

NEW BY-LAWS

Temple Sinai of the Desert
060522 By Laws Final

<u>Article</u>	<u>Contents Description</u>	<u>Current Action Status</u>
I	Name of Organization / Mission Statement	Complete
II	Statement of Purpose	Complete
III	Affiliation	Complete
IV	Religious Practice	Complete
V	Membership	Complete
VI	Meetings and Procedures	Complete
VII	Board of Trustees	Complete
VIII	Officers	Complete
IX	Executive Committee	Complete
X	Removing Officers or Members	Complete
XI	Clergy	Complete
XII	Professional Staff	Complete
XIII	Committees	Complete
XIV	Affiliates	Complete
XV	Cemetery	Complete
XVI	Real Estate	Complete
XVII	Contracts and Legal Documents	Complete
XVIII	Fiscal Year	Complete
XIX	Amendments	Complete
XX	Parliamentary Authority	Complete
XXI	Prohibited Activities	Complete
XXII	Indemnification	Complete
XXIII	Dissolution or Merger	Complete

Article I – Name

- A. This Congregation shall be known as: Temple Sinai of the Desert, 73-251 Hovley Lane West, Palm Desert, CA 92260.
- B. For purposes of doing business, this Congregation may be referred to in print or publications as Temple Sinai, Abe & Erna Bochner Jewish Community Center, or Temple Sinai.

Article II - Statement of Purpose

- A. Temple Sinai is a Reform Jewish congregation that provides an energetic and vital environment with outstanding spiritual leadership. We welcome everyone seeking Jewish spirituality in a comfortable social community setting. We are committed to lifelong Jewish education and a legacy of Jewish values for all ages.
- B. The purpose of this Congregation is to promote the fundamental and enduring principles of Judaism and to ensure the continuity of the Jewish people; to enable its members to develop a relationship with God through communal worship, study of Torah, and assembly; and to apply the principles of Reform Judaism to the values and conduct of the individual, the family, and the society in which we live.
- C. Subject to any restrictions in the Articles of Incorporation, the Congregation may engage in any lawful activity consistent with its tax-exempt status for which corporations may be organized under the laws of the State of California for nonprofit corporations.

Article III – Affiliation

- A. This congregation shall at all times endeavor to affiliate with the Union for Reform Judaism (the “Union”).

Article IV – Guidance for Religious Practice

- A. This Congregation shall interpret Judaism in the context of Reform Judaism.

Article V – Membership

- A. Any person, eighteen years of age or older, who is a member of the Jewish faith, or a partner of someone who is a member of the Jewish faith, may be accepted for membership in the Congregation upon approval of that person’s membership application by the Board of Trustees, or its designee.
- B. For good and sufficient reason, the Board of Trustees may revoke any membership in the Congregation, as provided for in Article X.
- C. Definition Of A Member
 - 1. For definition purposes, a “member” (or “membership unit”) means a household, which in turn means a husband and wife, or two adults living together as domestic partners at

the same address, or an individual, with or without dependent children, who pay dues for one membership.

2. Death of one of the individuals in a household shall not "a priori" terminate membership of the survivor.
3. In the event of dissolution of the domestic partnership or divorce, if both partners wish to continue membership, each becomes a new household unit subject to applicable dues.

D. The Board may establish and rescind, if necessary, various classes of membership. All members shall be responsible for financial support of the Congregation. Dues, assessments and other fees shall be determined by the Board of Trustees. The Board confers to the Treasurer the ability to waive, extend or modify any ordinary financial obligation due from a member. The Treasurer shall establish procedures with the intent of preserving the privacy of the member, who may request waiver or modification of financial obligations.

E. The membership privileges of congregants who have not met their financial obligations to the Congregation may be suspended upon majority vote of the Board of Trustees. Written notice of the intention to suspend privileges shall be given at least twenty one (21) days before such action is taken, and the congregant shall be accorded ordinary and reasonable rights of due process.

F. Subject to the rules established by the Board of Trustees, members in good standing shall have the following rights and privileges:

1. To vote at all Congregational Meetings, with each membership unit entitled to one (1) vote.
2. To have their children receive a religious education and to be prepared for Bar or Bat Mitzvah and/or Confirmation in the Congregation, subject to the payment of such fees as may be imposed by the Board of Trustees and the approval of clergy.
3. Upon agreeing to certain qualification criteria that may be established from time-to-time by the Board of Trustees, to be eligible for election as a member of the Board of Trustees.
4. Subject to the terms and conditions of the specific category of membership, to receive seating for High Holy Day Services and to participate in all religious activities of the Temple.
5. To have their dependent children who are full-time students under the age of twenty-five (25) considered junior members of this Congregation.

G. For good and sufficient reason, the Board of Trustees may grant Honorary Life Memberships, entitling such members to those rights granted to members in good standing, as in the section immediately above.

