

**BY-LAWS OF
CONGREGATION TZEDEK V' SHALOM**
Revised

**ARTICLE 1
NAME AND LOCATION**

The name of this congregation shall be Tzedek v' Shalom. Tzedek v' Shalom is a not for profit 501(c)(3) organization and is currently located in Newtown, Bucks County, Pennsylvania.

**ARTICLE 2
CORE PURPOSE AND MISSION STATEMENT**

- A. Tzedek v' Shalom is a Reconstructionist Jewish Congregation.
- B. Core Purpose: Tzedek v' Shalom is dedicated to nurturing each person's unique gifts and spirituality through a dynamic Jewish community dedicated to justice and peace.
- C. Mission: To actively engage all members in an array of intergenerational practices and activities that meet their spiritual needs and to integrate Torah study, lifelong learning, and tikkun olam (repair of the world).

**ARTICLE 3
MEMBERSHIP**

- A. Any family or person, 18 years of age or older (adult) or, in the case of exceptional circumstances, 13 years of age or older, who is committed to pursuing the core purpose and mission of Tzedek V' Shalom, shall be eligible for membership. Subject to approval of the membership application by a majority vote of the Board of Directors (the Board) present at any Board meeting.
- B. There shall be three (3) categories of membership: Individual, Family and Limited/Friend of the Congregation.
 - 1. Individual Member (Full)
 - 2. Family Member (Full)
 - 3. Friend of the Congregation (Limited) – Must meet the following criteria and may take the form of an Individual or Family Membership, as above. Such membership may be offered to those who simultaneously retain a paid full membership in another synagogue (Dual Members).

C. Definition of “Good Standing”: A member in good standing shall be deemed one who is current (no more than 60 days in arrears according to the Treasurer’s records) in agreed upon financial obligations.

D. Member Privileges

(a) Full Members in good standing shall enjoy the following privileges, subject to the policies of the Board of Directors:

- (1) To attend services;
- (2) Pastoral services of the Rabbi, within the scope of the Rabbi’s contract;
- (3) To have a vote at annual and special meetings of the Congregation;
- (4) To serve as a Member of the Board or to serve as the Chair or other member of a committee (upon reaching the age of 18);
- (5) To attend regular meetings of the Board;
- (6) To use congregational property pursuant to the policies of the Board;
- (7) To participate in the educational, cultural, and social programs of the Congregation;
- (8) To enroll eligible children in the religious school and the youth activities of the Congregation.

(b) Friends of the Congregation in good standing shall enjoy the following privileges, subject to the policies of the Board:

- (1) Limited to privileges in Section D(a)(1), D(a)(7) and D(a)(5) above;

E. Miscellaneous Membership: Nothing in Article III shall prevent the Membership Committee or the Board from considering on a case-by-case basis any applications for membership in the Congregation that do not meet the qualifications of any category of membership currently included in the Bylaws or policies of the Congregation.

F. Resignations

A household wishing to resign shall tender a written resignation to the Board.

ARTICLE 4 DUES AND FINANCIAL OBLIGATIONS

A. All members shall pay such dues, assessments and financial obligations as determined by the Board. Special financial arrangements, if needed, may be made at the discretion of the President(s) in consultation with the Treasurer and will be held in strict confidence. Anyone meeting such agreed upon arrangement shall be considered a member in good standing. The Board shall establish procedures with the intent of preserving the privacy of the individual(s), who may request waiver or modification of financial obligations.

B. A statement for dues, assessments, or other charges shall be sent by mail to each member at the address in Congregational records on a schedule to be determined by the Congregation

Treasurer.

C. Based on a recommendation by the Treasurer in consultation with the President(s), any member who fails to pay, in a timely way, any obligation owed the Congregation may be suspended and deprived of all membership rights and privileges upon vote of a simple majority of the members of the Board present at any Board meeting.

ARTICLE 5 MEETINGS OF THE CONGREGATION

A. There shall be at least one regular meeting of the congregation during each fiscal year. The primary purpose of the congregational meeting is to elect Board officers and to present the approved operating budget for the following year. Additional items may be addressed as required and may include but are not limited to committee reports on the state of the Congregation and members may act upon matters pertinent to the general well-being or operation of the Congregation. The Board will appropriately determine the dates, times and locations of congregational meetings.

B. Every member in good standing of the Congregation shall be notified at least thirty (30) calendar days prior to the holding of the annual meeting, of the date, time, and place of the meeting, the matters to be considered at the meeting, and the names of all nominees for the Board.

