

THE LOWER MERION SYNAGOGUE  
**AMENDED AND RESTATED BY-LAWS OF THE LOWER MERION SYNAGOGUE**  
**Lower Merion Township, Pennsylvania**

**Revised February 11, 2019**

**ARTICLE I - NAME AND PURPOSE**

**1.1 Name.** This organization shall be known as The Lower Merion Synagogue (the “Congregation”).

**1.2 Purpose.** The purpose of the Congregation shall be to provide a place of worship in accordance with the laws of Torah-true Judaism and to provide such additional religious, educational and social programs as will meet the needs of its membership consonant with the functioning of a Torah-true synagogue.

**ARTICLE II - MEMBERSHIP AND DUES**

**2.1 Qualifications.** Any Jewish person of good moral character who has reached the age of eighteen (18) shall be eligible for membership in the Congregation upon request to the senior Rabbi or the President.

**2.2 Full Membership.** The Lower Merion Synagogue provides for various levels of membership. An individual may become a Full Member of The Lower Merion Synagogue or continue to be a Full Member in good standing upon fulfillment of the conditions listed in Section 2.7. (For the purposes of this document, the use of the word “member” may refer to a single member or a couple member, and refers to either a Full Member or an Associate Member, as defined herein.)

A Full Member in good standing is entitled to the following:

(a) Yomim Noraim seats. These seats are for 1 or 2 adults, depending on whether the Full Member is a single or a couple, and all unmarried children under age 23 and above an age set by the Board, who are either engaged in full-time study or are living at home. Additional seats, if desired, must be purchased at the Full Member guest rate for those Full Members’ children who are either married, or who are unmarried and over 23 years of age. A Full Member must also purchase additional Yomim Noraim seats for the Full Member’s other guests. This rate shall be set by the Board and is subject to change at the discretion of the Board:

(b) a Full Member’s rate when booking the shul facilities;

(c) in any Congregation election or other proceeding, in which a Full Member is entitled to vote, one vote if a single Full Member or two votes, one for each person, if a couple;

(d) inclusion in the synagogue mailing list and directory and receipt of all shul mailings, either by mail or e-mail.

**2.3 Associate Membership.** An Associate Member in good standing is one who has fulfilled the conditions of Section 2.7 and whose primary synagogue membership and regular attendance is at another congregation in the Associate Member's primary place of residence. An Associate Member may be required to provide written acknowledgment of affiliation and status as a Full Member in good standing with another Philadelphia-area congregation when enrolling as an Associate Member and upon request of the Board or senior staff of the congregation. An Associate Member may also be required, on an annual basis, to confirm continued affiliation and status as a Full Member in good standing at another Philadelphia-area congregation.

An Associate Member in good standing is entitled to the following:

(a) in any Congregation election or other proceeding, in which an Associate Member is entitled to vote, one-half vote if a single Associate Member or one vote, one-half for each person, if a couple;

(b) inclusion in the synagogue mailing list and directory and receipt of all shul mailings, either by mail or e-mail;

Yomim Noraim seats, if available, can be purchased by an Associate Member at the non-member rate set by the Board.

#### **2.4 Dues and Assessments.**

(a) The membership of the Congregation shall, from time to time, establish the amount of annual dues for Full Members and Associate Members. The Board shall recommend any changes in dues rates to the Synagogue membership, who must approve any change.

(b) It is the policy of the Congregation to accommodate any member seeking need-based monetary relief from paying dues. A member who needs monetary relief should contact the Senior Rabbi, the Treasurer, or the persons to whom the Treasurer delegates this duty to arrange such relief. Payment is to be consistent with the member's financial circumstances. Special consideration will be given to students and young couples. Appropriate relief for the coming fiscal year will be granted by the Treasurer or the Treasurer's delegate. A member granted monetary relief may be asked to pay dues on an installment plan. The Treasurer's delegate shall meet at least annually with the Treasurer to review the grants of monetary relief from dues. A member who has obtained monetary relief from paying dues in full is a member in all respects for that fiscal year.

