

GERMANTOWN JEWISH CENTRE BYLAWS

ARTICLE I - NAME, OFFICE, SEAL

- A. The congregation shall be called Germantown Jewish Centre.
- B. The registered office of the congregation shall be at 400 West Ellet Street, Philadelphia, Pennsylvania.
- C. The congregation also may have offices at such other places as the Board of Directors may determine and/or the business of the congregation may require.
- D. The corporate seal shall have inscribed thereon the name of the corporation, the year of its organization and the words "Corporate Seal, Pennsylvania."

ARTICLE II - OBJECTIVES

The Germantown Jewish Centre is a vibrant, pluralistic and egalitarian synagogue located in Mount Airy and committed to sustaining and strengthening Jewish life in greater Philadelphia. Affiliated with the Conservative movement and receptive to the wisdom of many sources in Judaism, we engage in life-long Jewish learning and strive to make Judaism relevant and important to our members' lives. As a welcoming community, we embrace a wide diversity of Jewish lifestyles and households. Encouraging a variety of styles and settings for religious practice, we foster multiple prayer communities. We sustain each other by celebrating holidays and life-cycle events, and by sharing in cultural and social activities, social activism, and community building. We support the State of Israel and Klal Israel. We work to strengthen Northwest Philadelphia through civic and interreligious activities. To these ends, we maintain a fiscally sustainable institution.

ARTICLE III - AFFILIATION

The congregation shall be affiliated with the United Synagogue of Conservative Judaism.

ARTICLE IV - MEMBERSHIP

A. Any adult eighteen (18) years of age or older who is a member of a household that contains at least one Jewish person shall be eligible for membership in the congregation.

B. The Board of Directors (the "Board") may establish one or more classes of membership and may establish the dues obligation for which each membership class is responsible.

C. Each adult member shall have individual membership rights and privileges.

D. All members shall be deemed members in good standing unless (1) they have resigned, or (2) they have continually failed to maintain their financial obligations. For sufficient cause, the Executive Committee may suspend or expel a member by a two-thirds vote of the Executive Committee members present. The member who is subject to suspension or expulsion shall have written notice and an opportunity to be present, be heard and present testimony and other evidence as to his/her right to membership.

E. Privileges of membership. Subject to the provisions of these Bylaws and to such rules and regulations as may be established by the Board, a member in good standing shall be entitled to

1. Participate in all religious services; the role of non-Jews in ritual activities shall be determined by the Rabbi in consultation with the Religious Committee;
2. Participate in all programs offered by the congregation and enroll one's children in the Religious School and other youth programming;
3. Utilize the facilities of the congregation and have reasonable access to the professional staff;
4. Receive notice of and attend all meetings of the members as described in Article V;

5. Be heard and vote at all such meetings and be eligible for membership on synagogue committees.

6. Only Jewish members in good standing may serve as a chair of committees listed in Article XV Paragraph B and be a candidate for the Board or for any office in the congregation.

ARTICLE V - MEETINGS OF THE MEMBERS

A. An annual meeting of the members shall be held at the congregation on such date during the month of June of each year as the president shall fix. If the annual meeting shall not be called and held during any year, any member may call such a meeting. At that meeting, the following shall occur: the members shall elect Officers and a Board of the congregation; the President shall submit a report of the activities of the congregation during the past year; the Treasurer shall submit a statement of the year's income and disbursements, and a budget of probable receipts and disbursements for the ensuing fiscal year; and the members shall transact such other business as may properly be brought before the meeting.

B. Fifty members or 10% of the members of the congregation, whichever is lower, shall constitute a quorum at all meetings of the congregation, except as otherwise provided by law, by the Articles of Incorporation (the "Articles"), or by these Bylaws. If such a quorum shall not be present at any meeting of the membership, those entitled to vote shall have power to adjourn the meeting, without notice other than announcement at the meeting, until the requisite number of members shall be present.

C. Written notice of the annual meeting and a copy of the report of the Nominating Committee shall be mailed to each member by First Class Mail or electronic communication at such address as appears in the records of the congregation, at least thirty (30) days prior to the meeting. Such notice shall set forth verbatim Article X, paragraph B of these Bylaws, which

describes the right to nominate by petition.

D. A special meeting of the congregation may be called by the President at the President's discretion; and a special meeting shall be called by the President whenever the President receives a written request signed by any five (5) members of the Board, or by any fifteen (15) members of the congregation. Such request shall state the reasons for the request and the proposed purposes of the meeting. If the President fails to issue a call for the special meeting within five (5) days after receipt of such request, any other Officer may issue such call. The call shall state the purposes for the special meeting.

