

BYLAWS OF KEHILAT HANA HAR, THE LITTLE SHUL BY THE RIVER

(A NON-PROFIT CORPORATION REGISTERED IN THE STATE OF NEW JERSEY)

PREAMBLE

Kehilat HaNahar, a participatory community, was created to provide Jews in the greater New Hope/Lambertville area with a permanent home, where we can practice the principles of Judaism consistent with the Reconstructionist definition of Judaism as an evolving religious civilization. We are dedicated to building a multi-generational and diverse Jewish community that practices Judaism in a manner that is relevant to our lives. We are committed to educating young and old in Torah, our history and culture, and to affirming the ideals of our tradition in worship and in deed. With these ideals and purposes in mind, we, the members of Kehilat HaNahar, do hereby adopt the following as the Bylaws of our Congregation.

ARTICLE I

NAME

The official corporate name of this Synagogue shall be Kehilat HaNahar, The Little Shul by the River.

ARTICLE II

PURPOSES

The ideals and purposes of this Congregation are expressed in the Statement of Principles, attached as Appendix A. The Statement of Principles is deemed to be part of these Bylaws, and incorporated by reference, and the congregation shall govern itself in accordance with these Bylaws.

ARTICLE III

AFFILIATION

This Synagogue is affiliated with the Jewish Reconstructionist Federation.

ARTICLE IV

MEMBERSHIP

SECTION 1. Who Can Seek Full Membership?

A full member is any person who is thirteen (13) years or older and who accepts Kehilat HaNahar's Statement of Principles, who meets the below definition of a Jew and/or who meets one or more of the following:

- (a) is a spouse or partner of a Jew
- (b) the parent, grandparent of a Jew

SECTION 2. Definition of a “Jew” and/or “Jewish” Person for Membership Purposes

Unless specifically stated otherwise, whenever the word “Jew” or “Jewish person” is used in these By-Laws, such words shall mean (a) a person who is the child of at least one Jewish parent and that parent has chosen to raise that child as a Jew, or (b) a person who has chosen Judaism and has completed the process of ritual conversion.

SECTION 3. Definition of a “Membership Unit”

A Membership Unit is defined as a “unit” made up of an individual or individuals, at least one of whom is defined above in ARTICLE IV 2 as Jewish, that individual’s or individuals’ spouse, partner or parent, and that individual’s or individuals’ children under the age of twenty-two (22) living in the same household.

SECTION 4. Financial Requirements

To be a member of Kehilat HaNahar, the individual must

(a) pay the synagogue’s annual dues and all other fees.

(b) qualify for an “accommodation” based upon financial need that results in reduced annual dues. The Treasurer shall have the authority to set this accommodation. In taking this action, the Treasurer may consult with the President. Whatever persons are involved with this accommodation process shall at all times be guided by the principle that one shall keep all such matters strictly confidential.

SECTION 5. Member in Good Standing

A member shall be in good standing if not delinquent in the payment of dues, fees or other charges. A Member who is delinquent in the payment of dues or charges shall not be entitled to membership privileges until arrears of dues and charges are fully paid or that member receives an accommodation (as provided in SECTION 4 (b) above).

A member shall be delinquent and his/her membership shall automatically lapse if dues, fees or other charges are not paid by the end of the synagogue fiscal year, unless special arrangements are made through the Treasurer in consultation with the President. In making such special arrangements, the parties involved shall be guided by the principle that one shall keep all such matters confidential.

SECTION 6. Dues

Each member is required to fulfill his or her pledges and pay dues and other charges according to a time schedule established by the Tribal Council.

SECTION 7. Removal of Member

A member may be removed if he or she does not comply with these Bylaws and Kehilat HaNahar's Statement of Principles. Such removal shall be authorized by at least a two-thirds vote of the Tribal Council.

ARTICLE V

MEETINGS

SECTION 1. ANNUAL MEETING

The Annual Meeting of the Congregation shall be held during May of each calendar year. The purpose of this meeting shall be:

- (a) the election of members of the Tribal Council,
- (b) the presentation of the annual message of the president,
- (c) the presentation of the budget for the next fiscal year,
- (d) and such other matters as the Tribal Council shall determine.

Written notice shall be mailed and/or transmitted electronically to all members by the Tribal Council at least twenty (20) days prior to the date set for the annual meeting.

SECTION 2. SPECIAL MEETINGS

Special meetings of the Congregation may be called under the following circumstances:

- (a) when the president calls such a special meeting for a clearly stated purpose;
- (b) when a question arises regarding the termination of the Rabbi;
- (c) when the president receives a request from no fewer than twenty (20) percent of the voting members of the Congregation and when such request states the purpose for the meeting; and,
- (d) when a need arises to amend the Bylaws prior to the Annual Meeting.

