

**BYLAWS
OF
CONGREGATION KENESETH ISRAEL**

**Adopted: June 16, 2022 Amended: June 27, 2024¹ Amended: January 27, 2025²
Amended: June 22, 2025³ Amended: June 14, 2026⁴**

PREAMBLE

For the purpose of perpetuating and strengthening Judaism and of upholding the belief in and the worship of one God this Congregation has been established, and for its government these Bylaws have been adopted.

ARTICLE 1

AFFILIATION AND PURPOSE

Section 1. The Congregation will be a member of and affiliated with the Union for Reform Judaism.

Section 2. The purpose of Congregation Keneseth Israel shall be to promote the enduring and fundamental principles of Reform Judaism as interpreted by the Central Conference of American Rabbis and the Union for Reform Judaism and to ensure the continuity of the Jewish people; to enable its members to develop a relationship with God through communal worship, study and assembly; and to bring to bear the principles of Reform Judaism on the values and conduct of the individual, family and the society in which we live.

ARTICLE 2

PLACE OF BUSINESS

The house of worship, the religious school and the office of the Congregation shall be located at 2227 W. Chew Street, Allentown, PA.

ARTICLE 3

FISCAL YEAR

The Board of Trustees, with input from the Treasurer and the Finance Committee, shall determine the fiscal year of the Congregation.

ARTICLE 4

REVENUE AND GIFTS

Section 1. The Board of Trustees shall determine the amount of annual dues, fees and assessments to be charged members of the Congregation.

Section 2. A member shall be considered in good standing as long as his and/or her financial obligations are met, in accordance with the written policy then in effect. After the expiration of the fiscal year, if any portion of a member's financial obligations remains unmet,

the member may be dismissed or suspended from the Congregation in accordance with the provisions set forth in Article 6, Section 9.

Section 3. The Financial Secretary and Executive Director, acting together following the written policy approved by the Board of Trustees, may waive, extend, or modify any financial obligation due from a member with the intent of preserving the privacy of said member.

Section 4. All income and revenue derived from the operation of the Congregation and, consistent with their terms, all gifts and bequests made to the Congregation shall be devoted exclusively to the purposes of the Congregation.

ARTICLE 5

VOTING RULES

Section 1. A quorum shall be present at any meeting of the Congregation, the Board of Trustees, or a committee at which a vote is taken to approve an action or a motion. Presence at any such meeting may be either remote or in person, subject to the requirements of Article 12, Section 8.

Section 2. A quorum shall be as follows:

- a) at any meeting of the Congregation, the lesser of sixty (60) or fifteen percent (15%) of the members in good standing of the Congregation;²
- b) at any meeting of the Board of Trustees, one-half (1/2) of its members; and
- c) at any meeting of a committee, one-half (1/2) of the committee's members.

Section 3. Except when a two-thirds (2/3) vote is required by a specific provision of these Bylaws, any action or motion approved at a meeting of the Congregation, the Board of Trustees, or a committee at which the quorum requirement is met shall be by a majority vote. Achievement of a majority or two-thirds (2/3) vote shall be determined based on the number of votes cast.

Section 4. Proxy or email voting is not allowed for any meeting.

Section 5. For convenience, a summary of voting rules is provided in Appendix A. In the case of any inconsistencies between Appendix A and the Bylaws, the Bylaws shall prevail.

ARTICLE 6

MEMBERSHIP

Section 1. Any Jewish Adult shall be eligible to apply in writing for membership in the Congregation, or to continue membership if already a member. For purposes of these Bylaws, the term "Jewish" shall mean Jewish by birth, whether matrilineal descent or patrilineal descent or both, and Jewish by conversion by any Jewish movement; and the term "Adult" shall mean a person at least eighteen (18) years of age.

Section 2. Any non-Jewish Adult who: (a) is the Spouse of a Jewish member or applicant for membership, (b) was a member as the Spouse of a Jewish member when the spousal relationship ended due to death of, or divorce or separation from, the Jewish member, or (c) is a parent or guardian raising a Jewish child, shall be eligible to apply in writing for membership in the Congregation, or to continue membership if already a member. For

purposes of these Bylaws, the term "Spouse" shall mean an Adult person who cohabits with another Adult person whether or not in a legally recognized marriage.

Section 3. All applications for membership shall be voted on by the Board of Trustees. Spouses applying together for membership shall be voted on together, and if approved each shall be a member.

