

**CONSTITUTION AND BY-LAWS OF
TEMPLE EMANUEL OF SOUTH HILLS
MT. LEBANON, PENNSYLVANIA
AS REVISED, APRIL __2021**

**ARTICLE I
NAME AND PURPOSE**

Section 1. Purpose of the Bylaws

These shall be the bylaws that establish the rules for the governance of Temple Emanuel of South Hills, a religious congregation meeting the parameters specified in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code").

Section 2. Name

This congregation shall be known as "Temple Emanuel of South Hills" and shall be referred to hereafter as either the "Congregation" or "Temple."

Section 3. Purpose of the Congregation

The purpose of this Congregation shall be to promote and support the observance of Judaism in such ways that are both sacred and beneficial to the Congregation and the community, including but not limited to public and private worship, religious education, and social and welfare activities.

Section 4. Affiliation

The Congregation shall continue to affiliate itself with the Union for Reform Judaism (the "URJ").

Section 5. Location

This Congregation shall be principally located at 1250 Bower Hill Road, Mt. Lebanon, Pennsylvania 15243.

ARTICLE II MEMBERSHIP

Section 1. Definitions

- a. For purposes of these Bylaws, a “Household Unit” is defined as any individual adult or collectively any adult(s) living in the household plus, if applicable, any children from birth until twenty-six (26) years of age. Individual adult(s) plus any adult child(ren) between the ages of eighteen (18) and twenty-six (26) years of age shall be referred to herein as the “Adult Household Unit.” Notwithstanding the foregoing, the Senior Rabbi has discretion to deem an individual younger than eighteen (18) a Household Unit under extraordinary circumstances outlined by Board Policy.
- b. For purposes of these Bylaws, a “Member” of Temple is any individual who belongs to a Household Unit.

Section 2. Eligibility

The following individuals are eligible to become Temple Members:

- a. A person who is Jewish by (i) birth, either through matrilineal or patrilineal descent, or (ii) conversion;
- b. A person who is not Jewish but supports the Jewish beliefs, practices and Temple involvement of their Jewish spouse, Jewish committed partner or Jewish children;
- c. A person, regardless of faith, who was previously part of a Household Unit and now agrees to support the mission of the Congregation; or
- d. A person, regardless of faith, who is determined by the Senior Rabbi to be actively engaged in a process of conversion to Judaism.

Section 3. Approval

Applications for membership shall be subject to the approval of the Board of Trustees.

Section 4. Membership Categories

The Board of Trustees has the authority to establish different categories of membership.

Section 5. Annual Contribution/Dues

Subject to Section 7 of this Article II, all Household Units of the Congregation shall make an annual contribution to the Congregation (the “Annual Contribution”). The Annual Contribution

may be in the form of dues, fees or such other arrangement as may be established by the Board of Trustees. The Board of Trustees may modify from time to time the schedule of dues and fees or such other arrangement requesting contributions by the Household Units to the Congregation.

Section 6. Special Assessments

The Board of Trustees may levy special assessments on the Congregation.

Section 7. Individual Financial Circumstances

No Member or Household Unit shall be deprived of any rights of membership solely by reason of financial circumstances. The Executive Director has discretion to adjust the financial obligations of any Member or Household Unit. In the absence of the Executive Director, the Senior Rabbi, the President or the Treasurer may exercise this authority. Anyone with knowledge about any financial accommodations, including the names and circumstances of individuals who seek and/or obtain them, shall keep this information in strict confidence, including without limitation from the other members of the Board of Trustees.

Section 8. Good Standing

A Member or Household Unit in good standing is current in his/her/their financial obligations to the Congregation. Any Member or Household Unit who is more than one hundred and eighty (180) days in arrears in paying its Annual Contribution to Temple is not in good standing.

Section 9. Membership Rights

Except as otherwise provided in these Bylaws, a Member and/or Household Unit in good standing is entitled to the following rights:

- a. To participate and vote in all meetings of the Congregation. In the case of an Adult Household Unit that consists of more than one individual, each individual Member of such Adult Household Unit shall have the right to vote and participate.
- b. To attend religious services, including High Holiday services.
- c. To participate in activities of the Congregation.
- d. To have the Members' children receive a religious education in Torah Center and prepare for and become B'nai Mitzvah, Graduates and Confirmands as long as financial obligations have been paid (subject to Section 7 of this Article II), and subject to Torah Center policies.
- e. To be eligible to serve on standing committees, ad hoc committees and task forces and to hold committee chair positions.

- f. Subject to Article IV, Section 1(a) and (c), each Member of an Adult Household Unit shall have the right to stand for election and to hold office as an Officer or at-large member of the Board of Trustees of the Congregation.
- g. Such other privileges as may be made available from time to time by the Board of Trustees or the Congregation.

Section 10. Termination of Membership

- a. The rights and privileges of any Member or Household Unit who has acted in a manner significantly contrary to the purposes of the Congregation, may be suspended or removed upon the majority vote of the Board of Trustees or temporarily suspended by the verbal request of the Senior Rabbi or Executive Director. If the Member or Household Unit who was temporarily suspended, suspended or removed wishes to appeal the decision, such Member or Household Unit may request a review by the Board of Trustees. The President shall notify the Member or Household Unit before and after the vote in accordance with Board Policy.
- b. In accordance with Board Policy, the Executive Director shall contact the Member or Household Unit who is not in good standing to develop a plan to pay the balance due.