C. A quorum for the transaction of business at meetings of the congregation, regular or special, shall consist of 25% of households in good standing with voting privileges. A lesser number of members may adjourn the meeting to some future time, not less than six (6) nor more than thirty (30) days from the date thereof, and the Secretary shall give appropriate notice to all members.

D. Each Individual member shall have one vote and each family membership shall be entitled to two votes. A member must be present at the meeting to exercise their vote.

E. A majority vote of the members present shall be required for action on all matters that come before said meetings, except as otherwise provided in these By-Laws.

F. Special meetings of the Congregation may be called by the President(s):

- (1) On her/his/their own authority; or
- (2) At the request of the majority of the Board; or
- (3) Upon written request to the President by 25% of Congregation members in good standing. In case of the failure of the President to call a special meeting within five (5) days after such request, any twenty five 25% of members in good standing may call such a meeting.
- (4) Tzedek v'Shalom shall publish a notification of any special meeting in its print and email newsletters, and on its website. The notification shall include the meeting time, date, reason for the meeting. The topic(s) covered at a special meeting shall be limited to those listed in the notification.

H. All meetings of the congregation shall be open unless otherwise provided by these By-Laws.

I. Should the required quorum not be reached at a meeting, the Board may, at its sole discretion, mail a ballot to each member in good standing, and request its return. The Board shall provide a reasonable timetable for the mailing, return, tabulation, and reporting of results, and a reasonable process to assure that every eligible member has received his/her vote. A majority vote by the Board is required to validate a vote (wholly or partially) conducted by mail.

ARTICLE 6 BOARD OF DIRECTORS; OFFICERS

These By-Laws establish a Board of Directors (Board) of Tzedek v'Shalom. The role of this Board is to conduct the business of Tzedek v'Shalom in a fair, honest, responsible, and respectful manner.

A. Members of the Board of Directors, and their terms:

1. The Executive Committee: President and one Vice President (or two/three Co-Presidents equally sharing the duties/responsibilities of the office of President), one Treasurer, and one Secretary.
2. The Chairpersons or Board liaisons of standing committees shall serve as members of the Board.
3. The Rabbi shall serve as an ex-officio member of the Board.
4. The immediate past president(s).
5. Members of the Executive Committee shall serve for a term of 2 years.
6. No member may serve as President, Vice President or Co-President for more than four consecutive years (two terms).
7. No member may serve as Secretary or Treasurer for more than six consecutive years (three terms).

B. Duties and Powers of the Board of Directors

1. The control of all congregational property and the management and administration of the day to day affairs of the congregation shall be vested in the Board. In addition to these duties, the Board shall specifically have the following powers and duties:
 - a. To engage employees and/or other professional assistance and to assign their duties and compensation.

b. To make such rules and regulations, consistent with these By-Laws, that it may deem advisable for the proper conduct of its meetings and for the general good of the congregation.

c. Under no circumstances shall the Board of Directors enter into any contract without properly approved budgetary allocation to provide funds necessary to complete the agreed upon/contracted task(s).

d. The Board of Directors shall meet at least once a month. This item may be over-ridden by the Board as necessary.

e. In the absence of an appropriate committee to assign specific tasks, the Board may handle the matter independently or may create an ad hoc committee for the purpose of performing designated tasks.

2. Regular meetings of the Board shall be open to all members of the congregation.

3. A quorum is required for the Board to vote on congregational matters. A majority, more than half of the full Board at any meeting shall constitute a quorum. All matters before the Board shall be decided by simple majority vote of the members present.

4. The Board may conduct Executive Sessions, at which only members of the Board shall be present. An Executive Session may be called by the President(s) or may be requested at any meeting of the Board upon request of at least 2 members of the Board. Only the business specified at the time of the request will be conducted at such a meeting.

C. Duties of the Officers

1. The officers and members of the Board will aspire to embody and reflect the core purpose, core values and mission of Tzedek v' Shalom in the conduct of the congregation's business and in their dealings with each other, the rabbi, and members of the congregation.

2. President or Co-Presidents

For the purposes of this document "the President" shall refer to either a President and/or the Co-Presidents.

(a) The duties of the President shall be to:

- (1) Give notice of all meetings of the Congregation and Board;
- (2) Preside at all meetings of the Congregation and of the Board;
- (3) Appoint all committee members and committee chairs;
- (4) Execute all official documents of the Congregation pursuant to appropriate resolution by the Congregation or the Board;
- (5) Establish ad hoc committees;
- (6) Serve as a consulting member of all committees except the Nominating Committee;

- (7) Report on the affairs of the Congregation at the Annual meeting;
- (8) Take emergency action subject to subsequent ratification by the Board;
- and
- (9) Perform such other acts as required by the Board.

