

**By-laws of Mishkan Shalom
Philadelphia, Pennsylvania**

[The original version of the by-laws was approved by the congregation in 1988,
and later amended in April, 2006.

This revision was approved by the Congregation on March 6, 2013.]

Article I -- NAME

The official corporate name of this Congregation shall be Mishkan Shalom.

Article II -- PURPOSES

The purposes of this Congregation are expressed in the Statement of Principles, which include:

Avodah (Prayer)

Through prayer we seek to infuse our lives with the Divine Presence and with *K'dushah* (holiness).

Torah (Study)

Through study we seek to enhance our understanding of our tradition and the ways in which its teachings and insights may inspire our ethical and spiritual growth.

G'milut Hasadim/Tikkun Olam (Acts of Caring and Repair of the World)

Through acts of caring and repair we seek to transform our world so that it reflects the divine values of justice and compassion.

Our Statement of Principles also incorporates our core values related to Israel, Philadelphia and the Community Process.

See the full version of our Statement of Principles on the Mishkan Shalom website.

Article III -- MEMBERSHIP

Section 1. Membership

Any person who is 18 years or older, who seeks to become part of a Congregation committed to the ideals and purposes of this Congregation, as expressed in the Statement of Principles, and who is Jewish by birth or choice, the partner of a Jew, or the parent of a Jew may become a member of the Congregation by making an initial payment toward the established minimum dues. The Board has the authority to establish categories of membership.

Section 2. Dues

Each member is required to pay minimum dues, and any other charges as shall be established by the Board of Directors, unless special arrangements have been made with the designated synagogue representative. Any such requests shall be guided by the principle that no one shall be excluded from membership because of inability to pay.

Article IV -- MEETINGS OF THE CONGREGATION

Section 1. Annual and Additional Meetings

There shall be one Annual Meeting, and at least two additional meetings, of the Congregation during the Jewish year. They shall be held at times and places as determined by the Board of Directors, except that the Board is hereby required to schedule at least one regular meeting of the Congregation, hereinafter referred to as the Annual Meeting, after *Shavuot* but in no case later than June 30.

The Congregation shall elect the Board of Directors, as provided in these By-Laws, shall adopt the budget, and shall vote on any other business brought by the Board at the Annual Meeting. The notice of Annual Meeting shall so state and shall include copies of the list of nominees presented by the Leadership Development Committee, of the Budget Report, and of all matters to be voted on at that meeting. New Business matters that have not been included in the notice may be considered and voted upon at the Annual Meeting with the consent of three-fourths of the members present and eligible to vote.

Section 2. Special Meetings

A special meeting of the congregation may be called for by either the President, a majority of the Board, or 25 percent of the members through written request, at any time for any purpose. Such call and/or request shall state the purpose(s) of the meeting. Business transacted at all special meetings of members will be confined to the purpose(s) stated in the notice of the meeting.

Section 3. Quorum

At all regular or special meetings of the Congregation, a quorum for the transaction of business shall consist of 20% of the members of the Congregation.

Section 4. Notice of Meetings

The Secretary of the Congregation must notify the members by U.S. mail, or electronically, at least 10 days before the meeting. Each such notice will state the place, day and hour at which the meeting is to take place and, in the case of any special meeting, shall state briefly the purpose(s) of the meeting.

Section 5. Robert's Rules of Order

Regular and special meetings shall be conducted in accordance with Robert's Rules of Order.

Section 6. Action by Vote

Each member in good standing shall have one vote. When a quorum is present, the vote of the majority of those present and eligible to vote shall be determinative, except where otherwise provided in these By-Laws. Proxy voting shall not be permitted.

Article V -- GOVERNANCE STRUCTURE

Section 1: Composition of the Board of Directors

The Board of Directors shall consist of a minimum of 10 and a maximum of 12 members (see below) as follows:

- A. The Officers of the Congregation as set forth in Article V, Section 2
- B. The Senior or lead Rabbi, ex-officio, without a vote
- C. Members-at-Large: there will be 6-8 Members-at-Large.
- D. The Board may increase the number of Board Members by no more than one additional member per year. An increase in number of Board Members requires a simple majority vote of Board Members present at a meeting.

