

TEMPLE OHEV SHOLOM  
CONSTITUTION AND BYLAWS

ARTICLE I

This Congregation shall be known as Temple Ohev Sholom.

ARTICLE II

Mission Statement

The Mission of this Congregation is to encourage the observance of religious practices, in the Temple and at home, which are supported by the beliefs and principles of Reform Judaism. The Congregation provides an inspirational setting for religious services and prayer, fosters Jewish education as a lifetime pursuit and creates a warm, nurturing environment which supports the commemoration of life cycle events by its members. The Congregation is sensitive and responsive to the needs of its members and fosters the development of a community which provides friendship, creates a sense of belonging and advocates the development of a personal Jewish experience.

ARTICLE III

Practices

The Congregation shall follow the practices of Judaism as interpreted by the Central Conference of American Rabbis and the Union for Reform Judaism.

ARTICLE IV

Membership

Section 1. During the Annual membership period that begins July 1 and continues through June 30, any person subscribing to the beliefs and principles of Reform Judaism may be elected to regular membership on approval of his/her application by the Board of Trustees.

Section 2. The unit of membership will be the individual or the family. Family membership units will include all members of the immediate family under the age of 25 years.

Section 3. For the purpose of raising revenues necessary for the maintenance of the Congregation, the Board of Trustees shall fix the amount of dues for each unit of membership. Dues may be modified in cases of individual or family hardship by the Financial Secretary in consultation with the Special Membership Committee. The Special Membership Committee shall be chaired by the Financial Secretary and shall include the Treasurer and an officer of the Board of Trustees as appointed by the President.

Section 4. The Board of Trustees may levy special assessments upon the members of the Congregation, subject to the approval of the Congregation, voted at a regular or special meeting.

Section 5. Each unit of membership, as defined in Section 2, in good standing will be entitled to one vote.

Section 6. Members failing to pay dues or assessments for six months shall be referred to the Financial Secretary for appropriate action and may be suspended by the Board of Trustees from all rights and privileges until said arrearage shall be paid.

Section 7. The resignation of any member shall not relieve him/her from the payment of any obligation due the Congregation at the time of resignation.

Section 8. Rights of Members:

(a) Except as otherwise herein prescribed, each unit of membership in good standing shall have the right to vote in person at all elections and meetings of the Congregation. All members shall be entitled to attend Worship with their families; to send their children to the Congregational religious school and to have use of the Temple's facilities upon such terms as the Board of Trustees shall from time to time establish and shall be entitled to purchase a burial place for themselves and for the members of their immediate families in the Congregational cemetery operated by Mount Moriah Cemetery Association.

(b) In case of misfortune or death in the family of a member in arrears, the Executive Committee may, at its discretion, grant all the rights and privileges to which such a member would have been entitled had s/he been in good standing.

## ARTICLE V

### Board of Trustees

Section 1. The Board of Trustees shall consist of the officers of the Congregation and eleven (11) members, all of whom shall be members in good standing, all to be elected at the annual meeting of the Congregation. Additional voting members include: The President of the Sisterhood; any member of the Congregation who is a member of the National Board of the Union for Reform Judaism or the affiliated national board of the Temple Brotherhoods and Sisterhoods during his or her term of national office; provided such individual is not otherwise a voting Board member; the immediate past president of the Congregation; two persons appointed by the President (for terms that do not exceed the length of the President's term) when, in the President's judgment and discretion, special circumstances make such an appointment appropriate; and the President of the Senior Youth Group. The clergy are ex-officio non-voting members of the Board of Trustees. The members of the Board of Trustees shall serve as Chairpersons of the various Standing Committees as defined in Article VII. Those honorary members previously elected to the Board of Trustees shall continue to serve, but no others shall be named.

Section 2. Succeeding Trustees other than Officers shall be elected at the Annual Meeting of the Congregation for a two (2) or three (3) year term as determined by the Nominating Committee and as approved by the Board of Trustees commencing on the first day of July following such election. No Trustee so elected shall serve more than three successive terms, not to exceed nine (9) years. A trustee shall be eligible for reelection after an interval of one (1) year.

Section 3. It is intended that tenures of Trustees be staggered to assure Board continuity. If circumstances occur such as resignation from the Board or appointment to the Executive Committee, which necessitates election or re-election of more than 40% of the Board, then the terms of sufficient number of positions will be staggered so that no more than 40% will come up for election in any given year.

Section 4. The Board of Trustees will be responsible for the general management of the business, funds, records and property, both real and personal, of the Congregation. It will act in all matters of policy.

