

**BYLAWS OF  
TEMPLE SINAI  
OF  
PITTSBURGH, PENNSYLVANIA**

**In Effect as of May, 2016**

**Approved by the Temple Sinai Board of Trustees, April 14, 2016 / 7 Nisan 5776  
Adopted (as further amended) at the Annual Meeting of the Congregation, May 16, 2016 / 9 Iyar 5776**

**Temple Sinai  
5505 Forbes Avenue  
Pittsburgh, PA 15217**

**BYLAWS OF TEMPLE SINAI  
Pittsburgh, Pennsylvania**

**ARTICLE I: NAME AND AFFILIATION**

The name of this Congregation (the “Congregation” or “Temple”) is Temple Sinai of Pittsburgh, Pennsylvania. This Congregation shall be affiliated with the Union for Reform Judaism and shall conduct its services and rituals in accordance with the traditions of Reform Judaism.

**ARTICLE II: MEMBERSHIP**

**Section One. Election to Membership**

Any person who wishes to identify with the Jewish faith may apply for membership in this Congregation by submitting an application to the Executive Director who shall report to the Board of Trustees. A majority vote of the Trustees present at any Board meeting shall be required for election to membership.

**Section Two. Units of Membership**

1. Regular Membership: This category applies to those whose principal congregational affiliation is with Temple Sinai.
2. Non-resident Membership: This category applies to those whose principal congregational affiliation is with Temple Sinai, but whose principal residence is more than two hundred fifty (250) miles from Temple Sinai, and who generally spend less than one third (1/3) of the year in the Pittsburgh area.
3. Honorary Membership: This category applies to those to whom the Board of Trustees has offered membership without the obligation to pay annual dues.

**Section Three. Privileges of Membership**

1. The Board of Trustees may from time to time establish criteria, rules and procedures for determining whether a member is in good standing. A member who ceases to be in good standing for any reason other than a failure to satisfy the member’s financial obligations to the Congregation and who fails to take such action as is required to be in good standing within three (3) months after the determination that the member is not in good standing may be suspended or have the member’s membership terminated by the Board of Trustees.
2. Regular members in good standing shall be entitled to the following privileges, subject to payment of any applicable fees:
  - a) Use of Temple Sinai facilities and professional services for life-cycle events.
  - b) Enrollment of children in Religious School.
  - c) Participation in synagogue governance, including voting at congregational meetings, eligibility for membership on the Board of Trustees, and service (subject to the further limitations of these Bylaws) as an officer of Temple Sinai.
  - d) Use of unassigned seats for High Holy Day services.
  - e) Purchase of plots at Temple Sinai Memorial Park.
  - f) Such other benefits and services as are from time to time provided to members.

3. Non-resident members shall be entitled to all of the privileges and subject to all of the obligations of Regular Members.
4. Honorary Members shall be entitled to all the privileges and obligations of Regular Members except participation in synagogue governance (as enumerated under paragraph 2.c of this section). However, Honorary Members who qualify under Article IV, Section 3.2, may serve as *ex officio* members of the Board of Trustees with the privileges and obligations thereof.
5. In congregational votes, up to two adults in a Regular Membership are entitled to vote.
6. A member wishing to resign shall do so in writing to the Executive Director. The resignation does not relieve a congregant of any outstanding financial obligation.

#### **Section Four. Financial Obligations of Members**

1. Each member shall pay annual dues according to the dues structure established by the Board of Trustees.
2. In establishing and for purposes of the Congregation's dues structure, the Board may create different categories of members and establish different dues levels for those categories. Exceptions and adjustments to the regular dues structure as applied to specific members must be approved by the Financial Secretary, or his/her designate, in accordance with procedures, processes, and guidelines established by the Executive Committee or Board of Trustees (and as described under Article V, Section 7).
3. The Board of Trustees may levy an assessment at any time in such an amount as it deems necessary, and members shall have the same obligation to pay such assessments as they do for annual dues.
4. Each member shall pay applicable fees for other goods and services such as religious school, life-cycle events, fundraising events, and so forth.
5. A member failing to pay financial obligations within one year of invoicing shall be declared in arrears and not in good standing. The membership of that member may be suspended or terminated by the Board of Trustees upon the recommendation of the Financial Secretary. For reasons of confidentiality, the recommendation shall be made without disclosing the names of such members, except upon the explicit request of the Board of Trustees (which shall maintain the confidentiality of any information provided to it under this paragraph, except as required by law).
6. Without limiting the foregoing, any member not in good standing, or formerly not in good standing, may be required to enter into a payment arrangement under policies set from time to time by the Board of Trustees (including, without limitation, a requirement to provide a credit or debit card number for regular automatic payments).

### **ARTICLE III: CONGREGATIONAL MEETINGS**

#### **Section One. Annual Meeting**

1. The Annual Meeting of the Congregation shall be held during the month of May of each year on such date as the Board of Trustees may designate, and at least fifteen (15) days' written notice thereof shall be given to each member.
2. At the Annual Meeting of the Congregation, the President and the Treasurer shall deliver the reports described in Article V, Section 2.6, and Article V, Section 5.4, respectively, the Officers and Trustees shall be elected, and such other business shall be transacted as shall properly come before said meeting.

3. Officers and Trustees shall take office upon election.

#### **Section Two. Special Meetings**

1. Special meetings of the Congregation shall be held whenever ordered by the Board of Trustees, or at the written request of at least twenty-five (25) members of the Congregation in good standing.
2. Such order or request shall state the object of said meeting.
3. The call for such meeting, of which at least fifteen (15) days' written notice shall be given, shall set forth the object thereof.
4. At special meetings, no business shall be transacted except that for which notice shall be given in the call for said meeting.

#### **Section Three. Quorum**

1. Fifty (50) voting members in good standing shall constitute a quorum at any annual or special meeting of the Congregation.
2. A majority of the votes cast shall be required for the adoption of any resolution(s) or the transaction of any business. In the event of a tie vote, the President of the Congregation may cast the deciding vote.