Section 2. Officers

The Officers of the Congregation will consist of a President, Vice-President, a Secretary, and a Treasurer.

Section 3. Terms of Office

- a. Officers will serve for a period of two years or until their successors are duly elected and installed. No Officer will be elected to the same office for more than two consecutive terms. Members will elect the Officers by the procedure specified in Article VI.
- b. Board Members will serve for a period of two years or until their successors are elected and installed. No Board Members may serve for more than three consecutive terms.

Section 4. Duties of the Board of Directors

The general duties of the Board of Directors shall be:

1. Ensure that all decisions and actions made on behalf of the Congregation are consistent with all pertinent laws and contractual obligations as well as Mishkan Shalom's Statement of Principles, By-Laws, and the Congregation's resolutions and policies;
2. Oversee the development and implementation of the Congregation's strategic priorities,

policies and direction and all activities of the Congregation, consistent with Mishkan Shalom's Statement of Principles, By-Laws, resolutions and policies;

3. Approve, establish, and eliminate Committees and Task Forces in accordance with these By-Laws;
4. Approve the Congregation's budgets;
5. Exercise control over, and responsibility for, all the property of the Congregation;
6. Designate the bank(s) in which Congregational funds shall be deposited;
7. In conjunction with the Chair of the Finance Committee and the Treasurer, exercise responsibility for all expenditures and disposition of Congregational funds and property, in accordance with the laws of the Commonwealth of Pennsylvania. As part of this responsibility, the Board shall, from time to time, designate which Officers or staff members are authorized to draw or sign checks or other instruments and any appropriate limitations thereon, and to implement same by appropriate forms and resolutions required by banking and other financial institutions. Banks, financial institutions and other third parties shall be entitled to rely on any document or instrument signed by any of the President, Vice-President or the Treasurer as authorizing party, unless and until they have received specific resolutions or instructions stating other limitations or procedures;
8. Make such rules and regulations, as it deems advisable, for the proper conduct of its meetings and for the furtherance of the general purposes of this Congregation, consistent with the By-Laws;
9. Bring to the Community for ratification the Board's recommendations on the selection and retention of the Rabbis, including appropriate terms and compensation;
10. Hire, retain, or dismiss all employees of the Congregation, other than the Rabbis, on terms, and for compensation, as it deems are appropriate. The Board can delegate this authority;
11. Remove, by a two-thirds vote, any Board member who misses three Board meetings in one fiscal year without good cause, or who demonstrates gross misconduct, providing that the Board member has first been provided with reasonable notice and an opportunity to be heard;
12. Honor any contracts or other legal obligations incurred on behalf of the Congregation, whether before or after the adoption of the By-Laws;
13. Identify decisions that should be made by the Community due to the impact such decisions may have on the character or culture of the Community;
14. Perform other duties as required or authorized by the By-Laws or by law.

Section 5. Duties of the Officers

President

The duties of the President include the following:

1. Assure the integrity and effectiveness of the Board's processes;
2. Keep the Board's focus on strategic, policy and other primary responsibilities of the Board;
3. Consider long-term goals of the Congregation while moving the Board and community to action on matters of importance;
4. Collaborate with the Rabbinic leadership and other Officers to provide on-going leadership for the Congregation;
5. Lead all regular and special meetings of the Congregation, or the Board of Directors and prepare agendas for these meetings with other appropriate persons; if the President is temporarily unavailable this duty shall be performed by the Vice-President;
6. Oversee all the Board Members to ensure that they are fulfilling their duties under these By-Laws;
7. Report regularly on the Congregation's status and important decisions, transactions and events;
8. Allocate oversight responsibility to Board Members for supervision of committees, projects and activities not otherwise specifically provided for in these By-Laws;
9. Appoint members to Task Forces and Committees in accordance with the By-Laws and Resolutions of the Board;
10. Sign official documents on behalf of the Congregation;
11. Perform other duties as required or authorized by the By-Laws.