3. The Vice President (or one of the remaining Co-Presidents) shall perform such duties as may be assigned to him/her by the President and which are not inconsistent with these By-Laws. Additionally, he/she shall succeed to the office of President in the event of a vacancy and act for the President in his/her absence or incapacity.

4. The duties of the Treasurer shall be to:

- (a) Oversee all funds, bank accounts, and financial obligations of the Congregation;
- (b) Keep full and accurate accounts of all receipts and disbursements of funds;
- (c) Provide a financial report at regular meetings of the Board and at Annual Meetings of the Congregation;
- (d) Notify all members of the Congregation of their obligations and pledges and to supervise collection thereof;
- (e) Pay the bills of the Congregation consistent with the budget and/or with special approval by the Finance Committee or the Board;
- (f) Make all financial records available at all times for inspection by the Board or its properly constituted committee or designated auditor;
- (g) Serve as a member of the Finance Committee. On matters concerning the performance of the Treasurer, s/he is recused;
- (h) Provide appropriate information to the President(s) so they may determine members in good standing for voting eligibility or other privileges.
- (i) Perform such other duties as the Office may require or the Board may assign; and
- (j) Work with an independent Certified Public Accountant (CPA), when retained by the Board, to prepare financial statements and present a reviewed and/or certified financial statement to the Board of Directors.

5. The duties of the Secretary shall be to:

- (a) Keep an accurate record of all Board meetings and Congregational meetings;
- (b) Keep meeting minutes;
- (c) Be the custodian of all Board and congregational policies;
- (d) Facilitate the election of Officers and other members of the Board;
- (e) Perform such other duties as the Office may require or the Board may assign.

6. Provided that they are consistent with these By-Laws, or applicable laws, each officer shall assume other necessary duties as assigned by the Congregation or Board.

D. The Chairpersons of all standing Committees described in Article 8 of these Bylaws shall serve as members of the Board.

E. A Board member may be removed from office by the remaining members of the Board if they are absent from three (3) or more regular or special Board meetings, without good cause. The President, with the consent of the Board, shall select a successor to fill the unexpired term of the removed Board Member.

F. Vacancies

1. Except for the Presidency, the Board may appoint a member to fill a vacancy on the Board. Any Officer so appointed, shall continue on the Board for the remainder of the term to which he or she was appointed.

2. Should there be a vacancy in the office of the President, the Board shall appoint an acting president for the remainder of the term.

G. Removal of Board Members

Any member of the Board may be removed for cause. The decision for such a removal must be made by unanimous consent among the remaining members of the Board. The President, with the consent of the Board, shall select a successor to fill the unexpired term of the removed Board Member.

**ARTICLE 7
NOMINATIONS AND VOTING FOR BOARD OFFICERS**

A. A nominating committee shall be formed for the purpose of identifying and nominating candidates for officer positions on the Board.

1. The Nominating Committee shall consist of not less than three (3) members nor more than five (5) members of the Congregation and shall be chaired by the immediate Past-President of the Congregation. This committee shall present a list of candidates at the annual meeting. The committee shall obtain the consent of its nominees prior to the election at the annual meeting.

B. Solicitation and identification of candidates:

Once each year, at least thirty (30) days prior to the Annual Meeting, the Nominating Committee shall provide written notice inviting every member of the Congregation eligible to vote to stand for election to vacancies on the Board. The notice shall also indicate which, if any, of the incumbents are prepared to stand for re-election. Every eligible person who volunteers, or is otherwise recruited to stand for election will then be considered by the Nominating Committee.

1. The Nominating Committee shall then present to the Board a list of candidates and the positions for which they have been nominated.

C. Election of Officers/Executive Committee:

1. At the Annual Meeting, the election of the officers shall occur, by secret ballot, in the following order:

- i. President/Co-Presidents
- ii. Vice President
- iii. Secretary

iv. Treasurer

2. In the event of a tie, a second secret ballot will be conducted limited to the positions specifically affected.
3. Election to a position shall be by plurality of the votes cast.
4. The term of office for each position shall begin at the beginning of the fiscal year and shall continue for the applicable term as contained in Article 6(A). The fiscal year runs from July 1st through June 30th.