### **ARTICLE IV: BOARD OF TRUSTEES**

#### **Section One. General**

1. To be elected, a Trustee shall have been a regular member in good standing of the Congregation for at least one year and shall be Jewish.
2. The office of any elected Trustee absent without good cause for three successive regular meetings of the Board of Trustees or delinquent in meeting financial obligations may be declared vacant by the Board.
3. A Trustee who has served a regularly-elected term of three years as either an At-Large Trustee or a Trustee representative of a Center or Auxiliary under Section Five of this Article shall not be eligible for reelection to an At-Large or Center or Auxiliary representative term until the expiration of one (1) year from the termination of his/her term of three years.

#### **Section Two. Elected "At-Large" Trustees**

1. The Board of Trustees (the "Board") shall include not more than eighteen (18) elected At-Large members, comprising three "classes," each of not more than six (6) members per class. At each Annual Meeting of the Congregation, the Congregation shall elect for a term of three (3) years the next class of At-Large Trustees, which shall succeed that class of At-Large Trustees whose term of office expires at the Annual Meeting. Vacancies caused by death, resignation, or removal may be filled, at the option of the Board, by election by the Board or at the Annual meeting, such election in either case to be for the then-unexpired portion of the respective term.

#### **Section Three. Lifetime Honorary Trustees**

1. In addition to elected At-Large Trustees as set forth above, members of the Congregation who have rendered extraordinary service to the Congregation, upon recommendation of the Board of Trustees or upon nomination(s) of the Nominating Committee, may be elected by the Congregation as Lifetime Honorary Trustees at any Annual Meeting, and shall have the same rights and duties as other members

of the Board of Trustees.

2. Lifetime Honorary Trustees shall be entitled to vote as Trustees for eighteen (18) years following their election. Following completion of the eighteen (18) year period, or earlier if requested by the Lifetime Honorary Trustee, that Trustee's status shall change to Lifetime Honorary Trustee *Emeritus/Emerita*. Lifetime Honorary Trustees *Emeriti* shall have the same rights and duties as other members of the Board of Trustees, except for the right to vote as Trustees. The eighteen (18) year limitation shall not apply to any Lifetime Honorary Trustee elected prior to 2016.
3. All elected Presidents of the Congregation shall become Lifetime Honorary Trustees upon completion of their terms of office as President, but shall not transition to Lifetime Honorary Trustees *Emeriti* status.
4. With the exception of Past Presidents of the Congregation and Lifetime Honorary Trustees *Emeriti*, the number of Lifetime Honorary Trustees shall not exceed five (5).

#### **Section Four. Ex Officio Trustees**

1. The elected Officers of the Congregation shall be *ex officio* members of the Board and shall have the same rights and duties as elected Trustees.

#### **Section Five. Trustees from Centers, Auxiliaries, and Committees**

1. Each Center and Auxiliary (other than the Temple Sinai Youth Group) shall propose to the Nominating Committee the name of one member of its steering committee or equivalent governing body for nomination to the Board of Trustees, as the representative of the respective Center or Auxiliary, for a term of three (3) years. The Nominating Committee shall place in nomination the name of each such person it approves (including submission of further names, if the first name is not approved), at the Annual Meeting, in the same manner as the nominees to be At-Large Trustees.
2. The six (6) Centers and Auxiliaries shall be divided into three (3) classes, corresponding to the classes for elected At-Large Trustees, as follows: Class 1 shall include the Women of Temple Sinai and the Neshama Center; Class 2 shall include the Temple Sinai Brotherhood and the Midrash Center; Class 3 shall include the Tikkun Olam Center and the B'racha Center. At the time of implementation of this section, all three classes shall be elected. Trustees initially elected in Class 3 shall serve regular three-year terms; Trustees initially elected in Class 2 shall serve shortened two-year terms; and Trustees initially elected in Class 1 shall serve shortened one-year terms. Subsequent elections shall all be for three-year terms.
3. Vacancies caused by death, resignation, or removal of a Trustee representing a Center or Auxiliary shall be filled by submission to the Nominating Committee and election at the next Annual Meeting, such election to be for the then-unexpired portion of the respective term. The termination for any reason of a Trustee representing a Center or Auxiliary from that Center or Auxiliary or from the Center or Auxiliary's steering committee or equivalent governing body shall cause immediate removal from the Board of Trustees of that Trustee elected under this section.
4. The foregoing paragraphs of this section will be implemented beginning with the 2017 Annual Meeting. Provisions of the 2015 Bylaws relating to Center and Auxiliary Board representation will remain in effect until that time.
5. The Chairs of all Permanent Committees not otherwise members of the Board of Trustees and the president of the Temple Sinai Youth Group shall receive, as if they were Trustees, notices of, and shall have the right to attend and participate at, meetings of the Board, but shall not have the right to vote as Trustees.

### **Section Six. Powers and Duties**

1. The Board of Trustees shall govern the affairs of the Congregation, have charge of its property and revenues, and take such action as shall, in its judgment, best promote the welfare of the Congregation, subject to the provisions of these Bylaws. In furtherance and not in limitation of the foregoing, the Board of Trustees shall:
  - a) Have the exclusive power to elect, suspend, and terminate members of the Congregation;
  - b) Have the exclusive power to authorize the appropriation, use, and investment of all Temple funds, in accordance with currently effective **Financial Policy Guidelines** developed by the Financial Policy Committee and approved by the Board of Trustees pursuant to Article X, Section 3.6;
  - c) Have the exclusive power to determine the amount and manner of payment of dues and/or assessments;
  - d) Have the power to call special meetings of the Congregation;
  - e) Certify, according to the applicable provisions of these Bylaws, the eligibility of and proper appointment of the Chair of each Center and the president of each Auxiliary;
  - f) Have the power to perform such other duties as may be set forth in these Bylaws or as the Congregation may from time to time prescribe;
  - g) Annually review the Financial Policy Guidelines and the Findings of the Auditor for the most recently concluded fiscal year, and conduct any additional review mandated by law.
2. Whenever significant actions affecting the Congregation are to be considered by the Board of Trustees, all appropriate Organizations shall be permitted to review the issues involved in such actions and present their recommendations to the Board of Trustees. Such items shall appear on the agenda for the meeting of the Board at which action is to be taken.
3. The Board of Trustees shall review the bylaws or other operating rules adopted by any Committee, Center, or Auxiliary and shall certify that such bylaws and/or rules do not conflict with (i) these Temple Bylaws or (ii) the Financial Policy Guidelines. These Temple Bylaws and the Financial Policy Guidelines take precedence.
4. Each Trustee shall be a member of at least one Center and one Auxiliary of Temple Sinai. Trustees shall notify the President of their choices.
5. Nothing in these Bylaws concerning the powers and responsibilities of the Organizations of Temple Sinai shall be construed to limit the authority of the Board of Trustees (including but not limited to its authority to review, modify, or override the actions of any Organization), which shall take precedence.