(c) A Full Member or Associate Member shall be assessed for the building fund. This assessment is: for Full Members: \$2,000 per couple, \$1,000 per single, payable over five (5) years, and half those amounts for Associate Members.

**2.5** A member who has obtained monetary relief in accordance with Section 2.4 will continue to be obligated to pay whatever special assessment was in place at the time of joining the Congregation, but such special assessment shall be suspended during the period monetary relief has been granted. Commencing on the date when the member is no longer granted monetary relief from paying dues in full, such member shall be obligated to pay whatever special assessment was in effect at the time the member joined the Congregation in addition to any subsequent assessments that

may have been approved by the Congregation. In accordance with the procedure outlined above, such payment of an assessment may be spread over a longer period than otherwise required based on such member's financial need.

**2.6 Membership Year.** The membership year shall commence on June 1 of each year.

**2.7 Good Standing.** A Full Member or Associate Member in good standing is one who:

(a) has paid dues in full for the membership year, or

(b) has paid no less than fifty percent of membership dues for the fiscal year for which they are assessed before Rosh Hashanah of such fiscal year – the balance shall be paid prior to the end of such fiscal year, or

(c) has made arrangements for the payment of such dues with, and satisfactory to, the Treasurer, or

(d) has, to the satisfaction of the Treasurer or the Treasurer's delegate, been excused in whole or in part from the payment of dues on this schedule because of financial hardship, and

(e) does not owe any past-due sums for dues or other obligations to the Congregation for which a payment schedule with, and satisfactory to, the Treasurer has not been established.

**2.8 Use of Synagogue Facilities.** Members in good standing shall be entitled to the use of synagogue facilities under such conditions and at such costs as shall be established by the Board.

**2.9 Annual Meeting.** The Congregation will meet annually during the month of June or July. Reasonable notice of the Annual Meeting shall be given in writing to the members by the Secretary. The agenda for the Annual Meeting must be specified in the notice of the meeting and no business other than that specified in the agenda may be transacted at the meeting. For this and all other notices referred to in these by-laws, electronic notice to the address provided by the recipient to the Congregation is sufficient, except as may otherwise be specifically provided in these by-laws.

**2.10 Special Meetings.** The President, or in the President's absence, any Vice President, or the Board may call special meetings of the Congregation from time to time. It shall also be the duty of the President to call a special meeting of the Congregation whenever requested to do so in writing by thirty-six (36) members of the Congregation in good standing, and any such request shall state the business to be discussed at the meeting. Reasonable notice of such meetings shall be given in writing to the members by the Secretary. Special meetings called by a request of thirty-six (36) or more members of the Congregation shall be held within sixty (60) days of the request. The purpose of the special meeting must be specified in the notice and no business other than that specified in the notice may be transacted at the meeting.

**2.11 Quorum.** Twenty-five (25) members of the Congregation shall constitute a quorum

for the conduct of business at a membership meeting, but a lesser number may adjourn the meeting to a specific time and place. Each individual Associate Member shall count as one-half person, and each Associate Member couple shall be counted as one person, provided that both members of the couple are present. Each individual Full Member shall count as one person, and each Full Member couple shall be counted as two persons, provided that both members of the couple are present.

## **2.12 Voting.**

(a) For any meeting of the Congregation at which a member is entitled to vote, the member must vote in person at the meeting. However, for any specific vote by the Congregation, the Board may, at its sole discretion, authorize a method for members entitled to vote to do so without being present at the meeting. Any such method shall be secure and verifiable.

(b) For any meeting of the Congregation at which the Board authorizes members to vote without being present, the Board shall provide, at least twenty (20) days in advance of the meeting:

- i. a complete agenda of the matters to be voted on at the meeting
- ii. explanatory information about the matters to be voted on at the meeting, and
- iii. a full description of the method for voting without being present.

(c) No member may cast the vote of another member, including a spouse.

## **ARTICLE III - OFFICERS**

**3.1 Officers.** The Officers of the Congregation shall consist of a President, a First Vice President, a Second Vice President, two additional Vice Presidents, a Treasurer, and a Secretary. One of the Officers, chosen by the Executive Committee, who is neither the President nor the First Vice President, shall serve as Chair of the Board.