Section 4. All members in good standing of the Congregation, except as otherwise set forth in this Article, and subject to the rules and regulations which may be established from time to time by the Board of Trustees, shall be entitled to all of the privileges of membership in the Congregation including, but not limited to, the following:

- a) voting at and participating in Congregational meetings;
- b) attending services with family members;
- c) having their children enrolled in the religious school of the Congregation;
- d) using the services and facilities of the Congregation for life cycle events;
- e) participating in other activities of the Congregation; and
- f) being eligible to serve as a trustee or officer and on Congregational committees, subject to the restrictions on non-Jewish members set forth in Section 5 of this Article.

Section 5. Non-Jewish members shall be entitled to all of the privileges of membership in the Congregation except that they may not:

- a) serve as an officer in the capacity of President or Vice President;
- b) hold more than one officer position in the capacity of Treasurer, Financial Secretary, or Recording Secretary;
- c) hold more than two trustee positions on the Board of Trustees;
- d) serve as chair of the Religious School Committee;
- e) serve as a member of the Religious Practices Committee; or
- f) serve as a member or chair of such other committees as may be determined by the Board.

Section 6. Children of members of the Congregation from eighteen (18) through twenty-four (24) years old who are not members of the Congregation in their own right shall be entitled to all of the privileges of membership in the Congregation except the right to vote at committee and Congregational meetings or to serve as an officer or trustee of the Congregation.

Section 7. Individuals who reside more than fifty (50) miles from the Temple, or who are members in good standing of another Jewish Synagogue or Temple may, at the discretion of the Board of Trustees, become an associate member of the Congregation. Such members shall be entitled to those privileges of membership in the Congregation except the right to vote at meetings of the Congregation or to serve as an officer or trustee of the Congregation or as a member of the Religious School Committee, the Religious Practices Committee, or of other such committees of the Congregation as the Board of Trustees may determine.

Section 8. The Board of Trustees may establish such other classes of membership in the Congregation as it may deem appropriate.

Section 9. The Board of Trustees may, upon a two-thirds (2/3) vote, dismiss or suspend a member of the Congregation for failure to abide by the rules and regulations of the Congregation, or to pay dues, fees or assessments of the Congregation, or for any other conduct unbecoming of a member of the Congregation, after giving said member thirty (30) days written notice and an opportunity to be heard by the Board.

Section 10. The Board of Trustees shall be informed of resignations from the Congregation. Resignation or removal shall not relieve a member from payment of any outstanding obligation due the Congregation.

ARTICLE 7

BOARD OF TRUSTEES

Section 1. The Board of Trustees shall have the general power to manage the affairs, funds, records, and property of the Congregation. It shall adopt rules, regulations and criteria for the governance of the Congregation. It shall act on all matters of policy and perform such other duties as the Congregation may prescribe.

Section 2. The Board of Trustees shall not encumber, mortgage or sell real property of the Congregation without the consent of the Congregation. The Board must approve any borrowing(s) of funds. Any borrowing(s) of funds in the aggregate in excess of Fifty Thousand Dollars (\$50,000) shall require the approval of the Board and the Congregation.

Section 3. The Board of Trustees shall consist of twelve (12) duly elected members of the Congregation, the officers elected pursuant to Article 8, the designated representatives (as defined in Art. 7, Section 4) of each of the Women of KI (WoKI), Brotherhood, the Cemetery Association, and the Endowment Foundation, and the Immediate Past President of the Congregation, so long as he/she is a member of the Congregation. All members of the Board shall be members in good standing of the Congregation. No member of the Board shall have more than one vote, even if serving in more than one capacity. Of the aforesaid twelve (12) members of the Board, six (6) shall be elected for a term of two (2) years at each annual meeting of the Congregation, to hold office until their successors are elected.⁴

Section 4. WoKI, Brotherhood, the Cemetery Association, and the Endowment Foundation shall designate a representative from their respective organizations to serve on the Board of Trustees for a minimum term of one year. By default, the designated representative is the president of each organization. Alternatively, the organization may designate any other individual member of the organization to serve as its representative instead of the president.⁴

Section 5. Notwithstanding anything to the contrary, no member of the Board of Trustees shall serve on the Board for more than four (4) consecutive years in the same position.

Section 6. The Board of Trustees, upon recommendation by the Nominating Committee, may fill any vacant officer position or any vacancy on the Board other than President, until the next Congregational meeting when the Congregation shall elect candidates to fill any unexpired terms.