Section 11. Resignation

Members wishing to resign from Temple shall tender their written resignation to the Board of Trustees, addressed to the Executive Director.

**ARTICLE III
MEETINGS OF THE CONGREGATION**

Section 1. Annual Meeting

An Annual Meeting of the Members shall be held during May or June in each year on such date as the Board of Trustees shall designate.

Section 2. Special Meetings

Special Meetings of the Congregation may be called by the President, upon written request by either a majority of the Board of Trustees or upon the written request of twenty-five (25) Members of the Congregation to the Board of Trustees, addressed to the President. The purpose of any special meeting shall be set forth in the notice of the meeting. No matters other than those set forth in the meeting notice shall be taken up at such special meeting.

Section 4. Notice of Meetings

For purposes of this Article III, notice of any Annual or Special Meeting of the Members shall be sent at least twenty (20) days and no more than forty (40) days before such applicable meeting. Such notice shall be accomplished by (i) sending by United States mail a letter to be delivered to each Household Unit at the physical address set forth in Temple's database; and/or (ii) sending the aforementioned letter by email to the email address set forth in Temple's database. Delivery of the notice by mail shall be deemed given three (3) days following its mailing, and delivery via email shall be deemed given on the date sent. As technology develops, the Board reserves the right to approve additional methods of compliance. A copy of meeting notices shall be conspicuously posted in the Congregation's publications (print and/or electronic versions).

Section 5. Quorum

Eight percent (8%) of the Household units in good standing shall constitute a quorum at any Annual or Special Meeting of the Congregation.. In order to be counted for purposes of complying with these quorum requirements, at least one voting Member of a Household Unit must be present physically or present via some form of electronic communication such as Zoom or other similar format chosen by Temple for that particular meeting that allows the Executive Director or other moderator of the Annual or Special Meeting to communicate with any Member choosing this form of electronic communication to participate in such Annual or Special Meeting ("Virtually"). Unless otherwise provided in these Bylaws, a majority of the votes of the Members entitled to cast a vote at the meeting shall be required for the adoption of any proposed resolution. In the event of a tie, the President may cast the deciding vote.

Section 6. Voting

A Member entitled to vote may vote in person or Virtually at any Annual or Special Meeting of the Congregation. A Member entitled to vote who is unable to attend an Annual or Special Meeting in person or Virtually may submit an absentee ballot on a form developed by the Secretary and approved by the President. The absentee ballot must be requested from the Executive Director at least seven (7) days prior to the Annual or Special Meeting. The executed absentee ballot must be returned to the Executive Director by mail, personal delivery, or email at least three (3) days prior to the Annual or Special Meeting. The absentee ballots do not count for purposes of determining a quorum. Proxies may not be utilized for any purpose.

**ARTICLE IV
BOARD OF TRUSTEES**

Section 1. Definition, Eligibility, Election, Removal and Replacement

- a. The Board of Trustees (each, a "Trustee," and collectively, the "Board of Trustees") shall consist of the following Temple Members (i) the Officers of the Congregation (see Article VI); (ii) the immediate past president; and (iii) the number of at-large members

elected by the Congregation. The number of at-large members shall be no fewer than 11 and no more than 15 at any given time. Membership on the Board of Trustees is reserved for Jewish Members.

- b. Roles and responsibilities for Officers shall be defined as set forth in Article VI of these Bylaws. Roles and responsibilities for Trustees shall be determined by Board Policy.
- c. Only one Member of any Household Unit shall be an Officer or Trustee at any time. Executive and Regular Full-Time employees of the Temple (as such terms are defined in the Temple Emanuel Employee Handbook) as well as immediate relatives of Executive and Regular Full-Time employees of the Temple shall not be elected or appointed as Officers or Trustees. If the immediate relative of an Officer or Trustee is hired as an Executive or Regular Full-Time employee of the Temple, the Officer's or Trustee's resignation from the Board will be immediately effective. Regular Part-Time, Temporary Full-Time and Temporary Part-Time employees of the Temple (as such terms are defined in the Temple Emanuel Employee Handbook) may serve on the Board of Trustees, in accordance with Board Policy related to Temple employees.
- d. At each Annual Meeting (see Article III), (i) each of the Officers to be elected shall be elected for a term of two (2) years; and (ii) each of the Trustees, to be elected from the Congregation at-large, whose position is being vacated for any reason (e.g., expiration of term, resignation, etc.), shall be elected for a term of three (3) years. All newly-elected Officers and Trustees shall assume office at the commencement of the fiscal year following the election. No Officer shall serve more than two (2) consecutive full terms in the same position. No Trustee shall serve more than two (2) consecutive full terms. Notwithstanding the foregoing, if an Officer or Trustee is filling an unexpired term pursuant to subsection (f), the remainder of such unexpired term shall not constitute a full term.
- e. In the case of the death, disability, or resignation of an Officer, the President, with the approval of the majority of the remaining Officers and Trustees, shall appoint a member of the Board of Trustees to complete the unexpired term. In the case of the death, disability, or resignation of a Trustee, the President, with the approval of the majority of the remaining Officers and Trustees, shall appoint a member of the Congregation at-large to complete the unexpired term. In the case of the death, disability, or resignation of the President, the Executive Vice President shall fill the vacancy until the earlier of the next election or his/her/their resignation. If the Executive Vice President is unable to assume this role, the Board of Trustees shall elect a President by majority vote from among the Officers.