Section 5. The Board of Trustees will meet at the call of the President not less than ten times during each 12 month period from July 1 of one year through June 30 of the next year and upon written application to the Secretary signed by six (6) members of the Board of Trustees, which application must state the purpose of the meeting. The President must call a meeting within ten (10) days of receipt of the written application. The call for a special meeting must set forth the purpose of the meeting, and members of the Board of Trustees will be notified in writing which may include electronic communication at least four (4) days prior to the time of the meeting. No business will be transacted at a special meeting except as specified in the notice of the meeting.

Section 6. Ten (10) voting members of the Board of Trustees, which must include at least two officers and at least six (6) non-officer Trustees will constitute a quorum. A quorum, once established, will be deemed to remain in effect for the duration of the meeting. Decisions of the Board of Trustees require a simple majority of those present, but in all circumstances at least seven (7) concurring votes will be necessary to pass a motion. Voting members of the Board of Trustees will include all Trustees identified in Article V, Section 1 and Article VI, Section 1.

Section 7. The office of any elected Trustee who is absent without adequate reason for three successive meetings of the Board may be declared vacant by the Board.

## ARTICLE VI

### Officers

Section 1. The officers of this Congregation will consist of a President, a President-Elect, a First Vice-President and a Second Vice-President, a Secretary, a Treasurer and a Financial Secretary. The Executive Committee will consist of the officers and the Immediate Past President of the Congregation. All are to be generally elected for a single two (2) year term. The elections shall be held at the annual meeting of the Congregation. No officer will be eligible for election to the same office for two consecutive terms except for the Treasurer who may serve a single three (3) year term, and, in exceptional circumstances, the Board may approve the nomination of an officer for a second consecutive term, to be presented to the

Congregation for approval at the Annual Meeting in accordance with Article IX. Officers serving at the time of ratification of this Constitution and Bylaws shall be considered to have served the respective portion of their first term. The duties of the President may be fulfilled by co-presidents in exceptional circumstances as recommended by the Board.

Section 2. The duties of the President will be to act as Chairman of all Congregational and Board meetings, to appoint committees, to call special meetings, to sign all legal documents and to perform all other duties, with the advice and consent of the Board of Trustees, incident to the office. The President will be an ex-officio member of all committees except the Nominating Committee. The President will assign an officer as an ex-officio member of each standing committee.

Section 3.

(a) The duties of the President-Elect:

S/he will serve in any executive capacity as needed or designated by the President; s/he will work very closely with the President in all aspects of his/her duties. The President-Elect will succeed to the presidency when the President's term is completed, upon the President's resignation, or upon the President's incapacity.

(b) The duties of the Vice-Presidents:

The Vice-Presidents will serve in any executive capacity as needed or designated by the President. They will be ex-officio members of such standing committees as are assigned to them by the President.

Section 4. The duties of the Secretary: The Secretary must keep a Minute Book in which the proceedings of all meetings of the Congregation and the Board of Trustees will be recorded; s/he will likewise prepare a duplicate set of Minutes to be kept at the office of the Congregation. S/he will attend to all correspondence of the Congregation. The Secretary will provide copies of the Minutes of the preceding meeting to all officers and Board Members not less than one week prior to the scheduled Board meeting. The official Minute Book will be kept in the Temple office at all times. This book will be available to congregants at all times but is not to be taken from the premises.

Section 5. The duties of the Treasurer: The Treasurer must keep records of all receipts and disbursements and such other accounts as may be required by the Board of

Trustees. S/he will take charge of all money and valuable papers belonging to the Congregation and will pay all invoices authorized by the President or other authorized officers. Any check issued in an amount greater than \$7,500.00 will require the signature of two authorized Officers. S/he will, at every regular meeting of the Board of Trustees, submit a statement of the receipts and expenditures since the preceding meeting and at each meeting of the Congregation give a detailed report of its financial records. The Treasurer will be responsible for overseeing the sale of memorial plaques and gifts to the Temple by congregants in tribute or gratitude, and may appoint an individual to fulfill this responsibility. The Treasurer, will, upon demand of the Board of Trustees, within two days, deliver any money, books, valuables and other property of the Congregation in his/her charge. The Treasurer will serve as the Chair of the Finance Committee.

Section 6. The duties of the Financial Secretary: The Financial Secretary will keep records of the accounts of all members. S/he will issue all bills, collect all dues, and perform such duties as may be prescribed by the Board of Trustees. S/he will, at every regularly scheduled meeting of the Board of Trustees, submit a statement of the status of our dues income and outstanding financial commitments to the Temple. The Financial Secretary is an ex-officio voting member of the Finance Committee.

