

**REVISED BY-LAWS OF THE**  
**PELHAM JEWISH CENTER**

**ARTICLE I**  
**HOUSE OF CONGREGATION**

Section 1. The house of the Congregation shall be located in the County of Westchester, State of New York, at such location as is determined by the Congregation.

Section 2. This Congregation shall be known as the “Pelham Jewish Center” (PJC).

**ARTICLE II**  
**PURPOSES**

Section 1. The purposes of this Congregation shall be:

- a) To worship God in accordance with the faith of Judaism;
- b) To serve the Jewish people by providing a place where they can worship and where the teachings of Judaism may be made known;
- c) To provide for the full development of the Jew’s religious, charitable, social, recreational, educational and cultural life; and
- d) To stimulate fellowship in the Jewish community, and to maintain and encourage harmonious relationship within the community at large through emphasis on the principles of righteousness and brotherhood.

Section 2. The Congregation shall follow Jewish Law (Halacha) as authoritatively established by the Committee on Jewish Law and Standards of the Rabbinical Assembly. Subject thereto, all matters relating to Halachic issues shall be determined by the Rabbi. The Officers and the Board of Directors in consultation with the Rabbi shall implement such Halachic determinations.

**ARTICLE III**  
**MEMBERSHIP AND DUES**

Section 1. (a) Any Jewish person (as defined by the Conservative movement) at least eighteen (18) years of age of good moral character shall be eligible for voting membership.

(b) The PJC values the presence of *geri toshav* in our synagogue and their contributions to our community, and celebrates their choice to support our mission. Therefore, any non-Jewish person at least eighteen years of age of good moral character who is a spouse or partner of a Jewish person or is the parent of a Jewish person who is a minor in their household shall be eligible to be a Ger Toshav member.

Section 2. Persons shall be admitted to membership upon approval of the Membership Committee, subject to review by the Board of Directors. Jewish children of

members continuing to reside in the household of members shall automatically become voting members upon reaching the age of 18.

Section 3. Categories of members, age limits and schedules of dues shall be established from time to time by the Board of Directors and approved by the membership. The President, in consultation with a Treasurer, may revise the dues of any member according to his or her means so as to enable all eligible persons to become or remain members.

Section 4. Anyone may withdraw from membership upon presenting a written resignation to the Secretary.

Section 5. Every voting member shall be entitled to one vote at any general, annual or special meeting of the members. However, no more than two members of any family membership unit may cast votes.

Section 6. A member may be suspended or expelled by a two-thirds vote of the entire Board of Directors at any regular or special meeting, after notice and an opportunity to appear before the Board of Directors, for any one of the following reasons:

- a) Persistent failure to pay dues or any other Congregational obligation (e.g. building fund, religious school dues, or outstanding pledge).
- b) Conduct which may bring discredit upon the Jewish community or the PJC.

Such suspension or expulsion may be appealed by such member to the membership at any regular or a special meeting of the members. Upon such appeal, a majority vote of the voting members present at a membership meeting shall either ratify or annul such suspension or expulsion.

#### ARTICLE IV THE BOARD OF DIRECTORS

Section 1. The management and control of the activities, finances, personnel, and properties of the Congregation shall be vested in the Board of Directors, which shall adopt and carry out all measures and proceedings necessary to promote the welfare and interests thereof in accordance with the laws of the State of New York. It shall administer the funds of the Congregation. After the budget is adopted by the membership, the Board of Directors shall give due regard to the expenditure of the funds of the Congregation. Any emergency extra-budgetary projects shall be approved by the Executive Committee. If the Executive Committee is unanimous, it may authorize the expenditure of up to an amount equal to two percent (2%) of the "Total Income" line of the approved PJC budget then in effect on any one contract or related series of contracts or projects. If the Executive Committee is not unanimous, it may authorize the expenditure of up to an amount equal to one percent (1%) of the "Total Income" line of the approved PJC budget then in effect. These emergency extra budgetary projects must be approved by a vote of the majority of the members of the Board present at the next regular or special meeting of the Board of Directors. Any non-emergency extra budgetary projects requiring the expenditure of more than one thousand dollars (\$1,000)

shall be approved by a vote of the majority of the members of the Board of Directors present at a regular or special meeting of the Board.

Section 2. The Board of Directors shall consist of thirteen (13) members, including four (4) Officers – a President, an Executive Vice President, a Treasurer, and a Secretary -- and nine (9) other Directors. At the first Annual Meeting of the members after the adoption of these By-Laws, three (3) Directors shall be elected for three years, three (3) Directors shall be elected for two years, and three (3) Directors shall be elected for one year. Each year thereafter, the class of Directors whose term of office is expiring shall be elected to serve for three (3) year terms. The four (4) Officers shall be elected each year to one (1) year terms.

