

**BYLAWS of TEMPLE BETH ZION-BETH ISRAEL  
as of May 31, 2016<sup>1</sup>**

**ARTICLE I**

**NAME**

This Congregation of Jews shall be called TEMPLE BETH ZION-BETH ISRAEL (hereafter referred to as “Congregation” or “BZBI”).

**ARTICLE II**

**MISSION**

This Congregation has been established to build and maintain a synagogue – the Jewish people’s *Beit HaKnesset, Beit HaMidrash, and Beit HaTefillah* – as a house of assembly, study, and prayer. The objective of the Congregation is to provide religious services, educational programs and classes, and cultural, social, and recreational activities for the Jews of the Greater Philadelphia community, especially those living or working in Center City Philadelphia.

The congregation is committed to the principles and values of Conservative Judaism. The Congregation is dedicated to the study of *Torah*, which leads to the observance of the *mitzvot*; the principle of *Klal Yisrael*, which encourages the Congregation to reach out to all Jews irrespective of affiliation; and the State of Israel, *Eretz Yisrael*, which is the historical homeland of the Jewish people, a spiritual resource for Torah learning, the focus of a Jew’s liturgical attention, and the center for the ingathering of Jews, physically and spiritually.

The Congregation seeks to:

- transform the lives of Jews through the observance and teaching of *mitzvot*;
- refine the moral and ethical behavior of all people by Jewish *mentschlichkeit* demonstrated by Torah role models and Talmudic descriptions;
- create a *kehillah* – a Jewish village – which molds a child and an adult into a responsible citizen of the world;
- attempt to make the world a better place for all individuals by encouraging activities that seek “to perfect the world under G-d’s sovereignty” – *l’takken olam b’alkhut Shaddai*; and
- provide its members and all members of the Greater Philadelphia Jewish community with the opportunity to grow Jewishly through prayer, education, and community service.

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<sup>1</sup> These Bylaws were adopted on December 3, 2009, amended on February 17, 2011, amended on June 1, 2015, and amended on May 31, 2016.

## ARTICLE III

### AFFILIATION

This Congregation shall be affiliated with The United Synagogue of Conservative Judaism. The auxiliary organizations of the Congregation shall also be associated with any corresponding affiliates of the Conservative Movement. The Congregation shall follow the *Standards for Congregational Practice* and *A Guide to Congregational Practices* of The United Synagogue of Conservative Judaism, published annually by The United Synagogue in the *Directory and Resource Guide*.

## ARTICLE IV

### MEMBERSHIP

**Section 1. Eligibility.** Any Jew of good moral character and eighteen (18) years of age or older is eligible to be a “Member” of the Congregation. A person born of a Jewish mother or who has been converted to Judaism according to *halakhic* requirements is a Jew for purposes of these Bylaws. A family of at least one (1) Jewish spouse or any household with at least one (1) Jewish adult may apply for membership. Each adult member of that family or household shall be eligible for the privileges of membership set forth in Section 4 of this Article IV so long as the family’s or household’s membership is in good standing. Good standing shall mean that all financial obligations to the Congregation are current.

**Section 2. Categories of Membership.** The Board of Trustees may, from time to time, classify Members into categories for the purpose of paying dues, fees, and assessments to the Congregation on any reasonable basis, such as, but not limited to, age, marital status, number of children attending the schools of the Congregation, and whether the Member is a member of another Congregation who does not wish to receive tickets to *Rosh Hashanah* and *Yom Kippur* services (which category is hereinafter referred to as an “Associate Member”).

**Section 3. Application.** An application for membership shall be made in writing to the Membership Committee which, collectively or through a designee, shall review the application and accept eligible applicants for membership. At the next meeting of the Board of Trustees after an application has been accepted, the Membership Committee shall report to the Board concerning the number and identities of new Members of the Congregation.

**Section 4. Privileges of Membership.** Members in good standing shall enjoy the following privileges:

- a. To participate in *Tefillot* (religious services) and *Talmud Torah* (study) conducted or sponsored by the Congregation, subject to rules and regulations which may be approved by the Board of Trustees or its designated committee in accordance with *halakhic* interpretation and limits established by the Rabbi.
- b. To enroll children in the nursery school, religious school, and youth activities of the Congregation subject to rules and regulations established by the Board of Trustees.

- c. To celebrate the *Bar/Bat Mitzvah* of a child pursuant to the rules and regulations established by the Board of Trustees.
- d. To secure seating for *Rosh Hashanah* and *Yom Kippur*, except that Associate Members shall not be entitled to such seating.
- e. To participate in the educational, cultural, and social programs of the Congregation.
- f. To attend meetings of the Members of the Congregation and to have a voice and, subject to the standards of The United Synagogue of Conservative Judaism, a vote at such meetings.
- g. To call on the *Klei Kodesh* (Rabbi and Cantor) and professional staff for Jewish needs and Jewish lifecycle events.
- h. To serve as an Officer, Trustee, or other agent of the Congregation, when eligible.

**Section 5. Obligations of Membership.**

- a. The Board of Trustees shall prescribe the dues pertaining to each class of membership and the manner of payment of such dues. Members whose dues are fully paid (in accordance with any applicable payment plan) will be deemed members in good standing.
- b. Members are encouraged to support the activities of the Congregation, both through their active participation and financially through contributions to the Congregation's annual campaign and any capital or building campaigns undertaken by the Congregation.
- c. Notwithstanding anything herein provided, the Congregation, through designees of the Administrative and Membership Committees, may, in the event of financial hardship and other deserving cases, admit members on such terms as are deemed fair. Such arrangements will be held in strict confidence.

**Section 6. Resignation.** Resignation from membership shall be submitted in writing to the Membership Committee. At the meeting of the Board after a resignation has been submitted, the Membership Committee shall report to the Board concerning the number and identities of those individuals who have resigned from membership in the Congregation.

