Congregation in good standing), shall be a member of the Board of Directors and Members-at-Large. There shall be elected to the Board of Directors one (1) member-at large for each seventy-five (75) units or portions thereof. Additional voting members of the Board of Directors may be added, named and term limits defined as a result of a merger agreement approved by the Congregation, and may be extended by the Board of Directors. All Past Presidents of The Congregation shall be voting members of the Board of Directors. Clergy and the Executive Director are non-voting members of the Board of Directors.
- B. In addition, the President of Men's Club, the President of Sisterhood, and the President of the Parent Teacher Association (P.T.A.) shall each be a voting member of the Board of Directors during the term of office in the respective arm of Congregation. The President of each such arm must be a member of Congregation. A designee of each arm, who is also a member of Congregation, may attend a meeting of the Board of Directors as a voting representative in the absence of the arm President.
- C. Each Chavura authorized by the Board of Directors shall be entitled to a single voting member.
- D. All Chairpersons or their designee from the committee are to be a voting member of the Board of Directors during the period of time that they are acting as such chairpersons.
- E. All Past-Presidents of Congregation and Original Founders of Greater Northeast Jewish Center (GNJC) shall be voting members of the Board of Directors.

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- F. Honorary members may be elected to the Board of Directors by two-thirds (2/3) vote but such members shall serve without the right to vote and for a period of time stipulated by the Board of Directors
- G. All members of the Board of Directors must be members of the Congregation in good standing, and shall have no right to attend meetings and/or vote at any time during which they are not in good standing.
- H. The term of office for each elected director (Member-at-Large) of the Board of Directors, shall be for two (2) years ending on May 31st. An election shall be held each year to fill the vacancies. Appointed directors (Committee Chairpersons) shall remain in office only during the term of the President who appointed them.

Section 2. A majority of the voting members of the Board of Directors shall constitute a quorum for the transaction of business.

Section 3. There shall be a monthly meeting of the Board of Directors, excluding July. The date/time of this meeting shall be held at the Board of Directors' discretion. Special meetings may be called by the President or upon written request of at least five (5) members of the Board of Directors.

Section 4. The Board of Directors may adopt rules for its own governance consistent with this Constitution.

Section 5. In the event that the President shall be absent or for any reason unable to preside at the Board of Directors Meeting, then the Chairperson of the meeting shall be in the following sequence from among those present at the meeting: Executive Vice President, Vice President – Administration, Vice President - Coordinator, Vice President - Membership, Vice President – Membership Retention.

Section 6. The Board of Directors shall conduct and supervise the affairs and the activities of the Congregation and shall have full power to act in all matters concerning the business of the Congregation.

Section 7. All meetings of the Board of Directors shall be in open session. The President may invite non-members of the Board of Directors to a meeting, but such non-members shall be permitted to speak only after permission is granted by the presiding officer and in no event shall these non-members have any right to vote.

Section 8. It shall be the duty of every member of the Board of Directors to attend meetings regularly. Any member of the Board of Directors who shall be absent from three (3) consecutive meetings may be removed from the Board of Directors by a 2/3 vote. Any vacancy on the Board of Directors resulting thereby shall be filled in accordance with Article IV, Section 12. If such position is as

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a result of the director being President of one of the Arms of the Congregation, their replacement shall be at such time as their successor shall be appointed.

Section 9. The Board of Directors may grant any committee full power to act in any matter within the jurisdiction of the Board of Directors, but if such power is not specifically granted, no committee shall have any authority to perform any act not specifically authorized, and each committee's authority shall be limited to the making of recommendations to the Board of Directors.

Section 10. The Board of Directors shall have the right to employ such persons or firms as in its judgments may be required for the proper and efficient operation of the affairs of the Congregation, and at a cost as in its judgment shall deem proper.

Section 11. The Board of Directors shall engage and renew contracts of the Rabbi's, Cantors, and such other religious personnel/Clergy as shall be required for the proper operation of the affairs of the Congregation.