Article VI: Congregational Meetings

- A. The Board of Trustees shall hold a minimum of one meeting of the Congregation per year (Annual Meeting), to occur during the last four (4) months of the fiscal year, at a specific date to be determined by the Board of Trustees.
- B. Election of Trustees shall be held at the Annual Meeting. The Secretary shall give written notice to the congregation, no less than twenty (20) days in advance as to the date, time and place of the Annual Meeting.
- C. From time to time, additional meetings of the Congregation may be called by the President, by the Board of Trustees, or by ten (10) percent or more of the members. Members must receive written notice at least five (5) days in advance of any additional congregation meeting. In any notice, consent, or approval of minutes, the general nature of the business shall be stated. The matters to be discussed and the actions to be taken in such meetings shall be limited to the items described in the notice.
- D. Proxy voting is to be permitted for the election of Trustees of the Congregation. Proxies must be in writing. Only one pre-printed proxy is to be provided to each eligible voting member unit of the Congregation through the mail, with meeting notices calling for an election of trustees. One pre-printed proxy shall be available in the Temple Office for each membership unit upon request. All completed and submitted proxies must be certified for eligibility and non-duplication no later than the day before the Congregational meeting by the Secretary of the Congregation, or other person designated by the President (designee), before they may be counted for voting purposes.
- E. Each membership unit entitled to vote shall have the right to do so either in person or by one or more agents authorized by the written proxy, signed by the member entitled to vote and certified by the Secretary of the Congregation or designee. A proxy shall be deemed signed, if the member's name is placed on the proxy (whether by original or facsimile signature or other type of electronic transmission, or otherwise) by the member or the member's attorney-in-fact. Proxies may contain "write in" votes that are to be counted in the same form or fashion as nominated candidates.
- F. A validly executed proxy, certified by the Secretary or designee, shall continue in full force and effect unless revoked in person or in writing by the membership unit before the vote is cast. The moment denoted when the vote is cast is established by the President at the meeting, after giving all eligible voters present a final chance to revoke their proxies. Proxies may also be revoked up until the time the ballots are officially announced by the President as "cast" by another written proxy delivered to the Congregation, stating that (a) the first proxy is revoked which is certified by the Secretary or designee. (b) by a subsequent proxy executed by that member and presented to the meeting, or (c) as to any meeting, by that member's personal attendance and voting at the meeting. In the event a proxy is superceded by substitute proxy, or by personal vote, the Secretary or person designated by the President must revoke the superceded proxy and it shall not be counted. A proxy may not be irrevocable.
- G. A proxy is not revoked by the death or incapacity of the member or by the termination of a membership as a result of that death or incapacity unless, before the vote is counted, the Congregation receives written notice of the death or incapacity.
- H. For purposes of the annual congregational meeting as well as any special meeting of members, a quorum shall be established if ten (10) percent of those member units eligible to vote are present in

person. A majority vote of members present or voting by proxy at the annual or special meeting where a quorum is present shall constitute duly authorized action of the members.

Article VII – Board of Trustees

- A. The management of the affairs of the Congregation shall be vested in its Board of Trustees, consisting of Jewish members in good standing, as follows:
 - 1. Twelve (12) Trustees, each elected to a term of three years, four (4) of whom shall be elected each year.
 - 2. One (1) appointed Jewish representative from each Board-authorized auxiliary organization.
 - 3. The immediate Past-President, unless such person is currently serving as an elected Trustee.
- B. Trustees may serve a maximum of two (2) three (3) year terms in succession, at which time they must retire from the Board of Trustees for at least one (1) year, unless the Trustee in question is elected to an officership, in which case the two (2) three (3) year term limit provision is waived.
- C. The Board of Trustees shall govern the affairs of the congregation; draft and approve its policy; control its revenue and property; determine dues, fees and assessments; elect and recall, if necessary, the Congregation's President as well as other officers. In accordance with the Operations Policy, the Board may employ and discharge employees, or may delegate such responsibility, and do everything that, in its judgment, would best promote the welfare of the Congregation.
- D. Appointed by the President at least two (2) months prior to the Annual Meeting, a Nominating Committee made up of four (4) members in good standing, only one of whom shall be an existing Board member and shall act as Chairman, shall make nominations for election of members to the Board of Trustees. The Nominating Committee shall recruit and select potential candidates, according to any Board guidance that may be in force at that time, and recommend a slate of nominees for the positions open, or which will become open, as of the end of the current term for Trustees.
- E. Prospective trustees shall be furnished with a Memorandum of Trustee's Responsibilities as well as a Conflict of Interest Statement, which each prospective trustee shall be expected to acknowledge by signature and submission to the Nominating Committee.
- F. There shall be a special meeting each year immediately following the annual Congregational meeting, consisting of existing trustees and those newly elected, for purposes of electing a President, reorganizing the Board, appointing authorized signatories and any other such matters that may properly come before the Board. The "current" Board, consisting of existing trustees only, shall continue to serve until the end of the then current fiscal year. The "new" Board, consisting of remaining trustees and those newly elected officers and trustees, shall begin service on the first day of the new fiscal year.
- G. Special Meetings of the Board of Trustees shall be at the call of the President or at the request of three (3) members of the Board of Trustees, provided that the Board of Trustees has received a four