**Section 7. Suspension or Expulsion.** Upon recommendation of the Membership Committee, a member may be suspended or expelled by a two-thirds (2/3) vote of the Board of Trustees at any regular or special meeting for any one of the following reasons:

- a. Failure to pay dues or obligations otherwise owing to the Congregation for a period of two (2) years or more, unless previously forgiven in writing by the President and Chairperson of the Membership Committee for any one (1) such year.
- b. Conduct which brings discredit upon the Jewish name or which is deemed detrimental to the reputation or welfare of the Congregation. No member,

however, shall be suspended or expelled unless he or she first shall be given no less than five (5) days' written notice of the charges against him or her and of the time and place wherein he or she may answer and defend against any and all such charges before the Board of Trustees or such other Committee designated by the President or Board of Trustees.

## ARTICLE V

### MEETINGS OF MEMBERS

**Section 1. Annual Meeting.** An annual meeting of the Congregation for the election of Officers and Trustees, and for such other business as may principally be brought before the meeting, shall be held during the month of June each year, on such day as the Administrative Committee may designate.

**Section 2. Special Meetings.**

- a. Special meetings of the Congregation may be called by the President whenever he or she deems it necessary. Special meetings must be called at the written request of not less than ten percent (10%) of the Members of the Congregation, in good standing, or nine (9) Trustees, in good standing. Said request shall state the reason for and the purpose of the meeting. In the event that the President fails to issue a call for the special meeting within twenty (20) days after being requested to do so, any other Officer may issue such call. Special meetings of Members must, in any event, be called within thirty (30) days of the day on which a call for same is required as hereinabove.
- b. No business shall be transacted at a special meeting except for the purposes stated in the call without the consent of at least seventy-five percent (75%) of the Voting Members present at the meeting.

**Section 3. Notices.** Notices of all meetings of Members shall be sent by first class mail or receipted electronic mail to each Member at his or her address appearing on the books of the Congregation. Notice of the Annual Meeting of Members shall be mailed not less than fifteen (15) days prior to the date of such meeting. Notice of any special meeting of Members shall set forth the purpose(s) for which such meeting shall be called and shall be mailed or emailed at least seven (7) days prior to the date of such meeting.

**Section 4. Quorum.** At any meeting of the Members, fifty (50) Voting Members in good standing shall constitute a quorum for the transaction of business. If there is no quorum, the Members present may adjourn the meeting from time to time until a quorum is secured. If, at a meeting called after two (2) adjournments, fifty (50) Voting Members in good standing are not present, those in attendance at said third called meeting shall constitute a quorum. Notices of the new meeting time for all adjourned meetings shall be given by the Secretary to all Members absent from said meeting at least three (3) days before the new meeting time.

**Section 5. Voting.** Subject to the standards of The United Synagogue of Conservative Judaism, a Member in good standing (“Voting Member”) may vote on issues presented at a meeting of the Members of the Congregation.

**Section 6. Actions Requiring a Vote of the Members**

- a. Except as otherwise provided in these Bylaws with respect to the filling of vacancies for partial terms, the Trustees and Officers of the Congregation shall be elected upon the affirmative vote of a majority of the Voting Members present and voting at the Annual Meeting of the Congregation.
- b. The following actions may be taken only upon the approval of the Board of Trustees and the affirmative vote of a majority of the Voting Members present and voting at a duly called meeting of the Congregation at which a quorum is present:
  - (i) The purchase or sale of land and/or buildings and/or the construction of, and/or addition to, a building;
  - (ii) The hiring of the Rabbi or the Cantor, and the decision whether to extend the employment of the Rabbi or the Cantor for fifteen (15) or more additional years; and
  - (iii) The imposition of a limit on the number of membership units of the Congregation.
- c. The following actions may only be taken upon the affirmative vote of two-thirds (2/3) of the Trustees present and voting at a meeting of the Board of Trustees and the affirmative vote of two thirds (2/3) of the Voting Members present and voting at a duly called meeting of the Congregation at which a quorum is present:
  - (i) The merger or consolidation of the Congregation with or into another entity; or
  - (ii) The sale, lease, exchange, or other disposition of all, or substantially all, the property and assets of the Congregation.
- d. Dissolution may only be taken upon the affirmative vote of two-thirds (2/3) of the Trustees present and voting at a meeting of the Board of Trustees for a resolution recommending dissolution and the majority vote of the Voting Members present and voting at a duly called meeting of the Congregation at which a quorum is present.

## ARTICLE VI

### BOARD OF TRUSTEES

#### **Section 1. Authority and Powers.**

- a. The Board of Trustees is the governing body of the Congregation. It determines Congregation policy, and any duties or responsibilities not determined in these Bylaws shall be defined at its discretion.
- b. The affairs, administration, and property of the Congregation shall be in the charge, management, and control of the Board of Trustees. The Board of Trustees may make such rules and regulations, consistent with these Bylaws and the corporate charter of the Congregation, as it may deem advisable, for the proper conduct of its meetings and for the furtherance of the general purposes of the Congregation.
- c. The authority of the Board of Trustees shall include, but not be limited to, the following:
  - (i) To hire Congregation employees at salaries and terms as it shall deem necessary or to delegate such authority to persons it shall determine, except as otherwise provided in these Bylaws;
  - (ii) To terminate the employment of any of the Congregation's employees for any reason or to delegate such authority to persons it shall determine, except as otherwise provided in these Bylaws;
  - (iii) To establish bank and investment accounts;
  - (iv) To approve the annual budget of the Congregation, as well as to approve expenditures not contained in that budget and to make such adjustments and amendments in budgeted expenditures as may be required for the proper operating and fiscal management of the Congregation;
  - (v) To borrow money; and
  - (vi) To interpret these Bylaws.

**Section 2. Composition.** The Board of Trustees (the "Board") shall consist of the five (5) elected Officers of the Congregation and not fewer than eleven (11) nor more than fifteen (15) additional members ("Non-Officer elected Trustees") elected by the Members (individually a "Trustee" or collectively the "Trustees"). Elections shall take place at the Annual Meeting of the Members of the Congregation. The Trustees who are elected Officers and the non-Officer elected Trustees shall each have the right to vote. In addition to the above Trustees, the Rabbi,

the Cantor, and the Executive Director shall be non-voting members of the Board of Trustees *ex-officio*.

