



# congregation brit shalom

## By-laws

### Article I: Name, Purpose and Location

1. This organization shall be known as Congregation Brit Shalom.
2. The Congregation is a tax-exempt religious corporation dedicated to the preservation, development, and advancement of the principles, ethics, traditions, and customs of Judaism and the Jewish People through religious, educational, humanitarian, philanthropic, and social programming and activities.
3. The Congregation shall be located at its building, 620 East Hamilton Avenue, State College, PA 16801
4. The Congregation will be a member of the Union for Reform Judaism (URJ) and will abide by the constitution and by-laws of the URJ and will pay dues to the URJ, as specified in the URJ by-laws.

### Article II: Membership

1. Any person age 18 or over, born of a Jewish parent or who has converted to Judaism, and who subscribes to the purposes of the Congregation, as well as his or her spouse or domestic partner, may become a member.
2. Family membership may include any unmarried and dependent child, who is age 26 or under, as an associate, non-voting member.
3. The Congregation Brit Shalom Rabbi shall be extended an honorary, non-voting membership, with membership dues waived.
4. Penn State Hillel Foundation's Rabbi/director shall be extended an honorary, non-voting membership, with membership dues waived.
5. Each adult member in good standing shall be entitled to one vote and such other privileges of membership as may be established.
6. A member shall be in good standing when all financial obligations have been satisfied within 30 days of their due date, as set by the Board or its designee. A member not in good standing shall be declared delinquent and referred to the Board of Directors for further action, and may be suspended from any position of responsibility.

### Article III: Governance

1. The affairs of the Congregation shall be conducted in a democratic manner.
2. The meetings of the Officers, Board of Directors, Trustees, and all committees shall be open meetings except during executive sessions, for consideration of (a) personnel matters or (b) financial matters of individual members.
3. Minutes of all meetings shall be promptly prepared by and provided by the Secretary of the Congregation, who shall maintain files available upon request to any member.
4. Notice shall be sent to the Congregation at least 30 days before the effective date of any policy approved by the Board of Directors and/or Trustees. Policies may contain an effective date, but if not, a policy shall become effective thirty (30) days after enactment.
5. A member must be present in person or participating virtually, in synchronous mode, to vote on any issue before the General Membership, Board of Directors, Trustees, or any committee. Neither proxy nor absentee voting shall be permitted on any matter. A member may be present physically or through a synchronous video connection.

6. A member shall not vote on any issue before the General Membership, Board of Directors, Trustees, or any committee when that member has a conflict of interest. If there is a dispute or uncertainty as to the existence of a conflict of interest, the remaining board members (other than the board member whose status is in question) shall determine if a conflict exists or not.
7. Except as other articles of these By-laws require, the General Membership, Board of Directors, Trustees, and all committees shall conduct business in the manner set at the initial meeting under the then current presiding officer. The presiding officer may choose from any such manner described in the then current edition of *The Modern Rules of Order* or of *Robert's Rules of Order: Newly Revised*. Alternatively, the presiding officer may move to suspend all rules until the Board reinstates one. The presiding officer may designate a parliamentarian to provide advice. The Congregation Brit Shalom fiscal year and the membership year shall be from January 1 to the following December 31.
8. Terms of office for members of the Brit Shalom Board of Directors and for chairpersons of committees of the Board shall be from July 1 to the following June 30.