(4) day notice by First Class mail or recognized overnight delivery service, or forty-eight (48) hours notice delivered personally, or by e-mail, facsimile transmission or telephone. Trustees may participate in a special meeting telephonically, and such telephonic presence shall constitute presence of the Trustee at the meeting.

- H. To the fullest extent possible, under §9247 of the California Corporations Code, or whatever other section may apply to indemnification of corporate agents, the Trustees as well as any other agent of the Corporation shall be entitled to indemnity and whatever other rights they may be entitled to under said sections.
- I. A majority of the members of the Board of Trustees shall constitute a quorum at any meeting. Should a quorum not be present, the President at his discretion and if required, may poll absentee Board Members by telephone, provided that all absentee members are called, and that all “aye” and “nay” votes of both members present and those polled by telephone are recorded in the minutes. A majority vote of those Trustees voting shall be required for such a vote to be considered binding.
- J. Executive sessions shall be limited to voting members of the Board of Trustees, unless otherwise determined by the President. An executive session may be called by the President, upon the request of any voting member of the Board of Trustees, if the Board concurs that the matter in question requires non-public treatment, such as a personnel or sensitive financial issue. Only actions taken in such sessions are to become part of the minutes taken by the Secretary or his/her designee.
- K. All meetings except executive sessions are considered to be open, and may be attended by members of the Congregation in good standing.
- L. Should a vacancy occur on the Board of Trustees, the President, with approval of the Board of Trustees, may appoint an interim Trustee who shall temporarily fill the vacancy until the next annual election, at which time a successor shall be elected to serve the remainder of any unexpired term.
- M. Any action required, or permitted to be taken, by the Board of Trustees may be taken without a meeting, if all Trustees shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board. Such action by written consent shall have the same force and effect as the unanimous vote of such Board of Trustees.
- N. Two members of the same household may not serve on the Board of Trustees at the same time.

Article VIII: Officers

Section I: President of the Congregation

- A. From among the members of the Board of Trustees, The President of the Congregation shall be elected by majority vote of the Board and shall serve for a two (2) year term, which term may be extended by re-election to a second two (2) year term. The President shall be responsible to perform the following duties of office:
 - 1. Preside at all meetings of the Board of Trustees and the Congregation.

2. Be empowered to call special meetings of the Board of Trustees and the Congregation.
3. From the members of the Board of Trustees, nominate a Vice President to supervise each operating group established by the Board of Trustees.
4. Be an ex-officio member of all committees, except the Nominating Committee.
5. Present a report at the Annual Meeting reflecting the State Of The Temple.

Section II: Vice Presidents

- A. Vice Presidents, each of whose duties are set forth in detail in the Operations Policy, are to be elected by majority vote of the Board of Trustees and shall serve for a two (2) year term coincident with the President's term, which term may be extended by re-election. As the need appears for creating such organization, the Board may establish, by modification of the Operations Policy, Vice Presidencies for each of the major operating areas, including but not limited to: Administration, Community Relations, Education, Finance, Membership, Operations, Programming, Religious Practices or Ways & Means.
- E. In an order appointed by vote of the Board of Directors, Vice Presidents shall perform the duties of the President in his or her absence or inability to act, and shall substantially assist the President in the discharge of his or her duties. Officers appointed to supervise Standing Committees shall act in the fashion and perform those duties as set forth in the Operations Policy, which defines the responsibility, authority and accountability of each officer so elected.

Section III: Treasurer

- A. From among the members of the Board of Trustees, the Treasurer is to be elected by majority vote of the Board of Trustees and shall serve for a two (2) year term coincident with the President's term, which Term may be extended by re-election.
- B. The Treasurer shall be responsible for assuring the maintenance of accurate records of all financial transactions of the Congregation, including records of all receipts and disbursements. The Treasurer shall supervise and direct the receipt of all monies and securities, and deposits of those monies and securities in a timely manner in such bank or banks as designated by the Trustees. For purposes of discharging the Treasurer's day-to-day transactional activities, such activities may be delegated from time to time to an Executive Director, Temple Administrator or Financial Secretary.
- C. The Treasurer shall issue checks only for items approved in the budget, when presented with purchase orders or vouchers authorized by the President, a committee chair or such other person or persons to whom this authority has been delegated by the Board of Trustees. Any unbudgeted item to be expended in excess of One Thousand Dollars (\$1,000) must be approved in advance by the Board of Trustees, except in the event of an emergency. In that case, the President shall be empowered to approve an expenditure not to exceed Five Thousand Dollars (\$5,000) without prior approval of the Board of Trustees, but shall be required to serve notice to the Board of such expenditure within thirty (30) days of payment.