**3.2 Term.** The term of office for each Officer shall be two (2) years or until a successor shall have been elected. No individual shall be eligible to serve more than two (2) successive terms in the same office.

**3.3 Eligibility.** Any Full Member in good standing shall be eligible for election to an office.

## **3.4 Vacancies.**

(a) Upon the death, disability, or resignation of the President, the First Vice President shall assume the presidency of the Congregation. A First Vice President who replaces a President with more than one (1) year remaining in the term shall be deemed to have served a full two-year (2-year) term. In the event that the First Vice President is unable to assume the presidency, the Board shall appoint an acting President within 10 days. In the event that less than six (6) months remain in the term of the President, the acting President so appointed shall serve until the end of such term. In the event that more than six (6) months remain in the term of the President, the Board shall, within 10 days, convene a Nominating Committee in accordance with the requirements of Section 6.2 to nominate a

President for election by the Congregation at a special meeting of the members to be convened by the Board.

(b) Upon the death, disability or resignation of any other Officer, the Board shall fill such vacancy and the member appointed to fill such vacancy shall serve until the end of the term of office being filled.

**3.5 Duties.** The Officers shall have those powers and duties that normally pertain to their respective offices in addition to those duties specifically set forth herein.

### **3.6 The President.**

(a) The President shall preside at all meetings of the Executive Committee and the membership.

(b) The President shall prepare and deliver an annual report on the state of the Congregation at the annual meeting of the Congregation.

(c) The President shall have the power to authorize expenditures not exceeding Two Thousand, Five Hundred Dollars (\$2,500) each between meetings of the Board, provided that the Board is given notice 24 hours before each such expenditure. In an emergency situation the President is authorized to spend up to Ten Thousand Dollars (\$10,000), provided that each such expenditure is approved by the Treasurer and the Committee Chair most relevant to the emergency situation (if any) and the Board is given notice within 24 hours of each such expenditure.

(d) Except as provided for the Nominating Committee in Section 6.2, the President shall appoint and remove the chairs of the various committees of the Congregation, and the chair of each committee shall appoint and remove the members of that committee.

### **3.7 Vice Presidents.**

(a) The Vice Presidents shall assist the President in the general administration of the affairs of the Congregation, with the additional responsibility to serve as the liaisons to Standing Committees, the gabbaim, and such other committees as the President designates.

(b) The First Vice President shall be the presumptive nominee to be the next President. The First Vice President shall, in the absence of the President, assume all the duties and responsibilities of the President. The First Vice President shall coordinate the activities of the committees as assigned by the President. If for any reason the office of the President shall become vacant, then the First Vice President shall assume the duties and responsibilities of the President until a successor President is appointed or elected pursuant to Section 3.4.

(c) The First Vice President, and then other Vice Presidents selected by the Executive Committee, shall carry out the duties and responsibilities of the President in the absence of the President.

**3.8 The Treasurer.** The Treasurer shall receive all monies of the Congregation and shall pay all obligations of the Congregation in accordance with the approved budget of the Congregation or as authorized by the Board or the President pursuant to Section 3.6(c). The Treasurer shall endeavor to collect all sums due the Congregation and shall report to the President all delinquencies and the names of any members not in good standing. The Treasurer shall file a written financial report annually. The Treasurer shall oversee all financial records of the Congregation.

**3.9 Secretary.** The Secretary shall record the actions of the Board and of the Executive Committee, shall maintain a roster of members, shall maintain a roster of non-standing committees, their charters and the dates of their presumptive termination, and shall review and ensure compliance of Congregation operations with applicable legal requirements.

**3.10 Chair of the Board.** The Chair of the Board shall organize and lead the meetings of the Board. In the absence of the Chair, the Executive Committee shall select a vice president other than the First Vice President to carry out the duties and responsibilities of the Chair.

**3.11 Committee Liaisons.** The President shall promptly appoint Vice Presidents as committee liaisons as described in Section 6.1.

