

BY-LAWS

OF

KOL TZEDEK
(VOICE OF JUSTICE)

PHILADELPHIA, PENNSYLVANIA

ADOPTED BY THE BOARD OF DIRECTORS
APRIL 17, 2005

Various Revisions from that date through May 7, 2006

ADOPTED AT THE CONGREGATIONAL MEETING, MAY 7, 2006

AMENDED AT THE CONGREGATIONAL MEETING, MAY 20, 2007

PROPOSED BY-LAW REVISIONS FOR CONSIDERATION AT THE CONGREGATIONAL MEETING, JUNE 15,
2015

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ARTICLE I
NAME

This Congregation shall be known as Kol Tzedek (“Voice of Justice”).

ARTICLE II
MEMBERSHIP

SECTION 1: REQUIREMENTS OF MEMBERSHIP

- a. Accept and support the mission of Kol Tzedek;
 - b. Abide by the dues structure of Kol Tzedek;
- and
- c. Be Jewish, part of a Jewish household, or exploring Judaism.

SECTION 2: PRIVILEGES OF MEMBERSHIP

- a. All persons over the age of 13 having membership shall be entitled to vote on any matter pending before a Congregational meeting.
 - b. Only members may be voting members of a committee.
- c. Members may receive the services of the Rabbi and Congregation for life-cycle events, illness or bereavement, subject to the discretion of the Rabbi and President.
- d. To receive the privileges of membership, a member must be in good standing. A member who is current with respect to all financial obligations to Kol Tzedek shall be considered in good standing, unless membership has been revoked.

SECTION 3: REVOCATION OF MEMBERSHIP

- a. Membership may be revoked through the following process:
 - (1) A motion is brought by a member of the Board of Directors requesting that the Board revoke membership of a specific member of Kol Tzedek;
 - (2) A subcommittee is appointed by the Board to investigate the circumstances leading to the revocation request;
 - (3) The member in question is afforded an opportunity to respond to the subcommittee the Board at the Board’s discretion;
 - (4) The subcommittee returns a recommendation to the Board;
 - (5) The Board votes on the subcommittee’s recommendation; and
 - (6) The member in question is notified by certified letter of the Board’s decision, whether the results of the vote are for or against revocation.
- b. The following reasons constitute the only bases upon which revocation of membership may be considered:
 - (1) Failure of a member to uphold the membership requirements or
 - (2) Conduct that is harmful to the business of the Kol Tzedek community.

c. When membership is revoked, all of the privileges and rights of membership are terminated as of that date.

ARTICLE III
BOARD OF DIRECTORS

SECTION 1: EXECUTIVE COMMITTEE

- a. Kol Tzedek's Governance will consist of an Executive Committee and a Board of Directors.
- b. The Executive Committee shall be comprised of the Officers of Kol Tzedek and two at-large members.
- c. The Executive Committee will oversee the operations of the synagogue to include:
 - Finance
 - Administration & Staffing
 - Strategic Planning
 - Membership
- d. The Executive Committee will make summary minutes of its meetings that do not contain confidential information available to members in an electronic format to be decided upon by the Executive Committee in its reasonable discretion.
- e. In the temporary absence of an officer, the Executive Committee shall appoint an interim officer from among the members of the Board of Directors.
- f. The Executive Committee shall plan to hold at least one regular meeting per month.
- g. Executive Committee meetings may be canceled by agreement of the President and two other members of the Executive Committee.
- h. Special meetings of the Executive Committee may be called by the President, or upon written request to the Secretary by three (3) members of the Executive Committee.
- i. Executive Committee meetings must be held at least once per fiscal quarter.
- j. The Executive Committee shall serve without pay.

SECTION 2: BOARD OF DIRECTORS

- a. The Board of Directors is ultimately accountable to the membership of Kol Tzedek for all aspects of synagogue operations and functions. Therefore, all policies, procedures and decisions of synagogue committees and groups are subject to review by the Board, at its discretion.
- b. The Board of Directors will act as a governance entity with duties to include:
 - Review new procedures created by the Executive Committee, Active Standing and/or Ad Hoc Committees
 - Review financial statements and give input to the congregational budget
 - Approve, as needed, policies developed by the Executive Committee, Active Standing and/or Ad Hoc Committees
 - Discuss any programming issues that need to be discussed at the Board level
- c. Members of the Board of Directors are to bring issues of importance and concern to the President, to be discussed at the Executive Committee, as needed. Members of the Board may be called upon to fill ad-hoc committees on particular areas of exploration and policy development.