E. No business shall be transacted at any special meeting except for the purposes stated in the call, unless by unanimous consent of all members present at such meeting. Notice of such special meeting shall be mailed by the Recording Secretary of the congregation to each member by First Class Mail or electronic communication at such address as appears in the records of the congregation, not less than five (5) days nor more than thirty (30) days prior to such meeting.

F. Voting upon all questions and upon all elections shall be by written ballot when called for by a majority of those present. A majority of the votes cast shall be required for any decision or election, except as otherwise provided by law, by the Articles, or by these Bylaws.

ARTICLE VI - BOARD OF DIRECTORS

A. The business of this congregation shall be managed by its Board of Directors. Each Director may cast only one vote. Each Officer shall be a Director. There shall be additional Directors as set forth in this paragraph:

1. Twelve (12) Directors shall be elected for a term of three (3) years each commencing July 1st following their election to office, for overlapping terms, in such manner that the

terms of office of four (4) Directors shall expire each year. No elected Director shall be eligible for reelection to the Board until a full year has elapsed from the conclusion of the Director's three (3) year term.

2. The following shall be ex-officio Directors with all of the powers and privileges of a duly-elected Director: the Presidents of the Women of GJC, the Men's Club and Hazak; and the chair of each committee identified in Article XV Paragraph B of these Bylaws. The chair of an ad hoc committee shall not be an ex-officio Director.

3. Notwithstanding the foregoing, if the Women of GJC, Men's Club or Hazak has co-presidents, or if a committee has co-chairs, those co-presidents or co-chairs must share their one vote. If both co-presidents or co-chairs are present at a meeting of the Board and they agree on a matter for which a vote has been called, only one co-president or co-chair may vote. If they disagree, they must both abstain from voting.

4. The Honorary Members of the Board, as set forth in Article VII, shall have all the powers and privileges of a duly-elected Director.

B. The Rabbi shall be an ex-officio, non-voting Director of the Board.

C. In addition to the powers and authorities expressly conferred upon it by these Bylaws, the Board may exercise all such powers of the congregation and do all such lawful acts and things as are not by statute, or by the Articles, or by these Bylaws directed or required to be exercised or done by the congregation.

D. The meetings of the Board shall be held at the office of the congregation not less than four (4) times per year, unless the Board, by resolution, shall otherwise designate. The presence of fifteen (15) members shall constitute a quorum. No matter shall be decided by the Board except by a majority vote of the Directors present, unless otherwise provided by statute, by the Articles,

or by these Bylaws.

E. The Board shall make such rules and regulations, consistent with the Articles and these Bylaws, as it deems advisable for the proper conduct of its meetings and for the furtherance of the general purposes of this congregation.

F. Any vacancy in the Board resulting from incapacity, death, resignation or removal of an elected Director may be filled for the unexpired term of such Director upon the nomination of the Nominating Committee by:

1. the remaining Directors at a regular meeting of the Board, or
2. by the members of this congregation at an Annual Meeting of the congregation.

G. The Board, for sufficient cause and after thorough inquiry, may remove a Director at any time by a two-thirds (2/3) vote of those present at any regular meeting of the Board. Thorough inquiry shall include a hearing, of which such Director shall have written notice and an opportunity to be present, to be heard and to present testimony and other evidence in support of his/her right to office.

H. Notice of regular meetings of the Board shall be given no less than fifteen (15) days in advance of such meetings. Notice of any special meeting of the Board shall be given no less than fifteen (15) days before the proposed meeting. Notice of any proposed amendment to these Bylaws shall be given no less than fifteen (15) days before the meeting of the Board where the amendment is to be voted upon as set forth in Article XIX.

ARTICLE VII - HONORARY MEMBERS OF THE BOARD OF DIRECTORS

Honorary Members of the Board shall include the following:

A. All past presidents who are members in good standing;

B. Those members who are in good standing and were elected as Honorary Members of the Board before July 1, 2006.

ARTICLE VIII - OFFICERS

A. There may be as many as fifteen (15) Officers, who shall consist of the:

1. Immediate Past President;
2. President;
3. Senior Vice President;
4. Two (2) to four (4) Vice Presidents;
5. Treasurer;
6. Two (2) Assistant Treasurers;
7. Recording Secretary;
8. Corresponding Secretary; and
9. Such other Officers as the Nominating Committee may nominate.