**Section 3. Election and Terms.**

- a. Membership on the Board of Trustees is a position of honor, responsibility, and leadership. Leaders are Jewish role models, who support the tenets and beliefs of Conservative Judaism and support the Congregation's programs.
- b. Any Jewish Member in good standing of the Congregation shall be eligible for election as a non-Officer elected Trustee.
- c. The Officers shall serve for a term of one (1) year each.
- d. Each Officer shall serve no more than three (3) consecutive years in any one (1) office, except an Officer can serve as President for four (4) consecutive years.
- e. The non-Officer elected Trustees shall serve for a term of three (3) years each. Approximately one third (1/3) of the non-Officer elected members of the Board shall be elected each year.
- f. No person shall be elected as a non-Officer elected Trustee for more than two (2) consecutive three-year terms (in addition to the unexpired portion of a term, if any, to which the person has been initially elected), and any person who has completed two (2) consecutive three-year terms as a non-Officer elected Trustee may, at any time following a one-year hiatus of service as non-Officer elected Trustee, be elected, if qualified, to serve once again as a non-Officer elected Trustee.
- g. No person shall be elected to the Board, either as an Officer or as a non-Officer elected Trustee, when the proposed term of such person would result in the person serving on the Board for nine (9) consecutive years, except that a person elected President may serve for a total of twelve (12) years consecutively as an elected member of the Board.

**Section 4. Attendance and Duties.**

- a. Any voting member of the Board of Trustees who is absent from two (2) consecutive meetings or three (3) meetings in any fiscal year without sufficient excuse may be removed from the Board by a majority vote of the remaining members of the Board.
- b. To the extent possible, every non-Officer elected Trustee shall serve as a Chairperson or co-Chairperson or an active member of at least one (1) Standing Committee or the Men's Club or Sisterhood of the Congregation.

- c. The Board may also adopt such additional standards and minimum qualifications for its members as it deems desirable from time to time. At a minimum, such standards shall include participation in the activities of the Congregation and capability support of the financial development campaigns of the Congregation.

**Section 5. Meetings.**

- a. Meetings of the Board of Trustees shall be held no fewer than six (6) times per year on a schedule to be determined by the President in consultation with the other members of the Administrative Committee. Such meetings shall be held whenever called by the President and must be called by him or her at the written request of not fewer than ten (10) Trustees setting forth the purpose or purposes of such meeting. In the event that the President fails to issue a call for the meeting within five (5) days after being requested to do so, any other Officer may issue such call.
- b. Any meeting of the Board of Trustees shall be conducted (i) in person only; (ii) in person and by Electronic Attendance (*i.e.*, by telephone conference); or (iii) by Electronic Attendance only, as the President or chair of the meeting shall determine and as specified in the notice of the meeting. No member of the Board shall participate in any meeting of the Board by proxy.

**Section 6. Quorum.** A majority of the voting members of the Board of Trustees shall constitute a quorum for the transaction of business.

**Section 7. Notices.** Notices of all meetings of the Board of Trustees, regular and special, shall be sent by receipted electronic mail to each Trustee at his or her address appearing on the books of the Congregation at least five (5) days prior to the date of said meetings, provided, however, that in emergency situations the means of delivery of said notice and the time of said notice may be varied in the reasonable discretion of the President.

**Section 8. Vacancies.**

- a. Any vacancy in the elected members of the Board of Trustees may, but need not, be filled by the Board of Trustees at the first regular meeting of the Board of Trustees next following the occurrence of a vacancy. The term of office of any Trustee so elected shall expire at the next annual meeting of the members, at which time the members shall elect a person to serve as a Trustee until the originally scheduled expiration date of the term of the Trustee whose office was vacated.
- b. Where a member has been elected a non-Officer elected Trustee and he or she is thereafter elected an Officer, the Board of Trustees may, but need not, fill any vacancy that may be deemed to exist among the non-Officer elected members of the Board of Trustees.



## ARTICLE VII

### OFFICERS

**Section 1.** The Officers of this Congregation shall be the President, two (2) Vice-Presidents (one (1) of whom shall be elected the President-elect during the anticipated final annual term of the incumbent President), the Treasurer, and the Secretary.

**Section 2. The President.**

- a. The President is the Chief Executive Officer of the Congregation. He or she shall have general supervision, in consultation with the other members of the Administrative Committee, of the affairs of the Congregation. He or she shall have the following duties:
  - (i) Implement policy, and administer business and legal affairs, as promulgated by the Board of Trustees;
  - (ii) Oversee the administration of the Congregation office through the efforts of the Executive Director;
  - (iii) Appoint members of the Board of Trustees to serve as Chairpersons of Standing Committees in consultation with the Board of Trustees and the Nominating Committee and appoint all Committee members in consultation with the respective Committee Chairpersons;
  - (iv) Establish other Committees to aid in administering the Congregation's affairs or in implementing the Board of Trustees' policies in special areas and to appoint the members of such Committees;
  - (v) Preside at all meetings of the Congregation and present an annual report at the Congregation's Annual Meeting;
  - (vi) Act as Chairperson of the Board of Trustees and preside at all meetings of the Trustees; and
  - (vii) Serve as a non-voting *ex-officio* member of all Congregation committees.
- b. In the event the office of President shall become vacant for any reason, it shall be filled by a special election called of the members of the Board of Trustees and the nominees for said vacancy shall be taken from the Vice-Presidents unless none is able or willing to serve as President, in which event the Board of Trustees may elect as President any other member of the Board to fill the vacancy.

**Section 3. Vice Presidents.**

- a. Each Vice-President shall be responsible to oversee a group of standing and ad hoc committees as determined annually by consultation between the President and each Vice-President. The Vice-Presidents shall perform such additional duties as may be delegated to them by the President or Board of Trustees.
- b. At the election of a President for a third term (or earlier if the person being elected President indicates his or her desire that the upcoming term will be the President's final year of service), one (1) Vice President may be elected as the President-elect.

**Section 4. Secretary.** The Secretary shall keep records of all proceedings of the Congregation and of the Board of Trustees in the books of the Congregation kept for that purpose and shall perform other duties pertaining to his or her office as may be required.

**Section 5. Treasurer.** In conjunction with the Executive Director, the Treasurer shall take charge of all monies belonging to the Congregation and disburse them on behalf of the Congregation under proper authorization. He or she shall keep or cause to be kept proper books of account and shall perform all duties usually pertaining to the office of Treasurer including, but not limited to, the rendering of reports from time to time upon request of the President or Board of Trustees and no less than annually. The Treasurer shall review all congregational fiscal matters and the business affairs of the Congregation. The Treasurer shall also serve as a member of the Finance Council.