Section 7. Except as may be specifically delegated by the Board of Trustees or as stated elsewhere herein, the Board shall have final approval of the hiring and firing of any employee.

Section 8. The Board of Trustees shall consider all reports and policy proposals. Any action recommended by its committees shall be approved by unanimous consent unless a vote is requested.³

Section 9. The Board of Trustees shall designate, based on the recommendation of the Finance Committee, one or more depositories for Congregational funds.

Section 10. The Board of Trustees shall annually vote on the recommendation of the Finance Committee as to the level of oversight that is required (e.g., Audit, Review, Compilation) of the Treasurer's annual statement and other accompanying records pertaining to funds received and disbursed on behalf of the Congregation, including those of the Endowment Foundation, the Rabbi's and Cantor's discretionary funds, and the funds of all auxiliaries.

Section 11. The Board of Trustees may suspend a trustee for good cause only upon a two-thirds (2/3) vote of the Board. Upon the suspension of a trustee by the Board, the Congregation, upon request by such trustee, shall vote within sixty (60) days of the effective date of such suspension whether to reinstate him/her. Failure to request a vote of the Congregation will result in the removal of such trustee from office.

ARTICLE 8

OFFICERS

Section 1. The officers of the Congregation shall consist of: President, two Vice-Presidents, Treasurer, Recording Secretary, Financial Secretary and such other officers as the Board of Trustees shall from time to time determine, each of whom shall assume office immediately upon election at a Congregational meeting and to hold office until their successors are elected. The President and the Vice-Presidents shall be current or past members of the Board. Officers are elected for a one-year term and may be re-elected for a successive one-year term. If the Nominating Committee cannot find a candidate to fill an officer position, it may nominate the person currently filling that position to serve additional one-year terms. The office of President may be shared by a maximum of three persons.²

Section 2. The President shall:

- a) preside at all meetings of the Congregation and all meetings of the Board of Trustees;
- b) appoint a member of the Congregation to serve as chairperson of each committee of the Congregation, subject to the restrictions of Article 6, Section 5;
- c) have the authority to establish such ad hoc committees as deemed necessary or appropriate, which shall be in addition to the standing committees listed in Article 9, Section 4;
- d) oversee the faithful execution of the Bylaws, and resolutions of the Congregation and the Board of Trustees;
- e) when required to do so, execute any contracts and documents on behalf of the Congregation, alone or with other officers, and may execute negotiable instruments alone or in conjunction with the Treasurer; and
- f) have the authority to suspend with pay any employee of the Congregation except the Rabbi and the invested Cantor.

Section 3. The Board of Trustees shall select the Vice-President(s) to discharge the duties of the President in the event of the latter's resignation, absence, disability, or inability to discharge the duties of the office.

Section 4. The Vice-Presidents shall serve as liaisons between the Board of Trustees and such committees as the President shall designate.

Section 5. The Treasurer shall be the custodian of all funds of the Congregation with the exception of the Rabbi's and Cantor's discretionary funds, shall chair the Finance Committee, shall report monthly to the Board of Trustees, and shall present a financial report to the Congregation at its annual meeting.

Section 6. The Financial Secretary shall keep a register of all of the members of the Congregation and their status with respect to dues and any other financial obligations owed to the Congregation. When appropriate, he/she shall recommend to the Board of Trustees the suspension or dismissal from the Congregation of any members who are not in good standing under the policy then in effect.

Section 7. The Recording Secretary shall take minutes of all meetings of the Board of Trustees and of the Congregation, and shall be responsible for preserving the minutes and committee reports and providing notice of all meetings of the Congregation and of the Board.¹

Section 8. The Board of Trustees may suspend an officer for good cause only upon a two-thirds (2/3) vote of the Board. Upon the suspension of an officer by the Board, the Congregation, upon request by such officer, shall vote within sixty (60) days of the effective date of such suspension whether to reinstate him/her. Failure to request a vote of the Congregation will result in the removal of such officer from office.

Section 9. All disbursements of Congregational funds shall require the written authorization of the Treasurer or the President. Disbursements of Congregational funds of Ten Thousand Dollars (\$10,000) or more shall require written authorization from both.

Section 10. In the event that the office of President is shared, the Presidents shall designate one of them to execute contracts and documents and authorize disbursement of funds.