### **Section Seven. Regular Meetings**

The regular meetings of the Board of Trustees shall be held during least nine (9) months of each year, provided that no two consecutive months shall be without a Board meeting. Meetings of the Board of Trustees shall be open to all members in good standing of Temple Sinai, except when the Board determines that a specific meeting shall not be open to members.

### **Section Eight. Special Meetings**

Special meetings of the Board may be called by the President, or shall be called by him or her at the written request of at least seven (7) Trustees, with written notice provided at least three days prior to the date of the meeting.

### **Section Nine. Quorum for Meetings**

A quorum shall consist of one-third (1/3) of the elected At-Large Trustees, but in no case less than ten (10) Trustees in total.

## **ARTICLE V: OFFICERS**

### **Section One. The Officers**

1. The officers of the Congregation shall consist of a President, First Vice President, Second Vice President, Third Vice President, Secretary, Financial Secretary, Treasurer, and Assistant Treasurer, who shall be elected by the Congregation at the Annual meeting, and who shall serve for a period of two years (commencing with the election at the 2017 Annual Meeting) or until their successors are duly elected. In the event of a contest for any of the above offices, election shall be by written ballot. No person shall serve two consecutive full terms in the same office.
2. In case of vacancy during the two-year term of an officer, the President shall appoint a replacement to fill the two-year term. The person appointed as replacement to fill the vacancy may stand for election to the next consecutive full two-year term in the same position only if the filled vacancy has less than one year remaining (determined by the date of the Annual Meeting).
3. Any member is eligible for the office of President or any Vice President provided that he or she has been a member in good standing of the Congregation for at least the five (5) years immediately preceding election to office, has served on the Board of Trustees, and is Jewish. The same qualifications apply to the other officers, except that the membership in good standing requirement shall be three (3) years immediately preceding election to office (rather than five years).
4. Only officers of the Congregation may sign checks or authorize payment via electronic means.
5. Each officer shall deliver to the duly qualified successor all books, papers, and other property of the Temple in his or her possession or control.

### **Section Two. Powers and Duties of the President**

The President shall be the principal executive officer of the Congregation. Duties shall include, but not be limited to, the following:

1. Presiding at all meetings of the Congregation, the Board of Trustees, and the Executive Committee.
2. Enforcing the Bylaws.
3. Signing official documents.
4. Appointing, upon proper consultation with the Executive Committee, and except as otherwise provided herein, Chairs of all Permanent Committees; appointing ad hoc or special committees as and when needed; serving as an *ex officio* member of all Permanent Committees; and appointing, with approval of the Board, representatives to all external bodies to which the Temple may be entitled to representation.
5. Calling of special meetings of the Board of Trustees and/or the Executive Committee whenever necessary.
6. Making a report to the Congregation at its Annual Meeting on the status of the affairs of the Temple, and addressing the congregation during the High Holy Days.

7. Presiding over the Personnel Practices Committee, defined in Article X, Section 1.4.

### **Section Three. Powers and Duties of the Vice Presidents**

The Vice Presidents shall:

1. Commencing with the First Vice President, assume the duties of the President in his or her absence, inability, and/or refusal to act.
2. As designated by the President, chair the Program Coordinating Committee.
3. Discharge such other duties as shall be assigned to them by the President and the Board of Trustees.
4. Serve as liaison between the Executive Committee and the Permanent Committees and Centers as required by these Bylaws or the Financial Policy Guidelines, or as requested by the President.

### **Section Four. Powers and Duties of the Secretary**

The Secretary shall:

1. Be responsible for all official documents of the Temple.
2. Attend all meetings of the Congregation, the Executive Committee, and the Board; keep an accurate record of the proceedings of such meetings; and publish such records to the Board of Trustees.

### **Section Five. Powers and Duties of the Treasurer**

The Treasurer shall:

1. Be the principal financial officer of the Congregation.
2. Serve as Chair of the Financial Committee, whether convened *per se* or for the specific purposes described in Article X, Section 3.
3. Submit a report of the Congregation's financial standing at least quarterly to the Board of Trustees.
4. Prepare and submit an Annual Report of the financial standing of the Congregation at the Annual Meeting.
5. Approve all operating expenditures subject to the limitations of the operating budget.
6. After consultation with the Financial Committee convened as the Investment Committee, invest and separately account for all available funds of the Temple in accordance with the currently effective Financial Policy Guidelines.
7. After consultation with the Financial Committee convened as the Budget Committee, prepare an annual operating budget for the Temple (including any capital expenses) and the Memorial Park.
8. Serve as liaison between the Executive Committee and the committees as required by these Bylaws and the Financial Policy Guidelines or as requested by the President

### **Section Six. Powers and Duties of the Assistant Treasurer**

The Assistant Treasurer shall:

1. Advise, assist, and consult with the Treasurer on financial matters of the congregation.



2. Exercise the powers and perform the duties of the Treasurer in the absence or incapacity of the Treasurer.

### **Section Seven. Powers and Duties of the Financial Secretary**

The Financial Secretary shall:

1. Oversee an accurate accounting of all payments and liabilities of members.
2. Supervise preparation of all bills and financial notices to members and the prompt collection thereof.
3. Contact members who cannot pay or have not paid the full dues for their category of membership or who are in arrears in dues or other payments, and negotiate (subject to approval under the next paragraph) acceptable payments, taking into consideration requests from those members for adjustments to their dues obligations. With the prior approval of the Executive Committee, the Financial Secretary may be assisted in this task by the Executive Director and others.
4. Approve and report to the Board (or to the Treasurers for their financial report to the Board) in summary form adjustments to the dues obligations for specific members subject to the procedures, policies, and guidelines from time to time established by the Executive Committee or Board of Trustees, without, for reasons of confidentiality, disclosing to the Board the names of members who have requested or received adjustments except upon the explicit request of the Board of Trustees. (The Board of Trustees shall maintain the confidentiality of any information provided to it under this paragraph, except as required by law.)
5. Make recommendations to the Board of Trustees for termination of the membership (under Article II, Section 4.5) of members who have failed to satisfy their financial obligations to the Congregation. For reasons of confidentiality, such recommendations shall be made to the Board in summary form, without disclosing the names of those members, except upon the explicit request of the Board of Trustees.

## **ARTICLE VI: LIMITATION OF PERSONAL LIABILITY OF TRUSTEES**

To the fullest extent that the laws of the Commonwealth of Pennsylvania, as in effect on the date of the adoption of this section, or as such laws are thereafter amended, permit elimination or limitation of the liability of directors, no member of the Board of Trustees ("Trustee") of Temple Sinai shall be personally liable as such for monetary damages for any action taken, or any failure to take any action, as a Trustee. Any amendment or repeal of this section or adoption of any other provision of these Bylaws or the Temple's Articles of Incorporation which has the effect of increasing Trustee liability shall operate prospectively only and shall not have any effect with respect to any action taken, or failure to act, prior to the adoption of such amendment, repeal, or other provision.

## **ARTICLE VII: INDEMNIFICATION OF TRUSTEES, OFFICERS AND EMPLOYEES**

### **Section One. Right to Indemnification**

Except as prohibited by law, every Trustee and officer of Temple Sinai shall be entitled as a right, to the fullest extent permitted by the laws of the Commonwealth of Pennsylvania, to be indemnified by Temple Sinai against all expenses, liability, and loss (including without limitation, attorney's fees,

judgments, fines, taxes, penalties, and amounts paid in settlement) paid or incurred by such person in connection with any actual or threatened claim, action, suit or proceeding, civil, criminal, administrative, investigative or other, whether brought by or in the right of Temple Sinai or otherwise, in which he may be involved, as a party or otherwise, by reason of such person being or having been a Trustee or officer of Temple Sinai or by reason of the fact such person is or was serving at the request of the Temple as a Trustee, officer, employee, fiduciary or other representative (such claim, action, suit or proceeding hereinafter being referred to as an "Action") if the Trustee or officer acted in good faith and in a manner the Trustee or officer reasonably believed to be in, and not opposed to, the best interests of Temple Sinai and, with respect to any criminal proceeding, if the Trustee or officer had no reasonable cause to believe the Trustee's or officer's conduct was unlawful; provided, that no such right of indemnification shall exist with respect to an Action brought by an Indemnitee (as hereinafter defined) against the Temple except as provided in the last sentence of this section. Persons who are not Trustees or officers of the Temple may be similarly indemnified in respect of service to the Temple or to another such entity at the request of the Temple to the extent the Board of Trustees at any time denominates any of such persons as entitled to the benefits of this article. As used in this article, "Indemnitee" shall include each Trustee and officer of the Temple and each other person denominated by the Board of Trustees as entitled to the benefits of this article. An Indemnitee shall be entitled to be indemnified pursuant to this Section 1 for expenses incurred in connection with any Action brought by such Indemnitee against the Temple only if the Action is a claim for indemnity or expenses under Section 3 of this article or otherwise and either (i) the Indemnitee is successful in whole or in part in the Action for which expenses are claimed or (ii) the indemnification for expenses is included in a settlement of the Action or is awarded by a court.

#### **Section Two. Right to Advancement of Expenses.**

Every Indemnitee shall be entitled as of right to have his expenses in any Action (other than an Action brought by such Indemnitee against the Temple) paid in advance by the Temple prior to final disposition of such Action, upon receipt of an undertaking from the Indemnitee to repay the amount if it is ultimately determined that the Indemnitee is not entitled to be indemnified by the Temple with respect to the Action.

#### **Section Three. Right of Indemnitee to Initiate Action.**

If a written claim under Section 1 or Section 2 of this article is not paid in full by the Temple within thirty days after such claim has been received by the Temple, the Indemnitee may at any time thereafter initiate an Action against the Temple to recover that unpaid amount of the claim and, if successful in whole or in part, the Indemnitee shall also be entitled to be paid the expenses of prosecuting such Action. It shall be a defense to any Action to recover a claim under Section 1 of this article that the Indemnitee's conduct was such that under Pennsylvania law the Temple is prohibited from indemnifying the Indemnitee for the amount claimed, but the burden of proving such defense shall be on the Temple.

#### **Section Four. Insurance and Funding.**

The Temple may purchase and maintain insurance to protect itself and any person eligible to be indemnified hereunder against any expense, liability or loss asserted or incurred by such person in connection with any Action, whether or not the Temple would have the power to indemnify such person against such expense, liability or loss by law or under the provision of this article. The Temple may create a trust fund, grant a security interest, cause a letter of credit to be issued or use other means (whether or not similar to the foregoing) to ensure the payment of such sums as may become necessary to effect indemnification as provided herein.

