



Temple Ohev Sholom
Constitution and Bylaws
Updated June 28, 2024

ARTICLE I NAME

This Congregation shall be known as Temple Ohev Sholom.

ARTICLE II MISSION STATEMENT

Founded in 1853, and the oldest synagogue in Harrisburg, Pennsylvania, Temple Ohev Sholom is a diverse and inclusive Reform Jewish Congregation serving residents in Central Pennsylvania. We support one another throughout the cycles of life. We foster and encourage spiritual growth; lifelong learning; social opportunities and connections; and Tikkun Olam.

ARTICLE III VISION STATEMENT

Temple Ohev Sholom strives to be an inclusive Reform Jewish Congregation to serve the evolving needs of Jewish life in Central Pennsylvania for current and future generations. Our community will empower all people to create and sustain a meaningful relationship to Judaism through worship, education, social engagement and Tikkun Olam.

ARTICLE IV CORE VALUES

Temple Ohev Sholom espouses and commits to these five Core Values:

- Honoring our Jewish heritage today and in the future;
- Cultivating a congregational culture of belonging;
- Being committed to inclusivity and diversity;
- Healing the world - Tikkun Olam; and
- Facilitating lifelong learning.

We honor Jewish heritage and tradition by:

- Gathering in worship that is rooted in Jewish tradition and enhanced with contemporary prayer, music, art, and teaching;
- Creating inspiring worship experiences that enrich our spiritual lives both personally and communally;
- Communicating and modeling the vision that the Jewish people (here, in Israel, and throughout the world) will live in peace and security with our neighbors;
- Enabling congregants to feel pride in being part of a Jewish community and to engage Jewish values to shape their lives, actions, and commitments;
- Empowering congregants to access Jewish tradition and to navigate their own Jewish paths;
- Ensuring an authentic way to be a Reform Jew in the Greater Harrisburg community; and
- Offering a safe place to be a Jew.

We provide a supportive environment and culture of belonging for all congregants by:

- Prioritizing a sense of “belonging” within a congregation that knows each member personally, building deep and enduring friendships;
- Ensuring that congregants of all ages feel a connection to the Temple and its clergy as their spiritual home;

- Offering meaningful opportunities for all age groups to socialize, engage and connect within our community;
- Supporting one another in times of joy, in times of need, and moments in between; and
- Sustaining a culture of respect among clergy, staff, and lay leaders.

We promote inclusivity and diversity by:

- Welcoming all people into Ohev Sholom;
- Encouraging participation from all who seek a connection to Jewish life regardless of religious background or expression of faith, race, ethnicity, gender, gender identity, ability, age, sexual orientation, socioeconomic status, or political affiliation;
- Engaging non-Jewish spouses and partners and relatives of our Jewish members in congregational life and worship;
- Promoting dignity in programming and in action; and
- Offering a safe and accessible place to worship and to be Jewish.

We work to heal the world by:

- Focusing on acts of kindness inside and outside the Temple;
- Caring for the Greater Harrisburg Community via active involvement;
- Combating antisemitism through education and activism; and
- Fighting for justice, sustenance, and dignity for all people.

We create and cultivate a culture of lifelong learning by:

- Delivering engaging educational opportunities that are meaningful and relevant for congregants at each stage of life;
- Providing opportunities to exchange ideas and gain new insights and perspectives;
- Interpreting traditions through the lens of our changing world; and
- Serving as a resource for non-Jews to learn about Judaism.

ARTICLE V 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 VI 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

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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 due 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 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 VII BOARD OF TRUSTEES

SECTION 1. VOTING MEMBERS

There are 11 voting members of the Board of Trustees ("Board"): Four officers (President, Vice-President, Secretary, and Treasurer) and five Trustees at Large (Trustee), Sisterhood President and Brotherhood President.

SECTION 2. NON-VOTING MEMBERS

1. The immediate past President is a non-voting ex-officio member unless they have been elected to another position on the Board. If the immediate past president is unable or unwilling to serve, the Board may appoint a person who previously served as President to fill this position.
2. The Rabbi will serve as a non-voting ex-officio member.
3. The President of Ohev Sholom's URJ-affiliated youth group will serve as a non-voting ex-officio member.
4. Executive staff may serve as a non-voting ex-officio member at the discretion of the Board.