ARTICLE 9

COMMITTEES

Section 1. The President of the Congregation shall serve as a non-voting ex-officio member of each committee of the Congregation, except the Vice President who will succeed the President shall serve as the non-voting ex-officio member of the Nominating Committee during the President's final year in office.

Section 2. The Executive Committee shall consist of all elected officers of the Congregation, and the designated representatives (as defined in Article 7, Section 4) of WoKI and Brotherhood. The Executive Committee shall be a cabinet for the President to discuss various topics. In exigent circumstances, the officers shall be empowered to act on behalf of the Congregation until a vote by the Board of Trustees within seven (7) days from the Executive Committee's action to affirm or reject the Executive Committee's action(s).⁴

Section 3. The Personnel Committee shall consist of the President and at least two (2) other officers as selected by the President and may invite consultants, including other

members of the Congregation or Board, to assist on a confidential basis in handling specific personnel issues. It shall set the terms and conditions of employment and such other personnel issues as it deems appropriate. This Committee shall also be responsible for conducting periodic personnel reviews and maintaining the personnel policies of the Congregation.¹

Section 4. There shall be the following standing committees of the Congregation that are essential to the operation of the Congregation, whose functions shall include but not be limited to those listed:

A. *Religious Practices.* The Religious Practices Committee, in cooperation with the Rabbi, shall consider and establish observances for the Congregation and promote practices in the home that will enhance the values of Jewish living.

B. *Religious School.* The Religious School Committee shall work together with the Rabbi and Religious School Director to determine educational goals and programs, provide volunteer support for school projects, endeavor to be a conduit for parental involvement, and set operational policies for the religious school.²

C. *Membership.* The Membership Committee shall recruit and welcome new members to the Congregation and develop programs for the orientation, integration, and retention of all members.

D. *House.* The House Committee shall keep the building and property of the Congregation in good order and repair, and establish, with the approval of the Board of Trustees and in consultation with the Executive Director, the rules and regulations for use of the Congregation's physical facilities.

E. *Finance.* The Finance Committee shall make a detailed annual estimate of the income and operating expenses, submit a budget for the ensuing year to be voted on by the Board of Trustees, and if approved, voted on at the annual meeting of the Congregation. The Finance Committee, subject to Board approval, shall select a Certified Public Accountant (CPA) Firm to provide services as determined by the Finance Committee. In addition to the Treasurer as chair, the Finance Committee shall include the Financial Secretary and at least two (2) other members of the Congregation, with at least one of the committee members having expertise in accounting. The Executive Director shall be an ex-officio non-voting member of the Finance Committee.^{1, 3}

F. *Nominating.* The Nominating Committee shall consider and propose candidates for the positions of officers and trustees consistent with Article 11. It shall consist of seven (7) members, composed as follows:

- a) five (5) members of the Congregation chosen by the President, or the Vice President who will succeed the President, one of whom shall be designated as the chairperson of the Committee, wherein;
 - i. at least two (2) of those persons are currently serving members of the Board of Trustees; and
 - ii. at least two (2) of those persons are members at large;
- b) the president of the WoKI, whenever possible, or another member of that organization; and
- c) the president of Brotherhood, whenever possible, or another member of that organization.

G. *Security.* The Security Committee shall be responsible for selecting, maintaining, and supervising the systems and personnel necessary to provide for the security of the Congregation's physical premises and all staff, members, and visitors while on the premises, and of the Congregation's computer assets.

ARTICLE 10

AUXILIARIES

The WoKI, Brotherhood, and Temple Youth Group are hereby declared to be properly constituted auxiliaries of the Congregation. The Board of Trustees shall approve such other auxiliaries as it deems appropriate and permit their use of the Congregation's facilities.

ARTICLE 11

NOMINATIONS AND ELECTIONS

Section 1. At least ninety (90) days before each annual meeting of the Congregation, the Nominating Committee shall convene to select candidates for officer and trustee positions to report to the Board of Trustees.¹

Section 2. The Nominating Committee shall report its slate of candidates to the Board of Trustees at least forty-five (45) days prior to the date of the annual meeting of the Congregation. The slate shall be reported to the Congregation at least thirty (30) days prior to the date of the annual meeting.¹

Section 3. The Nominating Committee shall nominate one candidate for each position to be filled. In the event that a candidate cannot be found to fill one or more of the positions, the committee may, with the exception of President and Treasurer, leave that position vacant. The committee may select a maximum of three candidates to share the duties of the President.