- (a) The Chair of the Board shall be the liaison to the Nominating Committee.
- (b) The Treasurer shall be the liaison to the Finance Committee.
- (c) The First Vice President shall be the liaison to the Membership Committee.
- (d) Other liaisons shall be determined by the President. Insofar as possible, the President shall assign Vice Presidents a portfolio of Committees of similar purpose (e.g., Operations, Membership, Facilities).

#### **ARTICLE IV - BOARD OF DIRECTORS**

**4.1 Members of the Board.** The Board of Directors (“Board”) of the Congregation shall consist of the Officers; the immediate past President of the Congregation who is in good standing; two additional past Presidents of the Congregation who are in good standing as proposed by the Nominating Committee and elected by the Congregation; the President of the Sisterhood of The Lower Merion Synagogue; and twelve (12) additional Full Members elected by the Congregation.

**4.2 Duties.** The business and affairs of the Congregation shall be conducted under the direction of the Board of Directors.

- (a) The Board shall have custody of all property belonging to the Congregation.
- (b) The Board shall be responsible for the financial affairs and fundraising of the Congregation.
- (c) The Board shall appoint the Rabbi(s) and senior staff of the Congregation.
- (d) At such time as a new Rabbi or senior staff member is hired, or the contract of a Rabbi or terms of employment for senior staff is renewed, the Board shall appoint a committee, consisting of, at a minimum, the President and the Treasurer, to negotiate the

terms and conditions of said Rabbi's contract or senior staff member's terms of employment, pursuant to parameters set by the Board.

(e) The Board shall set policies to run the affairs of the Congregation subject to its articles and by-laws, and;

(f) The Board shall communicate with the Congregation on a regular basis concerning the affairs of the Congregation.

(g) The Board has the authority to review and terminate the employment status of any employee of the Congregation.

**4.3 Conduct of Board Members.** Any person accepting a position on the Board shall:

(a) Support the mission of the Congregation and have a bona fide interest in the purposes for which the Congregation has been organized.

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

(c) Provide financial support to the Congregation, including but not limited to paying dues, participating in the Yom Kippur Appeal and such other major fundraising activities as the Board shall from time to time establish, and either purchasing tickets for or making a contribution toward the Annual Gala.

(d) Actively participate as a member of one or more committees.

(e) Serve without compensation or remuneration.

**4.4 Meetings.** The Board shall meet regularly no less than six (6) times per year or at the call of the Chair of the Board. A Notice of the Meeting shall be included in the Shabbat announcements for the Shabbat which is at least one full week prior to the meeting. A meeting agenda shall be distributed to Board members at least three days prior to the meeting. No issue may be voted on unless it is on such agenda. However, in the case of urgent matters, as determined by the Chair of the Board's reasonable discretion, new issues may be raised and voted upon at a meeting. Meetings of the Board shall be open to any member of the Congregation in good standing, except that a meeting, or portion of a meeting, may be closed to non-Board members if the Chair of the Board informs the Congregation in the Notice of that Meeting. Any member in good standing who wishes to submit an issue to the Board for consideration shall do so by submitting the issue in writing to the Chair of the Board. Members who wish to address the Board shall be entitled to do so by submitting the request in writing to the Chair of the Board at least 48 hours in advance of the meeting. Members will address the Board at the discretion of the Chair. If there are multiple requests by members to address the Board, the Chair may ask any member to defer consideration of the issue they wish to address until the next Board meeting.

**4.5 Voting.** Each member of the Board, other than the Chair, shall be entitled to vote on motions, provided that the member of the Board is present at the meeting when the vote is taken. The Chair shall vote on motions at such meetings only in the event of a tie vote.

**4.6 Quorum.** Twelve (12) members of the Board shall constitute a quorum, except that a lesser number may adjourn the meeting to a specified time and place.

**4.7 Appeal.** Any eight (8) members of the Board or thirty-six (36) Full Members of the Congregation may appeal a decision of the Board to the Congregation by addressing such appeal in writing to the Chair of the Board who shall, within five (5) days after the filing of such appeal, request the President to call a meeting of the Congregation, said meeting to be held reasonably promptly thereafter.