- d. The Board of Directors will consist of all members of the Executive Committee and:
 - The Chairs of the synagogue's active committees. Active committees are those that meet at least twice a year and have at least two synagogue members engaged. If the chair cannot attend, he/she can send a representative to the board meetings.
 - A minimum of three and a maximum of seven elected at-large members, elected for staggered two year terms
- e. Kol Tzedek's Rabbi will serve as non-voting member of the Board of Directors and the Executive Committee.
- f. The Board of Directors shall serve without pay.
- g. The Board of Directors shall hold at least three meetings per fiscal year, which will be open and publicized to the membership of Kol Tzedek.
- h. Special meetings of the Board of Directors may be called by the President, or upon written request to the Secretary by three (3) members of the Board of Directors.

SECTION 3: ELECTION OF AT-LARGE MEMBERS

- a. In the event a vacancy has occurred because of removal or resignation of an at-large member or members during the first year of a two-year term, an additional at-large member or members shall be elected at the next Annual Congregational Meeting for a one-year term.
- b. In the event that election must be held at the Annual Congregational Meeting to fill the remainder of a term, as indicated in clause b. above, the nominee(s) for the Board of Directors receiving the most votes will fill the two-year slot(s), with the next highest filling the one-year slot(s).
- c. In order for any candidate to be elected as an at-large member of the Board, the candidate must receive at least 10 votes or 25% of the eligible votes cast, whichever is greater.
- d. Elected board members shall serve for a maximum of 2 consecutive terms (i.e., 4 consecutive years), except that service as an officer shall not count towards the limit.
- e. An elected board member who has served the maximum number of consecutive years may run for a new term after a one-year hiatus.
- f. The Board may fill all Director vacancies until the next Congregational election

SECTION 4: ELECTION OF THE CHAIRPERSONS OF THE PERMANENT STANDING COMMITTEES

- a. The chairpersons of the permanent standing committees shall be elected for two-year terms as chairperson (and consequently for two-year terms on the Board of Directors) at the Annual Congregational Meeting. The Membership and Outreach chair shall be elected one year, with the other two chairpersons to be elected the following year, so that the terms are staggered.
- b. In the event a vacancy has occurred because of removal or resignation of an elected committee chair or chairpersons during the first year of a two-year term, a new committee chairperson shall be elected at the next Annual Congregational Meeting for a one-year term.
- c. In order for any candidate to be elected as the chairperson of a permanent standing committee, the candidate must receive at least 10 votes or 25% of the eligible votes cast, whichever is greater.

- d. As per Article III, Section 1, an elected committee chair shall serve for no more than two consecutive terms (i.e., 4 consecutive years), as chair of any one committee. The chair may return to that position after a one-term (two-year) hiatus.
- e. The Board may fill all elected committee chairperson vacancies until the next Congregational election

SECTION 4: MEETINGS

At all meetings of Kol Tzedek, the Board of Directors, or the Executive Committee, the most recently published edition of Robert's Rules of Order shall be followed in spirit where not inconsistent with any provision of these By-Laws or with any measure adopted by Kol Tzedek or its Board of Directors.

SECTION 6: QUORUM

Over fifty percent of Board members must be present to constitute a quorum; if the Board consists of 10 or 11 members, 6 would need to be present; 12 or 13 members, 7 would need to be present. In the absence of a quorum, no formal action will be taken except to adjourn the meeting to a subsequent date.

SECTION 7: ATTENDANCE

If any officer, at-large member of the Board of Directors or elected committee chair serving on the Board of Directors is absent from two (2) successive regular meetings of the Board without first notifying a member of the Executive Committee at least 48 hours in advance of the Board meeting, then the office of that member may be declared vacant by the Board, and filled in accordance with the provision for filling vacancies of that office.

SECTION 8: PROPERTY MANAGEMENT RESPONSIBILITIES

The Board of Directors shall be responsible for the management of all properties, both real and personal, belonging to Kol Tzedek. The purchase, sale, disposition, fundraising for or mortgaging of such properties in excess of Seven Thousand Five-Hundred Dollars (\$7,500) must be authorized by the membership of Kol Tzedek at a regular or special Congregational meeting, by a majority vote [50% plus 1 of those present (including proxies)].

SECTION 9: AUDIT

The financial records of Kol Tzedek shall be audited at least once each fiscal year.