Section 7. The duties of the Executive Committee: The Executive Committee serves as an informal counsel to the President and the Board of Trustees. The Executive Committee will function as follows:

(a) The Executive Committee will meet regularly as needed. The President shall provide reasonable advance notice of scheduled meetings to all members of the Executive Committee, to the extent possible, and may convene a meeting of the Executive Committee during or immediately following the conclusion of a meeting of the Board of Trustees without prior notice.

(b) Five voting members of the Executive Committee must be present in order to convene a meeting during which official action may be taken.

(c) The Executive Committee shall consist of the officers of the Temple and immediate Past President.

(d) The Executive Committee may meet for the purpose of reviewing Temple affairs, and addressing matters and problems which are of an urgent nature and require

resolution before they can reasonably be brought to the Board; and/or for the purpose of reviewing and preparing matters to be brought to the attention of the Board.

(e) Minutes of the Executive Committee must be recorded and shared with the Board of Trustees. The Executive Committee may not make any changes to the By-Laws.

(f) Other guests may be invited to attend the Executive Committee meetings.

(g) Prior to negotiating an employment contract, the Executive Committee shall meet to decide whether to recommend or not recommend a contract of employment. The recommendation shall then be presented to the entire Board of Trustees. The entire Board will then vote to decide if the employee should be offered a contract. If approved, the contract will be negotiated by the Executive Committee or its designee and ratified by the President.

## ARTICLE VII

### Committees

The Congregation shall maintain the following standing committees:

Bulletin. This committee will publish a monthly bulletin to be distributed to the Congregation from September through June of each year. The committee will also be responsible for soliciting and publishing ads in the monthly bulletin.

Caring Community. This committee will perform Mitzvot for those congregants with special needs as brought to the attention of the committee. Such Mitzvot may include, but are not limited to, attending the house of mourning, visiting the sick or homebound, arranging for transportation, arranging for meals, making phone calls or sending notes.

Endowment Committee. This committee will plan and oversee the Annual Campaign, designed to solicit contributions from Temple members to the Endowment Fund; cultivate donors and contributors; pursue Endowment Fund contributions through gifts, transfers, and estate planning; and inform congregants and prospective donors about the purpose and use of such funds.

Facilities. This committee is responsible for maintenance of all Temple properties – buildings and grounds – the sanctuary; religious school buildings; the Bookstaber

Chapel; and any other properties the Temple may acquire. The committee will oversee the performance of the maintenance staff.

Finance. This committee will be chaired by the Treasurer and its other members will include the Financial Secretary and a member of the Board of Trustees as appointed by the President. The committee will be responsible for:

- (a) Working closely with the Treasurer in preparing and managing the annual budget;
  - (b) Overseeing all investments made by the Congregation;
  - (c) Arranging for the audit of financial records as specified by this Constitution and Bylaws or as otherwise directed by the Board of Trustees;
  - (d) Recommending changes in dues structure and/or special assessments to the Board of Trustees;
  - (e) Arranging for financial payments to the Union for Reform Judaism;
  - (f) Performing any other financial tasks as directed by the Board of Trustees;
- and,
- (g) Meeting at least once per calendar quarter.

Fundraising Committee. This committee will identify annual fund raising opportunities. Committee members will plan and manage all aspects of the fundraising events.

Information Technology. This committee is responsible for addressing the information technology needs of the Temple including but not limited to the acquisition and/or maintenance of hardware and software for the Temple's computers and computer systems, Internet connections, networks including network security, email systems, portable computers and such other devices, printers and the Temple's web site.

Investment Committee. This committee will meet quarterly or more frequently as may be needed or appropriate to review the status of the investment of Temple funds, the financial performance of selected investments and adherence to the Temple's investment policy. Membership of this committee will consist of the Treasurer, Financial Secretary and a Vice-President appointed by the President to chair the Committee.



Membership and Outreach. This committee will be responsible for the recruitment and integration of new members and the retention of current members. The committee will:

- (a) Identify unaffiliated Jewish families and individuals in the community, and invite them to become members; and,
- (b) Receive applications for membership and resignation to submit to the Board of Trustees for approval.

Personnel Committee. The committee will be responsible for performance appraisals for Temple employees and will perform commendation, counseling and discipline as required. The Chair of the Committee must be a Vice-President that the President will appoint in consultation with the Executive Committee. The committee will include the Temple President and Vice Presidents. Additional committee membership may be appointed by the President as may be necessary or appropriate. The committee must inform the Board of Trustees of all actions being undertaken by the committee concerning evaluations, commendation, counseling and discipline. All actions concerning the decision to hire or terminate an employee, or to renew an employee's contract, are outside of the authority of this committee and must be addressed and acted upon the Board of Trustees.