**Section Five. Non-Exclusivity; Nature and Extent of Rights.**

The rights of indemnification and advancement of expenses provided for in this article (i) shall not be deemed exclusive of any other rights, whether now existing or hereafter created, to which any Indemnitee may be entitled under the Temple's Articles of Incorporation or these Bylaws, any agreement, any vote of shareholders or Trustees or otherwise, (ii) shall be deemed to create contractual rights in favor of each Indemnitee, (iii) shall continue as to each person who has ceased to have the status pursuant to which he or she was entitled or was denominated as entitled to indemnification hereunder and shall inure to the benefit of the heirs and legal representative of each Indemnitee and (iv) shall be applicable to Actions commenced after the adoption hereof, whether arising from acts or omission occurring before or after the adoption hereof. The rights of indemnification provided in this article may not be amended or repealed so as to limit in any way the indemnification or the right to advancement of expenses provided for herein with respect to any acts or omissions occurring prior to the adoption of any such amendment or repeal.

**ARTICLE VIII: SENIOR RABBI**

1. The congregation shall elect the Senior Rabbi for a specified initial term at an Annual Meeting of the Congregation or at a special meeting called for that purpose. The term and conditions of employment of the Senior Rabbi without disclosure to the Congregation shall be determined by the Personnel Practices Committee and shall be approved by the Board of Trustees prior to election at the Meeting of the Congregation. Following the election of a Senior Rabbi and approval of the initial terms and conditions of the Senior Rabbi's employment by the Board, renewals of that employment and changes to the terms and conditions of employment shall be determined and subject to the approval of the Personnel Practices Committee and the Board of Trustees.
2. A retired rabbi may be designated Rabbi *Emeritus* by the Board of Trustees.

**ARTICLE IX: ORGANIZATIONS: COMMITTEES, AUXILIARIES, CENTERS**

1. The formal organizations of the Congregation (collectively "Organizations") shall be of the following types:
  - a) Permanent (or Standing) Committees of the Board, including Special Committees
  - b) Ad Hoc Committees constituted for a particular purpose. Ad Hoc committees shall exist for the duration prescribed at their respective formations.
  - c) Auxiliaries
  - d) Centers
2. Except as otherwise directed by these Bylaws or by a resolution of the Board of Trustees, Organizations shall operate only within their charge, shall have no authority to contractually bind the Congregation, and shall have no authority to commit or expend its funds except as provided in this Article IX.
3. Not later than April 30 of each year, the Women of Temple Sinai and the Temple Sinai Brotherhood shall prepare their respective annual budgets for the upcoming fiscal year and provide those budgets to the Treasurer. The Treasurer of Temple Sinai and the president, Chair or treasurer of each respective Auxiliary shall together report on those budgets to the Board of Trustees at the next meeting of the Board and in summary form to the Congregation at the May Annual Meeting. The budgets for all other Organizations shall be prepared as part of the Temple Sinai budget process (under Article X, Section 3.5).
4. Funds allocated by the Temple Sinai budget for Organization activities are to be expended only for the

purposes of that Organization and according to the budget for each respective organization. Expenditures for the Women of Temple Sinai and the Temple Sinai Brotherhood may be made by those respective organizations from accounts kept for such purpose, subject to the further provisions of these Bylaws. Expenditures for any other Organization of \$5,000 or more, or such other amount set by the Financial Policy Committee, shall be made only after notice to and consultation with the Treasurer.

5. Except as otherwise specified or provided in these Bylaws, the President shall appoint the Chairs of all Committees upon consultation with the Executive Committee and the current Chair (immediately preceding such appointment) of each Committee.
6. Chairs (or presidents, in the case of Auxiliaries) of each Organization (a) shall be Jewish, (b) shall, while serving as Chair, be members in good standing of the Congregation, and (c) shall not, unless otherwise allowed by these Bylaws, serve more than two consecutive years as Chair of the same Organization.
7. Except as provided in these Bylaws, members of the Permanent, Ad Hoc, and Special Committees are appointed by the Chair of the committee. Each Permanent, Ad Hoc, and Special Committee shall include at least one member of the Executive Committee, who shall act as liaison to the Executive Committee.
8. Membership in the Auxiliaries and Centers is open to all members in good standing of the Congregation. Each member in good standing of the Congregation shall be encouraged to join the Auxiliary of his/her peers and at least one Center.
9. When these Bylaws designate a Chair or member of an Organization *ex officio* (by virtue of holding another position, e.g. Immediate Past President) and that person declines or is unable to serve in the designated capacity, then the vacancy shall be filled by a member designated by the President with the approval of the Board of Trustees.

#### **ARTICLE X: PERMANENT COMMITTEES OF THE BOARD**

The Permanent Committees of the Board shall be as follows:

##### **Section One. Executive Committee.**

There shall be an **Executive Committee**, which shall:

1. Consist of the elected officers, Rabbis, Cantors, the Executive Director, and the two most recent Past Presidents.
2. Have the power and authority to conduct the normal business affairs of the Congregation and to adopt rules and regulations pertaining to the conduct thereof, subject, however, to the approval of the Board of Trustees.
3. Meet monthly. All actions of the Executive Committee shall be reported at the next meeting of the Board of Trustees.
4. Constitute the membership of the **Personnel Practices Committee**, except: (a) the Rabbis, the Cantors, and the Executive Director shall not be members of the Personnel Practices Committee and (b) one At-Large Trustee shall also be a member of the Personnel Practices Committee. An At-Large Trustee shall be chosen for this role by the President for a term of one year and for at most two consecutive one-year terms. Recognizing that the President has discretion as to whom to appoint to this position, the At-Large Trustee shall generally be selected based on her/his human resources qualifications or experience.
5. When convened as the Personnel Practices Committee, subject to the provisions of Article VIII, Section 1, any and all limitations of the Temple Sinai Budget, and, at the discretion of the Board of Trustees, the

Board's review and approval:

- a) have complete authority over all decisions and modifications concerning offers of employment, hiring, termination, and compensation (including without limitation benefits, time off, bonuses, tuition, and other forms of compensation) for the Rabbi(s), cantor/cantorial soloist, and Executive Director of Temple Sinai (collectively "Senior Staff").
- b) have oversight and review responsibility for offers of employment, hiring, termination, and compensation (including without limitation benefits, time off, bonuses, tuition, and other forms of compensation) for all permanent full- and part-time employees and contractors other than Senior Staff and may, at its discretion, delegate specific decisions concerning offers, hires, terminations and compensation for other than Senior Staff to respective members of the Senior Staff.