B. All Elected Officers shall hold office for one (1) year upon their election to office and shall continue to serve until their successors are duly elected.

C. The President shall not be eligible to serve more than three (3) consecutive terms; no Vice President shall be eligible to serve more than eight (8) consecutive terms. No other Officer shall serve more than four consecutive terms in the same office. No person shall serve more than twelve (12) consecutive terms as an elected Officer.

D. An Officer may be removed at any time by an affirmative vote of two-thirds (2/3) of the

Directors of the Board, following written notice and for sufficient cause and after thorough inquiry, which shall include a hearing. The Officer shall have written notice of the hearing and an opportunity to be present, to be heard and to present testimony and other evidence to support the Officer's right to office. Any vacancy in any office of the congregation, except President and Senior Vice-President, shall be filled by the Board for the remainder of the term in the same manner as in the case of a vacancy on the Board as described in Article VI Section F.

E. The President shall have authority and responsibility for the business of the congregation.

1. The President shall act as Chair of the Board and of the Executive Committee, and as an ex-officio member of all committees (except of the Leadership and Nominating Committee, where the President shall not be a member).

2. The President is authorized to sign all corporate documents not inconsistent with these Bylaws or with any resolutions of the congregation or the Board.

3. The President shall appoint all committee chairs; submit reports to the Board; give such information concerning the affairs of the congregation as may be required; make such recommendations as are deemed proper; and manage the business of the congregation in accordance with its approved budget.

4. The President may appoint certain members of the Leadership and Nominating Committee as set forth in Article X, paragraph A.

5. The President does not appoint the members of the Executive Committee, whose members are ex-officio pursuant to Article IX, paragraph A.

F. The Immediate Past President shall perform such duties as the President may delegate.

G. If the President is absent or disabled or if the office of President is vacant, the Senior Vice-

President shall perform the duties and exercise the powers of the President.

H. If the Senior Vice-President is absent or disabled or if the office of Senior Vice-President is vacant, the Board shall elect a new Senior Vice President upon nomination of a candidate by the Executive Committee.

I. The Senior Vice President and Vice Presidents shall perform duties assigned by the President. They also shall oversee the work of committees assigned to them by the President.

J. The Treasurer shall oversee the management of the congregation's funds and securities and shall ensure that full, timely and accurate accounts of all receipts and disbursements in records belonging to the congregation are kept. The Treasurer shall ensure that the congregation disburses such funds as may be directed by the Board, taking proper vouchers for such disbursements; and shall render to the President and the Board, at the regular Board meetings, or as otherwise directed, an account of all congregational transactions and of the financial condition of the congregation; and shall report to the membership at the annual meeting of members in accordance with Article V, paragraph A.

K. Assistant Treasurers shall perform financial duties assigned by the President and serve on the Finance Committee

L. The Recording Secretary shall keep an accurate record of all the proceedings of the congregation and of the Board.

M. The Corresponding Secretary shall carry on all correspondence of the President and the Board and perform duties assigned by the President. In the absence of the Recording Secretary at any meeting, the Corresponding Secretary shall perform the duties of Recording Secretary of the meeting.

N. Any additional Officer shall carry the title assigned by the Leadership and Nominating

Committee and perform duties assigned by the President.

ARTICLE IX - EXECUTIVE COMMITTEE

A. The Officers of the congregation shall be ex-officio, voting members of the Executive Committee. The Rabbi shall be an ex-officio, non-voting member of the Executive Committee.

B. The Executive Committee shall be responsible for the day-to-day operations of the congregation's business and shall have the power to act for the Board in any matter delegated to it by the Board and in any matter of an emergency nature that cannot await action by the Board. Such emergency action shall be reported to the Board at the Board's next meeting.

ARTICLE X - NOMINATIONS AND ELECTIONS

A. Nomination of Officers and Directors shall be made by the Leadership and Nominating Committee, which shall consist of six (6) members. The President shall appoint the chair of the Leadership and Nominating Committee and two additional members of the Committee. The Board also shall elect three members of the Committee. If any member is unwilling or unable to serve, the Executive Committee shall elect a replacement. The Leadership and Nominating Committee shall be constituted at least four (4) months prior to the date set for the Annual Meeting.

B. The report of the Leadership and Nominating Committee shall be sent to every member of the congregation, together with the notice of the Annual Meeting, as set forth at Article V, paragraph D of these Bylaws. Other nominations may be made by petition signed by twenty-five (25) members of the congregation, provided that such petition shall be signed by the nominee and received by the Chairman of the Leadership and Nominating Committee at least fourteen (14) days prior to the date of election. Such nominations shall be presented at the Annual Meeting, together with the report of the Leadership and Nominating Committee. There shall be

no nominations from the floor.

