

**HAR ZION TEMPLE BY-LAWS COMMITTEE**  
**PROPOSAL FOR AMENDMENTS TO THE BY-LAWS**  
**EXECUTIVE SUMMARY**

**By-Laws Committee Assignment**

- To perform a comprehensive review of the By-laws and make recommendations for appropriate amendments. In particular:
  - Simplify, modernize, make corrections, reduce formality of language where able.
  - Leadership and succession planning:
    - Add Executive Vice President
    - Shorten Officer terms
  - Ensure compatibility with a high functioning Board.

**Summary of Proposed Amendments, by Article**

- **Definitions.** Added certain definitions and clarified certain definitions to be consistent with terms used in the By-laws. Purpose: To add clarity and reduce redundancies.
- **ARTICLE I – PURPOSE, MISSION, AFFILITAION, OFFICES AND FISCAL YEAR**
  - Added Mission statement as adopted by the Board in 2023.
  - Simplified and renumbered subsections.
- **ARTICLE II – MEMBERSHIP**
  - Moved membership application process/details into Board adopted Rules and Regulations.
  - Eliminated references to privileges of membership that are also available to non-Members.
  - Moved into Article II from Article III the Termination of Membership provision.
  - Moved into Article III from Article II the Liability for Financial Obligations provision.
  - Eliminated redundancies, simplified and modernized language.
- **ARTICLE III – FINANCIAL OBLIGATIONS**
  - Details of financial obligations of Members and consequences for non-payment, including without limitation, ultimate potential loss of membership, eliminated from the By-laws so this detail may be moved into a Membership Financial Obligations Policy to be adopted by the Board.
- **ARTICLE IV – MEETINGS OF MEMBERS**
  - Eliminated required location of Annual Meeting and simplified language.
  - Reduced from 100 to 50 the number of Members required to demand a special meeting of the Congregation.
  - Shortened Notice period of special meetings from 10 days to 5 business days.
  - Reduced quorum requirement for all Congregational meetings from 50 to 35 Members and clarified that, once quorum is established at a Congregational meeting, business may be conducted until adjournment, even if quorum is lost.
  - Simplified Annual Report detail requirements.

• **ARTICLE V – BOARD OF DIRECTORS**

- Counsel to have the right to vote as a Director, subject to required abstention in the event of legal representation conflict.
- Reduced Board size from 32 to “up to” 28 voting Directors.

<b>Current – 32 (per the 4/6/21 By-laws)</b>		<b>Proposed – 25-28</b>	
Officers	8	Officers	10 (+2)
(Counsel does not vote)		+Counsel to vote	
Chair of Trustees	1	Chair of Trustees	1
MC, Sis, HSA	3	MC, Sis, HSA	3
PTA*	1 (-1*)	PTA	0 (+/- 0)
Immed. PP	1	Immed. PP	1
Elected PP	1	Elected PP	0 (-1)
Elected Trustee	1	Elected Trustee	1
3x3 classes elected	9	3x3 classes elected	9
Standing Cte Chairs	8	Standing Cte Chairs	0 (-8)(not “in addition to”)
		At Large	up to 3 (+3)

- Decreased the minimum number of Board meetings to 5 annually (versus 8).
- Quorum for Board meetings changed to 50% of voting Directors (versus 22).
- Up to three (3) “At Large Director” (or Co-At Large Directors) positions (with 1 vote per position) added to ensure flexibility for appointment of Members with specific professional expertise, or Congregational knowledge and history. Co-At Large Directors in any single At-Large Director position shall share one (1) vote.
- Reorganized the Article for clarity, simplification and elimination of redundancies.

• **ARTICLE VI – TRUSTEES**

- Clarified description of Trustees and all other details of Trustees’ terms, governance, meetings, Trustee Officers to be eliminated from the By-laws and placed in the Trustees’ governing documents.
- No changes to Trustees’ rights under the By-laws are being proposed.

