

# CONSTITUTION AND BY-LAWS OF BETH HAVERIM SHIR SHALOM

## PREAMBLE

The mission of this congregation is as follows: **Beth Haverim Sir Shalom is a welcoming Reform Jewish congregation committed to meeting the religious, educational, cultural and social needs of our diverse membership. We encourage our members to seek and continue to pursue their spiritual journeys individually and together in prayer, song and celebration. We are called by our sacred heritage to respond to the needs of our immediate community and the world and its future. And we are dedicated to the never-ending process of Jewish learning.**

The members of Beth Haverim Shir Shalom adopt for their government the following Constitution and By-Laws:

## ARTICLE I - NAME

The Congregation shall be known as Beth Haverim Shir Shalom.

## ARTICLE II - MEMBERSHIP

**Section 1.** Any person of the Jewish faith who has attained the age of eighteen (18) years, or any couple of which at least one member is of the Jewish faith, or whose children are of the Jewish faith, shall be eligible for membership in the Congregation.

**Section 2.** Applicants for membership shall make application to the Board of Trustees and must agree to abide by the Constitution and By-Laws of the Congregation and all the rules and regulations including those pertaining to the payment of annual dues and assessments as established by the Board of Trustees. (as set forth in Article III, section 2)

### **Section 3.**

- a) Each household in good standing shall have the right to vote at all elections and meetings of the Congregation. Two adults in a household may split their vote into individual half votes at any election or meeting of the Congregation.
- b) Each member shall also have the right to participate in religious services, to have children instructed in the Religious School of the Congregation, and to share in any other religious observances.

**Section 4.** The Board of Trustees shall establish categories of membership with such provisions as it shall deem advisable.

**Section 5.** Any member who desires to sever his affiliation with the Congregation must tender his/her resignation in writing to the Board of

Trustees. The resignation of any member shall not relieve him/her from the payment of any obligation due the Congregation at the time of resignation.

### **ARTICLE III - MEMBERSHIP DUES, CHARGES AND FISCAL YEAR**

**Section 1.** The Board of Trustees shall establish the amount of the annual dues for the various classifications and categories of membership. It may also establish and maintain a fee schedule for the use of the Congregation's buildings and facilities.

**Section 2.** A member shall be considered to be in good standing when all dues and other obligations for the current fiscal year and any prior years have been paid in full, or arrangements for payment have been approved by the Treasurer. Any member not in good standing by September 1 of any year, may, by a vote of the Board of Trustees, be suspended from membership. Upon suspension, all rights and privileges of membership in the Congregation shall cease. Such suspension, however, shall not relieve such member from the payment of any obligations due the congregation.

**Section 3.** The Board of Trustees may reinstate a suspended member on payment of all arrears and/or compliance with any other terms the Board may stipulate. The Board of Trustees may, in its discretion, waive, extend or modify any financial obligation due from a member.

**Section 4.** The books and records of the Congregation shall be maintained on a fiscal year basis beginning July 1 and ending on the subsequent June 30.

### **ARTICLE IV - MEETINGS OF THE CONGREGATION**

**Section 1.** The Annual Meeting of the Congregation shall take place each year on such date prior to the close of the fiscal year and at such place as the Board of Trustees may determine. Every member of the Congregation shall be notified by email or U.S. mail of the time, place and purpose of the Annual Meeting at least fifteen (15) days prior to the holding of such Annual Meeting or of any adjourned Annual Meeting. The order of business at the Annual Meeting shall be:

Call to order

#### **D'var Torah**

Certification of the mailing of the notices of the meeting

Reading of minutes of previous meetings of the Congregation

## **Communications**

Rabbi's Report (on the non-financial state of the Congregation and other relevant topics upon which Rabbi wishes to comment)

Reports of Officers

Reports of Committees

Election of Officers and Trustees of the Congregation, or rabbinical candidates, if any