- f. Any Officer or Trustee may be removed for cause from the Board of Trustees by a two-thirds vote of the Board of Trustees. Cause for removal may include absence from three (3) successive regular Board of Trustee meetings without a reasonable excuse or the failure to perform roles and responsibilities as outlined by Board Policy.

Section 2. Roles and Responsibilities of the Board of Trustees

The Board of Trustees shall govern the affairs of the Congregation, have charge of its property and revenues, and take such action as shall, in its judgment, best promote the welfare of the Congregation, subject to the provisions of these Bylaws. In furtherance and not in limitation of the foregoing, the Board of Trustees shall: (a) Have the exclusive power to elect, suspend, and terminate members of the Congregation; (b) Have the power to authorize the appropriation, use, and investment of all Temple funds, in accordance with Board Policy; provided, however, that Restricted Funds shall be appropriated and invested according to the terms of the Fund; (c) Subject to Article II, Section 6, have the exclusive power to determine the amount and manner of payment of dues; (d) Have the power to determine the amount and manner of payment of assessments subject to Article II, Section 5; (e) Have the power to call Special Meetings of the Congregation; (f) Have the power to perform such other duties as may be set forth in these Bylaws or as the Congregation may from time to time prescribe; (g) Annually review the findings of the certified public accounting (“CPA”) firm in any year for which a financial review occurs, and conduct any additional review mandated by law.

Section 3. Quorum for Board of Trustee Meetings

A majority of the members of the Board of Trustees shall constitute a quorum. As stated in Section 2 of Article VI below, the President shall only have the right to vote in the event of a tie vote among the other members of the Board of Trustees.

Section 4. Executive Session Meetings of the Board of Trustees

The Board of Trustees may meet in Executive Session. A Board of Trustees executive session shall include the individuals in Article IV, Section 1(a). The President, in his/her/their discretion, may invite anyone else to participate.

Section 5. Regular Meetings of the Board of Trustees

Regular meetings of the Board of Trustees shall be called at least monthly in at least ten (10) months per year. Special meetings may be called at the written request of the President or at least five (5) other Officers or Trustees. Any member of the Congregation (i) may bring an issue to the attention of the Board of Trustees, and (ii) may attend any meeting of the Board of Trustees other than a meeting which has been called as an Executive Session meeting.

Section 6. Action Without a Meeting

The Board of Trustees may also take action without a meeting provided that:

- a. The President or his/her/their designee shall poll all of the members of the Board in good standing by telephone, in person, by email, by fax, or by any other means determined appropriate by Board Policy;
- b. Any action taken between meetings of the Board of Trustees shall require a majority vote of the members thereof;
- c. The polling process must be concluded within seventy-two (72) hours of the President's initial phone, email, facsimile or other inquiry;
- d. Results of the poll shall be reported to members of the Board of Trustees by email within twenty-four (24) hours of the conclusion of the polling process; and
- e. The results of the vote shall be recorded in writing, ratified by a vote at the next scheduled meeting of the Board of Trustees, and appended to the minutes thereof. Everyone shall vote the same way during the ratification as s/he voted during the initial poll.

Section 7. No Trustee Activity Can Jeopardize Tax-Exempt Status

No Trustee shall take any action or carry on any activity prohibited by Section 501(c)(3) of the Code.

Section 8. No Personal Liability

No Trustee, employee, professional staff person, clergy or Member acting as an agent of the Temple (each an "Affected Person") shall be personally liable for any monetary damages, for any action taken, or any failure to take any action, unless such Affected Person 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 an Affected Person for any crime or for the payment of taxes pursuant to local, state or federal law. No amendment to, or repeal of, this section shall apply to or have any effect on the liability or alleged liability of any Affected Person for, or with respect to, any acts or omissions of such Affected Person occurring prior to such amendment or repeal. From its general funds for operations, and for the purposes of

affording the protections described in this paragraph, the Temple shall purchase and maintain insurance on behalf of the persons identified in this section.

Section 9. No Limitation on the Board of Trustee’s Authority

Nothing in these Bylaws concerning the powers and responsibilities shall be construed to limit the authority of the Board of Trustees except as otherwise provided herein.

**ARTICLE V
NOMINATIONS AND ELECTIONS**

Section 1. Duties of Governance Committee as Nominating Committee

The Governance Committee as outlined in Article VII, Section 2(c), shall serve as the Nominating Committee. By January 31 of every fiscal year, the Governance Committee shall inform the Board of Trustees what vacancies will be available for the following fiscal year by the process defined the Board Policy. In February of that fiscal year, the Governance Committee shall publish a list of vacancies to the Congregation via email and U.S. mail, and include notice that anyone who wishes to be considered for a vacancy shall submit his/her name to the Governance Committee. The Governance Committee shall present its recommended slate of candidates (the “Recommended Slate”) to the Board of Trustees. The Recommended Slate shall be approved by the Board of Trustees at a regular meeting of the Board of Trustees or a special meeting called for this purpose. The Recommended Slate must be published with the notice for the Annual Meeting as outlined in Article III, Section 3.