- D. All checks issued on any funds of the Congregation are to bear at least two (2) authorized signatures. The President, the Treasurer, and two other Trustees designated by the President shall be authorized to sign. From time to time, the Board of Trustees may appoint other authorized signatories, included but not limited to the Executive Director or Temple Administrator.
- E. The Treasurer shall submit a written financial report at all Congregation and Board of Trustee meetings and an Annual Report at the Annual Meeting.

Section IV: Secretary

- A. The President shall appoint the Secretary of the Board of Trustees, who also shall be Secretary of the Corporation. The Secretary, or other person so designated, shall record and keep minutes of all Board meetings, shall make a record of and present all communications addressed to the Board and shall act as the custodian of the congregational seal.

Article IX: Executive Committee

- A. The Executive Committee of the Board of Trustees exists to provide advice and counsel to the President, oversee the business of the Board of Trustees, including such matters that, by their virtue, might be considered confidential, private or privileged from general Board consideration.
- B. By election as President of the Board of Trustees, the President becomes Chairman of the Executive Committee of the Board of Trustees. As a minimum, the President shall appoint four (4) elected members of the Board of Trustees to serve as the Executive Committee, with the Rabbi and Executive Director serving *ex officio*. The Secretary shall take, or delegate the taking of, summary minutes of all proceedings.
- C. Members of the Executive Committee are to be Board members and include, as a minimum, the President, a Vice President, the Treasurer and
- D. The Executive Committee is accountable to the Board of Trustees, and may meet on a regular schedule, coincident with the Board of Trustees meetings, or meetings may be called at the pleasure of the President.
- E. On behalf of the Board of Trustees, The Executive Committee may discuss and study such matters as may properly come before them, provided that any action contemplated or proposed by the Executive Committee take the form of a position or motion presented to the Board of Trustees by the President.
- F. Executive Committee meetings may be conducted by telephone conference call, provided that each participant has copies of all materials necessary for full participation in such meeting.

Article X: Removing Trustees or Members

Section I: Trustees

- A Any member of the Board of Trustees may be removed from office by a two-thirds (2/3) vote of the entire Board of Trustees, for cause or for actions deemed to be detrimental to the welfare of the Congregation, including but not limited to absence from at least three (3) consecutive meetings of the Board of Trustees.
- B The Trustee in question is entitled to ordinary and reasonable rights of due process, must be advised in writing of the proposed action and shall be entitled to a hearing by the Trustees before a vote may be taken.
- C Should action for removal of a trustee be brought, and the Board of Trustees fails to act, then that trustee may be subsequently removed from office by special congregational meeting, provided that at least two-thirds (2/3rds) of a properly constituted quorum votes for removal.

Section II: Members

- A For good and sufficient reason, the Board of Trustees has the authority to revoke any membership in the Congregation. Members whose rights and privileges of membership are thus in question have ordinary and reasonable rights of due process, which shall include written notification of infraction, an opportunity for hearing in front of the Executive Committee, and the right to appear in person or in writing to the full Board of Trustees. The Board of Trustees may affirm or deny such proposed revocation at a regular meeting, upon a two-thirds (2/3rds) vote of those persons present.

Article XI – Clergy

Section I: Rabbis

- A. The Senior Rabbi (hereinafter referred to as “The Rabbi”) is the spiritual leader of the Congregation and shall report to the President of the Board of Trustees. The Rabbi shall primarily devote his or her time to serving the religious, spiritual, educational and pastoral needs of the Congregation, collectively as well as individually. The Rabbi shall also aid in promoting the general welfare of the Congregation in other activities appropriate to his or her office, interests and abilities.
- B. Rabbis shall at all times enjoy the freedom of the pulpit to preach and teach Judaism, both in its fundamental essence and in its practical applications.
- C. In its selection of and relationship with the Rabbi, the Congregation shall consider: (1) the rules and regulations of the Joint Rabbinic Placement Commission of the Union, the Central Conference of American Rabbis (CCAR), and the Hebrew Union College-Jewish Institute of Religion (HUC-JIR); and (2) the guidelines for Rabbinical Congregation Relationships (as adopted and recommended by the Union Board and the CCAR). A suitable candidate for Rabbi of this Congregation shall have graduated in good standing from the Hebrew Union College, or other such accredited Jewish theological education institution that may graduate and ordain rabbis.
- D. The Rabbi shall foster every opportunity to lead the Congregation in the study of the Torah. The Rabbi shall initiate and give direction to all programs of religious education. The Education and/or Religious Practices Committees, in consultation with the Educator and Rabbi, shall determine the curricula and policies to be followed in the religious school. Eligibility criteria for preparation for

Bar and Bat Mitzvah and Confirmation shall be determined as above, including consultation with the Cantor.