Unfinished business

New business

Adjournment

**Section 2.** Special meetings of the Congregation may be called as provided in Article IV, Section 3 below. Any business listed in Article IV - Sec. 1 may be the subject of a Special Meeting. The order of business of any special meeting shall be:

Call to order

D'var Torah

Reading of notice of meeting and certification of the mailing of the notice

Action on matter(s) stated in notice

Adjournment

**Section 3.** Special meetings of the Congregation may be called by the President or shall be called at the request of the majority of the Board of Trustees or on written application of 10 percent (10%) of the membership. The call for a special meeting shall set forth the time, place and purpose of the meeting and written notice thereof shall be sent by email or U.S. mail to such members at least five (5) days prior to the time of such meeting. No business shall be transacted at such meeting except that specified in the meeting notice.

**Section 4.** At all meetings of the membership, any member shall be entitled to vote in person or by proxy. The designated proxy shall be limited to a person holding membership in the Congregation. Such proxy must be in writing and filed with the Secretary before the meeting.

**Section 5.** Ten percent (10%) of the members of the Congregation present, in person or by proxy shall constitute a quorum at meetings of the Congregation.

**Section 6.** Every member, as provided in Article II, Section 3(a) shall be entitled to one vote, or in the case of a family, two half votes. At all elections of Officers and Trustees, a majority of the votes cast shall elect. Whenever any other action is to be taken by vote of the membership, it shall, except as

otherwise provided herein, or by law, be authorized by a majority of the votes cast at a meeting of the members entitled to vote thereon.

**Section 7.** No member, or business establishment owned in whole or in principal part by a member may receive any remuneration, in cash or other value, for services to the Congregation without prior approval by a two-thirds (2/3) vote of the Board of Trustees. This section shall not apply to (a) reimbursement for out-of-pocket expenses incurred by a member on behalf of the Congregation, (b) contractual arrangement in effect as of the date of the ratification of this Constitution & By-Laws, (c) clergy contracts as set forth in Article VIII. In emergent situations interim approval may be made by the Executive Committee subject to ratification by two-thirds (2/3) of the Board at its next regularly scheduled meeting.

## **ARTICLE V - OFFICERS**

**Section 1.** The officers of the Congregation shall consist of a President, First, Second and Third Vice Presidents, a Secretary, a Treasurer and an Assistant Treasurer, each of whom shall be a member in good standing of the Congregation and shall be elected at the Annual meeting of the Congregation to serve for a term of two years and until a successor has been elected and qualified. No officer so elected shall be eligible to serve in the same office for more than one (1) consecutive term. However, upon expiration of the initial two-year term, the President and/or Treasurer shall be eligible to serve for two additional one-year terms and until a successor has been elected and qualified. The election of the President and/or Treasurer to such additional term(s) shall require a super majority of seventy-five percent (75%) of the votes cast.

**Section 2.** The duties of the President shall be to act as Chairperson at all Congregational, Executive Committee and Board Meetings, to appoint committee Chairs and to serve as ex-officio member on all committees. The President shall call special meetings and sign all legal documents. The President shall be responsible for the management of the Temple office and assign responsibilities to the Vice Presidents, as well as perform such other duties as are incident to the office. The President shall appoint a URJ Liaison who shall keep the Board apprised of opportunities afforded to the Congregation by the URJ.

**Section 3.** The First Vice President shall assume the duties and responsibilities of the President in case of a vacancy in the office of the President or in the absence or disability of the President. Each Vice President shall perform such

duties as may be assigned by the President. The Second Vice President, in the absence of the First Vice President, shall assume the duties and responsibilities incumbent upon that office. The Third Vice President, in the absence of the Second Vice President, shall assume the duties and responsibilities incumbent upon the office.

**Section 4.** The Treasurer shall be the custodian of all funds of the Congregation and shall be the disbursing agent of the congregation as authorized by the Board of Trustees. The Treasurer shall report monthly to the Board of Trustees and shall present a financial report to the Congregation at all regular meetings.

