

BY LAWS OF KEHILAT HANAHAR, 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 1

NAME

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

ARTICLE 2

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 3

AFFILIATION

This Synagogue is affiliated with the Jewish Reconstructionist Federation.

ARTICLE 4

MEMBERSHIP

ARTICLE 4.01 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 definition of a Jew, as provided in 4.02, and/or who meets one or more of the following:

- (a) is a spouse or partner of a Jewish person who is a member.
- (b) the parent, grandparent of a Jewish person who is a member.
- (c) a non-Jewish person who is divorced from a Jewish member when during their marriage both were defined as members.

ARTICLE 4.02 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.

ARTICLE 4.03 DEFINITION OF A “MEMBERSHIP UNIT”.

A Membership Unit is defined as a “unit” made up of:

- (a) an individual or individuals, at least one of whom is defined above in ARTICLE 4.02 as Jewish,
- (b) that individual’s or individuals’ spouse, partner or parent, and,
- (c) that individual’s or individuals’ children under the age of twenty-two (22) living in the same household.

ARTICLE 4.04 FINANCIAL REQUIREMENTS.

To be a member of Kehilat Hanahar, the individual must:

- (a) pay the synagogue’s annual dues and all other fees, or
- (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, as well as obtain from the accommodated member an agreed upon level of volunteerism in support of Kehilat Hanahar. 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.

ARTICLE 4.05. 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 4.04 (b) above).

A member shall be delinquent and his/her membership shall automatically lapse if dues, fees or other charges are not paid by no later than December 31 in the year they are accrued, which is the mid-point of the synagogue’s then fiscal year at the time of the execution of these By Laws. That lapse in membership shall be suspended if, however, special arrangements are made through the Treasurer. In making such special arrangements, the parties involved shall be guided by the principle that one shall keep all such matters confidential.

ARTICLE 4.06 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 Board of Directors.

ARTICLE 4.07 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 Board of Directors.

ARTICLE 5
MEETINGS

ARTICLE 5.01 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 Board of Directors,
- (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 Board of Directors shall determine.

Written notice shall be mailed and/or transmitted electronically to all members by the Board of Directors at least thirty (30) days prior to the date set for the Annual Meeting.

ARTICLE 5.02 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 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,
- (c) when the Board of Directors determines that there is a need to amend the Bylaws prior to the Annual Meeting.

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

ARTICLE 5.03 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 Board of Directors may make other such rules, as it deems necessary or appropriate for any such voting by proxy.

ARTICLE 5.04 VOTING.

Each member in good standing shall have one vote. When a quorum is present at any meeting, including the vote of a member who is voting by proxy, 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 6

GOVERNANCE: BOARD OF DIRECTORS

Governance of the Congregation shall be carried out by a Board of Directors.

ARTICLE 6.01 BOARD OF DIRECTORS COMPOSITION.

The positions that will comprise the Board of Directors are as follows:

- President (Filled by previous 1st Vice President)
- 1st Vice-President ((Filled by previous 2nd Vice President)
- 2nd Vice-President (Selected by membership wide election)
- Secretary (Selected by membership wide election)
- Treasurer (Selected by membership wide election)
- Past President (the previously serving President)

Chairs of the following Committees (Selected by members of respective Committees):

- Ritual
- Membership
- Adult Education and Jewish Legacy
- Finance
- Fundraising
- Buildings and Grounds
- Shul School
- Communications
- Social Action--Mitzvah

The Rabbi shall be a non-voting member of the Board of Directors.

Other than the President serving at the time of the approval of these By Laws, a President may not serve as President for more than two (2) consecutive years.

The goals and objectives of each Committee shall be determined by the Board of Directors.

ARTICLE 6.02 OFFICER RESPONSIBILITIES.

- (a) President: Shall oversee all governance issues and the Communications Committee.
- (b) 1st Vice-President: Shall provide oversight of the Ritual, Membership, Shul School and Fundraising Committees.
- (c) 2nd Vice-President: Shall provide oversight of the Adult Education, Social Action-Mitzvah, Finance and, Buildings and Grounds Committees.
- (d) Treasurer: Shall be a member of the Finance Committee.
- (e) Secretary: Shall keep and distribute minutes of all meetings. Shall set and provide an agenda for meetings.
- (f) Past President: Shall provide advice for continuity.

ARTICLE 6.03 CLOSED SESSION OF THE BOARD OF DIRECTORS.

Upon a majority vote by the Board of Directors the Rabbi may be directed to not attend all or any part of any Board Meeting.