At all special meetings, only the business for which the meeting was called may be legally transacted. The Executive Committee shall send written notice to all individual members of the Congregation, within (20) days before the date of the special meeting, unless the Executive Committee determines that circumstances warrant a shorter notice period.

SECTION 3. QUORUM

At all Annual Meetings or special meetings of the Congregation, a quorum for the transaction of business shall consist of not less than fifteen (15) percent of the full members in good standing of the Congregation. The quorum requirement may be satisfied by a member's proxy vote. The Tribal Council may make other such rules, as it deems necessary or appropriate for any such voting by proxy.

SECTION 4. VOTING

Each member in good standing shall have one vote. When a quorum is present at any meeting, a majority of those votes properly cast by members in good standing who are present at that meeting or duly represented by proxy, shall decide any question, including election to any office. All voting shall be by closed ballot.

ARTICLE VI

CONGREGATIONAL GOVERNANCE

Governance of the Congregation shall be carried out by:

- (a) a Tribal Council, the responsibilities of which are provided in ARTICLE VII,
- (b) an Executive Committee, the responsibilities of which are provided in ARTICLE VIII,
- (c) various Committees, the functions and responsibilities of which are defined by ARTICLE IX

ARTICLE VII

TRIBAL COUNCIL

SECTION 1. TRIBAL COUNCIL

(a) **Responsibilities and Obligations.** There shall be a Tribal Council that shall be responsible for the administration of day-to-day Congregational operations. The duties of each member of the Tribal Council shall include but are not limited to:

- (1) attending Tribal Council meetings,
- (2) voting on proposals brought to the Tribal Council,
- (3) attending ritual services, social activities and other Congregational events throughout the synagogue year, including in particular the Annual Meeting.
- (4) assuming a liaison position with at least one committee and such other duties as the Tribal Council may from time to time determine.

(b) Quorum and Voting. An official Tribal Council meeting requires a quorum of its members. No seat on Council that is vacant shall be part of the count of total council seats for the purpose of calculating the quorum. A quorum shall consist of the following:

- (1) if the counted Council seats number 15, the quorum shall be 11;**
- (2) if the counted Council seats number 14, the quorum shall be 10;**
- (3) if the counted Council seats number 13, the quorum shall be 10;**
- (4) if the counted Council seats number 12, the quorum shall be 9;**
- (5) if the counted Council seats number 11, the quorum shall be 8;**
- (6) if the counted Council seats number 10, the quorum shall be 8;**
- (7) if the counted Council seats number 9, the quorum shall be 7;**
- (8) if the counted Council seats number 8, the quorum shall be 6.**

If a seat on Council is shared by two individuals, only one individual shall be part of the count of total council seats for the purpose of calculating the quorum.

In order for a motion or proposal to be approved by the Tribal Council at a meeting attended by a quorum, the motion must receive a positive or “yes” vote by at least a sixty-six (66) percent vote of those Tribal Council members in attendance. If, in calculating that percentage of the members in attendance, the number of members is not a whole number, the number shall be rounded to the lower number. If a seat on Council is shared by two individuals, each individual shall have one-half of a vote, unless only one of the individuals is present at a Tribal Council meeting at which a vote is taken, in which case it will be counted as a full vote. The president shall have the discretion to allow voting by phone or in some electronic way, but only if there is a compelling reason to do so.

(c) Composition of Tribal Council and Congregational Officers

The Tribal Council shall consist of officers, four at-large members, the chairpersons of the below six standing committees, and the immediate past president who shall so serve for only one term upon immediately leaving his or her presidency. The Rabbi is a non-voting member of the Tribal Council, but said individual shall be included in the determining of a necessary quorum.)

The officers shall consist of at least One president, two vice-presidents, a secretary, and a treasurer and at the discretion of the Executive Committee, an assistant treasurer, the latter not being a member of the Tribal Council.

The officers and the at-large members of the Tribal Council are to be elected by the Congregation at the Annual Meeting, according to the procedures set forth for election. The chairpersons of the six standing committees shall be selected by the respective committees.

Every Tribal Council meeting is open to attendance by all members of the Synagogue in good standing, as the latter is defined in ARTICLE IV, SECTION 5 above, unless there is passage of a motion (by at least a majority of the Tribal Council) for the Tribal Council to meet in closed session.

The responsibilities of officers shall be defined by the Tribal Council.

(d) Eligibility Requirements for Certain Officers and Committee Chairs

Kehilat HaNahar is committed to welcoming the active participation of all congregants. We believe deeply in diversity in our community, and believe that we are enriched by all who participate in our congregation. However, the synagogue is, first and foremost, a Jewish religious institution that is committed to the preservation of Jewish ideals, teachings and values. There are certain positions of key importance that require the perspective, background and education of someone who has always been or has converted to the Jewish faith, and who demonstrates a commitment to upholding Jewish values and traditions, a commitment to the Statement of Principles of Kehilat HaNahar and a demonstrated willingness to devote the time necessary to carry out the duties of serving. Therefore, the following positions are reserved for those qualifying full members: president, vice presidents, chair of the Ritual committee and the Education/Shul School committee.