### **Section Two. Nominating Committee.**

There shall be a **Nominating Committee**, which shall:

1. Be constituted by the Board of Trustees no later than its December meeting of each year.
2. Consist of the following members: three elected by the Board from its membership (excluding officers); three elected by the Board from the general membership; one appointed by the President; and the two most recent Past Presidents of the Congregation. The immediate Past President shall serve as the Chair. If the immediate Past President is not able to serve as Chair, the second most recent Past President shall serve as Chair.
3. Place in nomination the Officers, Trustees, and any Honorary Trustees to be elected at the next Annual Meeting. Notice of such nominations shall be given to the Board of Trustees at the regular meeting of the Board of Trustees in March and written notice shall be given to the Congregation at least twenty-eight (28) days prior to the election.
4. Nominations of Officers and Trustees may also be made by petition of members. Such petition must set forth the nominee's name and consent and must be signed by at least ten (10) members of the Congregation who are not members of the Nominating Committee. It must be delivered to the Chair of the Nominating Committee at least fifteen (15) days prior to the election. Written notice of such nomination shall be given to the Congregation at least seven (7) days prior to the election. If there are more nominees than open seats, election shall be by written ballot with the names of nominees arranged alphabetically.
5. The Nominating Committee shall recommend to the Board of Trustees nominees to fill any vacancy occurring on the Board or among the elected officers of the Congregation that occurs during the term. Additional nominations for such vacancies may be made by any Trustee(s) at such meeting of the Board where the recommendations of the Nominating Committee are to be presented and voted upon.
6. The members of the Nominating Committee shall serve for one year or until their successors are duly elected.

### **Section Three. Financial Committee.**

There shall be a **Financial Committee**, which shall:

1. Be responsible for the financial policy, budget, endowment, investments, and guidance of the financial operations of the congregation (including but not limited to the Memorial Park and the Organizations).
2. Be chaired by the Treasurer and consist of at least five members, one of whom shall be the Assistant Treasurer.

3. Include the Executive Director and Controller/Bookkeeper as non-voting members.
4. Meet at least quarterly.
5. With respect to the annual budget for the congregation and Memorial Park, convene (or designate a subcommittee) as the **Budget Committee** and:
  - a) Receive budget requests from Temple Organizations and the Memorial Park Committee, and prepare and recommend to the Board of Trustees annual operating budgets for both Temple Sinai and the Memorial Park.
  - b) No later than April 30th of each year, prepare a budget for the next fiscal year commencing July 1st. In addition to operating income and expenses the budget may include operating rules or “triggers” that form a part of the budget. This budget shall be presented to the Board of Trustees at its May meeting and approved prior to June 30th. The adopted budget may be amended by action of the Board of Trustees (or by the Executive Committee, if so delegated by the Board of Trustees).
  - c) Supervise preparation of an Annual Report to the Board of Trustees and the Congregation on the status of the finances of the congregation.
6. With respect to financial policy and investments, convene (or designate a subcommittee) as the **Financial Policy Committee**, which shall recommend Financial Policy Guidelines for submission to and approval by the Board of Trustees, with respect to the investment and expenditure of all financial resources of the Temple. The members of the committee shall be apprised of and monitor all fiscal affairs of the Temple. The committee shall meet at least semi-annually.
7. With respect to investments of the congregation, convene (or designate a subcommittee) as the **Investment Committee** and oversee and provide direction on the investments of the congregation. The committee shall meet at least semi-annually.

#### **Section Four. Memorial Park Committee.**

There shall be a **Memorial Park Committee**, which shall:

1. Oversee the operation of the Memorial Park, including, but not limited to, expansion, sales, pricing, return of unused plots, and use of the facilities, subject to the annual budget for the Memorial Park.
2. Oversee the maintenance of buildings, grounds, and equipment at the Memorial Park.
3. Review and evaluate bids of contractors relating to the Memorial Park. Make recommendations to the Executive Director and Personnel Practices Committee concerning employment terms and conditions and personnel of the Memorial Park and to the Executive Director and Executive Committee concerning contractors to manage or provide services to the Memorial Park.
4. Submit recommendations to the Board of Trustees for major repairs and capital projects for the Memorial Park.
5. Formulate and submit to the Board of Trustees for approval a strategic plan including fundraising, endowment, perpetual care, and the future needs of the Memorial Park.
6. From time to time, make recommendations to the Board as to modifications or amendments to the Rules and Regulations of the Temple Sinai Memorial Park or significant changes in Memorial Park governance.
7. Subject to coordination with the Development Committee, plan and execute fundraising activities for the Memorial Park, including but not limited to annual, longer-term, and endowment activities.

8. Submit annual budget requests to the Financial Committee convened as the Budget Committee.
9. Meet at least semi-annually.

#### **Section Five. Bylaws Committee.**

There shall be a **Bylaws Committee**, which shall:

1. Meet from time to time as directed by the President, Executive Committee, or Board of Trustees.
2. Advise and counsel the President, Officers, Board of Trustees, and the Congregation on matters pertaining to Bylaws.
3. Review the Bylaws from time to time, proposing amendments or revisions as needed.

#### **Section Six. Facilities Committee.**

There shall be a **Facilities Committee**, which shall:

1. Meet from time to time as directed by the President, Executive Committee, or Board of Trustees.
2. Oversee the maintenance of congregation facilities, solicit and evaluate significant bids of contractors, and submit recommendations to the Board of Trustees for major repairs and capital projects for congregation facilities.
3. Recommend to the Board of Trustees rules and regulations with respect to the use of the congregation facilities and oversee administration of the rules and regulations pertaining to the use of facilities as adopted by the Board of Trustees.
4. Oversee the art displayed in the Temple, including oversight of the purchase or acceptance of art as gifts, of the display of art, of the Temple's art collection, and of stewardship of donors thereof.