**Section 5.** It shall be the duty of the Secretary to keep the minutes of the Congregation and of the Board of Trustees, to keep a register of all of the members of the Congregation, to send out notices of all meetings and to perform such other duties as are incident to the office.

**Section 6.** The Assistant Treasurer shall assist the Treasurer as required and assume the duties and responsibilities of the Treasurer if the Treasurer is unable to carry out those duties.

**Section 7.** Before assuming office, all officers shall be covered by a blanket position fidelity bond, the cost of which shall be borne by the Congregation. No Officer, Trustee or Committee Member may be held personally liable in any legal action which may arise out of the performance of their duties on behalf of the congregation. Such exemption shall not apply to any intentional acts of misconduct.

**Section 8.** Any single disbursement of Congregational funds in excess of \$5,000 (five thousand dollars) shall require the signatures of two Executive Committee members. There shall be an annual financial review of the Congregation's financial records by a committee appointed by the President or by an independent accountant. There will be a report issued to the Board at the completion of such review.

## **ARTICLE VI - BOARD OF TRUSTEES**

**Section 1.** The Board of Trustees shall consist of Officers and six (6) Trustees (each of whom shall serve two (2) year terms), chosen from the Congregation. In addition, the immediate Past President of the Congregation and a representative of the Sisterhood and Men's Club (such representatives to be designated by each of the respective organizations) shall serve on the Board

of Trustees with the right to vote. All other Past Presidents shall be non-voting members of the Board of Trustees as long as they are members in good standing of the Congregation. The Past Presidents shall have the right to attend all open and closed sessions of the Board. A member of the Youth Group (elected by such group) shall also serve on the Board as an ex-officio member without a vote. The chairpersons of all standing committees as set forth in Article X, Section 1 shall each have one vote on the Board of Trustees, except as noted. Such voting chairpersons shall be eligible to remain in office for more than one (1) consecutive term. The Officers and Trustees of the incoming Board shall confirm these positions.

**Section 2.** Election of new officers will be held at the General Membership meeting. The new officers will assume responsibility effective the beginning of the new fiscal year.

**Section 3.** The President shall appoint, with the approval of the Board of Trustees, members to fill vacancies which may occur in any office, either of an Officer or a Trustee, or the immediate Past President of the Congregation, as soon as possible, with the following exceptions: in the event of a vacancy occurring of the representative of the Sisterhood and Men's Club, that organization shall submit to the President the name of a person to fill such a vacancy, and the President shall appoint such designated person, subject to the approval of the Board of Trustees. In the event of a vacancy in the position of immediate Past President, prior Past Presidents shall be offered the position, beginning with the most recent Past President. All persons so appointed or otherwise designated, shall serve for the unexpired term of the person he/she has replaced. However, in the case of a vacancy created in the seat held by the immediate Past President, the person elected to fill such vacancy shall serve only until an immediate Past President becomes eligible to serve on the Board. Any person filling a vacancy shall be eligible for election as an Officer or Trustee by the Congregation at an annual meeting upon completion of the unexpired term to which he or she has been appointed, and the unexpired term shall not count in determining the one term limit as set forth in Article V Section 1. Each voting member of the Board may only have one vote, and in the event a voting Board member holds an additional voting position, that member must cede to another designated representative to be chosen by the group or committee, within thirty (30) days of taking office.

**Section 4.** The Rabbi may attend all meetings of the Board of Trustees in an advisory capacity.

**Section 5.** The office of any Trustee who is absent without adequate excuse from three (3) successive regular meetings of the Board of Trustees may be declared vacant by the Board of Trustees.