Program. This committee will arrange a number of educational meetings throughout the year. They may also have a social component. The events this committee proposes may have fundraising aspects, but fundraising will not be the primary task of the committee.

Publicity Committee. This committee will write and disseminate informational and promotional materials for publication in news outlets such as the Temple Bulletin, the Temple website, the Community Review, and other similar publications about upcoming events and activities, such as weekly Shabbat service times, Bar and Bat Mitzvah student profiles and service schedules, and special and/or major programs and events that are sponsored by the Temple. The Publicity Committee will be available to assist event and program chairs with the development and dissemination of publicity materials in advance of upcoming special and/or major Temple programs and events.

Religious School. This committee will consist of the Rabbi, Cantor, Religious School Principal, a representative from the school faculty, a representative from the P.T.O., and congregants at large. The committee will establish rules and regulations for the Religious School, Bar and Bat Mitzvah Candidates and Confirmands. They will be responsible for the religious school calendar and curriculum. Additionally, the committee will assist the Religious School Principal in preparing and submitting the annual Religious School budget to the Treasurer to be included in the Temple's budget for approval by the Board of Trustees. The Chair of the committee will act as spokesperson for the Religious School, working closely with the Religious School Principal, to communicate educational policy issues to the Board of Trustees and the Congregation.

Social Action. This committee will provide advocacy as well as concrete activities to promote human rights locally and internationally. The committee will focus on several international issues selected from the Religious Action Center of the Union for Reform Judaism's current list of concerns and also focus on several local projects. The committee will seek to engage b'nai mitzvah students and the Temple Youth Groups whenever possible. The overall goal of the committee is to have a meaningful impact on the Temple and the community at large.

Worship. This committee will work with the Rabbi and Cantor to periodically review the service liturgies and sacred music program to be certain that they are consistent with the Congregation's needs and philosophy. The committee, in consultation with the Clergy, will be responsible for offering pulpit honors to congregants for Shabbat services; the Clergy will be responsible for offering pulpit honors to congregants for High Holiday services. The committee will recruit Trustees, or members of the Congregation if a Trustee is unavailable, to read announcements from the bima during all Shabbat services; recruit Trustees, or members of the Congregation if a Trustee is unavailable, to present the Temple's gift to each Bar or Bat Mitzvah student; recruit ushers to welcome worshippers and assist with seating for the High Holidays and other services. The committee will also be responsible for identifying a volunteer to coordinate the preparation of the annual Memorial Booklet published during the High Holidays. The committee may also provide assistance to the Clergy in conducting services.

Youth Activities. This committee will promote, plan and implement programming for our Temple youth between the fifth and twelfth grades that comprise the Junior and Senior Youth Groups. The committee will also be a liaison between our Temple youth group, the Pennsylvania Federation of Temple Youth (PAFTY) and the National Federation of Temple Youth (NFTY). The overall goal of this committee is to nourish and cultivate the Jewish identify of our youth.

Ad Hoc Committees. The President will have the right to appoint new committees on an ad hoc or continuing basis, until such time as they appear to be relatively permanent, at which time the Constitution and Bylaws may be amended to include such committee(s) as standing committee(s).

## ARTICLE VIII

### Meetings

Section 1. The annual meeting of the Congregation will be held during the month of June. At this meeting the reports will be submitted by the President, the Clergy, auxiliaries and committees. Officers and Trustees will likewise be elected at such meetings. The Congregational Meeting will vote to approve the annual budget, membership dues and bylaws amendments. Every member of the Congregation will be notified by electronic or written mail at least ten (10) days prior to the holding of the annual meeting or of any congregational meeting called for a specific purpose. Notification must be provided in a manner that reaches all congregants.

Section 2. Special meetings of the Congregation may be called by the President or at the request of a majority of the Board of Trustees, or upon written application to the Secretary signed by twenty-five (25) members of the Congregation in good standing, which application must state the purpose of the meeting. The President must call a meeting within thirty (30) days of said written application. The call for a special meeting must set forth the purpose of the meeting and written notice thereof will be mailed to the membership at least fifteen (15) days prior to the time of the meeting. No business may be transacted at a special meeting except as specified in the notice.

Section 3. Twenty-five (25) members of the Congregation in good standing will constitute a quorum at any Congregational meeting.