#### **Section Seven. Development Committee.**

There shall be a **Development Committee**, which shall:

1. Be chaired by a Past President or a current Vice President.
2. include as members the President, Treasurer or Assistant Treasurer, Executive Director, Development Director, and Chair of the **Annual Fundraising Committee**.
3. meet at least quarterly and be responsible for the strategy, planning, and implementation of strategic fundraising and multi-year campaigns, as authorized by the Board of Trustees.
4. be responsible for overall coordination of the fundraising activities of
  - a) the **Annual Fundraising Committee**, which shall be chaired by a Vice President (or other officer appointed by the President) and be responsible for achieving the annual fundraising objectives determined by the operating budget, including use of events and other activities,
  - b) the Memorial Park Committee, Facilities Committee, and any Ad Hoc or Special Committee,
  - c) all Organizations of the Congregation, and
  - d) any other activities of the Congregation.

#### **Section Eight. Program Coordinating Committee.**

There shall be a **Program Coordinating Committee**, which shall:

1. Be chaired by a current Vice President.

2. Include as members: the presidents or Chairs of all Centers and Auxiliaries; the Rabbis and Cantors (at least one of whom shall attend each meeting); the Executive Director; and a representative of the Development Committee or the Development Director.
3. Meet at least quarterly to coordinate the programs and activities of the Temple.

#### **ARTICLE XI: AD HOC AND SPECIAL COMMITTEES**

1. Ad Hoc and Special Committees shall:
  - a) Meet with frequency reasonably determined by their mission, but generally at least quarterly.
  - b) Report progress and results to the President and Board of Trustees at least quarterly.
2. Ad Hoc Committees shall be appointed from time to time by the President, Executive Committee, or Board of Trustees to work on issues of importance to the congregation for a duration specified at the time of creation, or of "indefinite" time frame.
3. Special (fund-related) Committees: The President shall appoint Special Committees to oversee certain funds of Temple Sinai as required by the agreements creating or specifying such funds, or as the President may think prudent. These include without limitation:
  - a) The Program Enhancement Committee, which shall solicit ideas for and develop new programs to enhance the mission of Temple Sinai and recommend such programs to the Executive Committee along with the amounts to be expended or granted on such programs from the Program Enhancement Fund.

#### **ARTICLE XII: AUXILIARIES**

1. The Women of Temple Sinai, the Temple Sinai Brotherhood, and the Temple Sinai Youth Group are recognized Auxiliaries of Temple Sinai under these Bylaws.
2. The Women of Temple Sinai shall provide an avenue for all women of the congregation to participate in Temple programming and in service to the Temple and the larger community.
3. The Temple Sinai Brotherhood shall foster a brotherhood in support of Temple Sinai and for the support of the cause of Judaism, and the furthering of its purposes and ideals.
4. The Temple Sinai Youth Group shall provide a means to instill Jewish identity, increase synagogue participation, foster long-term commitment to the ideals and values of Reform Judaism, build leadership capacity, and create the Reform Jewish congregants of tomorrow among high school aged youth of Temple Sinai.
5. Each Auxiliary may elect its own officers, subject to the following:
  - a) The officers shall include, at a minimum, a president and treasurer for Women of Temple Sinai, a president and treasurer for the Temple Sinai Brotherhood, and a president for the Temple Sinai Youth Group. In each case, equivalent positions with varying titles shall suffice.
  - b) To be elected an officer of an Auxiliary, an individual shall be a member in good standing of the Congregation and shall be Jewish. The elections for president and treasurer (or equivalent) shall be further subject to the approval of the Board of Trustees.
6. The activities of the Auxiliaries shall conform to the rules of the national or international groups with which they are associated, provided that in case of conflict between such rules and these Bylaws, the



Bylaws shall govern. The programs and activities of the Auxiliaries shall further conform to any applicable policies adopted by the Board of Trustees. The fundraising activities of the Auxiliaries shall be coordinated with the Development Committee.

7. The Women of Temple Sinai and the Temple Sinai Brotherhood may keep their own respective financial records and checking accounts, provided that the duly elected president and treasurer of each respective organization shall provide a written quarterly financial summary report and complete annual statement of income and expenses and balance sheet to the Treasurer of Temple Sinai or his designee, and conform to the Financial Policy Guidelines of Temple Sinai.
8. The Women of Temple Sinai and the Temple Sinai Brotherhood shall have respective annual budgets for income and expenses that are prepared in accordance with Article IX, Section 3. The budget for the Temple Sinai Youth Group shall be prepared as part of the budget of the Congregation.
9. An independent audit or review of the finances of the Women of Temple Sinai and of the Temple Sinai Brotherhood shall be performed annually in conjunction with the audit or review of the finances of Temple Sinai. The books and records of each organization shall be made available to the independent auditor and Treasurer of Temple Sinai as part of such audit or review.
10. Temple Sinai generally shall not exercise daily control or supervision over the financial operations of Women of Temple Sinai or the Temple Sinai Brotherhood, but retains the right to do so if issues of financial integrity arise.

#### **ARTICLE XIII: CENTERS**

1. The Centers of Temple Sinai shall be:
  - a) The Neshama Center for Jewish Spirituality;
  - b) The Midrash Center for Jewish Learning;
  - c) The B'racha Center for Jewish Connections; and
  - d) The Tikkun Olam Center for Jewish Social Justice.
2. Each Center shall be led by a rabbi or cantor/cantorial soloist, a Chair, and a steering committee, which shall meet at least quarterly. Each Center and Center Chair shall coordinate with clergy and staff to develop and implement plans to support the mission of Temple.
3. The steering committee shall elect the Center's Chair each year, subject to approval by the Board of Trustees at its April meeting. Chairs take office at the Annual Meeting. The steering committee shall develop policies for maintaining the steering committee, covering how members are chosen and their terms of office. The steering committee shall include at least one member of the Executive Committee.
4. Each Center shall have an annual budget, supervised by the Center Chair, for income and expenses that is part of (and approved in the same manner and as part of) the budget of the Congregation. The fundraising activities of the Centers shall be coordinated with the Development Committee.
5. Each Center Chair shall provide an annual report to the Board of Trustees and shall also report to the membership at the Annual Meeting as to the goals, accomplishments, financial results, and projects in progress of the Center.
6. The Neshama Center shall:
  - a) Focus on personal spirituality of the congregation and its members.