#### **Article IV: General Membership**

1. All powers, except as otherwise provided in these By-laws, shall vest in the General Membership, including approval of: a) affiliation with any natural religious organization; b) purchase, lease, encumbrance, or sale of any real estate; and c) construction or alteration to the Congregation's building with a cost of more than \$100,000.00.
2. Prior to action by the General Membership on any purchase, lease, encumbrance, or sale of real estate, or construction or major alteration to the Congregation's building, the proposal shall be referred to the Trustees and to the Board of Directors for review and recommendations.
3. Prior to action by the General Membership on whether or not to retain the Rabbi, the matter shall be referred to the Board of Directors for a review and recommendation. The recommendation of the Board of Directors, along with a tally of the Board's vote, shall be presented to the membership.
4. Regular meetings of the General Membership shall be held semi-annually. The meeting, notice, agenda, and all reports to be discussed at the meeting shall be sent to all members at least 14 days prior to the date of the meeting.
5. At the Fall Meeting, to be held no later than November 30, there shall be a financial overview and summary presentation of the tentative operating budget for the coming year.
6. At the Spring Meeting, to be held no later than May 31, the President shall report on the State of the Congregation and there shall be a discussion of previously distributed reports from the Officers, Board of Directors, Trustees, Rabbi, and committees, and there shall be the nomination and election of Officers, Trustees and Directors-at-Large.
7. A special meeting may be called at the discretion of the President, by majority vote of the Board of Directors, or upon a petition to the President from at least 10 percent of the members eligible to vote at such a meeting. A special meeting shall be held as promptly as possible. Notice of the date, time, place, and limited purpose of the special meeting shall be sent to all members by first-class mail at least seven days prior to the date of the meeting.
8. A quorum for a General membership Meeting shall consist of 15 percent of the members in good standing. The Secretary shall certify members in good standing seven days prior to the date of the meeting.

#### **Article V: Board of Directors**

1. There shall be a Board of Directors consisting of eleven (11) Officers and six (6) Directors-at-Large.
2. The Board of Directors shall: a) be responsible for the vitality and welfare of the Congregation, including membership recruitment, development, well-being and participation; b) provide for financial stability and management; c) establish the annual operating budget and membership contribution assessment and fees; and d) provide for the care and use of the Congregation's property and equipment, tax status, or postal privileges, with or without fee or reimbursement.
3. The Board of Directors by specific action and/or policy shall approve any financial support or use of Congregational employees, facilities, equipment, tax status, or postal privileges, with or without fee or

reimbursement.

4. The Board of Directors may issue public statements on behalf of the Congregation consistent with the Congregation's purpose.
5. The Board of Directors, by at least two-thirds vote, may censure, suspend, or remove any Officer, Director, Trustee, Committee Chair, committee member, or employee for cause, including failure to discharge responsibilities.
6. The Board of Directors shall meet monthly. A special meeting shall be held as soon as possible, at the call of the President or at the request of at least five (5) directors.
7. Nine directors shall constitute a quorum. There shall be one vote per director.

## **Article VI: Officers**

The Officers shall be:

1. President, Vice President for Educational Affairs, Vice President for Finance and Administration, Vice President for Membership, Vice President for Programming, Vice President for Religious Affairs, Vice President for Social Action, Secretary, Treasurer, Immediate Past President, and President-elect.
2. The President is the executive officer of the Congregation and shall perform such duties as properly pertain to that office. The President shall preside at all meetings of the Congregation and the Board of Directors; report to the Congregation regularly through its newsletter and at the semi-annual meetings; be the principal liaison between the Congregation and its Rabbi; execute all documents on behalf of the Congregation; have the discretion to call special meetings of the Congregation and the Board of Directors; appoint the chair, unless otherwise provided in these By-laws, and members of all committees with the advice and approval of the Board of Directors; establish ad hoc committees as deemed necessary; assign responsibility to a Vice President for each committee not assigned in these By-laws; and assign responsibility for supervision of each specific employee with the advice and approval of the Board of Directors.
3. The Immediate Past President assumes this office immediately upon termination of her or his term as President. The Immediate Past President shall serve as a mentor to the President, shall act as an advisor to the President and other members of this Board, and when appropriate, shall provide additional support, as requested by the Board. The term of the Immediate Past President shall extend through the end of the term of the current President. If the President leaving office is unable to serve as the subsequent Immediate Past President, the Board may extend the term of office of the current Immediate Past President, with the approval of that officer.
4. The President-elect shall assume this office immediately upon election and shall continue in the office of President-elect until assumption of the presidency. The President-elect shall observe the President in the discharge of the President's duties, in order to prepare the President-elect for assumption of the presidency. The President-elect also shall act, where necessary and appropriate, as an advisor to the President, and shall provide additional support, as requested by the Board. If the President-elect is elected from among the then current members of the Board of Directors, the President-elect may serve out the remainder of his or her current term on the Board and fulfill any accompanying responsibilities concurrently with his or her term as President-elect. If, in the serving of any concurrent term, the President-elect would otherwise be required to step down from the Board due to term limits, the President-elect shall nonetheless continue to serve as President-elect, after relinquishing the term-limited role.
5. The Vice President for Education shall provide coordination for all educational activities sponsored by the Congregation, including its religious school, adult education, nursery school and library; propose and monitor educational standards, curricula, staffing and fees; keep records of enrollment, achievement, and completion of study; keep course materials and supplies; and recommend employment, compensation, training, supervision, evaluation, and retention of all educational personnel.
6. The Vice President for Finance and Administration shall coordinate all financial, administrative, operational, and physical-facility aspects of the Congregation, including the Standing Committee of Finance, Fund Raising, and House and Grounds; recommend committees as may be appropriate; and present reports and recommendations as assigned by the President. [The Vice President for Finance and Administration shall serve as the chair of the Finance Committee.](#)