Vice-President

The duties of the Vice-President include the following:

1. Assist the President in matters affecting the Congregation, when requested by the President;
2. Assume all duties of the President when the President is unavailable or cannot perform his/her duties;
3. Perform other duties as may be required or authorized by the By-Laws.

Secretary

The duties of the Secretary include the following:

1. Provide leadership in the establishment, oversight and implementation of internal and external communication policies and practices in the Congregation to support a well-informed leadership and Congregation;
2. Oversee the communications function and related committees, which includes both internal and external communications of Mishkan Shalom;
3. Keep accurate minutes of all Congregational and Board meetings and make them available in the synagogue office and on-line with reasonable promptness after each meeting;
4. Inform the Congregation, Committee Chairs and other pertinent persons, of the Decisions or Resolutions of the Board and Congregation;
5. Prepare with the President the agendas for Board and Congregational Meetings;
6. Ensure that advance notice, including a preliminary agenda, of Board Meetings are provided to the Community so that meaningful participation can occur;
7. Ensure that notices of regular and special meetings of the Congregation are sent within the times specified by the By-Laws;
8. Perform other duties as may be required or authorized by the By-Laws.

Treasurer

The duties of the Treasurer include the following:

1. Provide financial leadership by overseeing and helping shape financial and fund development policies for the Congregation;
2. Oversee the work of the Finance Committee;
3. Review the financial records during the fiscal year;
4. Prepare and submit to the Board of Directors a written report on the financial status of the Congregation, when requested by the President or the Board;
5. Prepare, in conjunction with the Finance Committee, a line-item budget of the Congregation, and present that budget to the Board for its ratification or rejection at the regular meeting in April. This budget shall include both operating and capital budgets for both the synagogue and the school.
6. Present a Budget Report at the Annual Meeting of the Congregation;
7. Maintain custody of the Congregation's monetary assets, fiscal books and financial

records;

8. Oversee the staff's duties and responsibilities related to financial management and bookkeeping;

9. Ensure that all monies are properly received and recorded, including membership dues and charges payable to the Congregation;

10. Ensure that notices of lapse of membership are mailed to any member who has failed to pay dues according to the schedule established by the Board;

11. Keep in strict confidence information about individual member's finances obtained in connection with the receipt of dues;

12. Arrange for an audit, when necessary, of the accounts of the Congregation and present such audits to the Board and the Congregation;

13. File the tax returns of the Congregation;

14. Perform other duties as required or authorized by the By-Laws.

Section 6. Duties of Board Members-at-Large

Each Board Member-at-Large shall be assigned a portfolio of functional areas and committees, and will be responsible for supporting and monitoring those groups and acting as a liaison to the chair or group members as appropriate. The Board Member shall also arrange to have the Chair or other committee members present to the Board significant matters involving or impacting the Committee.

Section 7. Limitations on Directors' Personal Liability

The Congregation hereby elects to limit the personal liability of the Directors in accordance with the Directors' Liability Act, 42 PA C.S.A. sections 8361 - 8367. The Directors shall not be personally liable for monetary damages to the corporation for any actions taken, or any failure to take action, unless:

1. The Director has breached or failed to perform the duties of his or her office under 42 PA C.S.A. section 8361 (relating to the standard of care and justifiable reliance); and

2. The breach of or failure to perform constitutes self-dealing, willful misconduct, or recklessness.

Section 8: Committees, Sub-Committees and Task Forces

a. Committees

1. Authority to Form a Committee – The Board has the authority to create and dissolve Committees, Sub-Committees, or Task Forces, and to define their purpose and their longevity – i.e., permanent or temporary. Committees will be expected to have a Chair or Co-Chairs, to develop a plan and budget for activities, if resources are needed, and to

present that budget to their Board Liaison who will share the request with the Board.