**Section 6. Emoluments.** No Officer, Trustee, or any elected personnel of the Congregation shall be entitled to receive any compensation of any kind for the performance of his or her services except for reimbursement of costs reasonably expended pursuant to the fulfillment of his or her office and except as the Board of Trustees expressly shall have provided in advance of the performance. The authorization or ratification of any and all reimbursement of or to any such person shall be in the sole discretion of the Board of Trustees.

**Section 7. Eligibility:**

- a. Each adult Jewish member in good standing of the Congregation is eligible for election as an Officer of the Congregation, except that no Associate Member shall be elected President of the Congregation.
- b. To be eligible for the office of President or Vice-President, an individual must also have served on the Board of Trustees for at least two (2) years before, but not necessarily immediately before, the commencement of his or her term of office.

## ARTICLE VIII

### COMMITTEES

**Section 1. Appointment and Term.**

- a. Each Standing Committee shall be chaired by a non-Officer elected Trustee appointed as Chairperson by the President, in consultation with the Board of Trustees and the Nominating Committee.
- b. The President, in consultation with the Chairperson of each Committee, shall appoint all members of Committees and Subcommittees. Any adult Member in good standing of the Congregation may serve on a Committee or Subcommittee.
- c. Except as otherwise set forth herein, the members of the Administrative Committee shall be *ex-officio* non-voting members of all Committees and Subcommittees.
- d. To the extent practical, a full-time member of the Congregation's professional staff shall serve as a liaison to each Committee and Subcommittee.

**Section 2. Standing Committees:** There shall be the following Standing Committees, which shall be responsible for making recommendations to the Board of Trustees with respect to the policies of the Congregation within each Committee's respective areas of responsibility:

- a. **Ritual Committee.** The Rabbi, Cantor, and this Committee shall be responsible for all religious services of the Congregation, as well as all lifecycle events where there is religious officiating, such as weddings and commitment ceremonies, *B'nai Mitzvah*, and funerals and memorial services. The Committee shall formulate rules and regulations for all such services subject to the approval of the Board of Trustees consistent with *halakhic* interpretation and limits established by the Rabbi. It shall offer to the Rabbi such advice and guidance as he or she may require regarding the character and mode of the various services, provided that the ultimate decision as to the conduct and content of the service shall always be at the discretion of the Rabbi. It shall be responsible for appointing and replacing the *gabbaim* with the consent of the President. The Rabbi and Cantor shall be voting members of the Committee.
- b. **Congregation School Committee.** Subject to the approval of the Board of Trustees, this Committee, in conjunction with the Rabbi and the Director of the school, shall determine policy and formulate rules and regulations for the administration of the school currently known as Neziner Hebrew School and related programs. It shall, in consultation with the School's Director, make recommendations concerning the size of the School's faculty, with the School's Director having the authority to hire members of the faculty and make decisions concerning the continuation of contracts with members of the faculty. The School's Director, the Rabbi, and the Committee shall develop the curriculum and supervise the programs of the School on the elementary and secondary levels, subject to the approval of the Board of Trustees, upon recommendation of the Education Council. The Committee's members shall include active members of the Parent-Teacher Association. The committee shall also work with the Congregation's Youth Activities Committee to develop a program of youth

activities for the Congregation, and to formulate rules and regulations for the administration of youth activities, including *Kadima* (pre-teen), USY (teen), and KOACH (college-age), subject to the approval of the Board of Trustees.

- c. **Early Childhood Committee.** Subject to the approval of the Board of Trustees, this Committee, in conjunction with the Rabbi and the Director of this program, shall determine policy and formulate rules and regulations for the administration of the programs currently known as the Abigail R. Cohen Preschool and Laurie Wagman Playschool and related programs. It shall, in consultation with the Program's Director, make recommendations concerning the size of the Program's faculty, with the Program's Director having the authority to hire members of the faculty and make decisions concerning the continuation of contracts with members of the faculty. The Program's Director, the Rabbi, and the Committee shall develop the curriculum and supervise the preschool programs, subject to the approval of the Board of Trustees. The Committee's members shall include active members of the Parent Teacher Association.
- d. **Adult Programming Committee.** In consultation with the Rabbi, the Adult Programming Committee shall be responsible for developing a year-round program of educational activities for the adults of the Congregation and the Jewish community. It shall work with the various Auxiliary Organizations established pursuant to Article IX hereof to address member interests; and its members shall include active participants in those Auxiliary Organizations. The Committee shall also determine policy and formulate rules and regulations for the administration of its programs, subject to the approval of the Board of Trustees.
- e. **Tikkun Olam Committee.** In consultation with the Rabbi, this Committee shall be responsible for coordinating the social action programming of the Congregation and developing and maintaining liaison with other organizations in the community generally. It shall have the responsibility of studying community problems that may arise from time to time and social issues of concern and make recommendations for appropriate action in certain cases to the Board of Trustees. It shall develop projects in consonance with the principles of *tikkun olam*, *darchei shalom*, and *tzedek u'mishpat*.
- f. **Israel Engagement Committee.** In consultation with the Rabbi, this Committee shall be responsible for coordinating the Israel engagement programming of the Congregation and developing and maintaining liaison with other organizations in the community generally.
- g. **Membership Committee.** This Committee shall be responsible for recruiting and retaining Members. The Committee shall call on appropriate committees to assist in membership retention. It shall have the responsibility to communicate with Jewish families in the community which are not yet formally affiliated with any congregation, particularly families which recently moved to the area, with the view of inviting them to become Members of the Congregation. The Committee shall receive and review applications for membership and keep the Board

informed about new Members joining the Congregation. The Committee shall also initiate action for the suspension or expulsion of Members pursuant to Section 7 of Article IV.