In order to serve as president, a member must have previously served on the Tribal Council.

(e) Tribal Council Member Terms

(1) Limitations:

(A) The elected terms for the officers and the at-large members of the Tribal Council shall be two (2) years. No officer shall serve for more than two (2) consecutive elected terms in any one office, and no at-large-members of the Tribal Council shall serve for more than three consecutive terms in that position.

(B) The term of a standing committee chair shall be determined by the respective committees on an annual basis.

(C) The at-large members of the Tribal Council shall not serve for more than three (3) consecutive terms in their respective positions. The immediate past president shall serve for only one term on the Tribal Council in his or her role as past president.

(2) Staggering: To the extent practicable, the officer positions and the at-large Tribal Council positions shall be staggered in such a manner that the officers are elected in odd years and the at-large members are elected in even years.

(3) Mid-Term Vacancy In the event of a vacancy on the Tribal Council including that of an officer, the Tribal Council shall appoint a member to that position until the annual meeting when the Congregation shall elect a member to complete the term of that vacancy.

(f) Removal of Tribal Council Members and Officers

In the event a member of the Tribal Council shall fail to perform duties as set forth in ARTICLE VII, Section I (a), that member may be removed and upon a vote in favor of such removal by at least two-thirds (2/3rds) of the Tribal Council.

(g) Nominating Procedure.

(1) Nominating Committee. The Executive Committee may either act as a nominating committee or appoint a nominating committee.

(2) Nominating Committee Responsibilities and Functions. The nominating committee shall determine the Tribal Council positions that are to be filled in the mandated Annual Meeting election. The nominating committee shall then communicate with the membership with regard to vacant positions and shall actively solicit members to fill same.

The nominating committee shall review the qualifications of each individual interested in serving in a particular position on the Tribal Council, in accordance with the following criteria: the individual's commitment to the Statement of Principles; contributions made by the individual to the Congregation; sincerity of the individual's commitment to Kehilat HaNahar; and his or her willingness and ability to devote the time necessary to carry out the duties of serving on the Tribal Council and in the position to be filled.

Upon completion of the evaluation process, the nominating committee shall report to the Executive Committee who will in turn report to the Tribal Council the list of qualified nominees.

Upon approval of a list of nominees by at least a two-thirds (2/3rds) vote of the Tribal Council, this slate shall then be presented for approval to the membership at the Annual Meeting. The list of nominees and biographical statements shall be mailed to each member of the congregation no later than twenty (20) days prior to the Annual Meeting.

Any Congregation member is eligible to run outside the slate that has been approved by the Tribal Council for an officer position or an at-large position, provided notice of such candidacy is provided to the Executive Committee, at least ten (10) days prior to the Annual Meeting).

ARTICLE VIII

EXECUTIVE COMMITTEE

SECTION 1. COMPOSITION

The Executive Committee shall consist of at least one president, two vice-presidents, treasurer and secretary.

The Executive Committee shall formulate issues and prepare recommendations to the Tribal Council. It may act on behalf of the Tribal Council between regular Tribal Council meetings to implement Tribal Council resolutions and Congregational policy and to direct the day-to-day functions of the Synagogue.

At those times the Executive Committee shall have the authority of the Tribal Council, except that that it may not act in a manner that contradicts these Bylaws, the Statement of Principles, and Tribal Council or Congregational policy.

In addition, the Executive Committee shall make a reasonable, good faith effort to poll the Tribal Council when acting on sensitive matters about which there is no clear congregational position and to consult with a committee chair or representative of that chair when considering matters within that committee's responsibilities.

Actions of the Executive Committee shall be presented to the Tribal Council at its next appropriate meeting, for the Tribal Council's consideration, confirmation and or rejection.

ARTICLE IX

COMMITTEES

The Tribal Council may establish committees at its discretion in order to assist in the implementation of its duties or to carry out matters important to the Congregation. The following committees, otherwise referred to as Standing Committees, are:

- (1) Ritual,
- (2) Membership,
- (3) Building & Grounds,
- (4) Continuing Education,
- (5) Education, and
- (6) Finance

All committee meetings are open to attendance by all congregational members in good standing.

The By Laws have purposely not provided any guidelines and administrative rules on the functioning of Committees and their operational needs, leaving it up to the chair and committee membership to determine what is best for that committee, so long as that process is consistent with the democratic philosophy that is one of the bedrocks of Kehilat HaNahar.