- ~~7.6.~~ The Vice President for Membership shall recruit new members and serve as the Board of Directors' liaison to Community Action and other affiliated groups, as appropriate.
- ~~8.7.~~ The Vice President of Programming shall coordinate all programming activities of the Congregation in conjunction with the Vice President for Educational Affairs, the Vice President for Religious Affairs, and the Vice President for Membership, including the Standing Committees on Community Action, Educational Affairs, Membership, Religious Affairs and Youth; recommend to the President and Board of Directors the charge, chair and members of such committees as may be appropriate; present reports and recommendations on behalf of those committees; and perform such other duties as assigned by the President.
- ~~9.8.~~ The Vice President for Religious Affairs shall provide coordination in conjunction with the Rabbi for all religious activities sponsored by the Congregation, including religious services and observances, cemetery, burial societies, and life cycle events; propose and monitor religious standards and fees; keep a permanent record of all life cycle events; keep, maintain, and record all religious articles and artifacts belonging to the Congregation; and recommend employment, compensation, training, supervision, evaluation, and retention of all religious personnel except the Rabbi.
- ~~10.9.~~ The Vice President for Social Action shall chair the Social Action Committee and coordinate activities that support Tikkun Olam and shall advocate for social justice, guided by the principles of Brit Olam, working for a world of compassion, justice, and wholeness, as articulated by the Religious Action Center of Reform Judaism.
- ~~11.10.~~ The Secretary shall record and maintain complete and accurate minutes for all meetings of the Congregation and Board of Directors and prepare a summary following each meeting for publication in the Congregation's newsletter; receive, maintain, and make available the minutes from the Trustees and all committees; maintain the Congregation's policy and procedures manuals; maintain a current list of members in good standing of the Congregation; and be the Congregation's archivist.
- ~~12.11.~~ The Treasurer shall maintain complete and accurate financial records; be responsible for all general operating funds; make deposits and disbursements as authorized by the Board of Directors; prepare and present written informational reports of all income, expense, assets, and liabilities for each meeting of the Congregation and Board of Directors; prepare and issue statements of account to members; notify the Board of Directors promptly if any member becomes financially delinquent; pursue collection of delinquent dues and other delinquent financial obligations; coordinate preparation of a line-item budget for the coming fiscal year with the assistance of Officers, Directors, Trustees, and Committee Chairs; complete all tax returns and remit taxes as due; and perform such other duties as normally associated with the office. The Treasurer may appoint or employ an Assistant Treasurer with the advice and approval of the Board of Directors.