- b) From time to time assist the rabbis in the preparation for and conduct of religious services.
  - c) Assist in the care of the sacred and religious properties of Temple Sinai.
  - d) Engage in such other activities as are consistent with its focus.
7. The Midrash Center shall:
- a) Focus on lifelong learning and engagement with Jewish religion, knowledge and traditions.
  - b) Work with the senior educator of Temple Sinai on the strategy and execution of programs of the religious school, youth group, and adult education relating to Temple Sinai and the Union for Reform Judaism.
  - c) Engage in such other activities as are consistent with its focus.
8. The B'racha Center shall:
- a) Focus on friendship and support for our entire congregation.
  - b) Provide caring acts to Temple Sinai families and foster closeness and warmth among its members.
  - c) Provide opportunities for Temple Sinai members to extend themselves within our congregation through acts of loving kindness, including visiting the sick and celebrating lifecycle events.
  - d) Engage in such other activities as are consistent with its focus.
9. The Tikkun Olam Center shall:
- a) Focus on social activism consistent with the vision and values of Temple Sinai.
  - b) Develop programming relating to Tikkun Olam and perform the mitzvah of tzedakah, working towards our commitment to social justice and providing assistance to those in need.
  - c) Engage in such other activities as are consistent with its focus.
10. Additional Centers may be proposed and developed over a period of two (2) years. After the two-year development period, such Centers may be officially created through amendment to these Bylaws.

#### **ARTICLE XIV: EXPENDITURES AND DISBURSEMENTS**

1. All expenditures of funds, excepting petty cash or expenditures of one of the Auxiliaries allowed to keep its own checking account, shall be by check signed by two officers or via electronic means authorized by two officers. One of those signatures or authorizations shall be by the Treasurer or Assistant Treasurer. Occasionally, if circumstances dictate that neither the Treasurer nor Assistant Treasurer is available, both the Treasurer and Assistant Treasurer may be excused from signing checks and any two officers may sign.
2. Disbursement of funds in excess of the applicable line items, for items not in the budget, or for items not included within a line item shall not be made without the prior authorization of the Executive Committee. Temple Sinai reserves the right to not pay or not reimburse requests or expenditures that are made counter to the preceding sentence and to use any legal means to recover such expenditures. In cases of actual emergency (imminent significant damage to property or risk to human life), the first sentence of this section may be waived by the President, Treasurer, or Assistant Treasurer, or by an elected officer acting in any of those capacities due to the emergency, to mitigate the emergency condition.

3. The Executive Committee may authorize non-budgeted expenditures of less than \$5,000 without approval of the Board of Trustees (which approval shall be required for expenditures of \$5,000 or more).
4. In the event of the dissolution of Temple Sinai, either voluntarily or involuntarily, any surplus remaining after paying or providing for all liabilities of Temple Sinai shall be distributed to an entity as the Board of Trustees may direct, provided, however, that such entity shall, by its charter or articles of incorporation, be organized for purposes consistent with sustaining the principles and tenets of Reform Judaism. In the absence of direction from the Board of Trustees of Temple Sinai, any surplus shall be distributed to the Union for Reform Judaism for use insofar as may be possible within the Pittsburgh area.

#### **ARTICLE XV: ENDOWMENTS**

1. Temple Sinai shall follow and use a “total return policy” for the determination of expendable income for and from the following funds maintained by Temple Sinai (collectively the “Endowment Funds”): (a) the Fund for the Future endowment and (b) the Program Enhancement Fund endowment.
2. The Board of Trustees shall approve the percentage rate used to calculate the expendable income (amount finally withdrawn) for and from each respective Endowment Fund for each fiscal year.
3. This Article XV is intended to constitute an election and total return policy consistent with, governed by, and under Act 141 of the Commonwealth of Pennsylvania.
4. Returns shall be calculated on the basis of a twelve (12) calendar quarter (three year) average of the market value of the assets (including principal and income) of each respective Endowment Fund. (This period may be increased up to a basis of five (5) years, but not decreased below a basis of three (3) years, by the Board of Trustees.)
5. In administering the Endowment Funds, donor-imposed restrictions on contributions shall be observed.

#### **ARTICLE XVI: AMENDMENTS**

1. Any proposed amendment to the Bylaws, if proposed by the Bylaws Committee or endorsed by five (5) voting members in good standing, shall be submitted to the Board of Trustees, and if approved by the Board of Trustees, shall be presented to the Congregation at the next Annual Meeting or at a special meeting called for this purpose. To be presented at the Annual Meeting, the proposed amendment must be approved by the Board no later than its regular March meeting.
2. Any proposed amendment to the Bylaws, if endorsed by fifty (50) voting members in good standing, shall be presented to the Congregation at the next Annual Meeting or at a special meeting called in accordance with Article III, Section 2, hereof, provided that such proposed amendment be directed to the Secretary of the Congregation at least thirty (30) days prior to such Annual or Special Meeting.
3. The proposed amendment of the Bylaws shall be set forth in the Notice of the Meeting, for which purpose it shall suffice to provide the proposed amendment in on-line, electronic form, provided that the on-line location of the amendment is provided in the Notice of Meeting and any member who so requests shall be timely provided with a printed version of the proposed amendment.
4. If such proposed amendment to the Bylaws is approved by a two-thirds vote of the members voting at such meeting, it shall become a part of those Bylaws.
5. Any amendment, unless therein otherwise provided, shall take effect immediately upon adoption.

**ARTICLE XVII: RULE OF ORDER AND NOTICE**

1. Those items not covered by these Bylaws are governed by Robert's Rules of Order.
2. Where written notice is required by these Bylaws, either notification by US mail or electronic mail to an email address provided by a member for communications from Temple Sinai will constitute written notice.