## ARTICLE IX

### Nominations

Section 1. Nominations of all Officers and Trustees will be made by a Nominating Committee of at least five (5) members in good standing, two (2) of whom must be members of the Board of Trustees whose terms do not expire at the next election. The members of the Nominating Committee will be appointed by the regularly scheduled March board meeting of every year by the President, subject to the approval of the Board of Trustees by a simple majority vote. Non-board members serving on the Nominating Committee will not be eligible for nomination and election as an Officer or member of the Board of Trustees.

Section 2. The slate of nominees will consist of one nomination for each officer and for each Trustee whose term of office will expire as of June 30<sup>th</sup> of the year in which the election is held.

Section 3. Nominations by the nominating committee will be presented to the Board of Trustees and posted on the bulletin board of the Temple at least three weeks prior to the election. Notice of the nominations will be included in the notification of the annual meeting to be provided to members of the Congregation as referred to in Article VIII, Section 1.

Section 4. Nominations for any elective office may be made by petition of fifteen (15) members of the Congregation in good standing, and must be filed with the Secretary at least ten (10) days before the election. On such nominating petitions, however, the nominee shall signify in writing his/her willingness to accept the nomination. Names of all nominees shall be posted on the bulletin board at least one week prior to the election.

Section 5. Notice of nominations by petition will be mailed by the Secretary to all members of the Congregation at least five (5) days before the election.

## ARTICLE X

### Fiscal Year

The fiscal year of the Congregation shall begin on July 1 of each year.

## ARTICLE XI

### Rules of Order

The rules of procedure at meetings shall be determined by Roberts' Rules of Order, latest revised edition.

## ARTICLE XII

### Liability – Indemnification

Section 1. A Trustee of this Congregation will not be personally liable for monetary damages for any action taken, or for refraining to take any action, unless:

(1) The Trustee has breached, or failed to perform in good faith, duties of his/her office in a manner s/he reasonably believes to be in the best interest 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 (2) the breach or failure to perform in good faith constitutes self-dealing, willful misconduct or recklessness.

Section 2. (1) Subject to the limitations hereinafter set forth, The Congregation must indemnify each trustee, officer, employee or agent of the Corporation, and his/her heirs, executors or administrators, to the full extent permitted by law, against all judgments, fines, liabilities, and reasonable expenses (including, but not limited to, court costs, attorneys' fees and any amount paid in any settlement), which judgments, fines and liabilities and expenses were incurred or expended in connection with any claim, demand, suit, action or proceeding, whether civil, criminal, administrative or investigative, and whether or not the indemnified liability arises or arose from any action by or in the right of the Congregation, in which he/she was involved because of anything he/she may have done or omitted to do as a trustee or officer employee or agent of the Congregation, but such indemnification can be made only if a Determination is made as hereinafter provided that such indemnification should be made. Such indemnification will not impair any other right any such person may have.

(2) Indemnification can be made under paragraph 1 only if a Determination has been made, with the advice of counsel for the Congregation, by: (a) a majority of the members of the Board of Trustees not involved in the claim or proceeding, or (b) by a disinterested person or persons named by the members of the Board of Trustees not involved in the claim or proceeding, (c) or by the Congregational members, or (d) by independent legal counsel retained by the Board in a written opinion that: (1) the trustee, officer, employee or agent acted or refrained from acting, and in either case, in good faith, and in a manner he/she reasonably believed to be in, or not opposed to, the best interests of the Congregation, and with respect to any criminal action or proceeding, had no reasonable cause to believe his/her conduct was unlawful; and (2) the amount of the proposed indemnification is reasonable; and (3) the proposed indemnification is just and proper and can be legally made by the Congregation under then existing law; and (4) the indemnification shall be made by the Congregation in an amount stated in the Determination; provided, however, that the indemnification provided for herein shall not be available if the act or failure to act giving rise to the claim for indemnification has been determined by a court to have constituted willful misconduct or recklessness.

Section 3. The Trustees are authorized to procure insurance protecting all Trustees and officers of this Congregation because of expenses actually or reasonably incurred by them in connection with the defense of any action, suit or proceeding in which any one of them may be made a party by reason of having been a Trustee or office of this Congregation.

### ARTICLE XIII

#### Amendments

Amendments to the Constitution and Bylaws must be presented in writing and may be proposed by the Board of Trustees or by at least twenty-five (25) members of the Congregation in good standing, and must be filed with the Secretary. Proposed amendments may be acted upon at any regular meeting of the Congregation or at any special meeting called for that purpose. Copies of the proposed amendments will be mailed using either written or electronic means to each member along with the notice of the meeting at least ten (10) days prior thereto. Notification must be provided in a manner that reaches all congregants. An affirmative vote of two-thirds (2/3) of the members in good standing, present and voting, will be necessary to adopt any amendment.

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