SECTION 3. VOTING AT BOARD MEETINGS

1. Each Trustee has one vote, with the exception of the President. The President may vote only in the event of a tie.
2. If there are multiple representatives from Sisterhood or Brotherhood, they will share one vote.

SECTION 4. ELIGIBILITY

1. The member must be in good standing to serve on the Board.
2. Two members from the same family membership may not serve concurrently on the Board.

SECTION 5. REMOVAL

Trustee may be removed from their position by a vote of the Board for one of the following reasons, provided a quorum is present. Depending on the grounds for removal, the following vote count is required:

1. **Absence Without Adequate Reason:** If a Trustee is absent without adequate reason, as determined by the President, for three successive meetings of the Board, they may be declared removed from their position. In this case, no vote is required, and the Trustee is automatically removed.
2. **Consistent Failure to Fulfill Duties:** If a Trustee consistently fails to fulfill duties and responsibilities as outlined in the bylaws or as assigned by the Board President and agreed to by the Trustee, a unanimous vote is required for removal.
3. **Actions Detrimental to the Temple:** If a Trustee engages in actions detrimental to the mission, reputation, or interests of Temple Ohev Sholom, a unanimous vote is required for removal.
4. **Conduct Unbecoming of a Trustee:** If a Trustee engages in conduct unbecoming of a Trustee, including but not limited to unethical behavior, conflict of interest, violation of the fiduciary duty to the temple, a unanimous vote is required for removal.
5. **Violation of local, state, or federal statute or regulation:** If a Trustee is accused of or found guilty in a court of law of a violation of any applicable law or regulation, a unanimous vote is required for removal.

Before a vote on removal, the Trustee under consideration for removal shall have the opportunity to address the Board and respond to any allegations. The decision to remove a Trustee shall be made in the best interests of the Temple and its community.

SECTION 6. VACANCIES

If, for any reason, a position on the Board becomes vacant in the middle of a Trustee's term, the Board may appoint a successor to hold office for the unexpired portion of that term. The Board may choose to allow a vacant position to remain unfilled, but the Board may not allow two or more Board positions to remain vacant for more than fifteen days.

1. Only a person otherwise eligible to serve on the Board shall be eligible for appointment.
2. The appointment shall require a simple majority vote of the Trustees present at a regular Board meeting or a special Board meeting called for such purpose. The vote may occur by email at the discretion of the President.
3. The time spent serving in an appointed Board position under this provision shall not count towards the service time calculated for purposes of term limits for Trustees under these bylaws.
4. This provision shall not apply to vacancies in ex-officio positions on the Board.
5. If, for any reason, an Officer position becomes vacant in the middle of an Officer's term, the Board shall appoint a successor to hold office for the unexpired portion of that term. The Board shall make such appointment as soon as reasonably possible, but no later than 10 days after the occurrence of the vacancy.
 - a. Only a person otherwise serving as an officer shall be eligible for appointment.
 - b. The appointment shall require a two-thirds majority vote of the Trustees present at the regular Board meeting or a special Board meeting called for such purpose. The vote may occur electronically at the discretion of the President.
 - c. The time spent serving in an appointed Officer position under this provision shall not count towards the service time calculated for purposes of term limits for Officers under these bylaws.
 - d. The provision shall not apply to a vacancy in the office of President, which shall be filled by the Vice President through automatic succession to the presidency as stated in these bylaws.

SECTION 7. ELECTIONS

Election of the Board shall take place at the Annual Congregation meeting.

1. The Nominating Committee shall formally announce the nomination(s) for each position in a report to the Board of Trustees.
2. Additional nominations by the general membership may be made at the time of election if the nominee is present and agrees to be a candidate.
3. If there is more than one candidate for a position, election for that position is by secret ballot.
4. One ballot is used to elect the Trustee(s). When there are more candidates for Trustees than there are vacant positions, each member may cast votes up to, but not more, than the number of vacant

positions. Members may not cast more than one vote for a candidate. The candidates receiving the largest number of votes are elected to the vacant Trustee positions. The candidate with the largest number of votes serves the longest vacant term; the candidate receiving the second largest number of votes serves the second longest term, and so forth.

5. The term of office for elected Trustees begins on July 1.
6. The Congregation shall, on odd numbered years, at the annual meeting elect the President and Vice-President; on even numbered years, at the annual meeting elect the Treasurer and Secretary.