• **ARTICLE VII – DUTIES AND POWERS OF BOARD AND TRUSTEES**

- Clarified, simplified and eliminated redundancies.
- Merger of the Congregation with another, and/or sale of the current location or substantially all assets should be subject to approval of the majority of the Members of the Congregation.
- Initial hiring of the Senior Rabbi and/or Cantor will remain subject to Board and Trustee approval.

• **ARTICLE VIII – OFFICERS**

- Eliminated redundancies repeated from earlier Articles, minor corrections (i.e., Vice President of Education and Youth versus Vice President of Lifelong Learning), simplifications, and added references to sub-committee and special project task forces.
- Added Executive Vice President (supports succession planning).

- Decreased Officer terms to 1 year with up to 4 consecutive terms (zero net change) (facilitates recruitment of individuals willing to serve in an Officer role).
- Counsel to vote unless otherwise conflicted.
- Treasurer – removed language regarding unbudgeted repairs and expenditures. Such detail/processes/protocols to be in a Board policy (Unbudgeted Expenditures Policy), but unbudgeted expenditures still to be reported to the Board.
- **ARTICLE IX – NOMINATIONS AND ELECTIONS**
  - Nominating Committee to become a sub-committee of the Governance Committee (Nominating Sub-Committee).
  - Eliminated unnecessary language.
  - Reduced to 25 from 50 the number of Members who may petition for nominations.
  - Changed to email the protocol for publishing names of nominees.
- **ARTICLE X – COMMITTEES**
  - PA Non-Profit Corporation law requires that “Standing” Committee chairs be Board members. Presently, in addition to the Executive Committee, there are 19 Standing Committees articulated in the By-laws. In addition, other “Standing Committees” with Board representation have been created. This proposal reduces the number of Standing Committees to 6. This will help facilitate reduction in Board size, reduce conflicting overlaps in responsibilities, increase flexibility and strengthen clear/timely communication pathways. Proposed Standing Committees to be articulated in the By-laws are:
    - Jewish Education
    - Governance
    - Finance & Budget
    - Membership & External Affairs
    - Administration & Operations
    - Ritual
  - Functioning committees currently in the By-laws, but not to be designated as a Standing Committee in the revised By-laws, will become sub-committees or special project task forces under the oversight of an enumerated Standing Committee.
  - Exception to the above – Nominating Sub-Committee, while under the oversight of the Governance Committee, it must be chaired by a Director. The proposal is to reduce Nominating Sub-Committee members from 11 to 8, to include:
    - Most recent Past Pres willing to serve
    - 1 Trustee elected by Trustees
    - 1 Member who is neither Director nor Trustee designated by President
    - 2 Directors elected by Board
    - 2 Members who are neither Directors nor Trustees elected by the Board
    - Chair of Leadership Development sub-Committee or that chair’s designee from among such sub-committee’s members
    - This change should make the Nominating Sub-Committee easier to populate and reduce the number of Members who would be ineligible for

nomination as a Director due to their status as a Nominating Sub-Committee member.

- **ARTICLE XI – THE RABBI**
  - Removed references to various rabbinical schools and required instead that the Senior Rabbi must be a member of the Rabbinical Assembly.
  - Eliminated redundant language.
  - Other simplifying edits.
- **ARTICLE XII – THE CANTOR**
  - Added that the Cantor must be eligible for membership in the Cantorial Assembly.
  - Eliminated redundant language.
  - Other simplifying edits.
- **ARTICLE XIII – EXECUTIVE DIRECTOR**
  - Eliminated redundant language.
  - Other simplifying edits.
- **ARTICLE XIV – LIMITATION OF LIABILITY AND INDEMNIFICATION**
  - Clarified that Pennsylvania is the state law that applies re state taxes.
- **ARTICLE XV – MISCELLANEOUS**
  - Modernized to include electronic payment transmission.
  - Required a written Board policy for authorizing payments.
- **ARTICLE XVI – AMENDMENTS**
  - Edited for consistent use of defined terms and to include a Governance Committee reference.
- **ARTICLE XVII – TRANSITIONAL**
  - Updated for consistent use of terms, current dates and eliminated obsolete sections.