Section 3. In the event of a vacancy or vacancies occurring before the completion of the term of office, such vacancy or vacancies on the Board of Directors shall be filled by the President with the approval of a majority of the entire Board of Directors, until the next Annual Meeting. All Officers and Directors shall continue to serve until their successors shall have been duly elected and have fully qualified.

Section 4. The Board of Directors shall have the right to effect the purchase, sale, disposition, leasing, or mortgaging of any real property for the Congregation only after (a) authorization by the Congregation by vote of two-thirds of the voting members present at a regular or special meeting after written notice, of no less than thirty (30) days, to the Congregation, and (b) the approval of the Supreme Court of the State of New York, on notice to the New York Attorney General, to the extent required by law.

Section 5. The Board of Directors shall meet at least bi-monthly. Board meetings are open for participation by all voting members and Gerei Toshav members of the PJC. However, (a) only members of the Board of Directors can vote at Board meetings, and (b) the Board may determine for good cause, by a vote of two-thirds of the Directors in attendance at a meeting, to go into executive session (in which event members of the PJC who are not Directors and others shall be excused from the meeting).

Section 6. The office of any member of the Board of Directors, (i) who shall absent himself or herself from three (3) consecutive meetings thereof, without good and sufficient reason, (ii) who shall fail to continue being a member in good standing under Section 11 hereof, or (iii) who shall have engaged in willful or gross misconduct or deliberate dishonesty, may be declared vacant by a two-thirds (2/3) vote of the entire Board of Directors, and shall be filled as provided in Article IV, Section 3.

Section 7. Special meetings of the Board of Directors may be called by the President or by the Executive Vice President by written or electronic mail notice, whenever necessary or within three (3) days after written request signed by four (4) members of the Board. If such a meeting is not called within three (3) days by the President or the Executive Vice President after such request by four (4) members of the Board, any Board member may call such a special meeting. No business may be conducted at such special meeting except for that described in the notice of the special meeting.

Section 8. The Executive Committee shall consist of the Officers of the PJC. The Executive Committee is empowered to meet between Board meetings to conduct urgent financial business, at the request of the President. The Secretary shall take minutes of all meetings of the Executive Committee. Any decision of the Executive Committee must be reviewed and either ratified or nullified at the next Board of Directors meeting, or such decision shall automatically become void.

Section 9. Any member of the Board of Directors, or of any Committee, or of the Executive Committee, may participate in a meeting of such Board or Committee or Executive Committee by means of a conference telephone or other electronic communications equipment which allows all persons participating in the meeting to hear each other at the same time, or by means that may satisfy then current New York statutory criteria for simultaneous communications sufficient for valid Not-for-Profit corporation boards of director or trustees meetings (collectively, "alternative communications means"). Participation by such means shall constitute presence in person at a meeting. Electronic mail shall not be a permissible means to participate or vote at Board or Committee meetings, but unanimous consents may be obtained by use of electronic mail. No voting or attendance by proxy at Board of Directors meetings shall be permitted.

Section 10. The rules of procedure at meetings, including membership meetings, shall be determined by Roberts' Rules of Order, latest revised edition.

Section 11. Only persons who are voting members and continue to be voting members in good standing of the Congregation may be and continue to be an Officer, Director, or member of the Religious Practices and Nominating Committees. A member is in good standing if the member is current in payment of all financial obligations to the Congregation. All members of the Board of Directors, as a condition of their election or appointment, agree to participate actively in religious services and the social and educational programs of the PJC, and to work to ensure its financial health.

## ARTICLE V OFFICERS

Section 1. The officers of the Congregation shall be: the President, the Executive Vice President, the Treasurer, and the Secretary,

Section 2. The President shall preside at all membership, Board of Directors, and Executive Committee meetings, act as an ex-officio member of all committees (except the Nominating Committee), and enforce these By-Laws. The President (or in his or her absence or incapacity, the Executive Vice President) shall sign all contracts, and shall sign all notes and other evidences of indebtedness of the Congregation jointly with the Treasurer. Any contract for \$5,000 or more (or series of related contracts totaling \$5,000 or more) shall be signed by two Officers, one of whom shall be the President. The President shall have the duties and exercise all powers inherent in the office of the

President. If any other Officer is unable, unwilling or ineligible to serve, the President shall appoint a successor with the approval of a majority of the entire Board of Directors at any valid meeting.

Section 3. The Executive Vice President shall, when necessary, preside at meetings and shall represent the Congregation in the President's stead and shall automatically succeed to the office of President in the case of vacancy.