- E.** The Congregation shall afford the Rabbi reasonable opportunity to enhance his or her professional competence through conferences, research and study.
- F.** The Rabbi shall have the right to attend and participate without vote in all meetings of the Congregation, the Board of Trustees, and all committees, except when requested for some special reason to be absent.
- G.** The Rabbi shall be chosen in the following manner:

 1. An ad hoc Selection Committee comprised of at least ten (10) members of the Congregation in good standing, appointed by the President of the Congregation, from among qualified candidates shall recruit and select and a recommended candidate to the Board of Trustees;
 2. The Board of Trustees shall accept the Selection Committee's recommendation under advisement and may, at its option, perform such additional "due diligence" review of the recommended candidate's background and qualifications, which may include interviews, reference checks and visits, as they may deem necessary;
 3. Upon completion of any further discussion or review, a two-thirds (2/3) vote, in person or as otherwise authorized, of the entire Board of Trustees shall be required to choose a Rabbi for an initial term.
- H.** The Rabbi may be chosen to serve for such initial or renewal term as mutually agreed upon by the Rabbi and the Board of Trustees.
- I.** The Rabbi's terms and conditions of service to the Congregation, including compensation, pension, perquisites and other provisions, shall be negotiated by ad hoc Special Committee, appointed by the President and authorized by the Board of Trustees. After appropriate financial and legal review, negotiated agreements are to be presented for approval to the Board of Trustees, which approval shall not be unreasonably withheld.
- J.** No less than annually, the Rabbi's job performance is to be assessed by a Personnel Committee appointed by the President, consisting of at least five (5) members of the Congregation in good standing, whose responsibility it is to assess the quality of the Rabbi's contribution to the religious programs and spiritual life of the Congregation, and to report such results to the Board of Trustees.
- K.** The Board of Trustees may, at its option, in consultation with the Rabbi and in possession of an approved budget for such, empower a Special Committee appointed by the President to recruit, select and engage the services of an Assistant and/or Associate Rabbi, the duties and responsibilities of whom shall be determined by the mutual agreement of The Rabbi and the Board of Trustees. Both the Rabbi and a majority of the Board of Trustees must approve the selection of any Associate/Assistant Rabbi to serve an initial term. With regard to any renewal term, the Board shall submit a recommendation regarding renewal to the Congregation at a regular or special meeting, at which a majority of the membership present and voting shall be required for such renewal to be approved.

- L. Performance review provisions then in effect for the Rabbi apply as well to any Assistant and/or Associate Rabbis who may be employed by the Congregation, with the exception that at the Rabbi's option, the Rabbi may advise and counsel the Personnel Committee for such purposes.
- M The day-to-day management and direction of any Assistant/Associate Rabbis is vested in the Rabbi.

Section II: Cantor

- A. In the performance of pulpit duties, the Cantor shall report jointly to the Rabbi and the President, in a manner to be determined by the Board of Trustees. In cooperation with the Rabbi, the Cantor, from time to time, may also assume other duties and responsibilities.
- B. In the selection of and relationship with the Cantor, the Congregation should consider the guidelines, regulations and rules of the Joint Cantorial Placement Commission of the American Conference of Cantors [ACC], the Union and the HUC-Jewish Institute of Religion School of Sacred Music.
- C. An ad hoc Special Committee, appointed by the President of the Congregation, shall work with the Rabbi to recruit and select a suitable candidate, with appropriate background, education and skills, for recommendation to the Board of Trustees, which may select a Cantor by majority vote.
- D. The Cantor's terms and conditions of service to the Congregation, including compensation, pension, perquisites and other provisions, shall be negotiated by ad hoc Committee, appointed by the President and authorized by the Board of Trustees. After appropriate legal review, negotiated agreements are to be presented for approval to the Board of Trustees, which approval shall not be unreasonably withheld.
- E. Subject to the direction of the Board of Trustees and the Rabbi, the Cantor shall assume any other duties and responsibilities, as designated in the Cantor's employment agreement with the Congregation.
- F. No less than annually, the Cantor's job performance is to be assessed by the Personnel Committee, in consultation with the Rabbi, whose responsibility it is to evaluate the administrative efficiency and effectiveness of the Cantor's contribution to the Congregation's religious, educational, cultural and social programs, and to report such results to the Board of Trustees.
- G. The Congregation shall afford the Cantor reasonable opportunity to enhance his or her professional competence through conferences, research and study.
- H. The Cantor shall have the right to attend and participate without voting rights in all meetings of the Congregation, Board of Trustees and all committees, except when requested for some special reason to be absent.