Section 4. Members of the Nominating Committee shall be eligible to be nominated as an officer or trustee by the Committee, provided that said member shall not be present during any discussion or vote by the Nominating Committee with respect to such nomination.

Section 5. Nomination for any elective office may also be made by petition of twenty-five (25) members in good standing of the Congregation, provided said nominations are filed with the Executive Director at least twenty (20) days prior to the annual meeting. The Executive Director will then send out the petition to the Congregation no later than fourteen (14) days before the meeting. No nominations will be accepted from the floor during the meeting.

Section 6. The Nominating Committee shall continue to serve as needed until a successor Nominating Committee is appointed prior to the next annual meeting of the Congregation.

ARTICLE 12

MEETINGS

Section 1. The Board of Trustees shall determine the place, date and time of the annual meeting of the Congregation to be held during the last two months of the fiscal year. Agenda items include but are not limited to a vote on the budget and the election of officers and trustees. Officers shall be elected before trustees.

Section 2. A special meeting of the Congregation must be called upon the request in writing of the President or of at least ten (10) members of the Board of Trustees or fifty (50) members in good standing of the Congregation. Any such request shall state the purpose(s) of the special meeting, and be delivered to the Recording Secretary and one other officer.

Section 3. All decisions of the Congregation shall be based on the voting rules set forth in Article 5.

Section 4. Voting at any meeting of the Congregation on issues that require confidentiality, which may include personnel issues, real estate transactions, amendments to the Bylaws, and election of officers and trustees, shall be by closed ballot, unless a majority of those present vote by a show of hands to waive this requirement.

Section 5. Notice of any meeting of the Congregation shall be sent to each member of the Congregation at least fourteen (14) days prior to the meeting. Notice of such a meeting can be sent by regular mail or, upon election of such member of the Congregation in such form as may be approved by the Board of Trustees, by email. Notice of a special meeting of the Congregation shall state the purpose(s) of such meeting, and action at such meeting shall be limited to such purpose(s).

Section 6. A regular meeting of the Board of Trustees shall be held monthly, at such place and time as directed by the President. The President may suspend any monthly meeting he/she deems unnecessary. A special meeting of the Board may be called by the President at his/her discretion or upon the request in writing of at least ten (10) members of the Board. The request shall specify the purpose(s) thereof. There shall be at least five (5) days notice of any meeting, except in the event of exigent circumstances, in which case notice shall be provided as soon as possible. All decisions of the Board shall be based on the voting rules set forth in Article 5.

Section 7. Any member in good standing of the Congregation may attend meetings of the Board of Trustees. Any member who wishes to address the Board during the time allotted in the agenda for such purpose must give at least ten (10) days notice of such intent to the Recording Secretary or the President. The President may exclude non-members of the Board from such parts of the meeting that the President determines to be of a confidential nature.

Section 8. When the President or a majority of the Trustees determines that it is appropriate to do so, a meeting of the Congregation or Board of Trustees may be held remotely, and one or more participants of any such meeting may participate remotely, by Internet, electronic, telecommunications, or other remote technology or means, provided that each participant shall be identified and able to identify other participants attending the meeting, and able to read or hear the meeting proceedings substantially concurrently, to vote on all matters submitted to a vote, and to pose questions, make motions, discuss, debate, and otherwise participate in the business of the meeting.

ARTICLE 13

CLERGY

A. RABBI

Section 1. The Rabbi shall be the spiritual head of the Congregation. The Rabbi shall submit a report at the annual meeting of the Congregation, and at such other times and places as the Congregation or the Board of Trustees may request.

Section 2. The Rabbi may attend and participate without vote at all meetings of the Board of Trustees and committees of the Congregation, except when the Board or committee in question specifically requests his/her absence from such meetings.

Section 3. A new Rabbi who has been offered a contract of at least three (3) years duration shall be voted on by the Congregation upon the recommendation of the Board of Trustees and a special committee whose chair shall be appointed by the President of the Congregation for such purpose.

Section 4. In accordance with the timing specified in the Rabbi's contract but no later than six (6) months prior to expiration of the Rabbi's term of employment, the Board of Trustees shall recommend in writing to the Congregation whether the Rabbi should be retained for a further term. The Congregation shall vote within sixty (60) days of that recommendation whether to retain the Rabbi for a further term.

Section 5. An interim Rabbi, who shall serve no more than two (2) years, shall be voted on by the Board of Trustees upon the recommendation of a special committee whose chair shall be appointed by the President of the Congregation for such purpose.