- h. **Community Committee.** This Committee shall be responsible for developing a year-round program of social and cultural activities among Members of the Congregation.
- i. **Marketing Committee.** The Committee shall be responsible for strategic oversight of BZBI's brand identity. Subject to the budgetary authorizations of the Board of Trustees, this Committee shall develop and facilitate implementation of a marketing plan that delivers a consistent brand message and addresses BZBI outreach to existing Members, prospective Members, and the general public.
- j. **Finance Council.** In consultation with the Treasurer (who shall be someone other than the Chairperson of the Finance Council) and the Executive Director, the Council shall be responsible for fiscal management of the Congregation, including budgeting, investment, and arranging for audits or other reviews of the financial statements of the Congregation (including the Congregation's Auxiliary Organizations). The Council shall establish Subcommittees to address issues within the purview of the Council, such as an Investment Subcommittee, a Financial Management Subcommittee, and a Budget Subcommittee. The Council shall develop, review periodically, and make recommendations to the Board of Trustees concerning the financial systems, protocols, and policies of the Congregation, including the various operating entities of the Congregation, such as the Schools and the Auxiliary Organizations, with the objective of insuring the integrity and reliability of the Congregation's finances. Each member of the Council shall serve on at least one (1) of the Council's Subcommittees, whose members shall also include Members of the Congregation who are not members of the Council. The Council shall review the financial operations of the Congregation and shall report to the Annual Meeting of the Congregation and on a regular basis to meetings of the Board of Trustees.
- k. **Development Committee.** In consultation with the members of the Administrative Committee, this Committee shall be responsible for raising funds, other than dues, for the Congregation's short- and long-term needs. It shall supervise all fundraising events, which must be appropriate and in keeping with Jewish values. It shall be charged with the responsibility to raise funds for the Congregation's endowment funds.
- l. **Building Committee.** This Committee shall, in cooperation with the Executive Director, be responsible for evaluating and monitoring the condition of the Congregation's facilities, recommending improvement projects, and maintaining in good repair and order the building and premises subject to the budgetary authorizations of the Board of Trustees. It shall formulate rules and regulations concerning the use of rooms in the building. It shall offer to the Executive Director such advice and guidance as he or she may require regarding the

coordinating the services of custodial and other service personnel.

- m. **Human Relations Committee.** This Committee shall, in consultation with the Executive Director, be responsible for creating job descriptions for employees of the Congregation, ensuring that personnel evaluations are conducted, establishing personnel policies (including determining benefits), and addressing employee grievances.
- n. **Governance Committee.** This Committee shall be responsible for identifying, enlisting, and developing new leadership; recommending rules for the operation of the Board; planning and preparing any leadership development programs and retreats; and auditing the Trustees' compliance with their duties and obligations as set forth in these Bylaws or otherwise adopted from time to time.

**Section 3. AD HOC COMMITTEES:** In addition to the foregoing, the President may create such other Committees as may be appropriate from time to time with the Chairperson of any such committee to be named by the President from among the members of the Board of Trustees, although any and all other members may be named among members of the Congregation who are or are not members of the Board of Trustees. Members of all Ad Hoc Committees shall serve at the pleasure of the President.

## ARTICLE IX

### AUXILIARY ORGANIZATIONS

**Section 1.** The Congregation shall authorize such additional affiliated social, fraternal, and educational groups of members as shall be recommended by the Board of Trustees. These organizations shall include the Men's Club; the Sisterhood; the Parent-Teacher Association(s); the *Kadima* (pre-teen), USY (teen), and KOACH (college-age) youth programs; and such additional organizations as may, from time to time, seem wise and proper to the Board of Trustees. The Board of Trustees shall set forth the terms and conditions upon which such organizations may be created and shall also set forth the prerequisites and qualifications for membership in such auxiliary organizations, subject to the rules and regulations of any corresponding national organization.

**Section 2.** The activities of the auxiliary organizations shall always be conducted in the best interests of the Congregation. These organizations shall facilitate the advancement of the Congregation's principles and values identified in Article II hereof, including *Torah* study, *mitzvot* observance, *Klal Yisrael*, and *Eretz Yisrael*.

**Section 3.** All property and funds of the auxiliary organizations of the Congregation shall belong to the Congregation and be subject to periodic accounting, review, or audit not less than annually by the Finance Council of the Congregation or its designees. All such organizations shall continue to have the right to use such property and funds for their activities on behalf of the Congregation, provided that the organizations comply with the financial systems, protocols, and policies of the Congregation, established by the Board of Trustees on the recommendation of the Finance Council. Monies raised by either Parent-Teacher Association may be expended at the

direction of the respective school's director.

**Section 4.** The Bylaws and other regulations of all such auxiliary organizations shall be consistent with the charter, Bylaws, and policy of this Congregation.

## ARTICLE X

### NOMINATIONS AND ELECTIONS

**Section 1. Nominating Committee.** At least ninety (90) days prior to the Annual Meeting of the Members, the President shall appoint a Nominating Committee of not fewer than five (5) nor more than seven (7) members. No more than seventy-five percent (75%) of the members of the Committee shall be from the Board of Trustees. The Immediate Past President of the Congregation, if available, and the Chairperson of the Governance Committee shall serve as Co-Chairpersons of the Nominating Committee.

**Section 2.** The Nominating Committee, by majority vote of all its members, shall nominate candidates for the Board of Trustees and Officers and any Honorary Officers and Trustees to be elected at the next Annual Meeting.

**Section 3.** The Nominating Committee is responsible for selecting the new leadership of the Congregation. In identifying potential candidates for election, the Committee shall solicit interest from the entire membership and shall consult with current Officers, current Board and committee members, the leaders of the auxiliary organizations, and the clergy and other professionals.

**Section 4.** The Nominating Committee shall interview interested Members and make recommendations to fill open positions on the Board of Trustees and Officers. Although the President shall appoint the Chairpersons of the Standing Committees, the Nominating Committee, in nominating candidates, shall seek to identify persons with the skills and experience needed for holding a particular office or chairing a particular Standing Committee.

**Section 5.** The Nominating Committee shall submit its report on nominations together with the written consents of the nominees to the Board of Trustees at the meeting of the Board prior to the next Annual Meeting of the Members. The Committee's report shall include one (1) name for each office.

**Section 6.** The report of the Nominating Committee, after receipt by the Board of Trustees, shall be included in the notice of the Annual Meeting of the Members as required by Article V, Section 3 of these Bylaws.