Article XII: Professional Staff

Section I: Temple Administrator or Executive Director

- A. In consultation with the Rabbi, the Board of Trustees may establish a sub-committee to create, fill and enter into a contract for the position of Temple Administrator or Executive Director.
- B. In so doing, the Committee may utilize the placement services of the National Association of Temple Administrators (NATA). In assessing a Temple Administrator or Executive Director candidate's qualifications and defining his/her job duties, the committee shall be guided, but not bound, by the code of practices formulated by NATA.
- C. The Temple Administrator or Executive Director is to be responsible for conducting the daily administrative and financial business of the congregation, and carrying out the policies of the Board of Trustees, reporting directly to the President of the Congregation.
- D. A Temple Administrator shall have the authority to supervise temple employees, other than professional staff, in their daily duties, while an Executive Director shall have full management authority over such employees. Temple employees under such authority include administrative, clerical, custodian and such technical personnel as from time to time may be needed.
- E. The Temple Administrator's terms and conditions of service to the Congregation, including compensation, pension, perquisites and other provisions, shall be negotiated by ad hoc Special Committee, appointed by the President and authorized by the Board of Trustees. After appropriate financial and legal review, negotiated agreements are to be presented for approval to the Board of Trustees, which approval shall not be unreasonably withheld.
- F. No less than annually, the Temple Administrator or Executive Director's job performance is to be assessed by the Personnel Committee in consultation with the Rabbi, consisting of at least the President and Rabbi, whose responsibility it is to evaluate the efficiency and effectiveness of the temple's administration, and to report such results to the Board of Trustees.
- G. The Temple Administrator or Executive Director is an advisory or ex officio member of the Board of Trustees, but may not serve as an elected officer or trustee, or vote on congregation matters brought before the Board.
- H. The Temple Administrator or Executive Director shall have the right to attend and participate without voting rights in all meetings of the Congregation, Board of Trustees, and all committees except when requested for some special reason to be absent.

Section II: Director of Education

- A. In consultation with the Rabbi, the Board of Trustees may establish a sub-committee to create, fill and enter into a contract for the position of Director of Education. The Director of Education is to be responsible for carrying out the adult and childhood education philosophy and programming of the Temple, and shall report to the Rabbi.
- B. In so doing, the Committee may utilize the placement services of the National Association of Temple Educators (NATE). In assessing a Director of Education candidate's qualifications and defining his/her job duties, the committee shall be guided, but not bound, by the code of practices or guidelines formulated by NATE.

- C. The Director of Education, in consultation with the Rabbi and the Education Committee, and with a budget approved by the Board of Trustees, shall have the authority to hire such religious school faculty and support staff as may be required to operate and staff the school.
- D. The Director of Education's terms and conditions of service to the Congregation, including compensation, pension, perquisites and other provisions, shall be negotiated by ad hoc Special Committee, appointed by the President and authorized by the Board of Trustees. After appropriate financial and legal review, negotiated agreements are to be presented for approval to the Board of Trustees, which approval shall not be unreasonably withheld.
- E. No less than annually, the Director of Education's job performance is to be assessed by the Personnel Committee, in consultation with the Rabbi and at least two (2) appointed members of the Education Committee, whose responsibility it is to evaluate the efficiency and effectiveness of, and member or parent satisfaction with, the Temple's educational offerings and programs, and to report such results to the Board of Trustees.
- F. The Director of Education is an advisory or ex officio member of the Board of Trustees, but may not serve as an elected officer or trustee, or vote on Congregation matters brought before the Board.

Article XIII: Committees

- A. The Congregation shall have such Standing Committees as shall be established from time to time by the Board of Trustees, for the purpose of conducting certain detailed ongoing business of the Congregation. Standing committees shall include: Community Relations, Education, Finance, Membership, Operations, Religious Practices and Ways & Means. Each Committee shall report to a designated officer-in-charge, who shall review all committee appointments and decisions. Each Committee member is to be a Congregation member in good standing.
- B. Chairpersons, appointed by the President, are charged to oversee, motivate, and to guide activities, events, programs and projects through committee to completion, working in close consultation and cooperation with the Executive Director and/or other appropriate staff members. From the Temple membership, Chairs appoint sufficient members of their respective committee to conduct their defined business. Chairs are to promptly report the names of prospective committee members to the respective officer-in-charge for review, prior to appointment. From time to time, the Board of Trustees may establish a policy to limit terms that Committee chairs may serve.
- C. In addition, and from time to time, the Board of Trustees, by majority vote, may establish such ad hoc Committees as they may deem necessary to perform certain projects or tasks, provided that when such projects or tasks have been completed, the ad hoc Committee in question shall cease to exist, unless established as a Standing Committee by action of the Board.
- D. The Secretary, or such other person who may be designated in the secretary's stead, shall maintain a written Operations Policy. The Operations Policy, among other things, shall set forth and define to which Standing Committee(s) each officer or trustee may be assigned. The By Laws, or if not the By Laws, the Policy established by the Board, shall prescribe the command and operations authority for the operation of the Standing and other ad hoc Committees of the Congregation.