**4.8 Term.** The twelve (12) members of the Board elected by the Congregation in accordance with the provisions of this Article IV shall be elected for a term of three (3) years, one-third (1/3) of the elected members of the Board being elected each year. The two past Presidents elected by the Congregation in accordance with the provisions of this Article IV shall be elected for a term of two (2) years, and such election shall take place at the same time as the election of Officers in accordance with the provisions of Article III.

**4.9 Eligibility.** Any Full Member in good standing shall be eligible for election to the Board.

**4.10 Removal.** The Board may, in its discretion, remove any member from the Board by the affirmative vote of a two-thirds (2/3) majority of voting members present at a regular or special meeting, upon written request signed by one-half of the then-voting Board members or by a majority of the members of the Nominating Committee, delivered to the Secretary who shall provide thirty (30) days' advance written notice of such written request to all Boardmembers.

## **ARTICLE V - BUSINESS JUDGMENT RULE**

**5.1 Fiduciary Duty.** All Board members shall stand in a fiduciary relation to the Congregation and shall perform their duties as a Board member, including duties as a member of any committee or subcommittee of the Board upon which the Board member may serve, in good faith, in a manner the Board member reasonably believes to be in the best interests of the Congregation and with such care, including reasonable inquiry, skill, and diligence, as a person of ordinary prudence would use under similar circumstances and pursuant to the Business Judgment Rule to which all Board members are required to adhere. A Board member shall not be considered to be acting in good faith if the Board member has knowledge concerning the matter in question that would cause reliance to be unwarranted.

**5.2 Consideration of Actors.** In discharging the duties of their respective positions, the Board, committees, and subcommittees of the Board, and individual Board members may, in considering the best interests of the Congregation, consider the effects of any action upon current and future members, and all other pertinent factors.

**5.3 Liability of Directors.** Absent breach of fiduciary duty, lack of good faith, self-dealing, recklessness, or willful misconduct, actions, or omissions taken as a Board member shall be presumed to be in the best interests of the Congregation. Board members shall not be liable, personally or in their capacity as Board members, for acts or omissions that may be found to constitute negligence. The provisions of this paragraph shall not apply to any criminal liability of a Board member or the liability of a Board member for the payment of taxes pursuant to any local, state, or Federal law.

**5.4 Liability Insurance.** No action shall be taken by any Board member, committee, or subcommittee of the Board, or by the Board unless directors' and officers' liability insurance coverage covering the Board and committee members is in place.

## **ARTICLE VI - COMMITTEES**

**6.1 Executive Committee.** There shall be an Executive Committee consisting of the Officers. The immediate past President shall serve as an advisor to the Executive Committee.

- (a) The professional staff report to the Executive Committee.
- (b) The Executive Committee is responsible for:
  - i. Carrying out the policies made by the Board;
  - ii. Conducting an annual analysis of the performance of the professional staff, using a structured and professional process which is respectful to all parties;
  - iii. Coordinating with the Standing Committees, selected other committees and the gabbaim, through the appointment of members of the Executive Committee to serve as liaisons as described in Section 3.11, and;
  - iv. Taking necessary action on behalf of the Congregation during the period between meetings of the Board.

**6.2 Nominating Committee.** Sixty (60) days in advance of each annual general meeting, the Board shall appoint a Nominating Committee comprised of a minimum of six Full Members of the Congregation, at least three of whom are Board members and at least three of whom are not Board members. At least two members of the Nominating Committee shall have served on the Committee in the past. The Chair of the Board shall notify the Congregation of the members of the Nominating Committee within one week of the formation of the Committee and invite members to make recommendations to the Nominating Committee.