Section 6. The Board of Trustees may suspend the Rabbi's employment for good cause only upon a two-thirds (2/3) vote of the Board. Upon the suspension of the Rabbi by the Board, the Congregation, upon request by the Rabbi, shall vote within thirty (30) days of the effective date of such suspension, whether to reinstate him/her. Failure to request a vote of the Congregation will result in termination of the Rabbi's employment.

B. CANTOR

Section 1. The Board of Trustees shall vote on a candidate for the position of Cantor as recommended by the Rabbi and a special committee whose chair shall be appointed by the President for such purpose.

Section 2. The Cantor may attend and participate without vote at all meetings of the Board of Trustees and committees of the Congregation, except when the Board or committee in question specifically requests his/her absence from such meetings.

Section 3. In accordance with the timing specified in the Cantor's contract but no later than six (6) months prior to expiration of the Cantor's term of employment, the Board of Trustees shall determine whether the Cantor should be retained for a further term as Cantor.

Section 4. The Board of Trustees may suspend or terminate a non-invested Cantor's employment for any reason upon majority vote. The Board may suspend an invested Cantor's employment for good cause only upon a two-thirds (2/3) vote of the Board. Upon the

suspension of the invested Cantor by the Board, the Congregation, upon the request of the invested Cantor, shall vote within thirty (30) days of the effective date of said suspension, whether to reinstate him/her. Failure to request a vote of the Congregation will result in termination of the invested Cantor's employment.

ARTICLE 14

REAL ESTATE

Any contract for the purchase, sale, transfer, encumbrance or lease of real estate shall require the approval of the Board of Trustees and the Congregation.

ARTICLE 15

PROHIBITED ACTIVITIES

Section 1. No member of the Congregation shall receive any of the earnings or pecuniary profit from the operations of the Congregation. This shall not prevent the payment to any such person of reasonable compensation for services rendered to or for the Congregation in carrying out any of its tax-exempt purposes.

Section 2. Notwithstanding any other provision of these Bylaws, no officer, employee, trustee, or representative of the Congregation shall take any action or carry on any activity by or on behalf of the Congregation not permitted to be taken or carried on by an organization exempt under Section 501(c)(3) of the Internal Revenue Code and regulations promulgated thereunder, as they now exist or as they may hereafter be amended, or by an organization to which contributions are deductible under Section 170(c)(2) of such Code and regulations promulgated thereunder, as they now exist or as they may hereafter be amended.

ARTICLE 16

INDEMNIFICATION

Section 1. The Congregation shall indemnify any person who is, or who is threatened to be made, a party to any legal proceeding, because he or she was a trustee, officer, employee, professional staff member, Rabbi, Cantor, or agent of the Congregation, against expenses (including attorney's fees), judgments, fines, and amounts paid in settlement (if approved by the Board of Trustees in advance) actually and reasonably incurred by him/her in connection with such action, suit, or proceeding, if he/she reasonably believed they were acting in or not opposed to the best interests of the Congregation and with respect to any criminal action or proceeding, had no reasonable cause to believe his/her conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in a manner which he/she reasonably believed to be in or not opposed to the best interests of the Congregation and, with respect to any criminal action or proceeding, has reasonable cause to believe that his/her conduct was unlawful.

Section 2. Any indemnification under Section 1 of this Article (unless ordered by a court) shall be made by the Congregation only as authorized in the specific case, upon the determination that indemnification of the person is proper in the circumstances because he/she has met the applicable standard of conduct set forth in Section 1. Such determination shall be made: (1) by the Board of Trustees where a quorum consists of trustees who were

not parties to such action, suit or proceeding; or, if no quorum can be reached, (2) by the Congregation, excluding those who are parties to the action, at meeting at which a quorum is present.

Section 3. Expenses incurred in defending a civil or criminal action, suit or proceeding shall be paid by the Congregation in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking (with sufficient security, if required) by or on behalf of the indemnified person to repay such if it shall ultimately be determined that he/she is not entitled to be indemnified by the Congregation as authorized in this Bylaw provision.

Section 4. The Congregation shall purchase and maintain insurance on behalf of any person who is indemnified by Section 1 of this Article.

Section 5. A fidelity bond, the cost of which shall be borne by the Congregation, shall cover members of the Board of Trustees, officers and employees.