Section 12. In the event a vacancy shall occur in any elective office for any cause whatsoever, unless otherwise provided herein, the President shall, within ten (10) days after the occurrence of such vacancy, notify the Congregation of such vacancy and shall appoint a person to fill the vacancy until an election is held to fill the unexpired term. Such appointee shall be deemed to have been nominated to run in such election and shall not be required to file a petition. The President shall also set the date for such election, which shall be not earlier than forty five (45) days or later than sixty (60) days after the occurrence of the vacancy. Any members in good standing may be nominated to run in such election if a petition as described in Article XI, Section 2, is filed with the Secretary within thirty (30) days after the notification of the vacancy. In the event no such petition is filed by anyone seeking to fill the unexpired term, no election is required and the appointee shall serve as though an election was held.

Section 13. The Board of Directors shall oversee the payment of all just claims and bills and shall authorize the appropriate officer or representative of the Congregation to enter into all contracts on behalf of the Congregation, and approves the annual budget of the Congregation.

ARTICLE V

Executive Committee and Standing Committees

Section 1. **Executive Committee**

- A. Shall consist of the President, Executive Vice President, Vice President - Administration, Vice President - Coordinator, Vice Present - Membership, Vice President - Membership Retention, Vice President - Ways & Means, Vice President - Finance, Secretary, Treasurer, Counsel (if a member of Congregation in good standing) and the two (2) most recent Past

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Presidents in good standing. Additional members of the Executive Committee may be added, named and term limits defined as a result of a merger agreement approved by the Congregation, and may be extended by the Board of Directors. Clergy and the Executive Director are non-voting members of the Executive Committee. No member may hold more than one (1) position on this Executive Committee whether it is a voting or non-voting position.

- B. A majority of the voting members of the Executive Committee shall constitute a quorum for the transaction of business.
- C. Executive Committee shall meet on the second Wednesday of every month, or at such time as may be determined by the Executive Committee. It may, by majority vote, cancel any of these meetings if there is insufficient business or because of a holiday. A special meeting may be held at the call of the President or by written request of a majority of the members of the Executive Committee.
- D. The Executive Committee may adopt rules for its own governance consistent with this Constitution.
- E. It shall be the duty of every member of the Executive Committee to attend meetings regularly. Any member of the Executive Committee who shall be absent from three (3) consecutive meetings may be reported to the Board of Directors for removal in accordance with Article IV Section 8.
- F. The Secretary of the Congregation shall keep an accurate record of all motions and their dispensations, business and action taken by the Executive Committee and maintain a permanent record thereof.
- G. The Executive Committee shall have full power to act in all matters concerning the extraordinary affairs and business that cannot wait until the next Congregation Board of Directors meeting.
- H. All membership complaints or grievances shall be presented to the Executive Committee and reported to the Board of Directors.
- I. All meetings of the Executive Committee shall be in closed session, except that those members having complaints or grievances or any other person required for the guidance of the committee may be invited and heard.
- J. A subcommittee of the Executive Committee including at a minimum, President, Executive Vice President and Treasurer will be empowered to negotiate and set salaries for the Rabbis, Cantors, other religious personnel/Clergy and Executive Director and will incorporate same in the minutes of the Executive Committee.

Section 2. **The Standing Committees of the Congregation**

- A. Shall be Leadership, Youth, Community Relations, Religious, Chavura, Catering, House, Mitzvah, Publicity, Newsletters and Websites, Adult Education, Hospitality, Finance Review, Education and Budget. The Chairperson of each Standing Committee shall appoint the members of the committee and the chairperson and members of all sub-committees of such Standing Committee in consultation with the President.

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- B. Standing Committees may only be created or removed by constitutional amendment.
- C. Those Standing Committee Chairpersons appointed by the President shall be so appointed within thirty (30) days of the election of the President.
- D. The Chairperson of each Standing Committee shall be a member of the Board of Directors by virtue of their appointment and shall so serve unless replaced by the President.