(a) **Procedure.** A quorum for the transaction of business at a meeting of the Nominating Committee shall be two-thirds (2/3) of all members then appointed. The Nominating Committee shall elect a chair from among its members. The Nominating Committee shall prepare a slate of candidates for election at the next annual general meeting. The slate shall include four Full Members for the elected seats on the Board, and Full Members as candidates for any Officer position whose two-year term is ending. The Committee shall also make a recommendation to the Board if there is a vacancy among the elected members of the Board or among the Officers to be filled in the interim between members' meetings. No member of the Nominating Committee shall be nominated for the office of President or First Vice President. Any member of the Nominating Committee whose nomination for President or First Vice President is proposed by the Committee shall, if willing to serve, immediately resign from the Nominating Committee. In the event of such resignation the Chair of the Board shall appoint a Full Member of the Congregation to fill the vacancy from the category to which the resigned member belonged. Any member of the Nominating Committee whose spouse is proposed for nomination to an office or to the

Board shall be recused from deliberation on that proposed nomination. All decisions of the Nominating Committee shall be decided by a majority vote.

(b) **Orientation.** The Nominating Committee, together with the Chair of the Board or the Chair's designee, shall prepare an orientation for all new Board members to be presented to those new Board members, either together or individually, no later than one week prior to the commencement of their term of service. This Orientation shall include an overview of the Congregation's operations, Board governance, duties and responsibilities of Board members, the most recent Annual Report, and the budget of the Congregation.

(c) **Term.** The Nominating Committee appointed with respect to a specific annual general meeting shall cease to exist upon the appointment of a new Nominating Committee for the next annual general meeting. If any vacancies occur in a Nominating Committee during the term of that Nominating Committee, the Board shall appoint members to fill those vacancies, maintaining the balance of Board and non-Board members prescribed in Section 6.2.

**6.3 Standing Committees.** The President shall appoint the chair of each of the Standing Committees, who shall serve for a term of two years, subject to reappointment by the President. The following shall be the Standing Committees of the Congregation, which shall consist of a minimum of three members, including the chair but not the liaison to the Committee from the Executive Committee, and shall have the duties set forth herein:

- (a) House Committee
- (b) Youth Committee
- (c) Finance Committee
- (d) Membership Committee
- (e) Education Committee
- (f) Mikveh Committee

**6.4 House Committee.** The House Committee shall be responsible for the maintenance, use, care and repair of the property and facilities of the Congregation. The House Committee shall prepare on an annual basis an operating budget and capital budget and plan for the property and facilities of the Congregation.

**6.5 Youth Committee.** The Youth Committee shall be responsible for developing and carrying out programs for the children of the Congregation including the development and operation of religious services for the children of the Congregation, and the evaluation and management of youth staff. The Youth Committee shall make recommendations to the Executive Committee for the appointment or removal of senior staff in the youth program.

**6.6 Finance Committee.** The Finance Committee shall be responsible for an annual budget for the next calendar year to be presented to the Board no later than the end of May. This committee shall recommend membership dues, other fees for membership, and other major income

sources for approval by the Board, and, in the case of membership dues, for approval by the Congregation. This committee shall monitor the current finances and financial situation of the Congregation, report on the status of those matters to the Board at each Board meeting, and shall ensure fiscal responsibility and a balanced budget. This committee shall make recommendations, from time to time, for modifications to the approved budget, as appropriate, for approval by the Board.

**6.7 Membership Committee.** The Membership Committee shall be responsible for membership engagement and outreach, including coordinating the activities of non-standing committees that undertake engagement and outreach activities.

**6.8 Education Committee.** The Education Committee shall work with the Rabbi(s) to implement and design educational programs for the benefit of the Congregation throughout the calendar year.

**6.9 Mikveh Committee.** The Mikveh Committee shall oversee the operation of The Lower Merion Community Mikveh subject to the oversight of the Board. Its members shall be appointed by the President with the concurrence of a majority of the Board. All capital and operating funds collected and disbursed by this Committee for the The Lower Merion Community Mikveh shall be held in account(s) separate from those used for any other purposes. All expenses of the Mikveh shall be drawn exclusively from these accounts. No funds shall be transferred between these accounts and the general accounts of the Congregation without 1) the express approval of the majority of the Board, and 2) notification to the membership of the Congregation of the Committee's intention to so transfer funds, including the amount and purpose thereof

**6.10 Other Committees.**

(a) There shall be such other non-standing committees as the Board may from time to time approve. Such committees will cease to exist no more than two years from formation unless the Board approves their extension.

