

Congregation Beth HaSholom
Bylaws

Article I.

Name, Purpose, and Practice

Section 1. The name and title of this Congregation, existing under and by virtue of the Corporate Charter granted by the Court of Common Pleas in and for the County of Lycoming, State of Pennsylvania, on the 24th day of April, 1866, is and shall be the "Congregation Beth HaSholom" (House of Peace) of Williamsport, Pennsylvania.

Purpose.

Section 2. The purposes and objectives of Congregation Beth HaSholom shall be to foster and promote the principles, practices, observances, and beliefs of Reform Judaism as they reflect upon all relations of life, by means of public and private worship according to the tenets thereof, and by teaching and proper religious instructions; and to that end the Congregation shall maintain and conduct a house of worship or temple and a religious school which provide an inspirational setting for religious services and prayer, foster Jewish education as a lifetime pursuit, and create a warm, nurturing environment that supports the commemoration of life cycle events by the members of the Congregation. The Congregation is sensitive and responsive to the needs of its members and fosters the development of a community which provides friendship, creates a sense of belonging and advocates the development of a personal and meaningful Jewish experience.

Practices

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

ARTICLE II

Officers and Directors

Section 1. The officers of this Congregation shall consist of a president, vice-president, secretary, and treasurer. The officers plus nine Trustees, the immediate past president, and one youth representative shall conjointly constitute the Board of Directors.

Section 2. At regular annual meetings of the Congregation each and all of the officers shall be elected to serve two-year terms.

Section 3. At each annual meeting of the Congregation, three trustees shall be elected to serve a three-year term.

Section 5: At each annual meeting of the Congregation, a youth representative shall be elected to serve a one-year term. The age of the youth representative shall be between the age of becoming a bat or bar mitzvoh and the age of eighteen. Upon initial election, the individual serving as youth representative shall have voting privileges that last until the individual reaches the age of membership established in these Bylaws.

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Section 4. The office of any officer or trustee who is absent without adequate excuse from three successive meetings of the Board may be declared vacant by a majority vote of the Board.

ARTICLE III
Powers and Duties

This Congregation, as a corporate organization, shall have the power:

- A. To borrow money for any or all of the purposes for which it is organized and to issue its promissory notes, bonds, or other forms of certificates of indebtedness, for the repayment thereof, with or without interest, and to secure any of its obligations by mortgage, pledge, or deed of trust of or on any of its property, franchise and income.
- B. To purchase, take, receive, lease as lessee, take by gift, devise or bequest, or otherwise acquire, and to own, hold, use, and otherwise deal with any real or personal property, or any interest therein, situate in or out of this Commonwealth, which may be appropriate to enable it to accomplish fully and properly its corporate purpose; and to seal and convey, lease as lessors, and otherwise dispose of all or any part of its property and assets.
- C. To make, alter, amend and repeal bylaws, not inconsistent with its articles or with law, for the administration and regulation of its affairs.

ARTICLE IV
Meetings

Section 1. The annual meeting of the Congregation shall be held any Sunday during September of each year at such place and time as shall be selected and fixed by the Board of Directors.

Section 2. Special meetings may be called at any time by the president, or by a majority of the Board of Directors, or upon the written request of ten members of the Congregation upon seven days notice thereof given to the president, provided that the object of such special meeting is stated in said notice.

Section 3. Each member shall have sent to him or her, through physical or electronic means, a notice of any meeting of the Congregation, either regular or special, stating the time of the meeting, the place at which it is to be held and the purpose for which it is called.

Section 4. It shall not be lawful to transact any business at a special meeting other than that provided for in the call.

Section 5. No fewer than fifteen, or 55 percent, whichever is smaller, of the members in good standing and having the right to vote shall constitute a quorum for the transaction of business at a meeting of the Congregation.

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Section 6. The Board of Directors shall hold regular meetings, at least one every other month, at such time and place as may be by them determined, and shall meet specially at any time at the call of the president or by a majority of the Board.

Section 7: Eight (8) members of the Board of Directors shall constitute a quorum.

ARTICLE V

Nomination and Election of Officers

Section 1. The nomination and election for officers shall take place at the annual congregational meeting, the election to be by secret ballot, and the candidate securing the majority of votes cast by those present entitled to vote, shall be declared duly elected, and the officers so elected shall assume their duties upon installation following their election.