### **Article VII: Building Trustees**

- ~~1. There shall be five (5) Building Trustees, four elected by the General Membership and approved by the Board of Directors, and *ex officio*, the President of the Congregation.~~
- ~~2. The Trustees shall conduct a complete inspection of all real property, and review all property, casualty, and liability insurance annually.~~
- ~~3. The Trustees shall administer the Building Fund.~~
- ~~4. The Trustees shall select a Chair, a Secretary, a Treasurer, and an Assistant Treasurer. The Assistant Treasurer need not be a Trustee.~~
- ~~5. The Trustees shall meet and report to the Board of Directors at least quarterly and to the General Membership annually.~~
- ~~6. The Treasurer of the Congregation shall promptly and at least quarterly transmit to the Trustees any funds received for the Building Fund. The Treasurer and other fiscal agents may deposit these funds in a bank or credit union account or place them in an investment account, with approval of the Trustees.~~

### **Article VIII: Endowment Fund Trustees**

- ~~1. There shall be five Endowment Fund Trustees and one *ex officio* Board Member, either the Vice President of Finance or the Treasurer, appointed by the President. The initial Trustees shall be appointed by the President~~

~~of the Congregation for staggered terms of between one and five years, and no Endowment Trustee shall serve for more than two consecutive terms, including previous and current terms served by current trustees. Succeeding terms shall be for five years. Upon the occurrence of a vacancy, whether by death, resignation, or end of term, the majority of the remaining Trustees shall appoint a new Trustee, subject to the approval of the Board of Directors of Congregation Brit Shalom. The Trustees and the Board shall consider the financial and/or fundraising experience of each appointee. The new Trustee will serve for the unexpired term of the predecessor in office, or for five years if for a full term.~~

- ~~2. The Endowment Fund Trustees shall administer the Endowment Fund. The rules of the Endowment Fund Trustees, including investment and distribution policies, shall be shared with and approved by the Board of Directors annually, subject to the restriction that principal from the fund shall never be used for distribution. The Endowment Fund Trustees shall be responsible for endowment fundraising.~~
- ~~3. The Trustees shall meet with and report to the Board of Directors at least thirty days prior to the semi-annual Congregational Meetings. The Endowment Fund Trustees shall provide financial statements on at least a quarterly basis and present the upcoming fiscal distribution as early as possible, after the end of the calendar year, and no later than February 28.~~

## **Article IX: Committees**

1. The Standing Committees of the General Membership shall be:
  - a) Educational Affairs
  - a) Finance
  - b) Financial Adjustments
  - c) Fund Raising
  - d) House and Grounds
  - e) Membership
  - g) Nominations and Election
  - h) Programming
  - i) Rabbi Support
  - j) Religious Affairs
  - k) Social Action
  - l) Youth
2. Each committee shall meet on a regular basis and report at least quarterly to the Board of Directors and to the General Membership annually.
3. The Educational Affairs Committee, chaired by Vice President for Educational Affairs, shall advise and assist with all educational activities of the Congregation, including religious school, adult education, nursery school, and library. The Vice President, or his or her designee, shall serve as the official liaison between the Board of Directors and the Nursery School Board of Directors.
4. The Finance Committee shall monitor financial affairs, policies, and practices. The Finance Committee shall administer the Building Fund and shall report on its status to the Board of Directors at least quarterly and to the general membership annually. The Finance Committee shall administer the Endowment Fund, including establishment of investment and distribution policies, which shall be shared with and approved by the Board of Directors annually. Principle of the Endowment Fund shall never be used for distribution. The President and Treasurer shall be ex officio voting members. The Vice President for Finance and Administration shall serve as the Chair of the Finance Committee. ~~The Vice President for Finance and Administration, Treasurer, and Chair of the Trustees shall be ex officio members, but not chair this committee.~~
5. The Financial Adjustments Committee shall recommend policies for consideration and adjustment of member and non-member contributions, assessments and fees, and receive, act upon and maintain records of all such requests. All individual actions shall be confidential.
6. The Fund-Raising Committee shall be responsible for voluntary activities to generate funds for Congregational purposes. A member of this committee shall be responsible for the Gift Funds. The Treasurer shall serve as an ex officio member of the committee.
7. The House and Grounds Committee shall be responsible for maintenance of the interior and exterior of the building, its grounds, and equipment, and recommend policies concerning their use. The Committee shall conduct a complete inspection of all real property and review all property casualty and liability insurance

[annually.](#)

8. The Membership committee, chaired by the Vice President for Membership, shall be responsible for membership and Havurot recruitment, development and recognition, regular publication of a newsletter, and Hesed and other activities to assist members.