Further, the elected officers of KHN shall have the right upon majority vote of such officers present to meet in Executive closed session, but only to discuss personnel issues.

ARTICLE 6.04 RESPONSIBILITIES AND OBLIGATIONS.

The Board of Directors shall be responsible for formulating policies that provide the guidelines for the operation of KHN, as well as being responsible for the administration of the day-to-day Congregational operations. These duties shall include but are not limited to:

- (1) attending Board of Directors meetings: any member of the Board of Directors who does not attend three (3) consecutive Board meetings may, upon the vote of two thirds 2/3rds of the remaining Board of Directors, be removed from the Board of Directors.
- (2) voting on proposals brought to the Board of Directors.
- (3) attending ritual services, social activities and other Congregational events throughout the synagogue year, including in particular the Annual Meeting.
- (4) carry out the responsibilities of the specific Board positions as provided in the KHN Leadership Position Descriptions Operations Manual, which is incorporated by reference.

ARTICLE 6.05 QUORUM AND VOTING.

- a) Quorum. An official Board of Directors meeting requires a quorum of its members. No seat on the Board that is vacant shall be part of the count of total Board seats for the purpose of calculating the quorum. A quorum shall consist of the following:
 1. if the counted Board seats number 14, the quorum shall be 7;
 2. if the counted Board seats number 13, the quorum shall be 6;
 3. if the counted Board seats number 12, the quorum shall be 6;
 4. if the counted Board seats number 11, the quorum shall be 5;
 5. if the counted Board seats number 10, the quorum shall be 5;
 6. if the counted Board seats number 9, the quorum shall be 4;
- b) Allocation of Votes. If a seat on Board is shared by two individuals, that seat shall be counted as only one seat for the purpose of calculating the quorum. If a seat on Board is shared by two individuals, each individual shall have one-half of a vote, unless only one of the individuals is present at a Board of Director meeting at which a vote is taken, in which case it will be counted as a full vote.
- c) Multiple Seats. If a board member holds more than one position, their vote is only counted once.
- d) Voting Results. In order for a motion or proposal to be approved by the Board of Directors as provided in ARTICE 6.05 (a) above, the motion or proposal must receive a positive or "yes" vote by at least fifty (50) percent of the Board of Directors then in attendance, unless the motion or proposal directly concerns the contractual status of the Rabbi for which at least a 2/3rds positive or "yes" vote is required. 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.
- e) Proxy Voting. A committee chair may designate a member of that committee to represent the committee at a board meeting. That person would then be able to vote at the meeting,

as if they were the chair. The president shall have the discretion to allow voting by phone or through some other electronic method, but only if there is a compelling reason to do so.

- f) Board Officer Elections. The officers are to be elected by the Congregation at the Annual Meeting, according to the procedures set forth for election. The chairpersons of the standing committees shall be selected by the members of the respective committees.
- g) Open Board Meetings. Every Board of Director meeting is open to attendance by all members in-good-standing of the Synagogue, as defined in ARTICLE 4 above, unless there is passage of a motion (by at least a majority of the Board of Directors) for the Board of Director to meet in closed session, in accordance with ARTICLE 6.03.
- h) Rabbinic Related Voting. On matters related to the rabbi, a 2/3 majority vote of the Board of Directors is required to take any action.

ARTICLE 6.06 ELIGIBILITY REQUIREMENTS FOR CERTAIN OFFICERS AND COMMITTEE CHAIRS.

(a). Jewish Background. 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 and educational 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, and chairs of the Ritual Committee, the Adult Education Committee and Shul School Committee.

ARTICLE 6.07 OFFICER SUCCESSION PLANNING.

It is important that KHN provide for the orderly succession of its senior leadership which is defined as president, first vice-president and second vice-president. Therefore, under normal circumstances, in order for an individual to serve as president, that individual will have served immediately prior thereto as 1st vice-president and immediately prior to serving as 1st vice-president, that individual will have served immediately prior thereto as 2nd vice-president. Unusual conditions are covered in (c), below.

- a) The Term and Limitations for Elected Officers: The terms of elected officers are as follows:
 - President: One (1) year.
 - 1st Vice-President: One (1) year.
 - 2nd Vice-President: One (1) year.
 - Secretary: Two (2) years. Can serve no more than 2 consecutive terms.
 - Treasurer: Two (2) years. Can serve no more than 2 consecutive terms and shall be required to serve on the Finance Committee.
 - Past President: Shall serve until succeeded by a president whose term has ended.
- b) Limitations for Committee Chairs.