Section 2. Three Trustees shall be elected each year at the annual congregational meeting to serve for three years except for the original election when three trustees shall be elected to serve one year, three shall be elected to serve two years, and three shall be elected to serve three years.

Section 3. The vacancy of any office for any cause whatsoever may be filled for the unexpired term by the Board of Directors.

Section 4. If the Board of Directors offers a slate of nominees, the Congregation shall vote to accept the slate as a whole. If members of the Congregation nominate candidates to challenge any member of the slate, the Congregation may vote to accept the remaining nominees on the slate. The challenged nominees from the slate and their challengers shall be subject to direct election by the members of the congregation by secret ballot.

Section 5. The president, vice president, and nominees for these offices shall be members of the Jewish faith and members of the congregation in good standing.

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ARTICLE VI
Duties of Officers

The President

Section 1. (a) The president shall preside at all the meetings of the Congregation and the Board of Directors. The president shall preserve order and decide all questions of order according to parliamentary rules. The president's decisions, however, shall be subject to appeal. (b) The president shall see that the rules and laws of the Congregation are faithfully observed and executed. (c) The president shall sign all title deeds, papers, books, etc., of the Congregation not specially entrusted to other officers. (d) The president shall appoint all committees, unless otherwise ordered in these Bylaws, and shall be an ex-officio member thereof. (e) The president shall, before each election, appoint at least one teller, who in conjunction with the Secretary, shall conduct the election. (f) The president is expected to attend divine services, preserve proper decorum and have general charge thereof. (g) The president or cemetery chair shall approve every internment in the Congregation's Cemetery, as per the rules governing the Cemetery. (h) The president shall call all special meetings of the congregation as provided in Section 2, Article I of the Bylaws. (i) The president may call a special meeting of the Board of Directors or Congregation whenever the president deems such meeting necessary. (j) The president shall not take the responsibility of doing anything unauthorized by the Bylaws without the consent of the Board of Directors (k) The president shall, at the expiration of the term of office, deliver to the successor president all property, papers and documents belonging to the Congregation.

The Vice President

Section 2. (a) In the absence of the president the Vice President shall preside and exercise the functions of that office. (b) Whenever there is a vacancy in the office of the president, the vice-president shall succeed to the office of president and remain president until the successor is elected at the next annual meeting. (c) The vice-president is expected to attend divine services and assist the president in the general management of the Congregation.

The Secretary

Section 3. (a) The secretary shall attend all meetings of the Congregation and Board of Directors, and shall record, in a full, accurate and impartial manner, the proceedings of all meetings, in books provided for that purpose, and shall attest same when they are approved. (b) The secretary shall read all reports, petitions, and communications of any nature whatsoever. (c) The secretary shall prepare and distribute notices of all meetings to the members of the Congregation or the Board of Directors, and shall in general perform such other duties appertaining to this office as shall be required of the secretary by the Congregation or Board of Directors. (d) The secretary shall be custodian of the seal of the Congregation. (e) The secretary shall, within one week after the expiration of

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the term of office, deliver to the successor secretary all books, papers, seal, and other property belonging to the Congregation.

The Treasurer

Section 4. (a) The treasurer shall take charge of all moneys and other valuable papers belonging to the Congregation, shall give a receipt therefore to the president, and shall have them accessible to officers and committee chairs when needed for specific purposes. (b) The treasurer shall keep an exact and true account of all receipts and expenditures in books kept for that purpose. (c) The treasurer shall draw checks only when authorized by the Board. (d) The treasurer shall at every regular meeting of the Board of Directors or meeting of the Congregation submit an exact statement of the receipts and expenditures during the period since the last respective meeting and a detailed report of the Congregation's financial condition. (e) The treasurer shall, whenever requested, submit for audit and examination all the books, papers, receipts, vouchers and other property of the Congregation in the treasurer's charge, and upon retirement from office the treasurer shall deliver to the Board all moneys, books, papers, receipts, vouchers documents and other property of the Congregation in the treasurer's charge, together with an inventory of the same, and after the books and vouchers shall have been audited and found correct, the Board of Directors shall forthwith deliver to the retiring treasurer a writing, under the seal of the Congregation, certifying to the faithful performance of the treasurer's duty.