Section 4. The Treasurer shall keep an accurate record of all monies received and disbursed by the Congregation and shall sign, together with the President, all checks and all notes and other evidences of indebtedness of the Congregation. Checks for sums of less than \$5,000 shall require only one signature, either of the President or of the Treasurer. If either the Treasurer or the President is not available, the Executive Vice President shall also be an authorized signatory on the checks. The Treasurer shall have the custody of all books appertaining to his or her office, which books shall at all times be open for inspection by any member of the Board of Directors. The Treasurer shall deposit the funds of the Congregation, in its name, in such bank or trust company as shall be designated by the Board of Directors. He or she shall invest the funds held by the Congregation upon the approval of the Board of Directors. The Treasurer shall also make a written report of the finances of the Congregation at its meetings and to the Board of Directors at its meetings. Upon the expiration of his or her term of office, or in the event of resignation, removal or incapacity to perform the duties of the office, the Treasurer shall surrender to the Board of Directors or to his or her successor all sums of money in his or her possession or under his or her control, together with all vouchers, papers and other property of whatever kind belonging to the Congregation, which may have come into the Treasurer's charge, together with a proper account thereof.

Section 5. The Secretary shall keep proper minutes of all the proceedings and of all meetings of the Congregation, the Board of Directors and the Executive Committee; prepare and keep a register of the names of all members, with dates of their admission; keep a record of all papers and documents in the hands of the President and Treasurers and of the property of the Congregation. Upon the expiration of the Secretary's term of office, or in the event of his or her resignation, removal or incapacity to perform the duties of the office, the Secretary shall surrender to the Board of Directors or to his or her successor all vouchers, papers and other property of whatever kind belonging to the Congregation which may have come into the Secretary's charge, together with a proper account thereof. The Secretary shall prepare the agenda for each meeting of the membership, the Board of Directors, and/or the Executive Committee in consultation with the President.

Section 6. The Secretary shall send notices of all regular and special meetings and all other correspondence and communication upon the direction of the Board of Directors, or as otherwise provided herein.

Section 7. All records and property of the Congregation shall be turned over by each Officer to his or her successor.

ARTICLE VI  
RABBI

Section 1. The Rabbi shall be the spiritual leader of the Congregation, and shall profess and observe the tenets of Judaism. The Rabbi shall service the Congregation's religious, educational, spiritual and pastoral needs, and shall supervise the religious services and rites of the Congregation.

Section 2. The Rabbi shall be chosen and the Rabbi's non-religious duties, salary, and tenure of office determined by vote of a majority of the voting members present in person or by proxy at a regular or special meeting of the Congregation. The Board shall render its advice and recommendation to the Congregation relating to the foregoing. The Board shall advise the Congregation in such manner as it shall elect of its decision either to engage or not engage the Rabbi in contract renewal negotiations contemporaneously with its informing the Rabbi of such decision.

Section 3. The Rabbi shall be invited to attend all meetings of the Congregation and the Board of Directors except in case of special situations. The Rabbi is an ex-officio but non-voting member of all standing and ad hoc committees, except for the Executive and Nominating Committees. The Rabbi shall supervise the educational activities of the Congregation.

ARTICLE VII  
COMMITTEES

Section 1. The President, in consultation with the Board, shall appoint the members of any standing committees and such ad hoc committees as shall be determined by the Board of Directors. The duties and responsibilities of any standing or ad hoc committee shall be determined by the Board of Directors.

Section 2. Unless otherwise determined by the Board of Directors, the standing committees of the PJC shall include: House, Religious Practices, Education, Social Action, Fundraising, Communications, Membership, Finance, Programming, and Adult Education.

Section 3. The President and the Executive Vice President, as they may determine, shall supervise the chairs of the standing and ad hoc committees.

ARTICLE VIII  
AUXILIARY UNITS

Section 1. Auxiliary units of the Congregation may be formed with the approval of the Board of Directors.

ARTICLE IX  
MEMBERSHIP MEETINGS

Section 1. The budget of the PJC, including the compensation and benefits to be paid to the Rabbi, must be approved by the membership at the Annual Meeting.

Section 2. The Annual Meeting of the PJC shall be conducted in May or June of each year, on a day to be determined by the Board of Directors. The fiscal year of the PJC shall run from July 1 to June 30.

Section 3. Special meetings of the Congregation may be called by the Board of Directors, or upon written request to the Secretary of fifteen (15) voting members. If such special meeting is not duly called by the Secretary, any member may proceed as permitted by law to cause such meeting to occur. Only matters specified in the notice of such special meeting may be presented to and voted upon at any such meeting.