SECTION 8. QUALIFICATIONS FOR PRESIDENT

To be eligible to serve as President, the candidate must be a member in good standing; must be Jewish; have belonged to Temple Ohev Sholom for at least two years; and have previously served on the Board of Trustees.

SECTION 9. POWERS

As may be prescribed in these Bylaws or in the absence of controlling provisions in these Bylaws, as may be determined by the Board, the Board has the power to:

1. Conduct, manage, and control the activities of the Congregation.
2. Make the rules and regulations for the guidance of the Board and the management of the Board's affairs.

SECTION 10. DUTIES OF BOARD

1. Establish and approve all financial obligations in the ordinary course of business.
2. Select the process set out in a published version of parliamentary rules of order for its governance and meeting etiquette, when applicable and when consistent with the Articles of Incorporation or the Bylaws.
3. Review and propose change(s) in the Articles of Incorporation or Bylaws.
4. Establish dues, assessments, and other fees for the general membership.
5. Prepare and approve budgets of the Congregation including, without limitation, the Religious School budget and salary for all paid staff members.
6. Establish, and maintain or modify, Policies and Procedures governing conduct of the everyday business of the Congregation.
7. After approval by the general membership of a candidate for the congregational Rabbi, negotiate and execute a contract for the services of the candidate.
8. Hire appropriate staff in order to maintain Congregation operations.
9. After approval by the general membership, seek and purchase suitable real property.
10. After approval by the general membership, incur long-term indebtedness.
11. Hold regularly scheduled meetings and special meetings of the Board.
12. Hold an annual meeting and other meetings of the general membership.
13. Fill vacancies on the Board.
14. Conduct other business of the Congregation.
15. Approve the Religious School Management Plan, and the Religious School Committee's choice for leadership.
16. Maintain arrangements with the cemetery owner and establish policy for the burial of members and their family at the Congregation's cemeteries.
17. Approve applications for membership.
18. Determine the terms and conditions to be observed by members and non-members of the Congregation for obtaining seats in the Congregation's House of Worship on the High Holy Days of Rosh Hashanah and Yom Kippur.
19. Authorize the establishment or dissolution of trust funds for the benefit of Temple Ohev Sholom, define the purpose of each trust fund, and set the manner of appointment and minimum number of trustees to control each trust fund. The Board shall specify the level of autonomy that may be exercised by the Fund Trustees of each trust.

SECTION 11. TERM OF OFFICE

1. Trustees other than Officers will be elected for a two or three year term as nominated by the Nominating Committee.
2. A Trustee may serve two consecutive terms, not to exceed six years.
3. A Trustee shall be eligible for reelection after an interval of one year.
4. Terms of offices for Trustees will be staggered to allow for two vacancies each year.

ARTICLE IX 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:
 - Working closely with the Treasurer in preparing and managing the annual budget;
 - Overseeing all investments made by the Congregation;
 - Arranging for the audit of financial records as specified by this Constitution and Bylaws or as otherwise directed by the Board of Trustees;
 - Recommending changes in dues structure and/or special assessments to the Board of Trustees;
 - Arranging for financial payments to the Union for Reform Judaism;
 - Performing any other financial tasks as directed by the Board of Trustees; and
 - Meeting at least once per calendar quarter.
- **Fundraising Committee:** This committee will identify annual fundraising 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 website.
- **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 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:
 - Identify unaffiliated Jewish families and individuals in the community, and invite them to become members; and,
 - 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 (by) the Board of Trustees.

- **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 PTO and congregants at large. The committee will establish rules and regulations for the Religious School, Bar and Bat Mitzvah Candidates and Confirmants. 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 education 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:** The committee will work with the Rabbi and Cantor to periodically review the service liturgies and sacred music program to be certain 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 identity 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 X 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 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 meeting. No business may be transacted at the 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 XI NOMINATIONS

Nominations of all Officers and Trustees will be made by a Nominating Committee. 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 by a simple majority vote.

SECTION 1. SLATE

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 30th of the year in which the election is held. The approved slate of candidates will be presented to the Congregation 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.

SECTION 2. NOMINATING PETITIONS

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 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 3. NOTICE

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

ARTICLE XII RABBI

The relationship between the Congregation and its Rabbi is that of a religious community and its chosen spiritual leader. This relationship, therefore, is one of mutual respect and dignity. The Rabbi is the congregation's spiritual leader and serves its religious, educational, pastoral, and communal needs. The Rabbi has freedom of pulpit.