The Directors

Section 5. (a) The Board of Directors shall hold meetings at the call of the president, or at the request of the majority of the members of the Board. (b) The Board of Directors shall keep an accurate account of their proceedings and cause it to be read at all the meetings of the congregation. (c) The Board of Directors shall prepare and lay before the Congregation at its annual meeting an estimate of the probable receipts and expenditures for the succeeding year, and render the basis of assessments to be levied on the members to meet the necessary expenditures for the year. (d) The Board of Directors shall, when duly authorized by the Congregation, borrow any specified sum of money for and on behalf of the Congregation, and give in evidence thereof, or in security therefore, the due bill, promissory note or bond of the Congregation in its name or under its corporate seal. (e) In the absence of all officers, one of the Directors shall preside over the affairs of the Congregation. (f) The Board of Directors shall have entire charge, management and control of the affairs and property of the Congregation and shall execute all measures for the maintenance of the property and its adjuncts, transact all matters of finance and negotiations of real estate when approved by the Congregation. (g) The Board of Directors shall have the right to appropriate from the funds of the congregation a sum not to exceed \$25,000.00 for any extra budgetary project. (h) The Board of Directors shall prescribe the rules regulating privileges extended to non-members for attending services for and during any and all of the High Holidays. (i) The Board of Directors shall have the authority to enter into negotiations for the engagement of a Rabbi if and when required, and shall direct and supervise the policy by the Rabbi to pursue in the general performance of the Rabbi's duties.

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Article VII
Committees

Section 1. The president at the first meeting of the Board of Directors after the annual meeting shall appoint from the Board of Directors the chairs of the following committees:

- (a) The Divine Service or Ritual Committee which shall include the Rabbi ex-officio.
- (b) The Cemetery Committee.
- (c) The Building Committee.
- (d) The Finance Committee.
- (e) The Religious School Committee, which shall include the Rabbi ex-officio
- (f) An Activities Committee. and
- (g) Such other committees as the president shall deem necessary and define their functions.

Each committee should consist of the chair; the ex-officio members, if any; plus one or more members of the Congregation. Members of committees are subject to appointment by the president.

Section 2. The Divine Service Committee shall meet from time to time, and shall have charge of the Divine Services and supervise the arrangements of the musical services and may engage or dismiss any members of the choir, subject to the approval of the Board of Directors.

Section 3. The Building Committee shall have charge of the buildings owned by the Congregation, report to the Board of Directors all necessary repairs, and attend to all duties in connection therewith.

Section 4. The Finance Committee shall meet at least twice each year. It shall be the finance committee's duty to examine and report upon the books of the Treasurer and Secretary: to submit annually to the Board of Director, at least ten days before the annual meeting, a report containing a budget for the coming year.

Section 5. The School Committee shall have charge of the Congregation school. Subject to the approval of the Board of Directors, it shall make regulations for the school and confirmation class and have control thereof. It shall meet at least once every other month while the school is in session.

ARTICLE VIII
Revenue

Section 1. The revenue for the maintenance of the Congregation shall be derived by annual assessment of dues on the members of the Congregation.

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Section 2. (a) All classes of membership shall be assessed annually by the Board of Directors. (b) The proposed rate of assessment shall be presented by the Board of Directors to the Congregation at its annual meeting, accompanied by an estimate of the probable expenses (budget) for the maintenance of the Congregation for the coming year. (c) The budget and the assessment of dues shall be subject to approval by a majority vote of the members of the Congregation present at the annual meeting.

Section 3. If after any annual assessment it is found that the rate levied is inadequate to meet the expenses for the maintenance of the Congregation for the current year, then the Board may levy an additional assessment to cover the deficit.

Section 4. All assessments, interests, rentals, and dues of any nature whatsoever shall be due and payable to the Congregation in advance: annually, semi-annually, or quarterly.

ARTICLE IX
Membership

Section 1. Any person, male or female, attaining the age of eighteen years, may become affiliated with the Congregation by membership in the Congregation.

Section 2. Membership may be attained by submitting application therefore to the proper authorities designated, and shall be considered and acted upon by the Board of Directors, at their regular meeting next following the application, or any special meeting intervening, and notice of the disposition of the Board on the application shall be given to the applicant forthwith.

Section 3. Membership in the Congregation shall be divided into two classes, as follows:

Class I. FAMILY MEMBERSHIP. Every individual within a family membership above the age of eighteen shall have the rights and privileges of a member, including the right to vote.

Class II. INDIVIDUAL MEMBERSHIP. Unmarried men or women, widows or widowers.