Section 2. Nomination by Petition

Any member in good standing who is not listed on the Recommended Slate may petition to be on the ballot at the Annual Meeting for any open officer or at-large trustee position. Such member must submit to the Executive Director and Secretary a written petition of twenty-five (25) members of the Congregation at least 14 days prior to the Annual Meeting. The petition must list the member’s name and the office the member seeks.

**ARTICLE VI
OFFICERS**

Section 1. List of Officers

The Officers of the Congregation shall consist of individuals serving in the following positions: (i) President; (ii) Executive Vice President, (iii) at least one (1) Vice-President but no

more than three (3), all of whose duties shall be as determined by the President in accordance with Board Policy; (iv) Treasurer and (v) Secretary.

Section 2. The President

The President shall perform such duties as usually appertain to said office and shall be an ex-officio member of all Committees. The President shall act as chair of all meetings of the Board of Trustees and meetings of the Congregation, with the right to cast deciding votes in the event of a tie vote, and shall have the duty to report the status of the Congregation at the annual meeting thereof. The President is the principal intermediary between the Board and both the Executive Director and the Senior Rabbi. Other duties of the President shall be determined by Board Policy.

Section 3. The Executive Vice President

The Executive Vice President shall succeed to the position of President when that office is vacated, and shall serve as an aide to the President and carry out such duties as assigned by the President, the Executive Committee, or the Board. In the temporary absence of the President, the Executive Vice President shall perform the duties of the President: provided, however, if the Executive Vice President is not available, the Board of Trustees shall appoint by majority vote a President pro tem from among the Officers. In the event that the Executive Vice President either cannot succeed to the position of President or chooses not to succeed to the position of President when that office is vacated, the Governance Committee, in its capacity as the Nominating Committee, will choose the candidate for President in accordance with the provisions of Article V.

Section 4. The Treasurer

The Treasurer shall be custodian of all monies of the Congregation. The Treasurer shall keep such accounts and submit such reports to the Board of Trustees as it may require. The Treasurer shall oversee all Temple funds and shall require reports from chairpersons/custodians of these funds on a regular basis. The Treasurer may establish bank accounts in coordination with the Executive Director. The President, Executive Vice President, Treasurer, and Executive Director shall all have the authority to sign all checks. All checking accounts shall be subject to a dual-signature requirement with regular reconciliation. The Executive Director or the Treasurer shall also arrange for an annual financial review of the Temple's financial records each fiscal year. Other duties of the Treasurer shall be determined by Board Policy.

Section 5. The Secretary

The Secretary shall take and read minutes of all meetings of the Board of Trustees and of the Congregation, report communications, and be custodian of the Congregation's seal. Other duties of the Secretary shall be determined by Board Policy.

Section 6. Transition Provision

Notwithstanding any other provisions in this Article, any Officer who is currently serving in his/her/their position at the enactment of these Bylaws but whose position no longer exists may continue in his/her/their position until the expiration of his/her/their term.

**ARTICLE VII
COMMITTEES**

Section 1. Types of Committees

The Board shall have the power to create such Committees as it deems necessary and appropriate. There shall be two types of committees: Standing Committees and Other Committees/Task Forces. Other Committees/Task Forces serve in an advisory capacity and do not have the authority to bind the Board of Trustees or the Congregation. The Board of Trustees shall have the authority, in its discretion, to form any new Standing Committee or Other Committee/Task Force for any purpose that furthers the needs of the Congregation.

Section 2. Standing Committees

The following Standing Committees shall be established: Executive Committee, Governance Committee and Human Resources Committee.

- a. Executive Committee. The members of the Executive Committee shall include Officers as set forth in Article VI, the Immediate Past President, the Senior Rabbi, any Other Clergy and the Executive Director.
 - (i) The Executive Committee shall act as an advisory body with such administrative powers and authority as the Board of Trustees may delegate to it.
 - (ii) The Executive Committee reserves the right to invite any member of the Board of Trustees, staff, and/or the Congregation to any of its meetings.
 - (iii) The Executive Committee shall meet regularly on dates fixed by the President.

- (iv) The Executive Committee may meet in Executive Session. An Executive Session includes only the Immediate Past President and the Officers, unless other individuals are invited by the President.

- b. Human Resources Committee. An Officer shall be assigned by the President to chair the Human Resources Committee. At least one (1), but no more than three (3) additional Trustees shall be appointed by the chair of the Human Resources Committee and approved by the Board of Trustees to serve on this committee. In addition, at least two members shall be nominated by the chair and approved by the Board of Trustees to serve a one-time renewable term of two years.
 - (i) It shall be the duty of the Human Resources Committee to develop (in collaboration with the Senior Rabbi and Executive Director) and recommend to the Board of Trustees for approval the employment policies, practices, leadership development, and evaluation processes for all clergy and staff, to recommend such procedures as will provide for efficient people administration within the Congregation, and, working in conjunction with the President, to conduct annual performance reviews of the Senior Rabbi and Executive Director and review significant employee conduct and discipline matters.
 - (ii) The President, or his/her/their designee, and the chair of the Human Resources Committee, supported by the Human Resources Committee, shall negotiate the terms of employment contracts with the Senior Rabbi, Executive Director, and other positions as dictated by Board Policy.