**Section 7.** Fifty (50) Voting Members of the Congregation may, independently of the Nominating Committee, also nominate candidates by giving to the Secretary the nominations in writing and the written consent of the candidates so nominated not less than ten (10) days prior to the Annual Meeting of the Members.

**Section 8. Election.** The election of Officers and Trustees at the Annual Meeting of the Members shall be only from the candidates nominated pursuant to Sections 2 and 7 of this Article and shall be by secret ballot in the event of a contested election.

## ARTICLE XI

### THE RABBI

**Section 1.** The pulpit of this Congregation shall be occupied by an ordained Rabbi.

**Section 2.** The Rabbi employed by the Congregation, regardless of his or her tradition and training, shall agree, and be required as a condition of his or her employment, to provide for this Congregation and its member rabbinic services and instruction consonant with the principles of Conservative American Jewish practice as generally and currently observed and maintained in a majority of Conservative Jewish Synagogues in America, as determined to be the case by the Board of Trustees.

**Section 3.** The Rabbi is the spiritual leader of the Congregation and as such is called to serve the religious, educational, spiritual, and pastoral needs of its membership, as well as to serve the Congregation through spiritual leadership in the community at large, both Jewish and non-Jewish.

**Section 4.** The Rabbi shall be responsible for implementing the aims and objectives of the Congregation, more particularly with regard to the religious, spiritual, educational, and pastoral needs of the membership. He or she shall supervise all religious services and rites. He or she shall also supervise the educational program of the Congregation in cooperation with the Directors of the Congregation's schools and other educational programs.

**Section 5.** The Rabbi shall have the responsibility of teacher and preacher of the Congregation. The Rabbi shall enjoy the freedom of the pulpit. At the same time, he or she shall seek the advice and guidance of the Officers, Board of Trustees, the Ritual Committee, or any other committee(s) which may be set up for this purpose, to determine the view or views of the Congregation and the most effective way of discharging his or her duties. The Rabbi, as *mara d'atra*, shall be the *halakhic* authority of the Congregation. The Rabbi shall be an *ex-officio* member of all Committees.

**Section 6.** The Rabbi shall be designated by the Members of the Congregation at a meeting called for that, upon the recommendation of the Board of Trustees and in consonance with *The Guide to Congregational Practices. Article II -The Rabbi*, published by The United Synagogue of Conservative Judaism.

**Section 7.** The decision whether to renew or terminate the contract with the Rabbi shall be vested in the Board of Trustees, unless the Board chooses to recommend that the Rabbi's contract be extended for an additional fifteen (15) years or more, in which case the members of the Congregation must approve the extension. In the event of termination or non-renewal, and in the absence of governing provisions in the contract between the Congregation and the Rabbi, the



current policy of severance agreed upon by The United Synagogue of Conservative Judaism and The Rabbinical Assembly shall be followed.

## ARTICLE XII

### THE CANTOR

**Section 1.** The Cantor of this Congregation shall be a qualified *hazzan*.

**Section 2.** The Cantor shall be responsible with the Rabbi for the religious services and the musical program and activities of the Congregation. Such cantorial services shall be in consonance with the principles of Conservative American Jewish cantorial practice as generally and currently observed and maintained in a majority of Conservative Jewish Synagogues in America at that time, as determined to be the case by the Board of Trustees. The Cantor shall be guided in the performance of his or her duties by the Rabbi and the Ritual Committee.

**Section 3.** The Cantor shall be responsible in the performance of all duties to the Rabbi and Ritual Committee.

**Section 4.** The Cantor shall be designated by the Members of the Congregation at a meeting called for that purpose upon the recommendation of the Board of Trustees, and in consonance with *The Guide To Congregational Practices. Article III-The Cantor* published by The United Synagogue of Conservative Judaism.

**Section 5.** The decision whether to renew or terminate the contract with the Cantor shall be vested in the Board of Trustees, unless the Board chooses to recommend that the Cantor's contract be extended for an additional fifteen (15) years or more, in which case the members of the Congregation must approve the extension. In the event of termination or non-renewal, and in the absence of governing provisions in the contract between the Congregation and the Cantor, the current policy of severance agreed upon by The United Synagogue of Conservative Judaism and The Cantors Assembly shall be followed.

## ARTICLE XIII

### ADDITIONAL CLERGY

**Section 1.** The Congregation may have additional clergy and, if so, (a) the additional clergy's titles shall be determined by the Board of Trustees, (b) the clergy shall allocate their responsibilities in consultation with the Board of Trustees, and (c) these Bylaws apply to such additional clergy.

## ARTICLE XIV

### EXECUTIVE DIRECTOR

**Section 1.** The day-to-day business operations of the Congregation shall be administered by an Executive Director. The Executive Director shall be responsible, in conjunction with the

Treasurer and the Finance Council, for the financial management of the Congregation, including budgeting and allocating congregation resources, purchasing and contracting, collections of and auditing Members' accounts (including confidential dues arrangements and tuition assistance), paying invoices, monitoring cash flow, maintaining vendor and banking relationships, financial reporting, and maintaining an appropriate internal control environment. The Executive Director shall, in conjunction with the Building Committee, be responsible for facility management, including space allocation, building staffing, maintenance and repair, and security. The Executive Director shall, in conjunction with the Human Relations Committee, be responsible for administrative and custodial staff hiring, supervision, and termination; allocation of staff resources; overseeing the flow of information and communications; and overseeing human resources functions for regulatory compliance, payroll, tax reporting, benefits, clearances, etc. The Executive Director shall also be responsible for maintaining the technological, financial and database systems; keeping abreast of financial reporting compliance, taxing authority compliance, and other compliance issues; maintaining appropriate and adequate insurance (general liability, property, workers compensation, directors' and officers' liability, accident, etc.); risk management; support of committees and volunteers in event and activity planning; and administering food and catering services in accordance with *kashrut* policies established by the Rabbi.

**Section 2.** The Executive Director shall have the power to sign all contracts on behalf of the Congregation (including contracts on behalf of the auxiliary organizations), except that all agreements or contracts that shall exceed the expenditure of five-thousand dollars (\$5,000) shall first be submitted to the Board of Trustees for approval.