- E. An Historian shall be appointed by the President to keep a record of the significant events relating to the history of the Congregation. Such records should be turned over to the Board of Trustees at the end of each fiscal year. It should also be the duty of the Historian to keep records of marriages and conversions by the Rabbi of members of the Congregation and their families. This information shall be recorded and deposited in the archives of the Congregation.

Article XIV: Affiliates

- A. The Congregation may have such affiliate organizations as shall from time to time be established by the Board of Trustees and organized by the members, e.g. Brotherhood, Sisterhood and Youth Group.
- B. The by laws and other regulations of such all affiliate organizations shall be consistent with and subordinate to the by-laws and policies of the Congregation, and shall be approved by the Board of Trustees, including, but not limited to, those matters governing election of officers, setting of assessments and dues.
- C. The activities of all affiliate organizations of the Congregation shall always be conducted in such manner as will advance the best interests of the Congregation. Officers of such affiliates shall be responsible for assuring their activities and programming are suitable, within guidelines for such activities that may from time to time be established by the Board of Trustees.
- D. All affiliate organizations shall be governed by annual self-funded operating budgets, unless otherwise provided for, and approved by their governing councils and reviewed for conformity by the Congregation's Board of Trustees. All funds raised by or allocated to affiliate organizations become the fiduciary responsibility of and property of the Congregation, and are to be treated as auxiliary funds, restricted in favor of their respective organizations, collected, accounted for and disbursed in accordance with the customary policies and practices of the Congregation.
- E. The Presidents of such established affiliates, or their designees, shall have an appointment to the Board of Trustees, with full voting rights, except in such situations where the Board of Trustees determines a conflict of interest.

Article XV – Cemetery

- A. The Congregation may lease or own land for use as a cemetery.
- B. The Board of Trustees shall delegate management of the cemetery to a Cemetery Committee, whose rules, regulations and policies will be subject to the approval and periodic review of the Board of Trustees.
- C. The Rabbi shall be a permanent member of the Cemetery Committee, responsible for providing authoritative advice and counsel on observance and maintenance of proper decorum, caring process and appropriate Jewish ritual in times of need.

- D. In consultation with the Religious Practices Committee, the Cemetery Committee shall promulgate rules and regulations for the operation of the cemetery, set charges for burial space, issue permits for burial, and arrange for maintenance and perpetual care. It shall establish regulations for the landscaping of lots and other spaces in the cemetery and for the erection of monuments. All plans for landscaping and monuments must be submitted to the Cemetery Committee in advance for its approval. All activities that are subject to the control or supervision of the Cemetery Committee shall comply with any applicable state and local law.
- E. There shall be a special restricted fund to maintain the cemetery in perpetuity, which shall be administered by the Cemetery Committee.
- F. The Cemetery Committee shall render an annual report and accounting of funds to the Board of Trustees.
- G. All expenses are the responsibility of the Congregation, and all cemetery income shall accrue to the Congregation.

Article XVI – Real Estate

- A. Before any contract shall be entered into for the purchase, sale, transfer, encumbrance, or lease of real estate by or for the Congregation, the Board of Trustees shall ascertain all of the relevant material facts and submit them to the Congregation at a regular or special meeting to be called for that purpose.
- B. Contract approval shall then require a vote of two-thirds (2/3) of the members present or voting by proxy to authorize any such action with respect to real estate.

Article XVII – Contracts & Legal Documents In General

- A. Deeds, contracts, and other legal documents obligating the Congregation financially shall be budgeted and shall require the approval of the Board of Trustees and, if approved, must be signed by the President of the Congregation, or the President's designee.
- B. All such deeds, contracts, and other legal documents in excess of an amount established by the resolution of the Board of Trustees require the approval of the Board of Trustees.
- C. All such legal documents shall be approved as to form, completion, and tax-exempt status impact, if any, by legal counsel to the Congregation.

Article XVIII - Fiscal Year

The Board of Trustees, by resolution, shall establish the fiscal year of the Congregation as July 1st to June 30th.

Article XIX – Amendments

- A. Amendments to the By Laws shall be initiated by the Board the Trustees or by at least twenty (20) percent of the Members of the Congregation.
- B. Proposed amendments shall be presented in writing to the President of the Congregation. Such amendments shall be acted on at any regular meeting of the Congregation or at any special meeting called for that purpose.
- C. Copies of the proposed amendments shall be sent by mail or verifiable electronic means to each member, along with the notice of the meeting at least thirty (30) days prior thereto. An affirmative vote of two- thirds (2/3) of the members present and voting shall be necessary to adopt any amendment.