The selection and term of all committee chair persons shall be determined by the respective committees on an annual basis.

c) Early Succession To Office

- (1) Should the President resign, become incapacitated, or otherwise be unable to fulfill the duties of the Presidency, then the 1st Vice President (President Elect) shall succeed him as President for the remainder of the resigning or incapacitated President's term. At the completion of the resigning or incapacitated President's term, the President shall begin serving the term of the Presidency for which he was initially elected. The position of 1st Vice President shall be filled by the 2nd Vice President.
- (2) Should the 1st Vice President resign, become incapacitated, or otherwise be unable to fulfill the duties of the 1st Vice President, then the 2nd Vice President shall succeed him as 1st Vice President for the remainder of the resigning or incapacitated Vice President's term. At the completion of the resigning or incapacitated Vice President's term, the 1st Vice President shall begin serving the term for which he was initially elected.
- (3) In the event of a vacancy of any other Officer position on the Board of Directors (except for Past President), the Board of Directors shall appoint, by a three-quarters (3/4) vote, a congregational member to fill that vacancy and with that member holding that position until the next Annual Meeting, at which time the congregation shall elect an individual to fill that previously vacated position.

d) Removal of Board of Directors Member.

In the event a member of the Board of Directors shall fail to perform duties as set forth in this ARTICLE 6, that member may, upon the vote of two thirds 2/3rds of the remaining Board of Directors, be removed from the Board of Directors.

ARTICLE 6.08: ELECTION OF OFFICERS AND NOMINATING PROCEDURE

Nominating Committee. The Board of Directors may either act as a nominating committee or appoint a nominating committee.

a) Nominating Committee Responsibilities and Functions:

- (1) The nominating committee shall determine the Board of Directors 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.
- (2) The nominating committee shall review the qualifications of each individual interested in serving in a particular position on the Board of Directors, 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 Board of Directors and in the position to be filled.
- (3) Upon completion of the evaluation process, the nominating committee shall report to the Board of Directors.

- b) Upon approval of a list of nominees by at least a two-thirds (2/3rds) vote of the Board of Directors, this ballot shall then be presented for approval to the membership at the Annual Meeting. The list of nominees and biographical statements shall be sent to the membership

through United States Mail and/or electronically no later than twenty (20) days prior to the Annual Meeting.

- c) Any Congregation member is eligible to run outside the slate that has been approved by the Board of Directors for a vacant officer position provided notice of such candidacy is provided to the Board of Directors, at least ten (10) days prior to the Annual Meeting, and that individual seeking said officer position otherwise qualifies for such position pursuant to these Bylaws.

ARTICLE 7

COMMITTEES

The Board of Directors 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:

Ritual

Membership

Communications

Adult Education and Jewish Legacy

Finance

Fundraising

Buildings and Grounds

Shul School

Social Action--Mitzvah

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 8

THE RABBI

ARTICLE 8.01 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 that shall be negotiated by a subcommittee of the board of directors and approved by a 2/3 majority vote of the board of directors.

ARTICLE 8.02 PERFORMANCE REVIEW.

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

ARTICLE 8.03 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 Board of Directors 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.

ARTICLE 8.04 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.

ARTICLE 8.05 PARTICIPATION ON COMMITTEES.

The Rabbi shall be entitled to sit on the Board of Directors as a non-voting member and may participate as a non-voting member on the Ritual Committee, Shul School Committee and the Adult Education Committee.

ARTICLE 9

BYLAWS ADOPTION AND AMENDMENT

ARTICLE 9.01 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.

ARTICLE 9.02 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.

ARTICLE 10

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 11
FISCAL YEAR

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

ARTICLE 12
LEGAL AND INSURANCE

ARTICLE 12.01 EXECUTION OF DOCUMENTS AND OR OTHER LEGALLY BINDING INSTRUMENTS.

Elected Officers shall be the only members of the Board of Directors who are authorized to execute deeds, leases, transfers, contracts, bonds, notes, checks, drafts, and other obligations being accepted or endorsed by the Corporation.

ARTICLE 12.02 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 of elected officers.

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

The Board of Directors 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 Board of Directors. This paragraph shall apply only to special accounts and not to the preceding paragraphs of this ARTICLE.

ARTICLE 12.03 ATTORNEY REVIEW .

Unless otherwise provided by a majority vote of the Board of Directors, 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.

ARTICLE 12.04 PERSONAL LIABILITY.

The members, Board of Directors, 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.

ARTICLE 12.05 INSURANCE.

The Corporation shall 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.