C. Should there be more than one (1) nomination for any office, the votes for that office shall be by closed ballot.

ARTICLE XI - THE RABBI

A. An ordained Rabbi shall be the spiritual leader of the congregation. The Rabbi shall be engaged by the Board, and the Board shall approve any renewals of the Rabbi's contract.

B. The Rabbi, the Officers and the Board shall jointly develop the vision of the congregation. The Rabbi shall have the overall responsibility for implementing the vision and objectives of the congregation. The Rabbi, in consultation with the Religious Committee, shall determine policy in ritual matters and practice.

C. The Rabbi shall enjoy the freedom of the pulpit, shall officiate at all religious functions required by members of the congregation, and shall perform such other duties as may be requested by the Board.

D. The Rabbi shall be an ex-officio, non-voting member of the Board, the Executive Committee, and all other committees of the congregation. The Rabbi shall have the right to attend all such meetings, except for those meetings wherein the Board or the Executive Committee discusses the Rabbi's performance, evaluation or contract.

ARTICLE XII - OTHER CLERGY

A. The congregation may have other clergy such as a Cantor or an Assistant or Associate Rabbi.

B. Any full-time clergy shall be engaged by the Board in consultation with the Rabbi, and the Board shall approve any contract renewals.

C. Any part-time clergy shall be engaged by the Executive Committee in consultation with the Rabbi, and the Executive Committee shall approve any contract renewals.

D. The Rabbi shall supervise all other clergy.

ARTICLE XIII - SENIOR PROFESSIONAL STAFF

A. The congregation may engage senior professional staff such as an Executive Director or an Education Director.

B. Any senior professional staff shall be engaged by the Executive Committee in consultation with the Board, including any and all contract renewals.

ARTICLE XIV - AUXILIARY ORGANIZATIONS

A. The congregation shall have such auxiliary organizations as shall be authorized and constituted by the Board. Auxiliary organizations operate under the corporate umbrella of the congregation and may maintain their own funds, collect their own dues and fees, and maintain their own decision-making processes.

B. The activities of all auxiliary organizations of this congregation shall be conducted in such manner as will advance the best interests of the congregation.

C. All provisions contained in any Constitution or Bylaws of any auxiliary organization of the congregation shall be consistent with the Articles and Bylaws of this congregation and with the furtherance of the objectives of this congregation as set forth in Article II of these Bylaws.

D. All programs, policies, rules and regulations adopted by, and any action taken in the name of, any auxiliary organization, shall be consistent with the policies and decisions of the Board.

ARTICLE XV - COMMITTEES

A. All committees shall operate subject to the supervision and approval of the Executive Committee and the Board. The Board shall have final responsibility for all committee actions, policies, rules and decisions.

B. The following are standing committees, which shall report regularly to the Executive Committee, and work closely with the professional staff.

1. The Finance Committee shall supervise all financial matters pertaining to the congregation other than the Rabbi's Discretionary Fund; oversee and assure proper use of the expenditure of restricted funds and special gifts; make periodic reviews of the financial operations of the congregation, reporting their findings and recommendations to the Board; and present to the Board, in a timely manner, a proposed budget for the following fiscal year. The Finance Committee shall oversee Centre investments, shall evaluate and recommend the engagement and termination of fund managers, and shall report annually to the Board regarding the investments of the congregation. The Finance Committee shall be chaired by the Treasurer. The Senior Vice-President and the Assistant Treasurers shall be members of the Finance Committee. The President may appoint additional members as appropriate.

2. The House and Design Committee is responsible for supporting the congregation's building and grounds at 400 West Ellet Street. The committee shall recommend priorities and possible courses of action, review plans for changes and improvements to the building, and help identify and address potential threats to the building. The committee will consult with and provide advice to the professional staff and the Executive Committee regarding matters that affect the aesthetics of the congregation's building and grounds. All decision-making authority regarding house and design issues is vested in the Executive Committee, which may provide the House and Design Committee with

specific responsibilities and authority on a project by project basis.

3. The Leadership and Nominating Committee is responsible for identifying potential leaders of the congregation, fostering the growth and development of identified leaders, ensuring stability and continuity in leadership, and preparing an annual report regarding the nomination of new leaders. The committee shall be constituted as described in Article X, Paragraph A of these bylaws.