(b) Any non-standing committee seeking to be recognized as a Standing Committee shall petition the Board for such status determination and upon approval by the Board shall be accorded such status.

**ARTICLE VII - ELECTIONS**

**7.1 Time.** Elections shall be held each year during the annual meeting.

**7.2 Report of Nominating Committee.** The Nominating Committee shall file its report identifying the slate of candidates for election with the Secretary no less than twenty (20) days prior to the meeting of the Congregation at which elections are to be held. Further nominations may be made by filing same with the Secretary no later than five (5) days before the election meeting. Such nominations shall be signed by no less than ten (10) members in good standing. A copy of this Section 7.2 shall be distributed to the membership together with the report of the Nominating Committee promptly after receipt of such report by the Secretary.

**7.3 Elections.** Election of Officers and members of the Board shall be by majority vote of the members of the Congregation in attendance at the annual meeting of the Congregation. In the

case of a contested election to the Board or to an office, the election shall be by closed ballot. If no candidate receives a majority, the two (2) candidates receiving the largest number of votes shall be voted on by the Congregation in attendance at the annual meeting until a candidate receives a majority vote.

## **ARTICLE VIII - RELIGIOUS WORSHIP AND CONDUCT**

**8.1 Rabbi(s).** The Rabbi(s) of the Congregation shall have been ordained by an accepted Orthodox ordaining institution or authority.

**8.2 Standards.** All religious services shall be conducted according to the laws of the Torah and the Shulchan Aruch. There shall be an appropriate Mechitza for the division of worshippers according to the laws of Torah-true Judaism.

**8.3 Questions.** Questions of religious worship, conduct or halacha shall be determined by the senior Rabbi, except that upon the request of any thirty-six (36) Full Members in good standing and upon prior notice to the senior Rabbi, an appeal may be taken to the ordaining authority of the senior Rabbi. In the event that such ordaining authority shall no longer be in existence at the time the senior Rabbi is appointed or at any time thereafter, the senior Rabbi and the Congregation shall agree upon a mutually acceptable Orthodox ordaining authority to which or to whom such appeals may be taken.

## **ARTICLE IX - ADOPTIONS AND AMENDMENT**

**9.1 Adoption.** Adoption of these by-laws has been effectuated by the members at a meeting with due notice thereof. These by-laws are intended as an omnibus amendment to and replacement of the by-laws of the Congregation in effect prior to the adoption of these by-laws and shall repeal any by-laws or resolutions previously adopted by the Board or the Congregation.

**9.2 Proposed Amendments.** The Board may initiate proposed amendments to these by-laws or any thirty-six (36) Full Members of the Congregation in good standing may initiate proposed amendments by submitting them to the Board. Within 30 days of such proposals being made known to the Board, the Board shall submit any such proposals to the Congregation together with a recommendation for adoption or rejection. Notice of proposed amendments shall be mailed at least twenty (20) days prior to the annual or special meetings at which they shall be considered for adoption, except that upon the approval of three-fourths (3/4) of the members present at such meeting, such time period may be waived provided that there shall have been at least five (5) days' written notice to the Congregation that such proposed amendments will be considered at such meeting and that a waiver of the twenty (20)-day requirement will be sought.

**9.3 Adoption of Amendments.** For adoption, an amendment shall require a vote of the lesser of (a) three-fourths (3/4) of all votes cast on the amendment or (b) two-thirds (2/3) of the membership of the Congregation, except that neither Section 1.2, this Section 9.3 nor any provision of Article VIII shall be amended if thirty-six (36) Full Members of the Congregation in good standing for at least one (1) year shall either vote against said amendment or file with the Secretary a written objection to said amendment within ten (10) days of the notice of the proposal of the amendment.