The word "family" or "family membership" wherever used in these Bylaws is hereby defined to include: the member spouses or domestic partners, dependent children, and dependent parents who can no longer be considered a separate member family.

Section 4. Any member against whom there are not outstanding charges and who is clear of indebtedness to the congregation, may resign membership at any time; provided dues or assessments are paid in full to the date of resignation.

Section 5. A member who had been a previous member of this Congregation and who resigned for reasons other than relocation from the region may be re-elected to membership subject to approval by the Board of Directors.

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Section 6. A member failing to pay dues for six (6) months after same become due and payable may be declared in arrears and suspended by the Board of Directors from all rights and privileges after thirty (30) days notice to the member.

ARTICLE X

Rights and Privileges of Members

A member not in arrears is entitled to the following rights and privileges:

- (a) Use of pews in the Temple.
- (b) Children of members shall have the benefit of the Congregation's schools, subject to the rules and regulations governing the school.
- (c) Children of members shall have the right of being confirmed in the Temple.
- (d) The services of the Rabbi at life-cycle events in a member's family.
- (e) The use of the Congregation's facilities for life-cycle events in the member's family.
- (f) The right to participate at meetings of the Congregation.
- (g) The right to vote.
- (h) The right to hold office.
- (i) The right to attend and participate in religious services for and during the High Holidays, annually, unless forfeited by reason of being in arrears as hereinbefore provided.

ARTICLE XI

The Cemetery

This congregation, as a corporate organization, shall in addition to its religious functions have the further purpose of conducting and maintaining a burial ground or cemetery, not for profit other than is necessary for the proper maintenance of the burial ground or cemetery.

Section 1: The tract of land at present owned by the Congregation, or any other lands which may be purchased or otherwise come into the possession of the Congregation for Cemetery purposes shall be under the immediate control of a Board of Directors.

Section 2: The present Board of Directors of this Congregation shall be the Board of Directors of the Cemetery.

Section 3: The Board of Directors shall have the sole power to map out the lots and dispose of them to the best interests of the Congregation.

Section 4: The Board of Directors shall supervise the Cemetery and prevent the erection of monuments bearing images, or the building of fences around lots or anything detrimental to the looks of the Cemetery, and shall also prevent members from encroaching on the grounds of adjoining lots.

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Section 5: The Board of Directors shall adopt a schedule of prices for plots, according to the location, and all sales of lots shall be in accordance with such schedule; new schedules shall be adopted as occasion requires.

Section 6: The holder of any section or lot shall not be permitted to bury any one on such section or lot except a member of his or her family, subject to such additional charge as the Board of Directors shall determine.

Section 7: The Board of Directors shall have full authority to sell to non-members a section or lot or burial place and charge for such plot as may be determined by Board of Directors.

Section 8: Any person or persons owning a plot of any dimensions in the Cemetery, who may at some time not be interested in the Congregation, whereby the Congregation may be deprived of receiving any revenue from said person or persons, shall be subject to an assessment which may be levied by the Board of Directors, to such an amount as may be considered just, and in case of a refusal on the part of the plot-owner to pay such a demand, said plot or ground shall revert to property of the Congregation, and shall be subject to disposition by sale or otherwise.

Section 9: Any plot owners who are not members of this Congregation shall be subject to assessments by the Board.

Section 10: Any laws omitted herein that may be compulsory on the part of the Wildwood Cemetery's laws, as per the deed therewith, shall be abided by as if they were a part of these Bylaws.

Section 11: All revenue realized from the sale of burial lots in the Cemetery shall be kept and conserved as a separate Cemetery Fund that is independent and apart from the general fund of the Congregation proper. The Cemetery Fund shall be used and applied for the maintenance of the cemetery.

Section 12: At the sole discretion of the Board of Directors, excess amounts in the Cemetery Fund may be transferred to the general fund of the Congregation.

Section 13: Any issues about the Cemetery not covered in these articles, may be covered by cemetery rules and regulations that the Board of Directors may adopt as a separate document.

Section 14: All charges and rules for the cemetery are to be detailed by the cemetery committee and approved by the Board of Directors.

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ARTICLE XII
The Rabbi

This congregation may enter into an engagement to secure the services of an ordained Rabbi to minister and officiate according to the tenets of the profession, and the Rabbi chosen to take charge of the religious services and to exercise rabbinic functions, shall during their continuance in office, be subject to the direction of the Board of Directors.