SECTION 10: VOTING

Each individual member of the Board of Directors shall be entitled to one vote on each motion before the Board.

SECTION 11: INDEMNIFICATION CLAUSE

Kol Tzedek hereby indemnifies and holds harmless the officers of Kol Tzedek, the Board members and the committee chairpersons for their actions performed in the scope of their duties for Kol Tzedek as officers, Board members and committee chairpersons to the fullest extent permitted by law, unless such member is found guilty of or liable for fraud or other deliberate malfeasance. In each instance where indemnification is sought, the Board of Directors must approve the request for indemnification.

ARTICLE IV
OFFICERS

SECTION 1: OFFICERS

The officers of Kol Tzedek shall consist of a President, a Vice-President, a Secretary, and a Treasurer.

SECTION 2: ELECTION OF OFFICERS

a. The officers of the Board of Directors shall be elected for two-year terms at the Annual Congregational Meeting. The President and the Vice-President shall be elected one year, with the Treasurer and Secretary to be elected the following year, so that the terms are staggered.

b. In the event a vacancy has occurred because of removal or resignation of an officer or officers during the first year of a two-year term, an additional officer or officers shall be elected at the next Annual Congregational Meeting for a one-year term.

c. In order for any candidate to be elected as an officer, the candidate must receive at least 10 votes or 25% of the eligible votes cast, whichever is greater.

d. Officers shall serve no more than two consecutive two-year terms in any position or combination of positions without a one-year hiatus.

e. The Board may fill all officer vacancies until the next Congregational election.

f. Because the President represents the Congregation inside and outside the Jewish community, this office must be held by a Jew, as defined by the Jewish Reconstructionist Federation. Other Officer and Board positions may be filled by non-Jews.

ARTICLE V

RABBI

a. The Rabbi shall have the overall responsibility for implementing the religious and adult education objectives of the Congregation.

b. The Rabbi shall enjoy freedom of the pulpit.

c. The Rabbi shall have the option to serve as an ex-officio member of all committees, without the right to a vote. The Rabbi may attend all Board, Executive Committee and other committee meetings, except when requested to be absent from meetings or sections of meetings which discuss or review the Rabbi's contract.

ARTICLE VI

AUXILIARY ORGANIZATIONS

SECTION 1: AUTHORIZATION

Kol Tzedek may have such auxiliary organizations (such as chavurot) as shall from time to time be authorized and constituted by the Board of Directors.

SECTION 2: BY-LAWS

The By-Laws and other regulations of all auxiliary organizations shall be consistent with the By-Laws of Kol Tzedek.

ARTICLE VII

CONGREGATIONAL MEETINGS

SECTION 1: REGULAR MEETINGS

Regular meetings of Kol Tzedek shall be held at least one time per year. A proposed agenda plus a notice of the date, time and place of a regular meeting of Kol Tzedek shall be provided to members of Kol Tzedek three (3) weeks prior to the meeting.

SECTION 2: NOTICE

a. The required notice of a regular meeting of Kol Tzedek shall contain information relevant to each item on the proposed agenda for the regular meeting, including, but not limited to, a proposed annual budget for any regular meeting where approval of a budget is on the agenda.

b. For any regular meeting where elections are scheduled, the required notice shall include the slate of candidates for Officer and at-large Board member positions. The slate may contain more nominations than open seats. The required notice shall also include a short biography or statement from each nominee.

SECTION 3: QUORUM

a. A quorum for a Congregational Meeting shall consist of one-fifth (1/5) of the households of Kol Tzedek.

b. A quorum shall be determined by counting the number of households represented at the meeting plus the number of households represented by proxies held by members present. If a quorum is not present then a new meeting date within two (2) weeks must be specified at that time. A quorum must be present to convene a meeting, but once convened, a meeting may not be adjourned for lack of quorum.

SECTION 4: SPECIAL MEETINGS OF KOL TZEDEK

a. Special meetings of Kol Tzedek may be called by:

(1) The President of Kol Tzedek;

(2) A vote of a majority of the Board of Directors; or

(3) A petition signed by fifteen percent (15%) of the members of Kol Tzedek and submitted to the Board.

b. If possible, the notice of a special meeting, setting forth the purpose of the meeting, shall be provided to all members of Kol Tzedek at least two (2) weeks prior to the meeting. In the case of an emergency meeting, less time may be available, but every effort should be made to contact all members of Kol Tzedek.

c. No business shall be transacted at a special meeting except that specified in the notice.