Section 3. Charter of Standing Committees

- A. **Leadership Committee** – to encourage and develop participation in synagogue affairs by a variety of interested members.
- B. **Youth Committee** – Supervise and oversee the youth and young adult group programs including but not limited to Teen Learning Community (T.L.C.) and College Outreach.
- C. **Community Relations Committee** – To represent and participate in neighborhood and community groups to enhance the vision of Congregation in the broader area including interfaith relations and participating in events such as Yom Ha Atzma'ut (Israel Independence day), Yom Ha Shoah, Consortium, and Kehilla events.
- D. **Religious Committee** – Coordinate and execute the religious affairs of the congregation with the Clergy, including Shiva observances, daily minyan and other holiday and festival observances and to care for all sacred and ritual properties of the Congregation. High Holiday, High Holiday honors coordination and High Holiday seating are functions of this committee.
- E. **Chavura Committee** – Consists of the leadership of groups represented on the BOD serving various social groups within the Congregation. Each individual group is responsible for its own activities subject to Board of Directors approval.
- F. **Catering Committee** – Oversees the selection of all in house caterers, and coordinates contract negotiations and caterer reimbursements to the Congregation subject to the approval of the Board of Directors, and acts as liaison between Congregation and the Caterers.
- G. **House Committee** – Responsible for the operation and maintenance of the physical plant and its properties.
- H. **Mitzvah Committee** – Responsible for the maintenance of a charitable program to assist community members in need.
- I. **Publicity Committee** – to oversee and direct advertising, publicity and public relations for the Congregation and its programs and activities.
- J. **Newsletters & Website Committee** – to publish and distribute all means of communications to the various participants in Congregation activities including The Scroll, electronic newsletters and websites.
- K. **Adult Education Committee** – To organize, formulate and promote educational activities for the adult members of the Congregation, including lectures, discussions and classes.
- L. **Hospitality Committee** – To oversee the Kiddush, Oneg Shabbat or Siyum associated with holiday, Shabbat or festival observances. (Including food after Yom Kippur, Simchat Torah, and Purim etc.)

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- M. **Finance Review Committee** - confidentially review and consider cases of hardship with respect to any monies due and owed to the Congregation from members, and with full power to make such arrangements for the deferred payments, reduction, abatement, or cancellation of any dues, tuition, or charges or other monies payable to Congregation.
- N. **Education Committee** – Oversee the schools and educational activities in accordance with the educational mission statements as published and revised from time to time.
- O. **Budget Committee**
1. It shall prepare an estimate of the capital and operating expenditures, which will be required for each fiscal year.
 2. It shall prepare an estimate of the anticipated income for such period and shall specify those items of anticipated income.
 3. It shall include in its report recommendations, with respect to payment, elimination or deferment of obligations or sources of income.
 4. The Chairperson of such committee shall submit to the Executive Committee a written report, for review and discussion, containing the above items no later than sixty (60) days prior to the commencement of a particular fiscal year for approval or revision by the Board of Directors and such reports as approved or revised shall thereafter be submitted to the membership at a meeting of the Congregation, likewise held prior to the commencement of the succeeding fiscal year.
 5. It shall endeavor to ascertain that the budget allocations are being followed.

ARTICLE VI

Arms of Congregation

Section 1. As an adjunct of the Congregation, there may be a Sisterhood group, a Men's Club group, and Parent Teacher Association (P.T.A.) group and such other groups as the Board of Directors may approve.

Section 2. Each Arm shall elect its own officers and directors; shall appoint its own committees; and hold separate meetings.

Section 3. Each Arm may have its own Constitution or By-Laws, but its provisions shall not contradict or conflict with the provisions of the Congregation's Constitution.

Section 4. The Arms shall be primarily concerned with furthering and promoting the best interests and welfare of the Congregation including responsibility for fundraising efforts.

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Section 5. The Arms shall be subject to control and jurisdiction of the Congregation. In the event of a conflict or disagreement between an Arm and the Congregation, the matter shall be resolved by majority vote of the Congregation Board of Directors.

Section 6. Members of each Arm shall not be required to be members of the Congregation, with the exception of the President and Executive or First Vice President who shall be required to be a member of the Congregation as a prerequisite to holding such office.

Section 7. The Congregation Board of Directors may promulgate such rules and regulations as it may deem proper and all groups shall be required to adhere thereto.

Section 8. The financial records of Arms are subject to audit by an independent, outside or non-member auditor appointed by the Executive Vice President of The Congregation.

ARTICLE VII

Counsel

Section 1. Shall be appointed/engaged by the President, subject to approval of the Board of Directors, to serve during the President's term of office, and shall be a practicing attorney admitted to practice in the Commonwealth of Pennsylvania.