- c. Governance Committee. The Governance Committee shall be chaired by the Executive Vice President and include the Immediate Past President, at least one (1) at-large Trustee, and at least two (2) Members of the Congregation at-large, who shall be appointed by the President and approved by the Board of Trustees. No member of the Governance Committee shall serve more than two (2) full consecutive two (2) year terms on the Governance Committee. At no time shall the number of individuals on the Governance Committee exceed eight (8) people. Terms on the Governance Committee for Officers and Trustees shall coincide with their terms on the Board of Trustees.
 - (i) The Governance Committee shall orient new board members, create opportunities for board member development, and identify qualified prospects from among the Members of the Congregation for future committee and board assignments. The Governance Committee shall recommend to the Board of Trustees rules of procedure for the conduct of meetings of the Board of Trustees and the Congregation. The Governance Committee shall be responsible for recommending changes to Board Policy and shall be the repository for Board Policy. The Governance Committee shall periodically review the Bylaws and make recommendations to the Board of Trustees and Congregation. The

Governance Committee shall address issues of Board of Trustee attendance or other Board of Trustee concerns as necessary.

(ii) The Governance Committee shall function as the Nominating Committee.

Section 3. Other Committees/Task Forces

The President, in consultation with the Board of Trustees, may create committees and task forces as may be appropriate from time to time to meet the needs of the Congregation and appoint Members of the Congregation to serve on such committees and task forces. The President or its designee, with approval from the Board, shall appoint the chairs of such committees and task forces.

ARTICLE VIII THE SENIOR RABBI

Section 1. Definition

The Senior Rabbi, as that term is used throughout these Bylaws, shall be a rabbi with the title Senior Rabbi, or a rabbi, regardless of title, who is designated by the Board of Trustees as the religious leader of the Temple.

Section 2. Duties and Reporting

The Senior Rabbi shall be the religious leader of the Temple. The Senior Rabbi shall report to the President. The President, after consultation with the Board of Trustees and the Senior Rabbi, shall mutually agree on a proper prioritization of the Senior Rabbi's duties. The specific duties of the Senior Rabbi shall be detailed in a written agreement between the Temple and the Senior Rabbi. The Senior Rabbi shall abide by the Guidelines for Rabbinic Congregational Relationships for the URJ and the Central Conference for American Rabbis (the "CCAR") Ethics Code, as may be amended from time to time, except as may be otherwise provided in the aforementioned written agreement.

Section 3. Freedom of the Pulpit

The Senior Rabbi shall enjoy the freedom of the pulpit, as such term is described in the Guidelines for Rabbinic Congregational Relationships reiterated by the URJ and CCAR in 2002.

Section 4. Selection

In the event of a vacancy or anticipated vacancy in the Senior Rabbi position, the Board of Trustees shall appoint a Rabbinic Search Committee according to criteria to be established by

the Board of Trustees. Notwithstanding the foregoing, such criteria shall include the following (i) the members of the Rabbinic Search Committee shall be representative of the demographics of the Congregation; (ii) the members of the Rabbinic Search Committee shall include both members of the Board of Trustees and members of the Congregation at large; and (iii) notice of the formation of the Rabbinic Search Committee and the opportunity to be considered for membership thereon shall be provided to each household unit.

Section 5. Approval of Selection

The Rabbinic Search Committee shall recommend its preferred candidate for Senior Rabbi to the Board of Trustees. Such candidate must be approved by a majority vote of the Board of Trustees. The Board's approval shall be subject to approval by a majority vote of the members of the Congregation in good standing at either an Annual or Special Meeting thereof.

Section 6. Written Agreement

Subject to any right of a vote of the members of the Congregation as may be set forth elsewhere in these Bylaws, the Senior Rabbi's contract shall be the governing document regarding grievance procedures, performance appraisals, grounds for termination, and any decision not to renew such contract. The terms of the Senior Rabbi's contract must be approved by a majority of the Board of Trustees. Any contract for a Senior Rabbi shall have an initial or renewal term of no more than five (5) years. Any contract with a proposed term of more than five (5) years must be approved by both a majority vote of the Board of Trustees, and a vote of the Congregation to be held at a Special Meeting called on not less than sixty (60) days' prior written notice. Any vote to overturn the decision of the Board of Trustees shall be by a two-thirds majority vote of the members of the Congregation entitled to vote at the Special Meeting.

Section 7. Removal

A decision not to renew the Senior Rabbi's employment contract or a decision that would result in the termination of the Senior Rabbi's employment, such as may be permitted under the terms of these Bylaws or any applicable employment agreement, shall be determined by a two-thirds majority vote of the Board of Trustees, subject to a vote of the members of the Congregation to be held at a special meeting called on not less than sixty (60) days prior written notice. Any vote to overturn the decision by the Board of Trustees shall be by a two-thirds majority vote of the members present for the special meeting. Grounds for the termination clause contained in any Rabbi's contract shall be substantially similar to those set forth by the CCAR Guidelines for Rabbinic-Congregational Relationships.