SECTION 5: VOTING

a. Each member of Kol Tzedek shall have one vote on any motion before any meeting of Kol Tzedek.

b. A member may vote by proxy at a Congregational Meeting if the member, prior to the meeting, has given written notice to a member of the Executive Committee. Members may designate a specific member to hold his/her proxy. No member may act as proxy for more than two (2) other members.

c. Every vote cast by an absentee member must be held by a proxy in attendance at the meeting where the vote will take place. If the absentee member does not designate his or her own proxy in writing, one will be assigned at the meeting.

d. A vote designated to a proxy is not considered binding upon the proxy. Such a vote represents only the opinion of an absentee member as expressed prior to the meeting. The actual vote cast by the proxy at the meeting is subject to the discretion of the proxy based on any discussion, clarification, or modification that may be presented at the meeting.

ARTICLE VIII
FISCAL YEAR

The Fiscal Year shall begin on August 1 and end at midnight, July 31, the following year,.

ARTICLE IX
AMENDMENTS AND INTERPRETATION OF THE BY-LAWS

SECTION 1: AMENDMENTS

- a. Proposed amendments to the By-Laws may be brought to the Congregational Meeting by:
 - (1) A majority vote of the Board of Directors; or
 - (2) Fifteen percent (15%) of the membership of Kol Tzedek in writing.
- b. These By-Laws may be amended by a two-thirds (2/3) vote at any Congregational meeting.

SECTION 2: INTERPRETATION AND REVISION

If and when a dispute arises over the interpretation of any of the Articles of the By-Laws, or if a majority of the Board of Directors votes to have the By-Laws revised or expanded, the President shall nominate a committee, subject to confirmation by a majority of the Board of Directors. The duties of the Committee shall be:

- (1) To decide disputes over the interpretation of the By-Laws; and
- (2) To propose revisions or amendments to the By-Laws.

ARTICLE X
SAVING CLAUSES

SECTION 1: ILLEGALITY

Should any provision of these By-Laws be found to be illegal, the remaining provisions will remain in full force and effect.

SECTION 2: CONFLICT

In the event of any conflict between these By-Laws and any laws or regulations of the State of Pennsylvania or any governmental subdivision, the government laws or regulations shall prevail.

ARTICLE XI
DISSOLUTION or MERGER

SECTION 1: PROCESS OF DISSOLUTION

- a. If either the President, a majority of the Board of Directors, or fifty members of Kol Tzedek conclude that Kol Tzedek can no longer fulfill the purposes for which it was organized, the President will select a committee of Directors to consider dissolving the Congregation. This committee will prepare a written report of its findings.
- b. A special meeting of the Board of Directors will be called, in accordance with Article IV, Section 3 of these By-Laws, to consider the report. If the Board of Directors, by a vote of three-quarters of its members present, recommends dissolution of Kol Tzedek, a special meeting of the Congregation will be called, in accordance with Article IX, Section 4 of these By-Laws.

c. Kol Tzedek may vote to dissolve itself by a vote of two-thirds of the members present at the special meeting, in which case the President and Secretary of the Congregation will cause such filings and such actions to take place as required by the Not-for-Profit Corporation Law of the Commonwealth of Pennsylvania. Any assets remaining after payment of debts is to be distributed to the Jewish Reconstructionist Federation, which is exempt under section 501(c)(3) of the Internal Revenue Code, or such other Jewish Reconstructionist body that is exempt under section 501(c)(3) of the Internal Revenue Code as the Congregation may decide.

SECTION 2: PROCESS OF MERGER

- a. If either the President, a majority of the Board of Directors, or fifty members of Kol Tzedek conclude that Kol Tzedek it is in the best interest of Kol Tzedek to merge operations with another synagogue, the President will select a committee of Directors to consider combining the two Congregations. This committee will prepare a written report of its findings.
- b. A special meeting of the Board of Directors will be called, in accordance with Article IV, Section 3 of these By-Laws, to consider the report. If the Board of Directors, by a vote of three-quarters of its members present, recommends merger, a special meeting of the Congregation will be called, in accordance with Article IX, Section 4 of these By-Laws.
- c. Kol Tzedek may vote to merge by a vote of two-thirds of the members present at the special meeting, in which case the President and Secretary of the Congregation will cause such filings and such actions to take place as required by the Not-for-Profit Corporation Law of the Commonwealth of Pennsylvania. Any assets remaining after payment of debts will be consolidated as appropriate under law.