Section 2. Shall be a voting member of the Executive Committee and Board of Directors, so long as they are a member of the Congregation, in good standing.

Section 3. Shall be a legal advisor to the Board of Directors and Executive Committee and shall advise on all contracts, deeds and other legal matters and documents obligating the Congregation.

ARTICLE VIII

Clergy and Professional Staff

Section 1. Clergy

- A. The Clergy may consist of a Rabbi, Assistant/Associate Rabbi, Cantor and Assistant/Associate Cantor. The Board of Directors is responsible to select and hire/contract with the persons selected concerning the terms and conditions of such employment.

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- B. The Rabbi of the Congregation shall enjoy the freedom of the pulpit and be the Congregation's authority on all matters relating to religious affairs. The Cantor shall act as the prayer leader and be responsible for the musical interpretation of the liturgy as used in all services in the Congregation.
- C. The Board of Directors authorizes the appropriate Committee to negotiate renewal or extension of employment contracts for The Clergy by a majority vote.
- D. The Executive Committee will have the authority to discharge the Clergy for cause.
- E. The selection of an individual to serve as Clergy must be ratified by a majority vote of the Board of Directors of the Congregation.
- F. When there is a need to hire a new Rabbi, Assistant/associate Rabbi, Cantor or Assistant/Associate Cantor, The President will appoint a Search Committee, approved by the Board of Directors, consisting of representatives from a broad representation of the synagogue membership. The Search Committee will recommend a candidate for the position to The Board of Directors.
- G. The duties and responsibilities for The Clergy will be defined in their individual engagement contracts and/or the Standard Operating Procedures of the Congregations modified as needed from time to time by a committee appointed by The President.

Section 2. Executive Director

- A. The professional staff may include an Executive Director. The Board of Directors is responsible to select and contract with the person selected concerning the terms and conditions of such employment.
- B. The decision to authorize the Board of Directors to negotiate to renew or extend the employment contracts for the Executive Director must be approved by a majority vote of The Board of Directors.
- C. When there is a need to hire a new Executive Director; The President will appoint a Search Committee approved by The Board of Directors consisting of representatives from a broad representation of the synagogue membership. The Search Committee will recommend a candidate for the position to The Board of Directors.
- D. The duties and responsibilities for the Executive Director will be defined in the Standard Operating Procedures and modified as needed from time to time by a committee appointed by The President.

Section 3. Other Professional Staff

- A. The other professional staff may include an Education Director, Preschool Director and Youth Director, Teen Learning Community (TLC) Director and others as may be necessary for the proper operation of the Congregation. The Executive Director is responsible to select and contract with the person selected to fill the various positions concerning the terms and conditions of such employment in consultation with The President.

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- B. The duties and responsibilities for the professional staff will be defined in the Standard Operating Procedures and modified as needed from time to time by a committee appointed by The President.

ARTICLE IX

Conflict of Interest

Section 1. Whenever a member of the Board of Directors or Executive Committee has a financial or personal interest in any matter coming before the Board of Directors or Executive Committee, the affected person shall:

- A. Fully disclose the nature of the interest and,
- B. Withdraw from discussion, lobbying, and voting on the matter.

Any transaction or vote involving a potential conflict of interest shall be approved only when a majority of disinterested voting Board Members determine that it is in the best interest of the Congregation to do so.

ARTICLE X

Parliamentary Authority

Section 1. The rules contained in the current edition of Roberts Rules of Order shall govern in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any special rules of order the Congregation may adopt.

Section 2. The Parliamentarian is a consultant who advises the President and other officers, members of the Board of Directors, committees and members on matters of parliamentary procedure. The Parliamentarian is appointed by the President and approved by The Board of Directors.

Section 3. The position of Parliamentarian (a member of Congregation in good standing) shall be a non-voting position.

ARTICLE XI

Nominations and Election of Officers and Board of Directors

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Section 1. The President shall appoint a Nominating committee consisting of a chairperson and six (6) members in good standing and representing a broad representation of Congregation membership, subject to the approval of the Board of Directors at a meeting prior to January 1st or at a special meeting called for that purpose.