**9.4 Effective Date.** These by-laws shall take effect immediately.

## **ARTICLE X - INDEMNIFICATION OF DIRECTORS, OFFICERS AND OTHER AUTHORIZED REPRESENTATIVES; NOTATION OF DISSENT**

**10.1 Indemnification.** The Congregation hereby indemnifies any Board member, any Officer of the Congregation, any committee or subcommittee member, or anyone who formerly served in those capacities for any judgments entered against such individual, any payment in settlement of a suit, and the actual expenses and costs including attorney's fees reasonably incurred in connection with the defense of any action, suit, or proceedings (whether civil, criminal, or administrative) in which he or she is made a party by reason of being or having been a Board member or Officer, any committee or subcommittee member, except for those matters in which he or she is adjudged to be liable for recklessness or willful misconduct in the performance of a duty. Such indemnification shall not be exclusive of any other rights to which such individual may be entitled under applicable law, the Articles of Incorporation of the Congregation, or any by-law provisions, written agreements, or resolutions of the Board. No person shall be entitled to indemnification under this Article X unless he or she gives notice to the Congregation that he or she is seeking indemnification and tenders the right to defend the claim to the Congregation or its insurer and cooperates in the defense of the claim. The Congregation shall purchase and maintain insurance on behalf of any person who is or was an Officer or Board member or committee or subcommittee member, against any liability incurred in any such capacity, or arising out of that status, whether or not the Congregation should have the power to indemnify him or her against such liability. The provisions of this Article X are intended to constitute by-laws authorized by 15 Pa.C.S. §§ 513 and 1746 and 42 Pa.C.S. § 8365.

**10.2 Notation of Dissent.** A Board member who is present at a meeting of the Board or of a committee of the Board at which action on any Congregation matter is taken shall be presumed to have assented to the action taken unless: (a) a dissent or abstention is entered in the minutes of the meeting or (b) the Board member files a written dissent or abstention to the action with the Secretary before or immediately after the adjournment thereof. The right to dissent or abstain shall not apply to a Board member who voted in favor of the action. Nothing in this Section 10.2 shall bar a Board member from asserting that minutes of the meeting incorrectly omitted the dissent or abstention if, promptly upon receipt of a copy of such minutes, the Board member notifies the Secretary in writing of the asserted omission or inaccuracy.

## **ARTICLE XI - CONFLICT OF INTEREST AND CONFIDENTIALITY**

**11.1 Conflict of Interest.** All Board members, Officers, committee members, and employees of the Congregation have an obligation to exercise their authority and to carry out the duties of their respective positions for the sole benefit of the Congregation. To effectuate this goal, they shall avoid placing themselves in positions in which their personal interests are, or may be, in conflict with the interests of the Congregation.

(a) Where a known or potential conflict of interest exists, it shall be the responsibility of the person involved or any other person with knowledge of the conflict to disclose the conflict to the Board at the first meeting of the Board after which such conflict becomes apparent so that the Board can provide such guidance and take such action as it shall deem appropriate, which shall include at the discretion of the Board removal of the Member from the Board.

(b) No Board member, committee member, subcommittee member, or Officer

who directly or indirectly is involved in a known or potential conflict of interest shall be counted in determining the existence of quorum at any meeting of the Board where the conflict is considered, nor shall the interested person vote on any action of the Board regarding the conflict. Any person whose conflict of interest is being considered by the Board shall be asked to leave any meeting in which the Board is considering the action to be taken in response to the conflict.

**11.2 Confidentiality.** All persons who act on behalf of the Congregation in any capacity, including Officers, members of the Board, Rabbi(s), employees, and members of committees shall have a duty of confidentiality and shall:

(a) Recognize the necessity of and maintain the confidentiality which pertains to confidential information regarding members of the Congregation to which they are privy by virtue of the position they hold; and

(b) Maintain the confidentiality of all confidential information communicated in meetings dealing with Congregation affairs in which they participate. All information communicated in closed meetings of the Board shall be confidential. All information communicated at open meetings of the Board shall be non-confidential unless declared to be confidential by the Chair.