**Section 6.** The elected Officers and Trustees shall abide by the *Brit Achayrut*: A Covenant of Responsibility.

## **ARTICLE VII – POWERS AND DUTIES OF THE BOARD OF TRUSTEES**

**Section 1.** The Board of Trustees shall be vested with the management and control of the property and affairs of the Congregation, except such powers as are by this Constitution and By-Laws conferred on or reserved to the members of the Congregation. The Board of Trustees shall have full powers to transact the business of the Congregation and to do and perform all acts necessary to be done to carry out the objects and purposes of the Congregation. It may enact such rules and regulations, subject to the provisions of this Constitution and By-Laws, as it may deem expedient for the transaction of the business of the congregation and for its general welfare.

**Section 2.** The Board of Trustees shall elect new members of the Congregation in accordance with the provisions of the Constitution and By-Laws; establish the dues structure for the various classifications and categories of membership; have the power to levy such assessments as are appropriate; designate the persons who are authorized to sign checks and other documents for and on behalf of the Congregation and its Cemetery; designate and assign duties and authorities to all administrative and professional personnel (including administrators, cantors and educators); and have the right to elect persons to Honorary Membership to the Board of Trustees without the right to vote, but to serve in an advisory capacity.

**Section 3.** A majority of the voting Officers and Trustees shall constitute a quorum for the transaction of business at any meeting of the Board of Trustees. Except as otherwise may be provided herein, the vote of a majority of the voting Trustees present at the time of the vote, if a quorum is present, shall constitute action by the Board of Trustees.

## **ARTICLE VIII – CLERGY**

**Section 1.** The Rabbi and any Associate Rabbi shall be selected by a special committee appointed by the President of the Congregation with the approval of the Board of Trustees. The committee shall recommend to the Board of Trustees a Rabbi, Associate Rabbi or Assistant Rabbi to be elected. Upon

approval of the Board of Trustees, this recommendation shall be presented to the Congregation at a regular or special meeting. A two-thirds (2/3) vote of the members present shall be required for the initial election of a Rabbi, Associate Rabbi or Assistant Rabbi.

**Section 2.** Upon the completion of the term of the Rabbi's or any Associate Rabbi's initial period of service, the Board shall make a recommendation as to her/his reelection. This recommendation shall be submitted to a regular or special meeting of the Congregation. A majority vote of those members present shall be required to act upon the recommendation of the Board.

**Section 3.** The Cantor and any Associate Cantor shall be selected by a special committee appointed by the President of the Congregation with the approval of the Board of Trustees. The committee shall recommend to the Board of Trustees a Cantor, Associate Cantor or Assistant Cantor to be elected. Upon the completion of the term of the Cantor's or any Associate Cantor's initial period of service, the Board shall have the option of reelecting the Cantor.

**Section 4.** The Board of Trustees may, in its discretion, designate Clergy Emeriti.

## **ARTICLE IX - DUTIES OF THE RABBIS AND CANTORS**

**Section 1.** The Rabbi shall be the chief spiritual leader of the Congregation, and shall perform such duties and take such action as is usual to persons holding that position or may be delegated to the Rabbi by the Board of Trustees. The Rabbi shall determine the nature and mode of worship within the guidelines set forth by the Union of American Hebrew Congregations. In determining the nature and mode of worship the Rabbi shall consult with, seek input from, and attempt to reach consensus with the Ritual Committee.

**Section 2.** The Associate Rabbi shall perform such duties as may be delegated by the Rabbi or the Board of Trustees, or both; and, in the absence of the Rabbi, shall act in place of the Rabbi.

**Section 3.** It shall be the duty of the Cantor to supervise the musical portions of the Services, subject to the approval of the Rabbi and the Ritual Committee and in conjunction with the Music Committee. The Cantor shall perform such other duties as may be delegated to him/her by the Board of Trustees, and take such action as is usual to that position. In the absence of the Rabbi, the Cantor may be called upon to perform those duties of the Rabbi that pertain to worship, ritual matters, or life cycle events.