Individuals appointed by the President and not approved by the Board of Directors will be replaced by individuals selected by the Board of Directors. The Nominating Committee thus constituted shall meet, and on or before the first day of March submit to the President a full slate of nominated candidates for office. The names of those persons and the office to which each has been nominated shall be mailed to the Congregation within five (5) days thereafter. The Nominating Committee shall not nominate any of the members of the Nominating Committee as a candidate for officer or director of the Congregation.

Section 2. In addition to the nominated officers and directors, any member in good standing shall have the right to be nominated and elected, provided that on, or before, the 30th day of March, there shall be submitted to the Secretary a petition signed by twenty-four (24) members and the candidate, all in good standing, nominating a member for a particular office. Upon performing the foregoing, the particular members nominated shall have qualified to run for office with the nominated officers and

directors. The membership shall be notified of the candidates, and the date and time of the election in writing by notice on or before, the 15th day of April. No one shall be nominated for the office of President unless they shall have fulfilled at least one (1) full term of two (2) years as an elected member of the Executive Committee by May 31st of that year.

Section 3. Any officer of the Congregation may be removed from office by vote of two-thirds (2/3) of the Board of Directors, for cause. Cause shall include, but not be limited to:

- A. Failure to perform duties as an officer in good faith, in the best interest of the Congregation;
- B. Conviction of a felony or conviction of any offense involving moral turpitude; or
- C. Stealing, misappropriating, diverting, embezzling or otherwise converting the Congregation's funds.

Any complaints regarding an officer, and suggesting that the individual be removed from office, shall be presented, in writing, to the Secretary or the President. The Board of Directors shall give notice of the nature of the complaint to the officer. If the officer requests to answer the complaint, they will be given the opportunity to be heard at a special closed meeting of the Board of Directors held no less than fifteen (15) days and no more than thirty (30) days after receipt by the officer of notice of complaint. At such meeting the Board of Directors shall vote whether or not to remove the officer. If the officer does

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not request to be heard, or does not appear to be heard, a vote of removal, requiring a 2/3 majority, may nonetheless be taken.

Section 4. Election of officers and directors shall be held on or after the 15th day of May and on or before the 30th day of May of each year on a date determined by the Executive Committee. The election date and the names of the candidates for office shall be published in the Congregation publication or by letter mailed to the membership.

Section 5. All elections for officers and directors shall be conducted by a printed secret ballot. In order to vote, a member must be present at the time of voting and cast their own vote or have submitted an absentee ballot. Members shall vote by placing a designated mark beside the name of the desired candidate. A plurality of the total vote cast for each office shall determine the winning candidate.

Section 6. Absentee balloting is allowed provided the following conditions are met:

- A. Not less than two (2) weeks prior to a scheduled election, each person requesting an absentee ballot is to deliver a letter to the Judge of the election at the synagogue.
- B. Once the Congregant has been verified as eligible to vote, the judge of elections will send an absentee ballot and affidavit to the requestor at least one week prior to the election.
- C. At least forty-eight (48) hours prior to the election the absentee voter will complete the ballot, seal it, and then along with the accompanying affidavit, arrange for it to get to the synagogue (i.e., by mail or delivered).
- D. The affidavit states that the person cannot be present at the synagogue on the day of the election. This form is then signed and dated.
- E. All absentee ballots and their affidavits are then validated by the Judge of the election.
- F. All absentee ballots will be opened and counted after the ballots cast at the synagogue on the day of the election are counted.

Section 7. Prior to the election, the President shall appoint from the membership, other than those candidates for office or director, one (1) judge and three (3) tellers of the election who shall count the ballots and promptly report the results of the election to the current President. Each candidate shall have the right to designate one (1) representative who shall have the right to be present at the time the ballots are tallied.

Section 8. A candidate for office shall not be required to be present at the election in order to be eligible for election.

Section 9. The Board of Directors shall have the power to adopt a campaign and election code of conduct.

ARTICLE XII

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Dues and Revenues

Section 1. The revenue of this Congregation shall be derived from dues, tuition, assessments, donations, fundraising and such other sources or activities approved by majority vote of the Board of Directors, and shall be incorporated into the annual budget of the Congregation, adopted by the Board of Directors.

Section 2. The foregoing revenues where applicable, including the amount and manner of payment thereof, shall be fixed by majority vote of the Board of Directors.