Article X

THE RABBI

SECTION 1. RESPONSIBILITIES

The Rabbi is responsible for applying his or her knowledge of the history, tradition, and spiritual values of the Jewish people toward guiding and assisting the Congregation and determining its moral, ethical, social, education and spiritual objectives. The relationship between the Congregation and the Rabbi is one of mutual respect based on shared responsibilities.

The rights and the responsibilities of the Rabbi shall be set forth more specifically in a contract, the approval or renewal of which

SECTION 2. PERFORMANCE REVIEW

The procedure for the annual evaluation of the Rabbi's performance shall be established by the Executive Committee and so implemented.

SECTION 3. FREEDOM OF EXPRESSION

The Rabbi has the duty and the right to address the Congregation and express his or her opinion to the Congregation in accordance with the dictates of his or her conscience.

When the Rabbi acts or speaks outside the Congregation on a matter on which there has been no Congregational or Tribal Council action adopting his or her position, the Rabbi shall make reasonable efforts to indicate that he or she acts or speaks as an individual and not as a representative of the Congregation.

SECTION 4. MEMBERSHIP IN CONGREGATION

The Rabbi shall be a member of the Congregation, the specific terms of which shall be included in his or her employment contract.

The Rabbi's spouse, his or her partner, and their children under the age of 22 shall likewise be entitled to all rights and privileges of membership, except that they, including the Rabbi, may not vote on the issues of the renewal of the Rabbi's contract or removal of the Rabbi during the term of his or her contract.

SECTION 5. PARTICIPATION ON COMMITTEES

The Rabbi shall be entitled to sit on the Tribal Council and the Executive Committee as a non-voting member and may participate as a non-voting member in all other committees, except (a) the Nominating Committee and the Rabbi Search Committee.

ARTICLE XI

BYLAWS ADOPTION AND AMENDMENT

SECTION 1. AMENDMENT OF THE BYLAWS

Amendments to the Bylaws may be presented in any duly convened Annual Meeting or Special Meeting of the Congregation, provided that a summary of the amendments are included in the notice of the meeting and the full text of the amendments are made easily available to members of the Congregation prior to the meeting. The amendments shall go into effect with at least a majority vote of those attending the meeting, including proxy votes.

SECTION 2. ANNUAL REVIEW

The Bylaws will be reviewed no less frequently than once a year, and in time for congregational review and action at the Annual Meeting, by a Committee appointed by the president and chaired by an officer.

ARTICLE XII

AMENDMENT TO THE STATEMENT OF PRINCIPLES

The Statement of Principles may be amended at a duly convened Annual Meeting or Special Meeting of the Congregation, provided that the text of such amendment was included in the notice of the meeting. The amendment shall go into effect with at least a majority vote of those attending the meeting, including proxy votes.

ARTICLE XIII

FISCAL YEAR

The fiscal year of the Congregation shall begin on July 1 and end on the following June 30.

ARTICLE XV

LEGAL AND INSURANCE

SECTION 1. EXECUTION OF DOCUMENTS AND OR OTHER LEGALLY BINDING INSTRUMENTS

Members of the Tribal Council, as designated by the Executive Committee, are authorized to execute all deeds, leases, transfers, contracts, bonds, notes, checks, drafts, and other obligations being accepted or endorsed by the Corporation.

SECTION 2. AUTHORIZATION OF AND DISBURSING CASH AND ADMINISTRATION INVESTMENT ACCOUNTS.

All operating and investments accounts opened for the corporation shall require a minimum of three authorized signatories; president, vice president, treasurer and two other designees.

All checks issued by the Corporation shall be signed by two of the following designees: the president, vice president, treasurer, or other designee.

The Tribal Council shall have the authority to pass a resolution to establish special accounts and the conditions thereof. A special fund consists of a fund established for a specific purpose and duration as set forth by the Tribal Council. This paragraph shall apply only to special accounts and not to the preceding paragraphs of this SECTION.

SECTION 3. ATTORNEY REVIEW

Unless otherwise provided by a majority vote of the Executive Committee, a contract and/or any instrument binding or creating a legal obligation of the Corporation must be submitted to the Corporation's legal counsel for review prior to execution.

SECTION 4. PERSONAL LIABILITY

The members, Tribal Council, persons and officers of the Corporation shall not be personally liable for any debt, liability or obligation of the Corporation. All persons, corporations or other entities extending credit to, contracting with, or having any claims against the Corporation may look only to the funds and property of the Corporation for the payment of any such contract or claim, or for the payment of any debt, damages, judgment or decree, or of any money that may otherwise become due and payable to them from the Corporation.

SECTION 5. INSURANCE

The Corporation shall at all times maintain liability insurance at all times, including worker's compensation, and director and related fiduciary errors and omission coverage. The policy shall cover events sponsored by the Congregation whether at its facility or wherever the Congregation shall meet.