Section 4. Notice of any meetings, regular or special, shall be signed and mailed by the Secretary to the last recorded address of each member at least ten (10) calendar days before the time appointed for the meeting.

Section 5. Only voting members may vote at any general, special, or annual membership meeting, which vote may be in person or by proxy for all purposes at any membership meeting.

ARTICLE X  
ELECTIONS

Section 1. The Board of Directors shall elect a Nominating Committee, at least four (4) months prior to the Annual meeting, consisting of five voting members, at least two of whom are Board members and at least two of whom are non-Board members, to nominate candidates for the Board of Directors (including officers and other directors) to be voted on by the members at the election at the Annual Meeting. The slate of officers shall be distributed to the membership at least forty (40) days prior to the Annual meeting. Other candidates may run for any office, by presenting the signatures of ten (10) members to the Secretary at least twenty (20) days prior to the Annual Meeting, who shall distribute such names to the membership at least ten (10) days prior to the Annual Meeting.

Section 2. Elections at the Annual meeting shall be by plurality in an open ballot.

Section 3. The newly elected members of the Board shall be installed at the first Shabbat after the Annual Meeting and shall start their duties at that time.

ARTICLE XI  
QUORUM; NOTICES

Section 1. Twenty-one (21) voting members of the Congregation shall constitute a quorum at a general, special or annual membership meeting.

Section 2. Two-thirds (2/3) of the Board of Directors shall constitute a quorum at a meeting of the Board.

Section 3. Three-quarters (3/4) of the members of the Executive Committee, either in person or by alternative communications means, must be present to constitute a quorum of the Executive Committee.

Section 4. Notices shall be deemed given when the same have been mailed, with proper postage affixed, to the addressee at such address as appears in the books and records of the Congregation, unless otherwise specified herein.

ARTICLE XII  
FINANCIAL INTERESTS; INDEMNIFICATION

Section 1. No part of any income, contributions, or other receipts shall inure to the benefit of any member, officer, or director.

Section 2. In the event of dissolution, the assets of the Congregation shall be conveyed to such religious, charitable, educational, or cultural group devoted to the Jewish faith as the membership shall determine, in a manner permitted by law.

Section 3. Unless prohibited by law, the Board of Directors shall authorize the Congregation to indemnify any Officer, Director, employee or volunteer of the Congregation who is made, or threatened to be made a party to any action or proceeding as a result of such person's employment or service to the Congregation, if such Officer, Director, employee, or volunteer acted in good faith for a purpose which he or she reasonably believed to be in, and not opposed to the best interests of the Congregation; provided, however, that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have engaged in willful misconduct or deliberate dishonesty. The Congregation shall not be required, but may, purchase insurance, including but not limited to directors' and officers' liability insurance, if authorized and approved by the Board of Directors. The provisions of this Article XII, Section 3 shall not limit or exclude any other rights to which any person may be entitled under law or contract. The Board of Directors may enter into agreements on behalf of the Congregation with any Director, Officer, employee or volunteer providing them rights to indemnification or advancement of expenses to the extent permitted by law.

ARTICLE XIII  
AMENDMENTS

Section 1. These By-Laws may be amended, except Article XIV and Section 2 of this Article, by a two-thirds vote of the voting members present in person or by proxy at a general meeting or at a special meeting of the Congregation called for that purpose, provided there is due notice of the amendment to be acted upon. Due notice shall consist of the full text of the amendment in written notice of the meeting at which the amendment is to be acted upon. Such a notice shall be sent by the Secretary no less than thirty (30) days in advance of the meeting to vote on such amendment. Amendments to these By-Laws may be proposed by the Board of Directors, or by fifteen (15) voting members of the Congregation, who shall submit such proposal to the Secretary at least seven (7) days prior to the foregoing thirty (30) day notification period.

Section 2. Article XIV and this section of this Article may be amended only by unanimous consent of all voting members present in person or by proxy at a general meeting or at a special meeting of the Congregation called for the purpose, provided there is due notice of the amendment to be acted upon. Due notice shall consist of the full text of the amendment in the written notice of the meeting at which the amendment is to be acted upon. Such notice shall be sent no less than 30 days in advance of the meeting to vote on said amendment to Article XIV.

ARTICLE XIV  
AFFILIATION

Section 1. The Congregation shall follow the forms, practices, usages and interpretations of Judaism. The Congregation shall always be affiliated with United Synagogue of Conservative Judaism.

ARTICLE XV  
ADOPTION

These revised By-Laws were duly adopted by a vote of the members of the Congregation present at a meeting held on October 21, 2010, and duly amended on June 30, 2013.