Section 1: An ordained Rabbi, if and when employed, shall be elected by the Board of Directors. The vote to elect a Rabbi shall require a two-thirds (2/3) majority of the Board of Directors present and voting. The term of employment following election shall be not less than one year.

Section 2: A meeting for election of a Rabbi shall be announced by physical or electronic notice to each member of the Board of Directors.

Section 3: The Board of Directors shall make its instructions and rules for the conduct of the Rabbi, which shall be just and reasonable, and should a Rabbi disregard them or indulge in conduct inimical to the best interests of the Congregation, the President with approval of the Board of Directors shall have the power to suspend the Rabbi from employment, and the President shall promptly call a meeting of the Board of Directors to determine disciplinary action up to and including termination of employment.

Section 4: The Rabbi shall conduct divine services in the Temple at all times, except when excused by the President, and perform such other duties of the rabbinic profession as are customary in Congregations using the same form of worship as does this congregation, or as the Board of Directors may from time to time determine.

Section 5: The Rabbi shall not be absent from the Congregation to perform any religious services for any non-member without the written consent of the President. If by the consent of the President, the Rabbi performs any such religious services, a fee for the service may be determined by the Board of Directors in addition to any gratuity given to the Rabbi.

Section 6: If a student Rabbi is serving the congregation, the Rabbi's duties and salary shall be governed by the rules of the Hebrew Union College-Jewish Institute of Religion (HUC-JIR).

Article XIII
The School

A Religious School shall be organized and maintained under the Religious School Committee appointed by the President, who shall have responsibility for the general management thereof. Instruction in the Religious School shall be given by the Rabbi or others approved by the Board with such assistance as the committee shall provide. The Rabbi shall personally prepare candidates for b'nai mitzvah and shall personally prepare

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classes for confirmation. Religious and Hebrew instructions shall be made available to children of members and non-members subject to regulations as specified by the Religious School Committee and the Board of Directors.

Article XIV
The Community Center

This congregation, as a corporate organization, shall have and assume jurisdiction over the Community Center which supplements the religious institution and comprehends a part thereof, for the further purpose of the improvement of the spiritual, mental, social and physical condition of the youth of the Community of Williamsport, and to utilize it as a center for communal gatherings and activities of the community of Williamsport.

Section 1. The building immediately adjoining the Temple and known as the Community Center together with all its equipment and appointments shall at all times be dedicated to and for the use of the members of this Congregation and the Williamsport Jewish community at large, for social, educational, and communal activities subject to such rules and regulations as may be adopted and prescribed by the Board of Directors.

Section 2. Any member of the Congregation shall be entitled to the privilege of the use of the Community Center upon application made thereof to the President or Chairman of the House Committee for a purpose as may be within the scope of appropriate activities at the discretion of the House Committee and the Board of Directors.

Section 3. The Community Center shall be at all times available for the conduct of social affairs; theatrical or musical entertainment; meetings for the transaction of matters affecting the good and welfare of the community; assemblies for the promotion of activities affecting communal interest; and congregational activities and affairs.

Section 4. Fees for use of the Community Center by members and non-members shall be established by the Board of Directors.

Section 5. Fees for the use of the kitchen by members and non-members shall be established by the Board of Directors.

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ARTICLE XV
Dissolution

In the event of dissolution of the corporation, the Board of Directors shall, after paying or making provisions for the payment of all the liabilities of the corporation, dispose of all the assets of the corporation exclusively for the purposes of the corporation in such manner , or to such organization or organizations organized and operated exclusively for the charitable, education, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under applicable state and federal laws. as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas of the county in which the principle office of the corporations is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE XVI
Amendments

Amendments to these Bylaws shall be presented in writing and shall be proposed by the Board of Directors or by at least fifteen, or 55 percent, whichever is smaller, of the members of the Congregation in good standing and having the right to vote, and shall be filed with the Secretary. Such amendments may be acted upon at any regular meeting of the Congregation or at any special meeting called for that purpose. Copies of the proposed amendments shall be distributed by physical or electronic means to each member along with the notice of the meeting at least ten (10) days prior thereto. An affirmative vote of two-thirds (2/3) of the members in good standing, present and voting, shall be necessary to adopt any amendment.

Enacted by the Congregation on September 13, 2009.