9. The Programming Committee shall consult with the Rabbi to schedule and/or organize events of benefit to the Congregation and community.
10. The Religious Affairs Committee, chaired by the Vice President for Religious Affairs, shall advise and assist with all matters relating to religious services and observances, ceremonies, life cycle events, ritual and halacha, and maintaining liaison with the Chevra Kadisha, funeral directors and cemeteries.
11. The Social Action Committee shall serve as liaison to the community on humanitarian and social action issues and advocate for social justice, guided by the principles of Brit Olam, working for a world of compassion, justice, and wholeness, as articulated by the Religious Action Center of Reform Judaism.
12. The Youth Committee shall advise and assist with all youth programming and maintain liaison with relevant local, regional, and national youth organizations, advisors, and officers.

### **Article X: Finances**

1. All fiduciary responsibilities rest with the Board of Directors. The members of the Board of Directors, jointly and severally, shall be responsible for all investments, other than the Endowment Fund, and all real property and associated funds. The Board of Directors shall be responsible for all personal property and other funds.
2. The Board of Directors may authorize a member or employee to receive, administer, or disburse funds, subject to at least annual review by the Audit Committee.
3. The Board of Directors shall approve a tentative general operating budget for the coming fiscal year no later than November 30. On the next business day following approval, the tentative operating budget shall be posted on the Congregational website and otherwise made available to the general membership for review and comment. The Board of Directors shall approve the final general operating budget at its first meeting of that budget cycle, but no later than January 20.
4. The Board of Directors, prior to December 15 of each year, shall establish the annual membership contribution, building fund assessment, and all fees, including school tuition, building and equipment use, and life cycle events, for both members and non-members for the next fiscal year.
5. At initial membership, a schedule of the membership contribution, and all assessments and fees shall be provided to an incoming member. Initial payment shall constitute acceptance of the schedule and any subsequent changes or revisions unless the member, in writing, notifies the President otherwise. Resignation of any member shall not discharge the obligation to pay all monies due.

### **Article XI: Nomination, Election, and Vacancies**

1. The President with the advice and approval of the Board of Directors shall appoint the chair and members of the Nominations and Election Committee, which shall consist of at least two (2) Directors-at-Large with continuing terms, and three (3) non-board members. No later than March 31 of each year, the General Membership shall be sent notice of the composition of the Committee.
2. The Nominations and Election Committee shall solicit nominees from the General Membership for Officers, Trustees, and Directors-at-Large. Any member in good standing shall be eligible for nomination and election, provided that any nominee for President, Vice President for Educational Affairs, and Vice President for Religious Affairs shall be Jewish. Nominations may be received from the floor.
3. The President and the President-elect shall be elected for one two-year term. They are limited to a single term in office. The remaining officers shall be elected annually for one-year terms. Three Directors-at-Large shall be elected each year for two-year terms. Two Trustees shall be elected each year for two-year terms. No Director-at-Large or Trustee shall be elected for more than two consecutive terms to the same position. Officers, including secretary, treasurer, and vice presidents may be elected for up to three consecutive terms, with this exception. Should the Nominations and Election Committee [see Article XI:2] fail to identify a candidate for an officer position, other than President, and with 2/3 of the Board of Directors present and voting Yea, the term limit may be waived on an annual basis.
4. The Nominations and Election Committee shall propose and send notice of a slate of nominees, at least one for each position, to the General Membership at least 14 days in advance of the Spring General Membership