ARTICLE 8 COMMITTEES

- A. The President, in consultation with the Executive Committee, shall appoint chairpersons of standing and other committees. Chairpersons, in consultation with the President, shall appoint their own committee members. Chairpersons shall continue to serve until replaced or removed by the Executive Committee.
- B. All committee meetings shall be open to the congregation, except for executive sessions called for by at least 2 members of the committee.
- C. Every committee will submit a yearly plan and monthly progress reports to the Board for purposes of monitoring and providing advice on specific situations. Standing committees of the Congregation and their duties shall be as follows:
1. **Finance.** This committee shall submit a budget for the coming fiscal year to the Board. This committee shall review all financial operations of the Congregation and shall report its findings to the Board periodically (or by Board request) and to the Congregation at regular Congregational meetings. The Treasurer shall be a member of this committee.
 2. **Religious School.** The Religious School Committee shall have planning and oversight responsibilities of the religious school and youth programs in the Congregation and shall support and advise the Religious School Director/Rabbi in their roles in these programs. The Committee shall propose policies regarding school programs to the Board.
 3. **Spiritual Life/Ritual.** This committee shall be in charge of all religious services and programs of the Congregation. In consultation with the Rabbi and with the advice and consent of the Board, this committee shall formulate rituals and regulations for all religious services. The Rabbi shall be a non-voting advisory member of this committee and shall clear any deviations from current standards and accepted practices of the Congregation with the chairperson of this Committee.
 4. **Membership.** The Membership Committee shall encourage and welcome new members, recommend applicants for Board approval, and handle membership status changes and maintain appropriate records thereof.

5. Additional standing committees may be established by the President in consultation with the Board. Other standing committees may include, but are not limited to: *Tikkun Olam, Fundraising, Communications.*

E. The President(s) shall establish *ad hoc* committees as required to meet the needs of the Congregation. The charge to *ad hoc* committees shall expire upon completion of their assigned task or with the expiration of the term of the President(s) who created them, unless renewed by the new President(s)

ARTICLE 9 CONDUCT OF MEETINGS

For matters not covered by these By-Laws, the current edition of Robert's Rules of Order Newly Revised, shall be the standard for parliamentary practice or procedure at all meetings.

ARTICLE 10 AMENDMENTS

A. Any motion for alteration or amendment to the By-laws shall be submitted in writing to the Board at any regular or special meeting of the Board. The motion for alteration or amendment to the By-laws shall be acted upon at the next regular meeting of the Board upon due notice in writing to all members of the Board. Action by the Board at either meeting may include referral to an appropriate committee. Upon approval by two-thirds vote of the members of the Board present at a meeting where action on the motion is taken, the proposed amendment shall be set forth in the notice of the next Congregational meeting. It shall then be submitted to the Congregation at its next meeting, and, if sustained by a two-thirds vote of the households present at such meeting of the Congregation, it shall become a part of these By-laws.

B. An amendment may be introduced by a household at any annual meeting, but shall not be acted upon until submitted to the Board for its approval under the procedure specified in Section A herein. Upon such approval by the Board, the proposed amendment shall then be submitted to the Congregation at its next meeting for approval by a two-thirds vote of the households present.

ARTICLE 11 MISCELLANEOUS PROVISIONS

A. For purposes of these By-Laws, this shall be the official address: Tzedek v'Shalom, Box 863, Newtown, PA 18940. This address shall be listed in each mailing made to members.

B. Any notice(s) required to be mailed to members shall be addressed to the names of each member of a household using the data on file with the Membership Committee. Separate mailings of a notice will only be required when the party affected has provided written notice to the Secretary of their desire to receive a separate notice and the address to which the notice is to be sent.

C. The address of the congregation for purposes of receiving correspondence shall be approved by simple majority of the members present and eligible to vote at the annual meeting.

ARTICLE 12 INDEMNIFICATION

A Director shall not be personally liable as a director for monetary damages, for any action taken, or any failure to take any action, unless such Director has breached or failed to perform the duties of his or her office under Section 8363 of Title 42 (Judiciary and Judicial Procedure) of the Pennsylvania Consolidated Statutes, and the breach or failure to perform such duties constitutes self-dealing, willful misconduct or recklessness. This section shall not apply to the responsibility or liability of a Director pursuant to any criminal statute, or the liability of a Director for the payment of taxes pursuant to local, state or federal law. The foregoing exemption from liability shall be retroactive to the fullest extent permitted by law. Any amendment to or repeal of this section shall be prospective only and shall not adversely affect any limitation on the liability or alleged liability of any Director for, or with respect to, any acts or omissions of such Director occurring prior to such amendment or repeal.

ARTICLE 13 ADDITIONAL SECTION ASSOCIATED WITH NON-PROFIT CORP.

A. Upon dissolution of this corporation assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3), i.e., charitable, educational, religious or scientific, or shall be distributed to the Federal government, or to a state or local government for a public purpose.