ARTICLE 17

PARLIAMENTARY AUTHORITY

Robert's Rules of Order, latest revised edition, except where these Bylaws state otherwise, shall determine the rules of procedure at Congregational, Board of Trustees, and committee meetings.

ARTICLE 18

AMENDMENTS

Section 1. These Bylaws repeal and replace all previous Bylaws.

Section 2. These Bylaws may be amended by a two-thirds (2/3) vote of those members in good standing at any meeting of the Congregation provided such proposed amendments are submitted to the Board of Trustees at least forty-five (45) days before the meeting and accompany the written notice of the meeting to each member of the Congregation as required by Article 12, Section 5.

ARTICLE 19

CONSTRUCTION AND EFFECTIVE DATE

Section 1. These Bylaws shall be construed in accordance with the laws of the Commonwealth of Pennsylvania.

Section 2. These Bylaws shall become effective immediately upon their adoption by the Congregation.

ARTICLE 20

DISSOLUTION

Upon the dissolution of the Congregation, the Board of Trustees shall, after making provision for payment of all of the liabilities of the Congregation, dispose of all the assets of

the Congregation in such manner, or to such other organization(s) organized and operated exclusively for Jewish charitable, educational, religious, or scientific purposes consistent with the purpose set forth in Article IB as shall at the time qualify as an exempt organization(s) under Section 501(c)(3) of the Internal Revenue Code of 1954 (or corresponding successor provision of any future United States internal revenue law), as the Board shall determine. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas of Lehigh County, exclusively for such purposes as said Court shall determine, or to organization(s) which are organized and operated for such purposes.

APPENDIX A
SUMMARY OF VOTING RULES

<u>Topic</u>	<u>Article : Section</u>	<u>Vote Required to Approve by:</u>	
		<u>Board</u>	<u>Members</u>
Fiscal Year	3	majority	none
Revenue & Gifts	4 : 1	majority	none
Membership - Full Members	6 : 3	majority	none
Membership - Associates	6 : 7	majority	none
Membership - Classes	6 : 8	majority	none
Membership - Dismiss/Suspend Member	6 : 9	2/3	none
Board - Rules & Regulations	7 : 1	majority	none
Board - Real Property & Borrowing	7 : 2	majority	majority
Board - Fill Board Vacancies	7 : 6	majority	none
Board - Hiring & Firing	7 : 7	majority	none
Board - Approving Reports	7 : 8	majority	none
Board - Funds Depository	7 : 9	majority	none
Board - Level of Financial Oversight	7 : 10	majority	none
Board - Suspend/Reinstate Trustee	7 : 11	2/3	majority
Officers - Number of Officers	8 : 1	majority	none
Officers - Select VP to Replace President	8 : 3	majority	none
Officers - Suspend/Reinstate Officer	8 : 8	2/3	majority
Committees - Executive for Exigent Circumstances	9 : 2	majority	none
Committees - House	9 : 4D	majority	none
Committees - Finance for Budget Proposal	9 : 4E	majority	none
Committees - Finance Selection of CPAs	9 : 4E	majority	none
Auxiliaries - Additional Auxiliaries	10	majority	none
Nominations - from the Committee	11 : 2	none	majority
Nominations - from the Congregation	11 : 5	none	majority
Meetings - Annual Meeting Date	12 : 1	majority	none
Meetings (Annual) - Officers and Trustees	12 : 1	none	majority
Meetings (Annual) - Budget	12 : 1	none	majority
Meetings - Special Meeting of Congregation	12 : 2	10 Trustees or	50 members
Meetings - Special Meeting of Board	12 : 6	10 Trustees	none
Meetings - Remote Meeting	12 : 8	majority	none
Clergy - Rabbi - Hiring	13A : 3	majority	majority
Clergy - Rabbi - Renewal	13A : 4	majority	majority
Clergy - Interim Rabbi - Hiring	13A : 5	majority	none
Clergy - Rabbi - Suspend/Reinstate	13A : 6	2/3	majority
Clergy - Cantor - Hiring	13B : 1	majority	none
Clergy - Cantor - Renewal	13B : 3	majority	none
Clergy - Cantor - Suspend (non-invested)	13B : 4	majority	none
Clergy - Cantor - Suspend/Reinstate (invested)	13B : 4	2/3	majority
Real Estate (purchase, sale, lease...)	14	majority	majority
Indemnification	16 : 2	majority	majority
Amendments to Bylaws	18 : 2	none	2/3
Dissolution	20	majority	none