## ARTICLE X - COMMITTEES

**Section 1.** Standing Committees: As soon as possible after each Annual Meeting of the Congregation, the President shall appoint the following standing committees, except for the Executive Committee. The President shall designate the Chair of each. The term of all committee Chairs shall run concurrently with that of the President who appoints the Chairs.

a) The Executive Committee, which shall consist of the President, Treasurer, Assistant Treasurer, three (3) Vice Presidents, the Secretary and the immediate Past President. The President shall serve as Chair. The committee shall meet periodically and whenever requested to do so by the Treasurer, the President, or the Board of Trustees; be generally responsible for the fiscal affairs of the Congregation and make such recommendations concerning the investments or financial transactions as it deems in the best interests of the Congregation; prepare and submit a budget for the ensuing year; recommend ways and means to liquidate the obligations of the Congregation, and consider and advise the Board of Trustees on any financial matters which have been referred to it. In addition, the Executive Committee shall make recommendations to the Board of Trustees on any and all matters relevant and essential to the business of the Congregation.

b) The Ritual Committee, which shall consider the rituals and observances desired by the Congregation and promote the adherence thereto.

c) The Buildings and Grounds Committee, which shall keep the property and buildings of the Congregation in good order and repair.

d) The Membership Committee, which shall promote such activities as shall be beneficial to the membership of the Congregation.

e) The Religious School Committee, which shall direct and administer the Religious School, subject to the overall authority of the Board of Trustees, and, in consultation with the Principal and Rabbi, have the responsibility of recommending the employment of all personnel and of evaluating the work of such personnel.

f) The Financial Accommodation Committee, which shall have the authority to establish financial arrangements with the existing members or families applying for membership who seek financial accommodation regarding membership dues or other financial obligations. The Financial Accommodation Committee Chair shall not have a vote on the Board of Trustees.

- g) The Fundraising Committee, which shall develop and execute methods of raising funds.
- h) The Social Action Committee, which shall initiate and/or participate in programs which express the social ideals of Reform Judaism, are relevant to the State of Israel, or are of a vital interest to the Congregation.
- i) The Youth Committee, which shall be responsible for encouraging, developing, implementing and coordinating the programming for the youth of the congregation.
- j) The Nominating Committee, which shall be appointed by the President (with the consent of the Board of Trustees) not less than sixty (60) days prior to each Annual Meeting; to consist of five (5) members, three (3) of whom shall be Officers or Trustees of the Congregation and two (2) of whom shall be members of the Congregation at large. The duty of the Nominating Committee shall be to nominate at least thirty (30) days prior to the Annual Meeting, a slate consisting of one (1) nominee for each office and seat on the Board of Trustees to be filled at the ensuing Annual Meeting. The selections of the Nominating Committee shall be reported to the Board of Trustees, provided that the consent of all the nominees shall first be obtained prior to the submission of the report. The actions of the Nominating Committee shall be guided by the principles and standards as set forth by the URJ. In addition, the Nominating Committee will be charged with the year-round responsibility of identifying suitable candidates for future service to the congregation. The Nominating Committee Chair shall not have a vote on the Board of Trustees. Notice of the slate proposed by the Nominating Committee shall be sent by email or U.S. mail to the members of the Congregation at least fifteen (15) days prior to the Annual Meeting. Any ten percent (10%) of the members of the Congregation in good standing shall have the right by written petition to make additional nominations provided the said petition is delivered to the President of the congregation at least seven (7) days prior to the Annual Meeting and is signed by each of the petitioning members. Notices of nominations by petition must be emailed or mailed to all members of the Congregation at least three (3) days before the election.
- k) The Long-Range Planning Committee, which shall analyze and study long-range temple needs. It shall be composed of the six (6) Trustees and the Rabbi, and chaired by the immediate Past President. The Long-Range Planning Committee Chair shall not have a vote on the Board of Trustees.

l) The Music Committee, which shall work with the Clergy and Ritual Committee to oversee the musical content of the synagogue programs, arrange special musical programs, and oversee the Choir.