**Section 3.** The Executive Director shall have the power to authorize the withdrawal of funds from the Congregation (including the withdrawal of funds from the account of an auxiliary organization) by signing a check or otherwise issuing an oral or written instruction concerning the transfer of funds from the control of the Congregation, subject to the requirement that an Officer of the Congregation or an Officer of the relevant auxiliary organization shall co-authorize all withdrawals in excess of five-hundred dollars (\$500).

**Section 4.** The Executive Director shall be employed by the Board of Trustees. The renewal or termination of the contract with the Executive Director and the terms of any such contract shall be decided by the Board of Trustees.

## ARTICLE XV

### ADMINISTRATIVE COMMITTEE

**Section 1.** There shall be an Administrative Committee comprising the Rabbi, the Executive Director, the President, and, when a Vice-President is so elected, the President-elect.

**Section 2.** The Administrative Committee shall meet at least monthly, and preferably more frequently, so that its members can discuss current issues facing the Congregation and exchange ideas and advice concerning the fulfillment of their respective duties and responsibilities.

## ARTICLE XVI

### BOARD OF ADVISORS

**Section 1.** There shall be a Board of Advisors of the Congregation comprising the members of the Congregation who have served as President of the Congregation, as well as those persons who have been elected Honorary Officers or Honorary Trustees pursuant to Section 2 or Section 3 of this Article. The Board of Advisors shall meet at least twice per year to provide advice and counsel to the Officers of the Congregation and the Rabbi. The President shall convene meetings of the Board of Advisors from time to time when issues arise that concern the operations of the Congregation and for which the experience and counsel of the members of the Board of Advisors would be helpful to the incumbent Officers and Trustees, the Rabbi, or the Congregation's professional staff. The members of the Board of Advisors will assist the incumbent Officers and Trustees in achieving the long-term goals of the Congregation and raising the funds necessary to implement those goals.

**Section 2. Honorary Officers.** The Members of the Congregation may, upon recommendation of the Nominating Committee, elect to an Honorary Officership any person or persons to fill such office. There shall be no limitation on the number of Honorary Officers. No person shall be eligible to be an Honorary Officer unless he or she has first served in the capacity of that Officership of the Congregation. The term of any person elected as an Honorary Officer shall be for his or her lifetime so long as he or she remains a member of the Congregation. All persons elected as Honorary Officers of the Congregation prior to the adoption of these amended Bylaws shall continue to be Honorary Officers of the Congregation. Except as set forth in Section 1 of this Article, Honorary Officers shall have no duties and responsibilities except as may be prescribed from time to time by the Board of Trustees.

**Section 3. Honorary Trustees.** The membership of the Congregation may, if it so chooses, upon recommendation of the Nominating Committee, elect any person as an Honorary Trustee who has served no less than ten (10) years in the aggregate as a member of the Board of Trustees or who has otherwise demonstrated, over an extended period of years, extraordinary commitment to assisting the Congregation in fulfillment of its purposes. The term of any person elected as an Honorary Trustee shall be for his or her lifetime so long as he or she remains a member of the Congregation. Except as set forth in Section 1 of this Article, Honorary Trustees shall have no duties and responsibilities except as may be prescribed from time to time by the Board of Trustees. All persons elected as Honorary Directors of the Congregation prior to the amendment of these Bylaws shall continue to be Honorary Trustees of the Congregation.

## ARTICLE XVII

### PARLIAMENTARY PRACTICE

Robert's Rules of Order shall be the standard for parliamentary procedure in the Congregation, in the absence of any other rule or law governing the procedure in a particular situation. As Conservative Jews, ethical and moral behavior is imperative and values of *derech erez* and *kavod*, mutual respect and honor, take precedence in guiding our discussions and deliberations.

## ARTICLE XVIII

### FISCAL YEAR, DEPOSITORIES, AND AUTHORITY TO AUTHORIZE THE WITHDRAWAL OF FUNDS FROM THE CONGREGATION

**Section 1.** The fiscal year of the Congregation shall begin on the first day of July and end on the last day of June in the next calendar year.

**Section 2.** The funds and securities of the Congregation, including the funds of any auxiliary organization created pursuant to Article IX, shall be placed, kept or deposited, as the case may be, in or with such depositories, accounts, vaults or other places or with such persons or institutions as the Board of Trustees may designate from time to time.

**Section 3.** Checks for the withdrawal of funds from the Congregation's accounts (except for the withdrawal of funds from the accounts of auxiliary organizations) shall be signed by two (2) persons from among the Executive Director and the elected Officers, except that checks that do not exceed five-hundred dollars (\$500) may be signed by the Executive Director or an Officer. Checks for the withdrawal of funds from the account of an auxiliary organization shall be signed by two persons from among the Executive Director and the Officers of the auxiliary organization, except that checks that do not exceed five-hundred dollars (\$500) may be signed by the Executive Director or an Officer of the auxiliary organization. Any other oral or written instruction concerning the transfer of funds from the control of the Congregation shall require similar authorization.

## ARTICLE XIX

### LIABILITY AND INDEMNIFICATION OF TRUSTEES, OFFICERS, AND OTHER AGENTS OF THE CONGREGATION

**Section 1. Liability of the Congregation's Agents.** To the fullest extent permitted by Pennsylvania law, as now in effect and as amended from time to time, a Trustee, Officer, or other agent of the Congregation (including Officers of Auxiliary Organizations created pursuant to Article IX hereof) (hereafter referred to as "Agents") shall not be personally liable as an Agent for monetary damages for any action taken or any failure to take any action on or after January 27, 1987, unless the Agent has breached or failed to perform the duties of his or her office under Section 8363 of Title 42 (Judiciary and Judicial Procedure) of the Pennsylvania Consolidated Statutes (Pennsylvania Directors' Liability Act) or any successor section or statute, and the breach or failure to perform such duties constitutes self-dealing, willful misconduct, or recklessness. Any repeal, amendment, or modification of this Article shall be prospective only and shall not increase but may decrease an Agent's liability with respect to actions or failures to act occurring prior to such change. This section shall not apply to the responsibility or liability of an Agent for the payment of taxes pursuant to local, state, or federal law.