SECTION 1. BOARD MEETINGS

The Rabbi has the right, and is expected, to attend meetings of the Board, committees, and Congregation, but does not vote. The Board will preclude, in advance, the attendance of the Rabbi from a Board meeting when their remuneration, performance, or terms of employment will be discussed.

SECTION 2. SEARCH COMMITTEE

If the position of Rabbi is vacant (or anticipated to be vacant), a search committee in sufficient number to reasonably represent the Congregation's diverse membership, will organize for the purpose of filling the Rabbi vacancy. The Board President will appoint a Member or Members in Good Standing as the Search Committee Chair(s). The Search Committee Chair(s) will make a good faith effort to appoint Members of various ages and perspectives to the committee. No more than two Trustees may serve on the Search Committee. The Search Committee will present suitable candidates to the Board and congregation. The Search Committee does not make the ultimate decision to hire a Rabbi.

SECTION 3. SELECTION PROCESS

The Search Committee will schedule meet and greets as appropriate for Members to meet with potential candidates for a vacant Rabbi position. The Search Committee will make the decision to recommend a specific candidate for hire. A meeting of the general congregation will be scheduled at least two weeks in advance for the purpose of voting to hire a Rabbi recommended by the Search Committee. A 2/3 vote of Members present at the meeting is required for approval of the candidate. Once a candidate is approved by the general membership, the Board shall immediately begin negotiating and executing an employment agreement with the Rabbi.

SECTION 4. PERFORMANCE EVALUATION

The Board will conduct an annual comprehensive performance evaluation with the Rabbi with input from the congregation.

SECTION 5. CONTRACT TERMINATION

The Board has the authority to terminate the Rabbi's employment agreement or not renew the Rabbi's employment agreement. Termination or non-renewal will require a two-thirds (2/3) majority vote of the Board.

ARTICLE XIII FISCAL YEAR

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

ARTICLE XIV RULES OF ORDER

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

ARTICLE XV LIABILITY

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, or
 - c. By the Congregational members, or
 - d. By Independent legal counsel retained by the Board in a written opinion that:
 - i. The trustee, office, 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
 - ii. The amount of the proposed indemnification is reasonable; and
 - iii. The proposed indemnification is just and proper and can be legally made by the Congregation under then existing law; and
 - iv. 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 offices 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 XVI 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.

ARTICLE XVII GENERAL

SECTION 1. TRANSITION POSITION

Notwithstanding any of the provisions in this Article(s), any officer or trustee who is currently serving in his/her/their position at the enactment of the ByLaws, dated herein, but whose position no longer exists, may continue until the expiration of their term.

SECTION 2. SALE OF REAL ESTATE

The sale of real estate owned by the congregation, whether or not subject to any mortgage or other obligation shall require:

1. A Vote of Approval first, by 2/3 of the members of the Board of Trustees at any regular or special meeting of trustees, and;
2. A Vote of Approval by 2/3 of the congregational members at the Annual or Special meeting called specifically for that purpose.

SECTION 3. SALE OF PERSONAL PROPERTY

Prior to the sale or disposal of any personal property located inside, outside and/or considered part of the Temple buildings and/or facilities, adjacent or otherwise valued at \$2,500 or more, shall require a 2/3 vote of approval by the Board, whereupon it shall also be determined what actions are deemed necessary to effectuate the sale of same.

ARTICLE XVIII MERGER OR CONSOLIDATION

Any merger or consolidation of the Congregation requires:

1. First, a Vote of Approval by 2/3 of the members of the Board of Trustees at a regular meeting or special meeting, and;
2. Second, a Vote of Approval by 2/3 of the members of the congregation at the Annual or Special Meeting called specifically for that purpose, pursuant to the voting requirements as set forth in these bylaws.

ARTICLE XIX DISSOLUTION

In the event of a dissolution of the Congregation of Temple Ohev Sholom, the Board shall, after paying or making provisions for the payment of all the liabilities of the Congregation, dispose of all of the assets of the Congregation in such a manner or to such organizations organized exclusively for charitable, educational, religious or scientific purposes as shall at the times qualify as an exempt organization under section 501(c)(3) of the Code, as the Board or governing staff of the Temple shall determine. Any such assets not so disposed of shall be disposed by the Court of Common Pleas of Dauphin County, Pennsylvania.