m) The Adult Education Committee, which shall direct and administer programs of educational and cultural interest to adult members of the Congregation and shall make appropriate arrangements to present such programs.

n) The Caring Committee, which shall organize and administer programs of support and assistance to members of the Congregation who are in need due to illness, mourning, or any other circumstance.

o) The Outreach Committee, which shall organize and facilitate programs to provide Jewish education for the Congregation's interfaith families, unaffiliated Jews, Jews by choice, and others who seek to connect with and learn more about Judaism.

p) The Endowment Committee shall implement and manage the Beth Haverim Shir Shalom Endowment as per Article XVII. The Endowment Committee shall be comprised of the current Past President (as a non-voting Committee member), the current President, the current Treasurer, the Rabbi (as a non-voting Committee member), and nine other BHSS members appointed by the President for one year terms. These appointees shall be confirmed by the board. Each year the President will appoint a Chair of this Committee from among its members; the Chair will call at least one meeting per year of this Committee.

**Section 2.** As soon as possible after each Annual Meeting of the Congregation, the President may, at his/her discretion, appoint additional committees as follows:

a) The Communications Committee, which shall promote the best interests of the Congregation by proper publicity in the press and shall supervise the publication of the Temple periodical and oversee other internal communications.

b) The Early Childhood Education Committee, which shall oversee the Temple's preschool and parenting programs.

c) The Security Committee, which shall recommend policies and procedures to enhance the safety and security of the Congregation and its property.

**Section 3.** Except as provided above, the President shall determine the size of any standing committee.

**Section 4.** Special Committees and/or non-voting officers - the President may appoint such other committees and/or non-voting officers for special purposes as may from time to time be deemed necessary.

**Section 5.** Unless otherwise ordered, the reports and recommendations of all committees are to be submitted to the Board of Trustees for approval. No expenditure of unbudgeted funds may be authorized by any committee without prior approval of the Board of Trustees.

## **ARTICLE XI - BORROWING MONEY, ACQUIRING AND DISPOSING OF REAL ESTATE**

**Section 1.** The Board of Trustees may, at any of its meetings, authorize the proper Officers of the Congregation to borrow any specified sum of money (not to exceed twenty-five percent [25%] of the income of the preceding fiscal year) to meet the current expense of the Congregation, and to execute such evidence of indebtedness as may be required.

**Section 2.** The Members of the Congregation may, at any Annual Meeting or Special Meeting called for that purpose, authorize the Board of Trustees and/or the Officers of the Congregation to borrow any specified sum of money for any purpose within the scope of the objects of the Congregation and to execute such evidence of indebtedness as may be required.

**Section 3.** The Members of the Congregation may, at any Annual Meeting or Special Meeting called for such purpose, authorize the sale of any interests in real estate of the Congregation, and may authorize the acquisition of any new or additional interest in real estate by the Congregation. Notwithstanding anything contained herein to the contrary, any such authorization by the members shall be by majority of the votes cast at the meeting, but in no event shall the number of affirmative votes be less than twenty-five percent (25%) of the members of the Congregation, as reflected on the register kept by the Secretary.

## **ARTICLE XII - AUXILIARY ORGANIZATIONS**

**Section 1.** Auxiliary Organizations of the Congregation shall consist of the Michelle Mitzvah Group, Men's Club, Sisterhood, and the Youth

Group(s). Any additional auxiliary organizations of the Congregation may only be formed with the approval of the Board of Trustees.

**Section 2.** The policies and programs of any Auxiliary Organization shall be consistent with the policies determined by the Board of Trustees and shall be subject to its supervision.

**Section 3.** After the close of each fiscal year of the Congregation, each Auxiliary Organization shall submit to the Board of Trustees for its information a confidential financial statement of its operation for the past year.