Section 8. Notice for this Article

For purposes of this Article VIII, notice of any meeting shall be deemed to have been given to the Congregation by both (i) twice sending by United States mail a letter to be delivered to each household unit at the address published in the Temple database at least sixty (60) days prior to the meeting, and the other thirty (30) days thereafter; and (ii) sending the aforementioned letter by email to the email address set forth in the Temple database. Delivery of the notice by mail shall be deemed given three (3) days following its mailing, and delivery via email shall be deemed given on the date sent. As technology develops, the Board of Trustees reserves the right to approve additional methods of compliance.

Section 9. Discretionary Fund

The Senior Rabbi is authorized to use the funds in the discretionary fund under his/her name for needs and purposes consistent with the religious, educational and charitable purposes of the Temple. No monies from the discretionary fund shall be used and distributed for the personal purposes of the Senior Rabbi or his/her/their family. Distributions from the fund shall be confidentially reviewed annually either by the accounting firm performing the annual financial review or the Treasurer to determine that the fund is being used properly.

Section 10. Interim Rabbi

Sections 4 through 8 of this Article shall not apply to a Senior Rabbi hired on an interim basis. All aspects of an interim Senior Rabbi's employment shall be determined by the Board of Trustees.

**ARTICLE IX
OTHER CLERGY**

Section 1. Definition

For purposes of these Bylaws, Other Clergy shall mean any individual who is an ordained rabbi or a cantor and who has been hired as an Executive or Regular Full-Time employee, as those terms are defined in the Temple Emanuel Employee Handbook, of the Congregation.

Section 2. Selection of Other Clergy

The Board of Trustees may, from time to time, hire Other Clergy. The President and the Senior Rabbi shall initiate a search process according to criteria established by the Board of Trustees. The Senior Rabbi's selected candidate shall be presented to the Board of Trustees for approval. The Board of Trustees must approve the recommended candidate by a majority vote. The initial

term of service shall not exceed three (3) years and any renewal term shall not exceed five (5) years.

Section 2. Duties and Responsibilities

The Other Clergy shall all report to the Senior Rabbi. The duties and responsibilities of the Other Clergy shall be determined by the Senior Rabbi in consultation with the President. The specific duties of each Other Clergy shall be detailed in a written agreement between the Other Clergy and the Temple. Other Clergy shall abide by the guidelines for Rabbinic Congregational Relations for the URJ and the CCAR Ethics Code, as may be amended from time to time and/or the Code of Ethics of the American Conference of Cantors (the "ACC") or its equivalent, as may be amended from time to time, except as may be otherwise provided in the aforementioned written agreement.

Section 3. Renewal and Removal

- a. A decision to renew any Other Clergy's employment contract shall be determined by the Senior Rabbi. If the Senior Rabbi recommends renewal, the Board of Trustees and the Senior Rabbi shall mutually decide on the appropriate renewal term subject to Section 2 of this Article IX. Notwithstanding the foregoing, with respect to any Other Clergy who was hired prior to the enactment of these Bylaws, any decision to renew the contract and the term of the new contract shall be made by the Board of Trustees.
- b. A decision not to renew any Other Clergy's employment contract or a decision that would result in the termination of any Other Clergy's employment, such as may be permitted under the terms of these Bylaws or any applicable employment agreement shall be determined by the Senior Rabbi. Notwithstanding the foregoing, with respect to any Other Clergy hired prior to the enactment of these Bylaws, any decision not to renew an employment contract or a decision that would result in the termination of employment is subject to the terms of this Section but such decision to not renew an employment contract or a decision that would result in the termination of employment is subject to (i) a two-thirds vote of the Board of Trustees for approval rather than a majority vote and (ii) a further vote of the members of the Congregation to be held at a Special Meeting called on not less than thirty (30) days prior written notice. Any vote to overturn the decision by the Board of Trustees shall be by a two-thirds majority vote of the Members present for the Special Meeting. Notice to the Congregation for the Special Meeting shall be sent in accordance with the provisions of Article III, Section 3.

Section 4. Discretionary Fund

Each individual who is considered Other Clergy and who has a discretionary fund is authorized to use the funds in the discretionary fund under his/her name for needs and purposes consistent with the religious, educational and charitable purposes of the Temple. No monies from the discretionary fund shall be used and distributed for the personal purposes of the applicable Other Clergy or his/her/their family. Distributions from the fund shall be confidentially reviewed annually either by the accounting firm performing the annual financial review or the Treasurer to determine that the fund is being used properly.

**ARTICLE X
RABBI EMERITUS**

The Board of Trustees may create the office of Rabbi Emeritus, designate the privileges of such office, and recommend the Senior Rabbi to that office upon the individual's retirement from the Congregation. The terms of the Rabbi Emeritus position shall be governed by a written agreement approved by the Board of Trustees.