2. The Board shall ensure that the following committees exist – Finance Committee, Membership Committee and Leadership Development Committee. The Leadership Development Committee shall consist of a minimum of three members, a majority of which shall not be Board Members.

b. Sub-Committees

A Committee has the authority to form Sub-Committees to accomplish specific activities or projects within the ambit of its Mission Statement or Annual Operating Plan, without Board approval, as long as the Sub-Committee will be revenue neutral.

Article VI. NOMINATION PROCEDURES

Section 1. Nomination of Directors

a. The Leadership Development Committee shall recruit a slate of candidates to fill all open Board positions in the Spring of each year. The slate of candidates shall be announced to the Congregation at least ten days in advance of the Annual Meeting. The Officers elected at the Annual Meeting shall assume their duties on July 1 of that year.

b. Write-In Request. A member in good standing may submit a written request to run as a write-in candidate for any Board position. Write-in requests must be filed with the Secretary at least one month before the Annual Meeting.

Section 2. Vacancies on the Board of Directors

Except as otherwise directed in these By-Laws, any vacancy during the term of office of any individual elected by the Congregation as a Board Member, within 30 days after the vacancy occurs, may be filled for the remainder of the term by majority vote of the Board of Directors.

Article VII. MEETINGS OF THE BOARD OF DIRECTORS

Section 1. Regular Meetings

There shall be at least one regular meeting of the Board of Directors during each month from September through June. Regular meetings may be scheduled in other months as well. The Board shall designate a time and place for the regular meetings of the Board of Directors, and shall make the time and place known to the Congregation, as discussed in Article IV, Section 4. All regular Board Meetings are open to the membership. The Board may meet in confidential session to discuss personnel and other confidential issues.

Section 2. Special Meetings

The President may call a special meeting of the Board at any time. In addition, the President shall call a special meeting of the Board at the written request of at least three members of the Board or 10% of the Membership. Any properly requested special meeting shall be scheduled to take place within seven days after receipt of the written request. The Secretary shall provide at least three days' notice of any special meeting to all members of the Board and, via the website or e-mail, to the community. The notice shall state the purpose for which the special meeting is being called. No business other than that stated in the notice may be conducted at the special meeting.

Section 3. Quorum

A majority of voting members of the Board shall constitute a quorum.

Section 4. Action by Vote

When a quorum is present at a meeting, the vote of the majority present and eligible to vote shall be determinative, unless otherwise required by these By-Laws.

Section 5: Procedures for Decisions and Tasks between Board Meetings

All actions taken and decisions made under this section will be done in a manner consistent with the Statement of Principles, Resolutions of the Congregation or the Board, including the Resolution for Taking Positions on behalf of the Congregation, and/or Congregational or Board policy. Procedures are defined in the Mishkan Shalom Board Manual, which is to be drafted and revised by a committee of the Board and approved by a majority vote of the Board.

Section 6. Agenda Setting

The President shall prepare the Agenda for each Board meeting, after consultation with the Board Officers and Rabbi. An Agenda and Notice of Meeting shall be sent to each Director in advance of each scheduled meeting. Any individual, committee, or group of members can propose an item for the Board agenda; however the President has the prerogative to decide if and when to include that item on the Board's agenda. The Board may, by majority vote, reverse the President's decision and add an item to the agenda.

Article VIII. RABBINIC LEADERSHIP

Section 1. Responsibilities

The Rabbinic Leadership is responsible for applying their knowledge of the history, tradition and spiritual values of the Jewish people toward guiding and assisting the Congregation in determining and achieving its moral, ethical, social, educational, and spiritual objectives. The relationship between the Congregation and the Rabbinic Leadership is one of mutual respect based on shared responsibilities.

The Rabbinic Leadership is also responsible to:

1. Work with congregants and committees in planning appropriate prayer services, educational classes, and social justice activities;
2. Work with the Education Director and the implementation of the curriculum;
3. Officiate at life cycle ceremonies of congregants;
4. As articulated in the Statement of Principles, apply the ethical teachings of Judaism to issues of current concern in an atmosphere of open discussion and debate;
5. Act as a spokesperson for the Congregation within the Jewish community, and the community-at-large, in pursuit of the ideals expressed in the Statement of Principles and consistent with Resolutions of the Congregation and the Board;
6. Be available as a counselor to congregants.