### **ARTICLE XIII - MISCELLANEOUS**

**Section 1.** Whenever in this Constitution and By-Laws, words or phrases are used denoting the masculine gender, they shall be deemed to include also the feminine gender, unless the context thereof clearly indicates otherwise.

**Section 2.** Whenever in this Constitution and By-Laws provision is made for notice to be given to any member, Officer or Trustee of the Congregation, it shall not be construed to require personal notice. Such notice may be given by email or U.S. mail to such designee at his address as it last appears on the records of the Congregation. Deposit of such notice by or email or U.S. mail in the ordinary course shall constitute the effective giving of notice.

**Section 3.** In resolving disputes or matters where potential conflicts of interest may exist between the Congregation, members of the Board of Trustees, clergy or lay members, due consideration must be given to the appearance of impropriety as well as actual conflict of interest.

### **ARTICLE XIV – AMENDMENTS**

Amendments to the Constitution and By-Laws shall be presented in writing and shall be initiated by the Board of Trustees or by at least 10 percent (10%) of the members of the Congregation, and shall be filed with the Secretary. Such amendments may be acted on at any regular meeting of the Congregation or at any special meeting called for that purpose. Copies of the proposed amendments shall be mailed to each member along with the notice of the meeting at least fifteen (15) days prior thereto. An affirmative vote of two-thirds (2/3) of the members present, in person or by proxy, and voting shall be necessary to adopt any amendment.

## **ARTICLE XV - RULES OF ORDER**

Robert's Rules of Order, latest revised edition, shall determine the rules of procedure at meetings. The President may appoint a member to serve as Parliamentarian, whose function it shall be to interpret the Constitution and By-Laws of the Congregation and periodically review and propose appropriate changes to same to assure that all proceedings are conducted in accordance with the rules set forth by the Constitution and By-Laws.

## **ARTICLE XVI - TAX EXEMPT ORGANIZATION STATUS**

No part of the net earnings of this organization shall inure to the benefit of, or be distributed to its members, trustees, officers or other private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the purpose clause hereof. No substantial part of the activities of the organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of this document, the organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal offices of the organization is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

## **ARTICLE XVII – ENDOWMENT**

**Section 1.** The purpose of the Endowment is to enable BHSS to enhance its service to its members and the broader community, and thereby advance the mission of BHSS.

**Section 2.** The Endowment shall be funded by a contribution of \$200,000 from BHSS's liquid assets at July 1, 2011 and an initial fund-raising from the "40/10 celebration" specifically for this Endowment. Voluntary contributions can be made at any time with a \$5000 minimum contribution level, payable in a single payment or over a period of no more than five years. Contributions can be in cash (or cash equivalent), bequests, securities or other marketable assets.

**Section 3.** The Endowment Committee may elect at the BHSS fiscal year-end (June 30), or as soon thereafter as is reasonably practical, to distribute for the following year (beginning July 1) up to the greater of 5% of the June 30 closing balance of the Endowment or the Endowment's investment returns (realized and unrealized) of the prior year from July 1 to June 30. Distributions in excess of the above level require an approval of 2/3 of the Board. On an annual basis, the Endowment Committee will provide a report to the Board of Trustees on the Endowment's investment performance and disbursements for the prior fiscal year.

The Endowment Committee may elect not to distribute any monies in a given year. The Committee has sole discretion and authority as to the precise use of expenditures each year, but may seek input as it chooses.

**Section 4.** The Endowment Committee shall establish investment accounts in the name of BHSS. The Endowment Committee at its discretion may select an outside investment advisor. Any such advisor selected shall not be a BHSS member. These investment accounts may include fixed income and equity securities or bank deposit instruments. The Endowment Committee may also choose to invest in other liquid asset classes and any other investment vehicle it deems appropriate.

**Section 5.** A majority of the Committee (either by resolution of those present at a meeting or by written resolution) is required to approve all investment decisions and disbursements.

Amended and Restated as of May 18, 2021.