**ARTICLE XI
THE EXECUTIVE DIRECTOR**

Section 1. Definition

The Executive Director, as this term is used in these Bylaws, shall be the administrator of the Temple. While the administrator of the Temple may have a title other than Executive Director, this section shall still apply to such individual.

Section 2. Selection

In the event of a vacancy or anticipated vacancy in the Executive Director position, a new Executive Director shall be recommended by a committee appointed by the President and approved by the Board of Trustees. The Board of Trustees and the Senior Rabbi shall develop policies for the search process.

Section 3. Responsibilities

The responsibilities of the Executive Director shall be defined by the Board of Trustees and detailed in a written agreement approved by the Board of Trustees. The Executive Director shall report to the President.

Section 4. Hiring of Staff

The Executive Director shall have the right to hire staff who shall be “employees at will” subject to applicable state and federal regulations.

Section 5. Removal

A decision not to renew the Executive Director’s employment contract or a decision that would result in the termination of the Executive Director’s employment, such as may be permitted under the terms of these Bylaws or any applicable employment agreement, shall be recommended by the President and approved by a majority vote of the Board of Trustees.

**ARTICLE XII
BUDGET AND FINANCES**

Section 1. Fiscal Year

The fiscal year shall be July 1st through June 30th.

Section 2. Fiscal Policies

The Board of Trustees shall determine the fiscal policies of Temple and the Executive Director shall execute said policies through the implementation of operating procedures.

Section 3. Expenditures by the Executive Director

The Executive Director, in consultation with the President and/or other members of the Executive Committee authorized by the President for this purpose, shall be empowered to expend an amount determined by the Board and documented in Board Policy for unanticipated expenses not included in the operating budget.

Section 4. Financial Review

A review of the Congregation’s financial affairs shall be conducted by the Executive Committee or its designee following the close of each fiscal month. A review of the Congregation’s financial affairs shall be conducted at each Board of Trustees meeting. The Board shall require an annual review of the financial records of Temple by a CPA firm recommended by the Executive Director or the Treasurer. The selection of a CPA or CPA firm and the financial report or review shall not be considered final until approved by the Board.

Section 5. Fund Categories

The Board shall have the power to establish and designate fund categories and shall adopt rules governing their receipt and use.

- a. Unrestricted Funds: The General Fund shall be the depository for all membership contributions and such other unrestricted funds as the Board may establish.
- b. Restricted Funds: Temple maintains restricted funds which have dedicated purposes stipulated by the congregation. These may include endowment funds or other funds where the principal is restricted by the donor, including but not limited to memorial funds designated for various Temple purposes. By accepting the monies to establish such donor-restricted funds, Temple agrees to comply with the restrictions and conditions specified by the donor.

Section 6. Annual Budget

The Board of Trustees shall approve the following fiscal year's budget no later than fifteen days prior to the annual meeting. A summary of the budget shall be provided to the members at the annual meeting.

**ARTICLE XIII
EMERGENCY POWERS**

Section 1. Declaration of an Emergency

In the event of any "Emergency" as defined in Section 7 below, the Board of Trustees may, by a two-thirds majority of the Board of Trustees available to cast a vote, declare such Emergency and commence the exercise of the emergency powers described in this Section, and any other emergency powers authorized by 15 Pa. C.S. Section 5509 or any other applicable provision of Pennsylvania law.

Section 2. Powers

Once the Board of Trustees has declared an Emergency as contemplated in Section 1, during such Emergency, the Board of Trustees may:

- a. Conduct meetings (including any Board of Trustee meetings, Congregational meetings, or committee meetings of any type):

- (i) Electronically through any medium of communication such as telephone conference calls or videoconferencing systems such as Zoom or WebEx, or any other similar means of communication, as long as all of the individuals participating can simultaneously hear or read each other's communications during the meeting; and
 - (ii) With notice given only to those members of the Board of Trustees with whom it is practicable to communicate, and with such notice given in any practicable manner, including but not limited to, text message, telephone, email, publication or radio. The members of the Board of Trustees in attendance at a meeting during an Emergency shall constitute a quorum, regardless of the number of such members.
- b. Delay or suspend any regular meeting until the earlier of (a) the period of the Emergency terminates as determined pursuant to Section 7, or (b) such time that is otherwise reasonably practicable under the applicable circumstances to conduct such a meeting.
 - c. Relocate the Congregation's principal or other official offices or designate alternative principal or other Congregation official offices or authorize the President, Executive Director or Senior Rabbi to do so.

Section 3. Presumption

Action taken on behalf of the Board of Trustees in good faith during an emergency under this Section to further the ordinary affairs of the Board of Trustees or the Congregation shall bind such body and shall have the rebuttable presumption of being reasonable and necessary.

Section 4. Protection from Liability

Any officer, member of the Board of Trustees, or employee of the Congregation acting with a reasonable belief that his or her actions are lawful in accordance with the emergency powers of this Section shall incur no liability for doing so, except in the case of willful misconduct.

Section 5. Supersedes Other Sections During Emergency

This Section shall supersede any inconsistent or contrary provisions of the Bylaws during the period of the Emergency, but only during such period of Emergency, such as meeting quorums and notices.