Section 2. Freedom of Expression

The Rabbinic Leadership has the duty and the right to address the Congregation and to express opinions to the Congregation in accordance with the dictates of their conscience.

Furthermore, the Rabbinic Leadership has the duty and the right to act and speak within the Jewish community and the community-at-large. When the Rabbinic Leadership acts or speaks outside the Congregation on a matter as to which there has been no Congregational or Board action adopting their position, they shall make reasonable efforts to indicate that they act or speak as individuals and not as representatives of the Congregation.

Section 3. Membership in the Congregation

The Rabbi(s) and their partners may be members of the Congregation without any payment of fees or dues. As members, they shall be entitled to all rights and privileges of membership, except for voting privileges.

Section 4. Personnel Actions

1. Renewal or Non-Renewal of our Rabbinic Contracts
 - a. Action by the Board: At least six months before the expiration of the Rabbi's term of office (or if otherwise determined by the Rabbi's contract), the Board of Directors shall determine whether to recommend that the Congregation renew his/her contract. The Board shall report to the Congregation a recommendation to renew the contract unless at least a majority of the members of the Board present and voting shall vote in favor of non-renewal. In that event, a recommendation of non-renewal shall be brought to the Congregation.
 - b. Action by the Congregation: At least five months before the expiration of the incumbent Rabbi's contract, and at least one month after the Board has made its

recommendation as required in Section 4.1a of this Article, the Congregation shall decide, at a special meeting called for that purpose, whether to approve the Board's recommendation. Notice of this meeting shall be mailed, first class, or emailed, to each member of the Congregation at least 21 days before the date of the meeting and shall include a report of the recommendation of the Board and a copy of this section of the By-Laws. A majority of the attending members eligible to vote is needed to approve the Board's recommendation.

2. Vacancy

When the post of Rabbi is vacant, the Board of Directors shall appoint a committee, of at least five members, to investigate candidates for the position and to report to the Board when it decides it has a suitable candidate. When feasible, the committee shall invite the candidate(s) to lead services and meet with the Congregation as part of the interview process. If the Board, by vote of a majority of those present and eligible to vote, approves the candidate, a special meeting of the Congregation shall be called for the purpose of electing a Rabbi. The candidate shall be appointed Rabbi if a majority of the attending members eligible to vote do so in favor of electing the candidate.

3. Removal of a Rabbi during the Contract Term

- a. Reason for Removal: A Rabbi may be removed from his/her position during the term of his/her contract only for reasons which do not violate the terms of the Rabbi's contract and only for reasons of malfeasance or gross negligence.
- b. Procedure for Removal: Action by the Board: The Board may vote to recommend to the Congregation that the Rabbi be removed during the term of his/her contract only after a committee, created by the Board, and composed of at least five members, has conducted a full investigation and presented a full report to the Board. The Rabbi shall be given adequate notice of the investigation and the opportunity to be heard. The Board shall consider the committee's report and may vote to recommend the Rabbi's removal only at a special meeting of the Board called for this purpose for which notice has been mailed, first class, or emailed, to each Board member at least 21 days before the meeting. The Board shall provide the Rabbi with at least 21 days' notice, mailed first class, and with an opportunity to be heard. The Board minutes shall reflect, and the Board shall report to the Congregation, a recommendation to remove the Rabbi during the term of his/her contract only if at least three-fourths of the members of the Board eligible to vote shall vote in favor of removal.
- c. Action by the Congregation: The President shall call and schedule a special meeting of the Congregation within 30 days after the Board has recommended the Rabbi's removal. Notice of the meeting shall be mailed, first class, or emailed, to every member of the Congregation, and to the Rabbi, at least 21 days before the meeting and shall include the Board's recommendation and the reason(s) for the recommendation. The Rabbi shall have an opportunity to be heard at this special meeting. The Rabbi shall be removed only if at least two-thirds of the members eligible to vote shall vote to accept the Board's recommendation to remove.