Section 3. The Congregation shall conduct its affairs and activities on a fiscal year basis commencing June 1st of each year.

Section 4. No member shall be eligible for continued membership until all obligations due the Congregation for the preceding year(s) have been paid in full, except under circumstances as herein set forth.

Section 5. Should circumstances so warrant, then the Financial Review Committee may at its discretion, have the right to admit any individual and their family as members without the payment of any dues, tuition, or other charges, or may reduce the amount of such dues, tuition, or other charges.

ARTICLE XIII

Meeting Procedures

Section 1. Regular meetings of the membership of the Congregation shall be held annually in November.

Section 2. The minutes of each meeting of the Board of Directors shall be available for inspection by appointment with the Secretary. All matters acted upon or decisions rendered by the Board of Directors may be appealed or re-submitted at the next regular meeting of the Congregation or at a special meeting scheduled upon written petition of at least five percent (5%) of the total members of the Congregation presented to the Secretary. In such case, the actions or decisions of the Board of Directors may be overruled by a two-thirds (2/3) vote of the Congregation members present and voting based on a list of members in good standing prepared by the Vice President - Membership, five (5) days prior to the vote. The said special meeting shall be called by the President within thirty (30) days of the presentation of the petition. Notice of the meeting and intention to present such question will be mailed via first class to the Congregation at least two (2) weeks prior to the date of the meeting.

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Section 3. Special meetings of the membership of the Congregation shall be convened, upon at least seven (7) days written notice to the membership stating the purpose of the special meeting, at the call of the President, or upon written petition signed by at least twenty-five (25) members in good standing of the Congregation and submitted to the Secretary. The said written petition shall state the purpose of the desired special meeting.

Section 4. Voting at elections for officers and members of the Board of Directors shall be secret and by printed ballot. All voting at regular and special meetings of the Congregation, Executive Committee, Board of Directors and committees shall be open and by show of hands or by such other method as shall be approved by a majority.

Section 5. Candidates for elected office shall be elected by plurality vote. All other matters voted upon shall require a majority vote unless otherwise specified..

Section 6. One hundred members in attendance (in person or by electronic means) shall constitute a quorum for the transaction of business at a Congregation meeting, except as herein otherwise specifically provided.

Section 7. The Basis for Determining a Voting Result

When the term majority vote without other qualifications is used, it means "more than half;" it means more than half of the votes cast by persons in attendance (in person or by electronic means) and entitled to vote, excluding blank ballots or abstentions at a properly called meeting at which a quorum is present. If a 2/3 vote is called for it means "at least 2/3" of the votes cast by persons in attendance and entitled to vote excluding blank ballots or abstentions at all properly called meeting(s) at which a quorum is present.

ARTICLE XIV

Funds and Assets

Section 1. Every member in good standing shall have an equal right to determine the disposition of all funds and assets upon dissolution of this Congregation. Any member who was suspended or expelled or whose membership terminated prior to dissolution shall have no right, title or interest in, or to, any funds, assets or benefits of the Congregation.

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ARTICLE XV

Amendments

Section 1. This Constitution shall be subject to amendment.

Section 2. Amendments may be acted upon at any meeting of the Congregation, provided, however, that the proposed amendments shall have first been submitted to the Board of Directors at a Board Meeting and acted upon at the next Board meeting. Upon Board approval of the Amendment, it will be voted upon by the Congregation membership at the next regular or special Congregation meeting.

Section 3. In the event of a rejection of the proposed amendments by the Board of Directors, the congregant has the right to appeal to the Congregation as a whole, as provided for in Article XIII, section 2.

Section 4. Any proposed amendments shall require the approval of at least two-thirds (2/3) of the members in good standing present and voting at the meeting, provided that the total present and voting shall constitute at least five (5%) percent in number of the total membership, in good standing, of the Congregation. If approved, the amendment shall thereafter be in full force and effect.

ARTICLE XVI

Implementation

Section 1. This Constitution shall become effective May 27, 2009; however, elected officials shall complete their term in office.

Section 2. Future amendments shall become effective immediately after their adoption.

This Constitution was approved by a vote of the Congregation at an Annual Congregation meeting on May 27, 2009.