- Meeting. Additional nominations may be made from the floor at that meeting.
5. Elections shall be conducted at the Spring General Membership Meeting for Officers, Trustees, and Directors-at-Large, in that order. Election shall be determined by a majority of the voting members present.
  6. In the event that the President is absent or unavailable, such duties as necessary shall be performed by the officer of the Board who presides over one or more committees, in the following order of precedence: Finance and Administration, Religious Affairs, Membership, Educational Affairs, Social Action, Programming, Secretary, and Treasurer.
  7. In the event that an Officer is absent or unavailable, the presiding officer, as designated, under Article XI:§6, shall designate another Officer or Director to perform such duties as necessary, in accordance with the order of precedence set forth in Article XI:§6.
  8. In the event that the Chair of the Trustees for either body is absent or unavailable, such duties as necessary shall be performed by another Trustee in an order established annually by the Trustees within each body.
  9. A vacancy in any Office, Directorship, or Trusteeship shall be filled until the next regular election by vote of at least two-thirds of the Board of Directors present and voting, as long as a quorum of Directors is otherwise present. If necessary, a Director-at-Large or Trustee shall be elected for the unexpired second year of a two-year term at the next regular election.

### **Article XII: Rabbi**

1. The Rabbi shall be the spiritual, educational, and moral leader of the Congregation. The Rabbi shall perform those duties normally associated with such a position and as mutually established by an employment contract.
2. The Rabbi shall have complete freedom of expression as an individual. If the Congregation and/or Board of Directors have formally approved a statement of position, the Rabbi shall present this position when acting as a representative of the Congregation.
3. At the discretion of the presiding officer, the Rabbi may participate but not vote in any meeting of the Board of Directors, Trustees, or any committee. The Rabbi will not participate in discussions pertaining to his or her performance and/or contract other than indicating interest in continuing in the position.
4. The Rabbi may make expenditures in accordance with the budget and policies established by the Board of Directors.
5. The Rabbi shall report regularly to the President, Board of Directors, and General Membership.
6. When necessary, the President with the advice and approval of the Board of Directors shall appoint an ad hoc committee composed of Board and non-Board members to recruit and nominate candidates for Rabbi. The Committee shall be responsible for all aspects of the process and shall consult with the General Membership.
7. Initial appointment of a Rabbi shall be approved by at least two-thirds of the Board of Directors.
8. The President, with the advice and approval of the Board of Directors, shall annually appoint a committee of Board and non-Board members to conduct an evaluation of the Rabbi's performance.
9. The Rabbi's contract shall be approved by at least a two-thirds vote of the entire membership of the Board and shall be available upon request to any member.

### **Article XIII: Affiliated and Local Organizations and Interest Groups**

1. Any formally constituted organization affiliated with the Congregation by its name, membership or funding, in whole or part, shall conduct its affairs in accordance with these By-laws and all policies of the Congregation. The By-laws or governing principles of each such affiliated organization shall be provided to the Board of Directors. Each affiliated organization shall submit an annual report of its officers, activities, policies, membership, and financial condition to the Board of Directors.
2. Any informally constituted interest group associated with the Congregation by its name, membership or funding, in whole or part, shall conduct its affairs in accordance with these Bylaws and all policies of the Congregation. Each interest group shall submit an annual report of its activities, policies, participants, and financial condition of the Board of Directors.
3. Any autonomous local organization whose purposes are consistent with the purposes of the Congregation



may receive financial support, access to the Congregation's facilities and equipment, or other support approved by the Board of Directors.

#### **Article XIV: Amendments**

These By-laws may be amended by at least two-thirds of the members who are eligible to vote and are present at any General Membership Meeting, provided that written notice of the proposed amendment has been sent to all members at least 14 days prior to the date of that meeting.

#### **Article XV: Dissolution**

Upon the 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 charitable, educational, religious or scientific purposes as shall at the time qualify as an exempt organization or organizations under section 501c(3) of the Internal Revenue Code of 1986 (or corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any such assets not so disposed shall be disposed of by the Court of Common Pleas of the county in which the principal office or the corporation 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.

[Effective 11/18/2020 Proposed to BOD Feb 8, 2023](#)