Article VIII. AMENDMENT PROCESS

Section 1. Amendments to By-Laws

Except as provided in the next paragraph of this section, these By-Laws may be amended, altered or repealed at any regular or special meeting of the Congregation by an affirmative vote of at least two-thirds of the members present and eligible to vote, provided that the text of the proposed changes has been included in the notice for the meeting.

Section 2. Amendments to the Statement of Principles

The Statement of Principles may be amended only at a special meeting of the Congregation by an affirmative vote of at least three-fourths of the members present, provided that the text of the proposed change was included in the notice for the meeting.

Article IX. ORGANIZING PROVISIONS

Section 1. Affiliation

The Congregation shall be affiliated with such organizations as the members determine, consistent with the attached Statement of Principles.

Section 2. Calendar

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

Section 3. Congregational Property

The property of the Congregation is irrevocably dedicated to the purposes as set forth in the attached Statement of Principles. Upon liquidation, dissolution, or abandonment of this Congregation, the Board of Directors has the authority to manage the Congregation's assets in the best interests of the Congregation. After payment of any outstanding debts, the property of the Congregation shall be distributed to a fund, foundation, or corporation organized and operated solely for religious, charitable or educational purposes as set forth in the Statement of Principles, attached as Appendix A. The Board shall have the sole authority to designate the recipient of the property of the Congregation in accordance with the provisions of this section.

Section 4. Insurance

The Congregation shall have the power, but not the obligation, to purchase and maintain insurance on behalf of any person who is, or was, a Director, Officer, Employee or Agent of the Congregation as a Director, Officer, Employee, Agent, Fiduciary or other representative of another entity or enterprise, against any liability asserted against him or her and incurred by him or her in any such capacity, or arising out of his or her status as such, whether or not the corporation would have the power to indemnify him or her against such liability under the provisions of these By-Laws.

Section 5. Indemnification

The Congregation shall indemnify, to the extent allowed by law, each person now, or in the future, elected or appointed as Director, Officer, Employee, or Agent of the Congregation (including each person who serves at the Congregation's request as a Director or Officer of any other organization) against all liabilities and expenses incurred in any proceeding in which s/he may be involved by reason of his or her having served in the capacity of a Director, Officer, Employee or Agent. Such indemnification shall include amounts paid in satisfaction of judgments, in compromise, as fines and penalties, and counsel fees reasonably incurred or paid by him or her in connection with the defense or disposition of any actual or threatened claim, action, suit, or proceeding (civil, criminal, or other, including appeals) regarding any action or omission, or alleged action or omission, by him or her while serving in such capacity. The term "expense" shall include, without limitation, settlements, attorneys' fees, costs, judgments, fines, penalties, and other liabilities.

Such indemnification shall not include any expense incurred or paid by him or her

- a. with respect to any matter as to which s/he shall have been adjudicated in any proceeding not to have acted in the reasonable belief that his or her actions were in the best interests of the Congregation; or
- b. with respect to any matter as to which s/he shall be ordered by any court of competent jurisdiction to make payment to the Congregation; or
- c. which the Congregation shall be prohibited by law, or by order of any court of competent jurisdiction, from indemnifying him or her.

No matter disposed of by settlement, compromise, or the entry of a consent decree, nor a judgment of a conviction or the entry of any plea in a criminal proceeding, shall of itself be deemed to be an adjudication of not having acted in the reasonable belief that the action taken was in the best interests of the Congregation.

Indemnification shall include payment by the corporation, in advance of the final disposition, of expenses incurred in an action upon receipt of a statement by the person indemnified that s/he will repay such payment if s/he shall be adjudicated to be not entitled to indemnification under these By-Laws.

The right of indemnification provided for in this section shall be severable, shall be in addition to any other right which the person may have or obtain, shall continue to former Directors, Officers, Employees and Agents for claims arising from their term in office, and shall inure to the benefit of the heirs and personal representatives of any such person.