

**BYLAWS of TEMPLE BETH ZION-BETH ISRAEL
as of February 9, 2023¹**

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.

¹ These Bylaws were adopted on December 3, 2009, amended on February 17, 2011, amended on June 1, 2015, amended on May 31, 2016, amended on May 28, 2020, and amended on February 9, 2023.

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 they are given no less than five (5) days' written notice of the charges against them and of the time and place wherein they 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. For the purpose of fulfilling the requirement of a quorum under this Section, a Member shall be deemed present at an Annual Meeting or at Special Meetings of the Congregation if the Member attends (i) in person, or (ii) by Electronic Attendance (*i.e.*, by video or telephone conference) if the Board authorizes Electronic Attendance for the meeting. Notice of the Annual Meeting or of Special Meetings of the Congregation shall specify the option of Electronic Attendance if so approved by the Board.

Section 2. **Special Meetings.**

- a. Special meetings of the Congregation may be called by the President whenever they deem 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 electronic mail to each Member at their address appearing on the books of the Congregation. Notice of the Annual Meeting of Members shall be mailed or emailed 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 may vote on issues presented at a meeting of the Members of the Congregation. For household memberships: each adult shall have one vote. For individual memberships, each individual shall have one vote.

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

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 ~~W K H \ K~~ ~~the Yaph~~ ~~City~~ ~~served in~~ that Officership of the Congregation. The term of any person elected as an Honorary Officer shall be for their lifetime so long as they remain 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 their lifetime so long as they remain 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, unless the Agent has breached or failed to perform the duties of their office under 15 Pa.C.S.A. § 5713 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 they are 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 their 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 15 Pa.C.S. § 5713, 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, all pronouns and any variations thereof shall be deemed to refer to the masculine, feminine, neuter, singular or plural, as the identity of the person or entity may require

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 and vote on whether the proposal should be presented to the Congregation for a vote.
- 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.