**Section 2. Indemnification of the Congregation's Agents.** To the fullest extent provided by law, the Congregation shall indemnify any Agent of the Congregation who was or is a party or has been or is threatened to be made a party to any "proceeding" (whether civil, criminal, administrative or investigative, whether formal or informal, and whether brought by or in the

right of the Congregation, its members, or otherwise) by reason of any action taken or any failure to take any action by any such person or by reason of the fact that such person was or is an authorized representative of the Congregation, including without limitation indemnification against expenses (which shall include for the purposes of this Article, attorney's fees and disbursements), damages, punitive damages, judgments, penalties, fines, and amounts paid in settlement actually and reasonably incurred by such person in connection with such proceedings unless the act or failure to act giving rise to the claim is finally determined by a court to have constituted willful misconduct or recklessness. If such person is not entitled to indemnification in respect of a portion of any liabilities to which such person may be subject, the Congregation shall nonetheless indemnify such person to the maximum extent for the remaining portion of the liabilities.

**Section 3. Funding of Indemnification.** To further effect, satisfy, or secure the indemnification obligations provided herein or otherwise, the Congregation may maintain insurance, obtain a letter of credit, create a reserve, trust, escrow, cash collateral or other fund or account, enter into indemnification agreements, pledge or grant a security interest in any assets or properties of the Congregation, or use any other mechanism or arrangement whatsoever in such amounts, at such costs, and upon such other terms and conditions as the Board of Trustees shall deem appropriate.

**Section 4. Advances of Indemnification.** Expenses, including attorney's fees and disbursements, actually and reasonably incurred by a person, who claims to be entitled to indemnification pursuant to Section 2 above, in defending a civil or criminal action, suit, or proceeding, may, when authorized by the Board of Trustees, be paid by the Congregation in advance of the final disposition of such action, suit, or proceeding upon receipt of an undertaking by or on behalf of such person to repay such amount if it shall ultimately be determined that he or she is not entitled to be indemnified by the Congregation. The financial ability of such person to make such repayment shall not be prerequisite to the making of an advance.

**Section 5. Contractual Right to Indemnification.** All rights of indemnification under this Article shall be deemed a contract between the Congregation and the person entitled to indemnification under this Article pursuant to which the Congregation and each such person intend to be legally bound. Any repeal, amendment, or modification hereof shall be prospective only and shall not limit, but may expand, any rights or obligations in respect of any proceeding, whether commenced prior to or after such change, to the extent such proceedings pertain to actions or failures to act occurring prior to such change. The indemnification and advancement of expenses provided by, or granted pursuant to, these Bylaws shall continue for a person who has ceased to be an Agent of the Congregation in respect of matters arising prior to such time, and shall inure to the benefit of the heirs, executors, and administrators of such person. The indemnification and advancement of expenses authorized by the Article are not exclusive of any other rights to which a person seeking indemnification or advancement of expenses may be entitled under any law, agreement, vote of Members or Trustees or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding that office.

**Section 6. General Powers of Indemnification.** Except as expressly provided above to the contrary, nothing contained in these Bylaws shall limit the power or discretion of the Board of

Trustees or Members of the Congregation to indemnify or advance expenses to any person, on a case by case basis, in accordance with applicable law.

**Section 7. Intent of Article.** To the extent that any provision or provisions of Article XVIII of these Bylaws should be duly held not to be authorized by the provisions of the Pennsylvania Directors' Liability Act (Act 145 of 1986), this Article XVIII shall be construed to grant the broadest permitted protection to the Agents of the Congregation under the provisions of said Act and/or any other law that could be applicable, it being the declared intent of the Congregation in adopting Article XVIII of the Bylaws to extend to the Agents of the Congregation the broadest legally permissible protection against personal loss arising out of claims related to their acts or failures to act as Agents of the Congregation.

## ARTICLE XX

### CHARITABLE PURPOSE

BZBI is a synagogue organized exclusively for charitable, religious, and educational purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), or the corresponding section of any future federal tax code.

No part of the net earnings of the Congregation shall inure to the benefit of, or be distributable to, its Members, Trustees, Officers, or other private persons, except that the Congregation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the paragraph above. No substantial part of the activities of the Congregation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Congregation shall not participate in, or intervene in (including the publishing or distribution of statements involving) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, this Congregation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this Congregation.

Upon the dissolution of the Congregation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the Congregation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

## ARTICLE XXI

### PRIOR BYLAWS AND AMENDMENTS

**Section 1.** These Bylaws supersede prior Bylaws of the Congregation which, as of the

Effective Date, are of no further force or effect. From and after the Effective Date, all references to the Congregation's Bylaws shall be to these Bylaws.

**Section 2.** For purposes of these Bylaws, the masculine pronoun shall be deemed to include the feminine and neuter pronouns and vice versa and the singular shall be deemed to include the plural and vice versa.

**Section 3.** For purposes of these Bylaws, any requirement that a submission or communication of any kind be "written" or "in writing" shall be satisfied by electronic submission, as by email.

**Section 4.** These Bylaws may be amended by the vote of at least two thirds (2/3) of those present at two successive regular or special meetings of the Board of Trustees, provided such meetings are held not less than ten (10) or more than ninety (90) days apart.

**Section 5.** These Bylaws may also be amended in the following manner:

- a. A proposal to amend or suspend one (1) or more articles of these Bylaws, or to introduce new articles to it, shall be submitted in writing to the Board of Trustees, signed by at least twenty-five (25) members in good standing of the Congregation.
- b. The Board of Trustees shall consider such a proposal at its next meeting.
- c. Within forty-five (45) days after consideration of the proposal by the Board of Trustees, a meeting of the Congregation shall be called to consider and vote on the proposal. The notice of such meeting shall include a copy of the proposed amendment, a copy of the current section being amended, and an explanation of the rationale/import for the amendment.
- d. At such meeting, a report shall be submitted to the Congregation on the recommendation of the Board of Trustees as to action to be taken.
- e. If at least two-thirds (2/3) of the Voting Members of the Congregation present and voting at such meeting favors the proposal, it shall be declared adopted.
- f. A proposal for amendment or suspension which has been rejected by the Congregation may not be resubmitted for the consideration of the Congregation unless six (6) months have elapsed since the time of such rejection.

**Section 6.** These amended Bylaws shall be effective at midnight on the first day of the

month following their adoption.