Article XX – Parliamentary Authority

The rules of procedure at all Congregation, Board and Committee meetings shall be determined by Robert’s Rules of Order, latest revised edition, except where these Bylaws state otherwise.

Article XXI – Prohibited Activities

- A. No member of the Congregation shall receive any of the earnings or pecuniary profit from the operations of the Congregation. This restriction shall not prevent the payment to any such person of reasonable compensation for services rendered or of the reasonable value at retail for goods sold to or for the Congregation in carrying out any of its tax-exempt purposes.
- B. Notwithstanding any other provision of these By Laws, no Officer, Trustee, clergy member, professional staff member, or other employee, director or representative of the Congregation shall take any action or carry on any activity by or on behalf of the Congregation not permitted to be taken or carried on by an organization exempt under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (Internal Revenue Code) and regulations promulgated thereunder, as they now exist or as they may hereafter be amended, or by an organization to which contributions are deductible under Section 170(c)(2) of the Internal Revenue Code and regulations promulgated thereunder, as they now exist or as they may hereafter be amended.

Article XXII - Indemnification

- A. The Congregation shall indemnify any person who is, or who is threatened to be made, a party to any legal proceeding, because he or she was a Trustee, Director, Officer, employee, professional staff, Rabbi, Cantor, or agent of the Congregation, against expenses (including attorney’s fees), judgments, fines, and amounts paid in settlement (if approved by the Board of Trustee in advance) actually and reasonably incurred by him/ her in connection with such action, suit, or proceeding, if he/ she reasonably believed that he/ she was acting in or not opposed to the best interests of the Congregation and with respect to any criminal action or proceeding, had no reasonable cause to believe his/ her conduct was unlawful.
- B. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in a manner which he/ she reasonably believed that he/she was acting in or not opposed to

the best interests of the Congregation and, with respect to any criminal action or proceeding, has reasonable cause to believe that his/ her conduct was unlawful.

- C. Any indemnification under Section A of this Article (unless ordered by a court) shall be made by the Congregation only as authorized in the specific case, upon the determination that indemnification of the person is proper in the circumstances because he/ she has met the applicable standard of conduct set forth in Section A. Such determination shall be made by the Board of Trustees by a majority vote of a quorum consisting of Trustees who were not parties to such action, suit or proceeding; or, if no quorum can be reached, by the affirmative vote of a majority of the Members of the Congregation, excluding those who are parties to the action, at a duly constituted meeting.
- D. Expenses incurred in defending a civil or criminal action, suit or proceeding shall be paid by the Congregation in advance of the final disposition of which action, suit or proceeding upon receipt of an undertaking (with sufficient security, if required) by or on behalf of the indemnified person to repay such if it shall ultimately be determined that he/ she is not entitled to be indemnified by the Congregation as authorized in this bylaw provision.
- E. For such purpose, if it is fiscally reasonable to do so, the Congregation shall attempt to purchase and maintain insurance on behalf of the Congregants and any person who is indemnified by Section A. Such persons, whether or not then in office, shall be indemnified against all reasonable expenses and judgments actually and necessarily incurred by such person, including such expenses and judgments incurred in any civil, criminal or administrative suit or proceeding to which he/ she may have been made a party because he/ she is or was a Trustee or Officer. Such person shall have no right to reimbursement, however, in relation to matters as to which he/ she was derelict in the performance of his/ her duty by reason of criminal conduct, willful misconduct, bad faith, gross negligence or reckless disregard of the duties of his/ her office. The right to indemnification for expenses and judgments shall also apply to expenses of suits that are comprised or settled if the court having jurisdiction of the action shall approve such settlement.
- F. The foregoing right of indemnification shall be in addition to, and not exclusive of, all other rights to which such Trustee or Officer may be entitled.

Article XXIII – Dissolution or Merger

- A. In the event of the dissolution or merger of the Congregation, no Officer, Trustee, clergy member, professional staff member, director, employee, agent or representative of the Congregation shall be entitled to any distribution or division of its remaining property, assets, or proceeds.
- B. The balance of all money and other assets or property owned, held or received by the Congregation from any source, after the payment of all debts and obligations of the Congregation, shall be used exclusively for exempt purposes, within the intention and purpose of the Internal Revenue Code as it now exists or may be amended from time to time, or it shall be distributed to an organization or organizations exempt under said section of the Internal Revenue Code. Moreover, any such use or distribution of the money or property of the Congregation shall, to the extent possible, be in accord with the Congregation's purpose as set forth above, and, to the extent possible, shall promote similar or related purposes.
- C. With regard to Torah scrolls and other significant religious objects that may owned or held by the Congregation, the Rabbi and the Board of Trustees shall exercise special consideration in their

disposal, to assure that they are treated with the dignity and respect appropriately accorded such religious objects.