Section 6. Extension of Emergency Powers

Any emergency powers implemented under this Section shall remain in full force and effect during the Emergency. In the event that the Board of Trustees wishes for such emergency powers to extend beyond the period of the Emergency, the Board of Trustees will need to take such actions as necessary to implement the extension of such emergency powers, such as voting to approve such actions, in accordance with the provisions of these Bylaws outside of this Article XIV.

Section 7. Definition of Emergency

For purposes of this Section only, an “Emergency” exists only during a period of time when:

- a. A quorum of the Board of Trustees or, in the event of the unavailability of any members of the Board of Trustees, the members of the Congregation, as applicable, cannot readily be assembled because of the occurrence of a catastrophic event, whether natural or manmade, including but not limited to, a hurricane, tornado, flood, earthquake, fire, war or other similar escalation of hostilities, civil unrest, act of terrorism or pandemic conditions (each, a “Catastrophic Event”); or
- b. The geographic area in which the Congregation is located, is subjected to:
 - (i) a state of emergency declared by civil or law enforcement authorities;
 - (ii) an order by federal, state or local authorities prohibiting in-person gatherings;
 - (iii) a partial or complete evacuation order;
 - (iv) federal or state “disaster area” status;
 - (v) a catastrophic event, which seriously damages or threatens to seriously damage the physical existence of the Congregation; or
 - (vi) an unanticipated set of circumstances, which, as determined by the reasonable discretion of the President, Executive Director, Senior Rabbi or a majority of the members of the Board of Trustees available to make such decision, if not acted upon with immediacy, is likely to cause imminent and significant physical and/or financial harm to the Congregation.

Section 8. Notice to the Congregation

The Board of Trustees shall take reasonable steps to notify the members of the Congregation in the event that an Emergency, as defined in Section 7, has been declared. The Board of Trustees shall also take reasonable steps to notify the members of the Congregation if and when such Emergency as defined in Section 7 has been determined to be over. For purposes of this Section, the notice provisions of Article III, Section 4 shall apply.

**ARTICLE XIV
SALE OF REAL ESTATE**

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

- a. First, a vote of approval of two-thirds of the members of the Board of Trustees at any regular or Special Meeting of the Board of Trustees; and
- b. Second, a vote of approval by two-thirds of the Members of the Congregation at the Annual or Special Meeting called for that purpose pursuant to voting requirements as set forth in these Bylaws.

**ARTICLE XV
MERGER OR CONSOLIDATION**

The merger or consolidation of the Congregation with or into another entity shall require:

- a. First, a vote of approval of two-thirds of the members of the Board of Trustees at any regular or Special meeting of the Board of Trustees; and
- b. Second, a vote of approval by two-thirds of the Members of the Congregation at the Annual Meeting or Special Meeting called for that purpose pursuant to voting requirements as set forth in these Bylaws.

**ARTICLE XVI
AMENDMENTS**

Any amendment to these Bylaws must be in writing and must be proposed by either the Board of Trustees or by written request to the Board of Trustees from at least eight percent (8%) of the household units of the Congregation. Such proposed amendment(s) shall be acted on at any Annual or Special Meeting of the Congregation called for that purpose. Copies of the proposed

amendment(s) shall be provided to each household unit, together with notice of the meeting in accordance with the provisions of Article III, Section IV. The affirmative vote of a majority of the members present at such meeting shall be required to adopt any amendment. Notwithstanding the foregoing, any amendment to Article XIV or XV shall require the approval of two-thirds of the Members of the Congregation.

Once adopted, the amendment shall be effective at the beginning of the next fiscal year.

No such amendment shall be effective if it would cause the Congregation to cease to be tax-exempt under Section 501(a) of the Code as a religious organization described in 501(c)(3) of the Code, and contributions to which are tax deductible under Section 170(a) of the Code as made to a religious organization under Section 170(c)(2) of the Code.

ARTICLE XVII BOARD AND CONGREGATION ACTIONS

Section 1. Meetings

Meetings of the Congregation in accordance with Article III of these Bylaws and meetings of the Board of Trustees convened in accordance with Article IV of these Bylaws may result in official actions by following procedures described in this Article.

Section 2. Discussion

Meetings of the Congregation or the Board of Trustees shall be facilitated in a format that presents accessible information to all members present and invites discussion.

Section 3. Decisions

Formal decisions shall be determined and recorded according to a democratic decision-making protocol in which the chair of the meeting shall call for a formal vote on any action and the Secretary shall record the conclusion in meeting minutes.

Section 4. Publication

All formal actions shall be recorded in plain terms and published in a location available to all members of the relevant body within three weeks.

ARTICLE XVIII
DISSOLUTION

In the event of a dissolution of the Congregation, the Board of Trustees, shall, after paying or making provision for the payment of all of the liabilities of the Temple, dispose of all of the assets of the Temple in such manner or to such organization(s) organized and operated exclusively for charitable, educational, religious or scientific purposes as shall at the time qualify as an exempt organization(s) under Section 501(c)(3) of the Code, as the Board of Trustees or governing staff of the Temple shall determine. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas of Allegheny County, or, should the principal location of Temple be moved, in the Court of Common Pleas for the county in which the principal location is then established, exclusively for such purposes and in such manner as the court shall determine.