4. The Early Childhood Program Committee shall act as an advisory board for the congregation's Early Childhood Program and also as the Program's parent association. It shall review programs and policies with the ECP Director. It shall engage in supplementary activities such as community-building, social action, and fundraising.

5. The Religious Committee shall act as an advisory board for the Rabbi regarding the religious practices of the congregation. It shall assist the Rabbi and the professional staff in determining policy on religious practices and formulating appropriate regulations for implementing such policy.

6. The Religious School Committee shall act as an advisory board for the head of the Religious School and also as the Religious School's parent association. It shall review programs and policies with the head of the Religious School. It shall engage in supplementary activities, such as community-building, social action, and fundraising.

7. The Tikkun Olam Coordinating Team is a committee responsible for supporting programs that foster the social conscience of the congregation and for providing congregants with the means to translate their social concerns into action.

C. Ad hoc committees may be created and their members appointed by the President or the Executive Committee on an as needed basis to perform specific tasks or functions. Ad hoc

committees shall report to the Executive Committee.

ARTICLE XVI - FISCAL PROVISIONS

- A. The fiscal year shall begin July 1st of each year.
- B. Five Officers shall be designated by resolution of the Board as having authority to sign checks. Checks shall be signed by any two of the Officers so designated.
- C. All moneys of the congregation shall be held on deposit in the name of the congregation.

ARTICLE XVII - PERSONAL LIABILITY AND INDEMNIFICATION OF DIRECTORS AND OFFICERS

A. Personal Liabilities of Directors and Officers

- 1. No Director or Officer of this congregation shall be personally liable for monetary damages as such for any action taken, or any failure to take any action, unless
 - (a) the Director or Officer has breached or failed to perform the duties of his or her office under Section 8363 of the Pennsylvania Directors' Liability Act; and
 - (b) the breach or failure to perform constitutes self-dealing, willful misconduct or recklessness.
- 2. This article shall not apply to any actions filed prior to June 22, 1983, nor to any breach of performance of duty or any failure to perform said duty by any director or Officer occurring prior to such date.

B. Indemnification of Officers and Directors

- 1. Right to Indemnification. The congregation shall indemnify any person who was or is a party or threatened to be made a party to any threatened, pending or completed action,

suit or proceeding, either civil, criminal, administrative or investigative, by reason of the fact that that person is or was a Director or Officer of the congregation or is or was serving the congregation as a director or Officer, against expenses (including attorney's fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by the person in connection with such action, suit or proceeding to the extent that such person is not otherwise indemnified and the power to do so has been or may be granted by statute.

The congregation may pay expenses incurred by such a person in advance of the final disposition of such an action, suit or proceeding upon receipt of an undertaking by or on behalf of such person to repay such amount if it shall ultimately be determined that the person is not entitled to be indemnified by the congregation. For these purposes the Board may, and on request of any such person, shall be required to determine in each case whether the applicable standards in any such statute have been met, or such determination shall be made by independent legal counsel if the Board so directs or if the Board is not empowered by statute to make such determination.

2. Indemnification Not Exclusive. The foregoing indemnification shall not be deemed exclusive of any other right to which one indemnified may be entitled, both as to any action in the person's official capacity and as to any action in another capacity while holding such office, and shall inure to the benefit of the heirs, executors and administrators of any such person.

3. Insurance and Other Indemnification. The Board shall have the power to

(a) purchase and maintain, at the congregation's expense, insurance on behalf of the congregation and others to the extent that power to do so has been or may be granted by statute;

(b) create a fund of any nature which may, but need not be, under the control of a trustee; and

(c) otherwise give or secure in any manner its indemnification obligations to the extent not prohibited by law.

ARTICLE XVIII - DISSOLUTION

Upon the dissolution of the congregation, the Board shall, after paying or making provision for the payment of all of the liabilities of the congregation, dispose of all of the assets of the congregation exclusively for the purposes of the congregation in such manner, or to such organization(s) organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization(s) under section 501(c)(3) of the Internal Revenue Code of 1986 (or corresponding 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 the county in which the principal office of the congregation is then located, exclusively for such similar charitable, educational, religious, or scientific purposes as said Court shall determine.

ARTICLE XIX - AMENDMENT OF BYLAWS

These Bylaws may be amended upon a recommendation by a majority vote of the Board and thereafter upon the affirmative vote of the majority of those present at any meeting of the congregation. Under Article XV, Paragraph D, the President may appoint an ad hoc bylaws committee to provide recommendations on amending the bylaws.